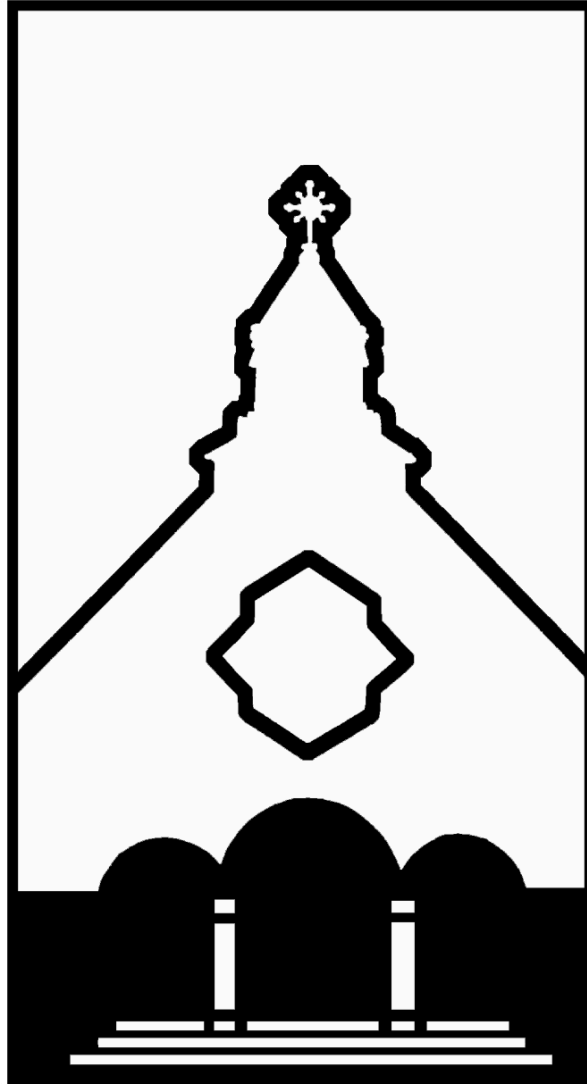


Annunciation
Orthodox
Cathedral



Archdiocese of Canada
Orthodox
Church In America

PARISH BYLAWS

January 2020

Document Revision Control

The following table includes the revision number, the date of update/issue, the author(s) responsible for the changes, and a brief description of the context and/or scope of the changes in that revision.

Rev	Date of Acceptance	Author(s)	Description of change
1	October 3, 1999		It is common for parish council members to sit on council for more than three consecutive years. This fact goes against the by-laws and therefore it was decided to remove the following sentence from Article IV, section .4, Term of office: "No elected member shall serve more than three consecutive years."
2	November 17, 2002	Debora Quayle	The parish is undergoing a search for a new cathedral church and property. The parish council must be in a position to call a general parish meeting in a very short time period to deal with potential real estate opportunities. It was decided to add the following text to Article III, section .5 concerning the Notice of meetings: "A special Parish Meeting to consider the purchase of new property may be held on any Sunday provided that all voting members have been given at least four days notice, either by telephone or by electronic mail (email). A telephone message left at a member's residence shall be considered adequate notification. This section shall remain in effect until August 31, 2008."
3	March 21, 2004	Mark Steski	The parish by-laws have been slightly modified to include information required as a result of the incorporation of the parish under Ontario law.

Annunciation to the Theotokos-St. Nicholas Orthodox Cathedral
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4	October 2006	Lawrence Purdy	<p>The by-laws now provide more explicitly for Parish Ministries, and for a Parish Council made up of the leaders of those ministries as well as the elected officers (now known as the Administrative Ministry and now including a Communications Officer) and the clergy. The Administrative Ministry is required to meet at least eight times a year, and the full Parish Council at least six times. The new name of the Cathedral is reflected in the by-laws. The former special provision for meetings on short notice to consider real estate transactions has been removed. Several other minor revisions, mainly stylistic, have also been made.</p>
5	November 29, 2009	Lydia Scratch	<p>The by-laws were amended to reflect the realities of the Cathedral parish. A definition for Rector was added. The structure of the Parish Council was amended: it now is composed of the Dean, the elected officers, the Buildings and Grounds Coordinator and the Communications Coordinator. Several other minor revisions, mainly stylistic, have also been made.</p>

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6	September 30, 2018	Brian Ahier, Jesse Butler	<p>The by-laws were updated to bring them into greater alignment with the requirements of the revised Statute of the Orthodox Church in America (2015) and the requirements of a non-profit corporation under Ontario law, as well as current Parish practice.</p> <p>Descriptions of the responsibilities of Parish Council members and of Parish Meeting and Parish Council meeting decision-making processes were adapted from the Statute of the OCA.</p> <p>The legal function of the Parish Council as the Board of Directors of the Corporation was clarified, and the membership of Parish Council was accordingly changed to the Dean and the four elected members.</p> <p>The language related to Parish Ministries was deleted and an expanded section on Parish Council meetings was added to reflect changes in Parish practice.</p> <p>Several other minor revisions, mainly stylistic, have also been made.</p>
7	December 2019	B.Ahier, G. Stathopolous	<p>The role of the Dean as an ex-officio member of Council was clarified to ensure alignment with the requirements of a non-profit corporation under Ontario law, as well as received Parish practice.</p>

Parish By-Laws

Annunciation to the Theotokos-St. Nicholas Orthodox Cathedral

January 2020

Constitution

Annunciation to the Theotokos-St. Nicholas Orthodox Cathedral (commonly referred to as Annunciation Orthodox Cathedral), located in the City of Ottawa, Province of Ontario, is a Parish of the Archdiocese of Canada of the Orthodox Church in America and registered as a Charitable Organization. This Parish is the merger of, the same as, and the successor to the former St. Nicholas Russian Greek Orthodox Church and Holy Transfiguration Orthodox Mission.

The Parish is incorporated as a not-for-profit corporation in the Province of Ontario, as of 15 June 2003, and has the Ontario Corporation Number 1572322. As described in the Letters Patent from the Province of Ontario, the objects for which the corporation is incorporated are:

- (a) To preach and advance the teachings of the Orthodox Church in America and the Orthodox Christian 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 Orthodox Church in America and the Orthodox Christian faith.
- (c) To support and maintain missions and missionaries in order to propagate the Orthodox Church in America and the Orthodox Christian faith.
- (d) To establish and maintain a religious school of instruction for children, youths and adults.

The Parish is under the ecclesiastical authority of the Ruling Bishop of the Archdiocese of Canada: it is an inseparable part, therefore, of the Archdiocese of Canada under the Ruling Bishop. It is a local community of the Church having as its head a duly appointed Priest with the title of Dean, and consisting of Orthodox Christians who strive to live in accordance with the Holy Tradition and Canons of the Orthodox Church. It is bound by the Statute of the Orthodox Church in America, adopted 21 July 2015, and by the By-laws of the Archdiocese of Canada, adopted 29 June 1990.

As a not-for-profit corporation in the Province of Ontario, Annunciation to the Theotokos-St. Nicholas Orthodox Cathedral is legally governed by a Board of Directors, hereafter referred to as the 'Parish Council.' The Parish Council consists of four Directors elected annually by the Parish. The four elected Directors are each responsible to serve the Corporation as an Officer in one of the following positions: President (hereafter referred to as 'Warden'), Vice President (hereafter referred to as 'Deputy Warden'), Secretary, and Treasurer. In addition, the Dean serves as an ex officio (non-Director) member of the Parish Council and as an Officer in the position of Chair.

The administration of the Parish shall be regulated by the following By-laws, which are intended to express the spirit of the Apostolic Tradition as understood by the Orthodox

Church in America, so that the Parish might fulfill its divinely appointed mission in a peaceful and orderly way.

Definitions

In these By-laws, unless the context otherwise requires:

- 'By-laws' means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force,
- 'Church' means the Orthodox Church,
- 'OCA' means the Orthodox Church in America,
- 'Archdiocese' means the Archdiocese of Canada of the OCA,
- 'Bishop' means the Ruling Bishop of the Archdiocese,
- 'Parish' means the community of the Bishop and the clergy and parishioners of Annunciation to the Theotokos-St. Nicholas Orthodox Cathedral, and when used in a general sense means any properly constituted community within the Orthodox Church,
- 'Clergy' means the Priests and Deacons of the Parish,
- 'Lay persons' refers to any persons affiliated with the Parish who do not meet the definition of 'Clergy',
- 'Corporation' means the corporation that has passed these by-laws, known in Ontario as 'Annunciation to the Theotokos-St. Nicholas Orthodox Cathedral',
- 'Director' means an individual occupying the position of a director of the Corporation by whatever name he or she is called,
- 'Officer' means an officer of the Corporation,
- 'Voting Member' means a member of the Corporation that is eligible to cast a vote,
- 'Voting Members' means the collective voting membership of the Corporation,
- 'Parish Meeting' means any meeting of the Voting Members of the Corporation including the Annual General Meeting,
- 'Parish Council' refers to the Board of Directors of the Corporation, consisting of the Dean, who is an ex officio Director, and the following elected Directors: the Warden (President), the Deputy Warden (Vice President), the Secretary, and the Treasurer,
- 'Coordinator' refers to a Voting Member of the Parish appointed by Parish Council to oversee specific aspects of the life of the Parish, under the supervision of Parish Council.

ARTICLE I: PARISH MEMBERSHIP

I.1 Parishioners

All Orthodox Christians, catechumens, and others, of any age, background, and canonical status, who make this Parish their place of worship, may be designated as parishioners of the Parish in a general sense, subject to the pastoral discretion of the Dean.

I.2 Communicants

As is the canonical practice of the Orthodox Church, Communicants are those who have been received into the Orthodox Church by Holy Baptism and/or anointing with Holy Chrism and are not under any canonical discipline, and who may thus participate in the Mysteries (or Sacraments) of the Church.

I.3 Voting Members

The Voting Members of the Parish are those Orthodox Christians who may fully participate in such Parish decision-making as may require voting or confirmation of the Bishop, including decisions affecting the Corporation. A Voting Member of the Parish is either a member of the Parish clergy, or a parishioner who, at a minimum,

- (a) is at least 18 years of age;
- (b) participates regularly in the Mysteries of Confession and Communion in this Parish;
- (c) is not a member of another Parish;
- (d) exercises responsible stewardship by making a regular contribution of money, time, or other resources to the Parish.

The list of Voting Members of the Parish is established at the beginning of the Church Year (1 September) by the Parish Council Secretary in consultation with the Dean.

While each Voting Member as defined above is eligible to vote, the received practice in the Parish is that Clergy do not vote on matters where there is a personal conflict of interest.

I.4 Exclusion from Voting Membership

The Dean, together with the Parish Council and in consultation with the Bishop, shall initiate pastorally responsible action to remove from voting membership anyone who forfeits their communicant status or otherwise:

- (a) knowingly defies the doctrinal, sacramental, and canonical teaching of the Orthodox Church, or
- (b) obstructs decisions rendered by the Bishop, Dean, Parish Council, or Parish Meeting, or
- (c) brings disgrace on the Orthodox Faith, or
- (d) injures the life of the Parish, or
- (e) defames the good name or undermines the authority of the Bishop, Dean, or other clergy, or any Parish Council members, Officers, or Coordinators of the Parish.

I.5 Appeals

Decisions rendered in accordance with I.4 (above) may be appealed by those concerned to the Bishop or the Archdiocesan Court.

I.6 Restoration of Voting Membership

Voting membership may be restored upon repentance, vindication, or a successful appeal.

ARTICLE II: THE PARISH CLERGY

II.1 Assignment

All Parish clergy are assigned or attached, transferred or removed, by the Bishop, who takes into consideration the life and needs of the Parish and the clergy. Clergy are assigned when they have a specific pastoral responsibility; they are attached when without such responsibility. Assigned clergy are normally financially supported by the Parish; attached clergy are not. Assigned clergy may not be removed or leave their assignment without the specific permission of the Bishop.

II.2 Transfers

Parish clergy will be transferred only in cases of requests for transfer for valid reasons or if the Bishop determines such a transfer will serve the best interests of the Church. In cases of transfer, the receiving parish is responsible for moving and travel expenses.

II.3 The Rector

Because the Parish is the see of the Bishop, the Bishop is the Rector of the Parish. The Dean and all clergy assigned or attached to the Parish report to the Bishop. The Bishop delegates the administration of the Parish to the Dean, and thus all administration issues will initially be dealt with by the Dean and, where necessary, the Parish Council. Any unresolved matters may be brought to the attention of the Bishop.

The Bishop receives a copy of all minutes of meetings and blesses all major decisions of the Dean, clergy, and Parish Council.

II.4 The Dean

The Dean is assigned to the Parish by the Bishop, and has overall responsibility for the pastoral, liturgical, and educational dimensions of Parish life. In general terms, he should be the spiritual leader of the Parish. He may be assisted in his work by other clergy as may be assigned or attached to the Parish and by Parish Council and other competent lay persons. The following matters are within the competence of the Dean. The Dean shall:

- (a) maintain regular and frequent communication with the Bishop about the life of the Parish, his responsibilities, and any concerns regarding clergy and parishioners;
 - o Although the clergy and lay persons have the opportunity and possibility to address the Bishop directly, it behooves them to discuss matters arising with the Dean. Likewise, it is appropriate that the Bishop inform the Dean of any concerns that arise before him;
- (b) ensure that the liturgical and sacramental practice of the Parish is consistent with the Typicon of the OCA;
- (c) ensure that the Parish is instructed in the tenets of the Orthodox Faith;
- (d) stimulate and nurture spiritual growth, moral progress, charitable activity, and religious education;
- (e) preside in the Bishop's stead at all Parish Meetings and Parish Council meetings;
- (f) maintain the records required by the Archdiocese and issue copies of such records as necessary;

- o ensure that all metrical records are accurate and current;
- (g) report marriages as required under Provincial law;
- (h) maintain communication with the Archdiocese concerning the life of the Parish;
- (i) keep the Church seal;
- (j) be zealous for the well-being and public image of the Parish;
- (k) maintain decorum within the Temple, and oversee its maintenance and beautification;
- (l) establish and maintain a Parish library;
- (m) encourage appropriate educational, social, and charitable activities and organizations;
- (n) maintain a Parish Office and office hours;
- (o) represent the Parish at inter-Orthodox and appropriate ecumenical gatherings;
- (p) implement within his competence the decisions and directives of the Central Church Administration of the OCA, the Archdiocesan Assembly and Council, the Bishop, the Provincial Deanery, the Parish Meeting, and the Parish Council;
- (q) serve as an ex officio member of Parish Council and of any Parish committees;
- (r) check and approve the Minutes of all Parish Meetings and Parish Council meetings; and
- (s) serve as a signing authority with the bank chosen by Parish Council, counter-signing cheques and financial documents as required by the Treasurer.

II.5 Other Clergy

Additional clergy as assigned or attached by the Bishop may assist the Dean in the general pastoral duties as directed, or may undertake such specific tasks and responsibilities as indicated in the terms of their appointment.

II.6 Compensation

The Dean shall be compensated in a responsible manner by the Parish. The amounts and terms of salary, use of residence, utilities, travel expenses, and benefits shall be determined prior to the time of his assignment, in consultation with the Bishop or a person assigned by him, and shall not be decreased without the permission of the Bishop. The compensation package will be reviewed annually by the Parish Council in preparing the budget for the Annual General Meeting. Similar provisions are to be made for other assigned clergy in light of the terms of their appointment. All clergy may retain donations and gifts made to them, without accountability to the Parish.

ARTICLE III: THE PARISH MEETING

III.1 Authority

The Parish Meeting is the highest legislative and administrative authority within the Parish. All parishioners may attend a Parish Meeting, but determination of quorum as well as voting is restricted to Voting Members.

III.2 Annual General Meeting

A Parish Meeting must take place at least annually, ideally within the first two months after the beginning of the Fiscal Year (1 January), on a Sunday, following the celebration of the Divine Liturgy. This annual Parish Meeting functions as the Annual General

Meeting of the Corporation. The following matters are within the competence of the Annual General Meeting. The Annual General Meeting shall:

- (a) hear and approve annual or special reports by Parish Council and any other appointed Coordinators or committees;
- (b) consider and decide on matters concerning the purchase, improvement, or sale of real property; investment of Parish funds (other than in savings accounts or related securities); and the transfer of any interest in or change of ownership and the incurring of indebtedness or otherwise encumbering Parish funds or property, subject to the approval of the Bishop;
- (c) approve the annual operating budget submitted by the Parish Council;
- (d) provide for the adoption and amendment of Parish By-Laws; and
- (e) elect members of the Parish Council.

III.3 Special Parish Meeting

Parish Meetings may be held at other times. They may be called by the Dean, Parish Council, the Bishop, or by not less than 51% of the Voting Members. In the last case, a written request for the Parish Meeting shall be filed with the Dean or the Warden at least three weeks prior to the date of the proposed meeting. This request shall be signed by those requesting the Parish Meeting and shall state its purpose.

III.4 Meeting Location

Parish Meetings shall be held on Parish premises unless impracticable.

III.5 Notice of Meetings

Notice of a Parish Meeting shall be given at the conclusion of Divine Liturgy on three consecutive Sundays prior to the Parish Meeting, published in whatever Parish Newsletter, online circular, or other medium is customarily used for the announcement of Parish business, and posted in writing within the Parish premises. Parish Meetings which have as part of their agenda capital expenditures, the purchase, sale, mortgage, lease, or encumbrance of real estate of the Parish, or the amendment of the By-Laws, shall include details in giving notice.

III.6 Quorum

The quorum for all Parish Meetings shall be 25% of Voting Members. In the absence of a quorum at the Annual General Meeting, it may be adjourned to a time determined by the majority present.

III.7 Consensus and Voting

Decisions at Parish Meetings are normally made by consensus. Where necessary or requested, in non-financial matters a simple majority vote by the Voting Members present shall determine the decision, but in financial matters a two-thirds majority shall be required. Voting shall be done by a show of hands.

In case the Dean or another member of Parish Council disagrees with one or more decisions of the Parish Meeting, his or her reasoned opinion shall be recorded in the minutes and the matter submitted to the Bishop for decision.

III.8 Order of Meetings

The Dean shall chair and preside at Parish Meetings. He may designate a substitute for all or part of the Parish Meeting. The Warden, or a person elected by the Parish Meeting for the purpose, shall serve as Vice-Chairperson and may conduct portions of the meeting with the agreement of the Dean. The Parish Council Secretary, or a person elected by the Parish Meeting for the purpose, shall record the minutes.

III.9 Agenda

All Meetings shall open and close with prayer. The Annual General Meeting shall include the following:

- (a) determination of quorum
- (b) approval of the minutes of previous Parish Meeting(s)
- (c) reports
- (d) auditor's report
- (e) financial statements
- (f) adoption of Parish budget
- (g) elections of Parish Council members
- (h) appointment of auditor
- (i) any other business
- (j) adjournment

III.10 Special Parish Meetings Agenda

All Special Parish Meetings shall open and close with prayer and include items (a), (i), and (j) above, a statement of purpose and, if necessary, resolutions concerning the matters discussed.

III.11 Records

The Secretary shall complete a draft of the Minutes of all Parish Meetings within three weeks of the date of the meeting. These Minutes shall be approved by the Dean and the outgoing elected members of Parish Council prior to the installation of the newly elected Parish Council, and a copy of the approved Draft Minutes, with attached reports, shall be sent to the Bishop. Resolutions and elections become effective as of the date of the Bishop's receipt of the Draft Minutes. The Bishop may remand notice of resolutions and elections back to the Parish for amendments or corrections. The Dean, Parish Council, or any Voting Member may submit a statement of dissent or grievance along with the Minutes sent to the Bishop. The Minutes of all Parish Meetings are confirmed by the Parish at the next Annual General Meeting, and at that point the Minutes are filed in their final form by the Parish Council Secretary, and a final copy sent to the Bishop.

ARTICLE IV: THE PARISH COUNCIL

IV.1 General

The Parish Council is the executive body that assists the Dean in administration of the Parish and normally meets under his chairmanship. The Parish Council is comprised of the Dean, ex officio, and the following members elected by the Annual General Meeting:

Warden, Deputy Warden, Secretary, and Treasurer. The Parish Council seeks to foster the spiritual and material welfare of the Parish.

The following matters are within the competence of the Parish Council. The Parish Council shall:

- (a) exercise fiduciary responsibility for the Parish;
- (b) implement within its competence the decisions and directives of the Central Church Administration of the OCA, the Archdiocesan Assembly and Council, the Bishop, the Provincial Deanery, and the Parish Meeting;
- (c) formulate, implement, and direct stewardship programs;
- (d) oversee implementation of the budget approved by the Parish Meeting;
- (e) authorize any fundraising activity within the Parish;
- (f) manage, inventory, and maintain Parish properties, both real and personal;
- (g) regulate use of Parish facilities;
- (h) maintain and verify the official roster of the Parish's Voting Members;
- (i) oversee and regularly receive reports from any Parish Coordinators, committees, or organizations;
- (j) prepare reports on aspects of Parish life within its competence for the Annual General Meeting;
- (k) propose an annual budget for consideration at the Annual General Meeting;
- (l) set a date and propose an agenda for Parish Meetings;
- (m) designate the bank in which the money, bonds, or other securities of the Parish shall be placed for safekeeping;
- (n) serve as signing authorities with the designated bank of the Parish, and counter-sign cheques and financial documents as required by the Treasurer;
- (o) make decisions on investment of Parish funds in savings accounts or related securities;
- (p) ensure all donor information is kept confidential and only accessible as required by auditors representing the Government of Canada, Parish auditors, or parishioners appointed to assist with the Treasurer's duties under the direction of Parish Council;
- (q) appoint Voting Members of the Parish to serve as Coordinators of specific aspects of Parish life;
- (r) in the case of the elected members, discharge the specific responsibilities of their offices; and
- (s) in the case of the four elected members, function as a Board of Directors of the Corporation, in accordance with Ontario law.

IV.2 Election

Elections to the Parish Council shall take place at the Annual General Meeting, based on a list of nominees put forward by the Dean, the Parish Council, or the Voting Members of the Parish.

IV.3 Eligibility

All Voting Members of the Parish are eligible for election to the Parish Council, with the following exceptions:

- (a) no two members of the same immediate family may be elected to Parish Council in the same term, with "immediate family" understood to include: a husband and a wife, a parent and a child, or two siblings; and

- (b) under Ontario law, persons who have the status of bankrupt or who have legally been found incapable of managing property are disqualified from serving as Directors of a Corporation, and therefore cannot be elected to Parish Council.

IV.4 Installation

The installation of the Parish Council shall be blessed by the Bishop, or by the Dean with the Bishop's approval, at the conclusion of the Sunday Divine Liturgy following the Bishop's receipt of the Draft Minutes of the Annual General Meeting.

IV.5 Term of Office

The regular term of office for elected members of the Parish Council shall be one year. Elected members shall nonetheless hold office until their successors are duly elected, confirmed, and installed as part of the Parish Council. Under normal circumstances, not more than half of the elected Parish Council members shall change in any given year.

IV.6 Dismissal

If a member of the Parish Council ceases to be a Voting Member of the Parish, that person is automatically dismissed from their position on the Parish Council. Additionally, Parish Council members who become bankrupt or are declared incapable of managing property under Ontario law shall also be automatically dismissed from their position.

Members must make every effort to attend all Parish Council meetings. The absence of any elected member for three consecutive meetings shall render the person subject to dismissal by the Parish Council.

IV.7 Vacancies

A vacancy among the elected members of the Parish Council, other than a vacancy in the position of Warden (which shall be filled by the Deputy Warden), may be filled by a Voting Member of the Parish who is appointed by the remaining Parish Council members. The appointee will serve out the remainder of the current term until the next Annual General Meeting. Such an appointment is subject to the approval of the Dean and confirmation by the Bishop. In accordance with Ontario law, only one additional Director may be appointed per term. Additional vacancies, therefore, can only be filled by a vote at a Parish Meeting.

IV.8 The Warden

The Warden provides leadership to the Parish Council, ensures the integrity of the Parish Council's process, and shall represent the Parish Council on all appropriate occasions. Specifically, the Warden shall:

- (a) co-ordinate the Parish Council's activities in fulfilling its governance responsibilities;
- (b) facilitate co-operative relationships among Parish Council members;
- (c) ensure that the Parish Council discusses all matters relating to its mandate; and
- (d) ensure compliance with any legal requirements related to the Parish's corporate and charitable status under Ontario and Federal law (see IV.12).

IV.9 The Deputy Warden

The Deputy Warden shall assist the Warden and perform additional duties as assigned by the Parish Meeting, Dean, Warden, or Parish Council. Specifically, the Deputy Warden shall:

- (a) in the absence or incapacity of the Warden, perform the duties and exercise the authority of the Warden;
- (b) ensure compliance with the *Policies, Standards, and Procedures of the Orthodox Church in America on Sexual Misconduct* (see IV.13); and
- (c) be prepared to assume the position of Warden should it be vacated mid-term.

IV.10 Treasurer

The Treasurer works collaboratively with the Dean and the Warden to support the Parish Council in achieving its fiduciary responsibilities. Specifically, the Treasurer shall:

- (a) receive and safely keep all money and securities of the Parish, and invest and disburse the same under the direction of the Parish Council;
- (b) keep a complete account of the finances of the Parish, which shall be the property of the Parish and open for inspection upon request by the Parish Council, or oversee the work of any external professional contracted to do so;
- (c) maintain a filing system of the Parish's financial records;
- (d) destroy, in a secure manner, all Treasurer records no longer required to exist by law, given the approval of the Parish Council;
- (e) render an annual statement to the Annual General Meeting and as requested by the Parish Council;
- (f) prepare and file all financial reports, statements, and tax returns required by law, or oversee the work of any external professional contracted to do so;
- (g) coordinate with any auditor(s) appointed by the Parish Meeting to ensure the completion of an annual review of the Parish's finances in compliance with Ontario law;
- (h) ensure that all cheques, drafts, or other official documents having to do with the financial matters of the Parish are signed by the appropriate signing authorities;
- (i) prepare, in consultation with the Parish Council, a proposed budget for the Annual General Meeting; and
- (j) perform all other necessary actions and duties in connection with the administration of the financial affairs of the Parish and those duties usually pertaining to the office of treasurer of a not-for-profit corporation in Ontario.

IV.11 The Secretary

The Secretary supports the Dean and the Warden in maintaining a high standard for Parish Council conduct, upholding Parish By-laws and policies, and maintaining the official records of the Parish. Specifically, the Secretary shall:

- (a) keep an accurate record of the transactions of all Parish Meetings and all Parish Council meetings;
- (b) establish the agenda for all Parish Meetings and all Parish Council meetings, in consultation with the rest of Parish Council;
- (c) be responsible for posting notice of all meetings;
- (d) maintain the list of Voting Members of the Parish;
- (e) submit to the Archdiocese copies of reports, lists, and Minutes as necessary;
- (f) provide copies of the minutes or agenda of Parish Council meetings or Parish Meetings to any Voting Member of the Parish who requests to see them;

- (g) ensure the conduct of Parish Meetings and Parish Council meetings complies with these By-laws and any other relevant legal or administrative standards;
- (h) maintain copies of key legal and administrative documents that may be required for reference in the conduct of Parish Council business; and
- (i) perform any other duties usually pertaining to the office of secretary of a not-for-profit corporation in Ontario.

IV.12 Maintenance of Corporate and Charitable Status

The Parish has a legal obligation to maintain certain filing requirements related to its corporate status under the Government of Ontario and its charitable status under the Government of Canada. This includes, in particular, the obligation to promptly and regularly update the Government of Ontario of any changes to the Directors and Officers of the Corporation. While the completion and submission of particular filings may be delegated to a particular Parish Officer or to an external professional, it is ultimately the responsibility of Parish Council, and specifically the Warden, to ensure the completion of these filings and the maintenance of the Parish's corporate and charitable status.

IV.13 Compliance with Orthodox Church in America Policies on Sexual Misconduct

The Parish Council, and all members of the clergy and lay persons working on behalf of the Parish, agree to be bound by and comply with the *Policies, Standards, and Procedures of the Orthodox Church in America on Sexual Misconduct*, and any amendments thereto. Parish Council shall accordingly use all reasonable efforts to ensure that such *Policies, Standards, and Procedures* are distributed to and understood by all lay persons and/or clergy working on behalf of the Parish. The Deputy Warden in particular shall be responsible for ensuring full compliance with the *Policies, Standards, and Procedures*, including all required screening and training of lay persons and/or clergy working on behalf of the Parish.

IV.14 Coordinators and Committees

The Parish Council may appoint Voting Members of the Parish to serve as Coordinators of specific aspects of Parish life, under the supervision of Parish Council. Such Coordinators will normally include a Buildings and Grounds Coordinator, a Communications Coordinator, and a Hospitality Coordinator. Additionally, Parish Council may establish committees with specific tasks and ask parishioners to serve on these committees where and as appropriate.

IV.15 Parish Representation

The Parish Council shall assign or elect representatives from the Parish for participation in the Archdiocesan Assembly and other Archdiocesan or Deanery activities, taking into consideration the requirements for such representation.

IV.16 Execution of Contracts

Contracts, formal documents, and other papers binding the Corporation shall be signed by two members of Parish Council, namely:

- (a) the Dean, and
- (b) the Warden, or, when circumstances require, another elected member of Parish Council.

IV.17 Protection of Parish Council Members

No clergy, Director, Officer, Coordinator, committee member, or employee of the Corporation shall be liable for the acts, neglects or defaults of any other clergy, Director, Officer, Coordinator, committee member, or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Parish Council or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) Complied with Ontario law and the By-laws of the Corporation; and
- (b) Exercised their powers and discharged their duties in accordance with Ontario law.

ARTICLE V: PARISH COUNCIL MEETINGS

V.1 Frequency

The Parish Council shall meet formally at least eight times a year.

V.2 Location

Parish Council meetings shall be held on the premises of the Parish, unless impracticable.

V.3 Attendance

Attendance of Parish Council members is required at Parish Council meetings, except where extenuating circumstances prohibit. The Coordinators responsible for specific portfolios within the life of the Parish are invited to attend Parish Council meetings, provide Parish Council with regular reports on their progress, and participate in discussions. More generally, Parish Council meetings are open to all parishioners who wish to attend, and Parish Council meeting dates and times shall be regularly announced to the Parish. Parishioners who wish to speak to an issue may do so, with the prior consent of Parish Council.

V.4 Quorum

The quorum for Parish Council meetings shall be 50% of the elected members plus the Dean (unless he has authorized the Parish Council to proceed in his absence). If a quorum is not present, the Parish Council meeting will be postponed to a later date.

V.5 Participation by Telephone or Electronic Means

If an elected Parish Council member cannot attend a Parish Council meeting in person, he or she may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A member participating by such means is deemed to be present at that meeting.

V.6 Order of Meetings

Parish Council meetings shall be planned, announced, carried out, recorded, and reported in a manner consistent with all applicable standards of financial and administrative accountability. The Parish Council shall conduct its business from a pre-established agenda, which shall be determined by the Secretary, in consultation with Parish Council and others planning to attend the meeting, a week beforehand. The Dean will normally chair Parish Council meetings. Subject to the Dean's approval, the Warden, Deputy Warden, or another member may chair at meetings. The Secretary, or a person appointed by Parish Council for the purpose, shall record the minutes.

V.7 Consensus and Voting

The Parish Council, as the Directors of the Corporation and including the Dean as an ex officio member, are legally responsible for any decision made regarding the administration of the Parish. Decisions at Parish Council meetings are normally made by consensus of Parish Council members. Where a clear consensus cannot be reached, the decision may be made by a majority vote of those members of the Parish Council present. In accordance with the received practice of the Parish, the Dean, as an ex officio member of Parish Council, does not participate in decisions on any matter where there is a personal conflict of interest (for example, clergy compensation). In cases where the Dean or another member of Parish Council disagrees with one or more decisions of the Parish Council as a whole, his or her reasoned opinion shall be recorded in the minutes and the matter referred to the Bishop for decision.

V.8 Records

The Secretary shall edit the Minutes of Parish Council meetings, then submit them to the rest of Parish Council for review one week before the subsequent meeting. Once the Minutes have been confirmed by a vote of Parish Council, the Secretary shall submit them electronically to the Bishop and store them in the Parish Archives.

ARTICLE VI: THE PARISH PROPERTY

VI.1 Title of Ownership

The Parish is the sole owner of all Parish properties, assets and funds, subject to the By-laws and provisions of the Archdiocese.

VI.2 Real Property

The Parish may resolve to purchase real property, or sell, mortgage, lease, or otherwise encumber its real property upon approval of a 75% majority vote of the Voting Members in attendance at a Parish Meeting, due notice having been given and a quorum present. Such a resolution is to be presented by the Parish Council, and is subject to the approval of the Bishop.

VI.3 Special Bequests

As far as possible the Parish shall use all special bequests, gifts, and devises for the purposes for which they were made. If such is not practical or feasible, as determined by the Parish Council, alternative use shall be determined in consultation with the donor or

representative of the estate. Where bequests entail specific liturgical services, such as annual commemorations, the Dean shall ensure that these take place.

VI.4 Defection

In the event that the Parish were to decide to withdraw from the jurisdiction of the OCA, the Archdiocese shall be entitled to full title to all Parish assets and properties. If a faction within the Parish decides to withdraw from the jurisdiction of the OCA, that part of the Parish which remains loyal to the OCA shall retain full title to all Parish assets and properties.

VI.5 Dissolution

The Parish may be dissolved by the decision of the Parish at a specially convened Parish Meeting, subject to the ratification of the Bishop. Only the Bishop has the authority to declare the Parish dissolved. Upon dissolution, the antimimension, sacred vessels, tabernacle, liturgical vestments and other sacred items are to be properly collected and delivered directly to the Bishop by the Dean, or as delegated by the Bishop. The icons, candle stands and other appointments, music and service books are to be disposed of in an appropriate manner (such as donation to the Archdiocese Missions Board) by the Dean. After all encumbrances have been satisfied, the remaining assets and property shall be distributed by the Dean, subject to the approval of the Bishop, to institutions or charities of the Archdiocese.

ARTICLE VII: PARISH STAFF AND ORGANIZATIONS

VII.1 Staff

The Parish Council may undertake to staff the Parish Office and arrange for custodial and other services as circumstances warrant.

VII.2 Organizations

Organizations may be established or recognized by the Parish for such purposes as are compatible with Parish life. They shall be accountable to the Dean and the Parish Council. Their By-laws shall be consistent with the By-laws of the Parish. An annual report of the activities and finances of any such organization is to be submitted to the Parish Council prior to the Annual General Meeting. Upon dissolution, the assets of the organization shall be turned over to the Parish. In the event the Parish is dissolved, all such organizations shall be dissolved at the same time.

ARTICLE IX: AMENDMENTS, GENERAL PROVISIONS AND OTHER REGULATIONS

IX.1 Amendments

These By-laws may be altered or amended by a 75% majority vote of the Voting Members of the Parish at a Parish Meeting, timely written notice having been given explaining proposed amendments and subject to the approval of the Bishop.

IX.2 Procedures

For matters not covered in these By-laws, the Parish Council may enact procedures and regulations consistent with the spirit of the By-laws in order to meet the needs of particular situations and circumstances in Parish life.

IX.3 Scope of Rights

Nothing in these By-laws shall be deemed to have granted any individual or group any rights that are in conflict or at variance with or superior to those recognized in the Statute of the OCA and the By-laws of the Archdiocese.

IX.4 Adoption

These By-laws were accepted at a Parish Meeting on January 26, 2020, and have become effective by the approval of the Bishop. They revoke, supplant, and replace any and all Parish By-laws, whether corporate or not, previously in use.