

CONSTITUTION
FOR
SAINT GREGORY THE GREAT
PARISH

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The Constitution of Saint Gregory the Great Orthodox Church (the "Parish"), and all of the Antiochian Orthodox Churches and organizations in North America, under the jurisdiction of the Antiochian Orthodox Christian Archdiocese of North America (the "Archdiocese"), a Religious Corporation under the laws of the State of New York, with headquarters at Englewood, New Jersey.

PREAMBLE

In the name of the Father, and of the Son, and of the Holy Spirit. Amen.

We, members of the Holy Orthodox Catholic and Apostolic Church of Jesus Christ (the "Holy Church"), in the Washington, D.C. metropolitan area, desiring the propagation of our faith and teachings for ourselves and our posterity, do unite together as a parish and church for the receiving of the Holy Sacraments, for the observance of the faith, morals, and discipline of the Holy Church as administered under the authority and jurisdiction of the Archdiocese, and do hereby adopt this Constitution, solemnly pledging ourselves to be governed by the provisions of this Constitution and the Sacred Canons of the Holy Church (the "Canons").

ARTICLE I

Name, Address and Authority

Section 1. Name

The name of the Parish shall be Saint Gregory the Great Orthodox Church, both ecclesiastically and in civil law.

Section 2. Address

The initial address of the Parish's office is: 7326 Poplar Court, Falls Church, Virginia 22042.

Section 3. Authority

A. Legal

The Parish initially shall operate as an unincorporated association until such time, if ever, that the Parish acts to change the Parish's status under civil law.

B. Ecclesiastical

The Parish shall derive its ecclesiastic authority to function by virtue of a charter issued by the Archdiocese. Such charter shall be issued when a constitution of the Parish has been approved by the Metropolitan Archbishop. The Parish owes its ecclesiastical allegiance to the Archdiocese and such ecclesiastical authority and jurisdiction cannot be changed, altered, modified, or revoked.

ARTICLE II **Purpose, Rules, and Regulations**

Section 1. Purposes

The purposes of the Parish are to:

A. maintain and preserve the spiritual and physical well-being and unity of its Membership (as defined in Section III. 1. of this Constitution) in this community; and

B. coordinate religious work or activity with the intent of propagating, practicing, and forever perpetuating religious worship services, ministrations, Holy Sacraments, and teaching in full accord and unity with the doctrines, rules, ritual, canon law, faith, practice, discipline, traditions, and usages of the Holy Church as set forth in the preamble of this Constitution.

Section 2. Rules and Regulations

In fulfilling the purposes set forth in Section II. 1. of this Constitution, the Parish shall act in accordance with this Constitution to ordain and establish rules and regulations, consistent with the Constitution of the Archdiocese and the Canons, according to which the Membership, Clergy (as defined in Section V. 1. of this Constitution), and Elected Officers (as defined in Section VI.4.A.(i) of this Constitution), as well as the Parish Council, Parish Committees (as defined in Section VI.4.F. of this Constitution), and Parish Organizations (as defined in Section VIII. 1. of this Constitution), shall act and officiate. The Parish shall provide a place or places, and facilitate the means, for worship and religious education in accordance with this Constitution. The Parish shall hold title to all properties, endowments, legacies, and all other gifts and contributions.

Article III **Membership**

Section 1. Two Categories of Membership

The membership of the Parish (the "Membership") shall consist of two kinds:

A. the Voting Membership as defined in Section III.2. of this Constitution; and

B. the General Membership as defined in Section III. 3. of this Constitution.

Section 2. Voting Membership

The "Voting Membership" shall consist of all persons eighteen (18) years of age and over, regardless of sex, who:

- A. have been baptized and accepted in the membership of the Holy Church according to the Holy Church's teachings;
- B. accept, profess, and practice the Holy Church's faith and discipline; and
- C. subscribe to the temporal maintenance of the Parish through payment of such dues, pledges, or assessments as are prescribed by the Parish Council.

Section 3. General Membership

The "General Membership," i.e., nonvoting membership, shall consist of all other persons who:

- A. have been baptized and accepted in the membership of the Holy Church according to the Holy Church's teachings;
- B. accept and practice the Holy Church's faith and discipline;
- C. profess membership in the Parish; and
- D. are under eighteen (18) years of age.

ARTICLE IV

Governing Code, Administrative Authority, and Legislative Authority

Section 1. Governing Code

This Constitution and the Canons shall be the governing code for the Parish.

Section 2. Administrative Authority

All administrative authority is vested in the Pastor (as defined in Section V.2. of this Constitution) and the Parish Council as provided in Article VI of this Constitution.

Section 3. Legislative Authority

All legislative authority is vested in General Meetings (as defined in Section VII. 1. of this Constitution) of the Voting Membership of the Parish.

ARTICLE V Clergy

Section 1. Appointment and Removal

All clergy of the Parish (the "Clergy" who shall include, without limitation, the Pastor as defined in Section V.2. of this Constitution) shall be appointed or removed by the Metropolitan Archbishop with the advice of the Parish Council.

Section 2. Pastor

A. The Metropolitan Archbishop shall appoint and designate the pastor of the Parish (the "Pastor") from among the canonical clergy of the Archdiocese.

B. The Pastor shall be the official representative of the Metropolitan Archbishop.

C. In all matters involving canon law, spiritual function, or priestly rights and duties, the Clergy shall be under the direct supervision of the Metropolitan Archbishop and not subject to any rules or regulations of the Parish.

Section 3. Petition

In order to dismiss or remove any of the Clergy, a formal petition (the "Petition") shall be drawn up by the Parish Council, setting forth fully the reason(s) for the desired dismissal. The Petition is to be sent to the Metropolitan Archbishop, who is to act as sole judge of the merits of the Petition for acceptance or rejection.

Section 4. Rights, Contracts, and Business Enterprises

A. No member of the Clergy has, or shall claim, any individual rights in, or ownership of, the properties of the Parish, except as otherwise may be permitted by contract.

B. No member of the Clergy or laity may enter into any contractual agreement, or otherwise engage in any business enterprise, which by the nature of such agreement or enterprise may:

(i) jeopardize the assets of the Parish; or

(ii) subject the Parish to any claim, lawsuit, or other liability arising from such agreement or activity.

ARTICLE VI
Parish Council

Section 1. Membership of the Parish Council

A. The "Parish Council" shall consist of:

(i) the Pastor;

(ii) three (3) members of the Voting Membership to be appointed by the Pastor, of whom:

a. one (1) member shall be appointed for a term of one (1) Year (as defined in Section VI. 1 .E. of this Constitution);

b. one (1) member shall be appointed for a term of two (2) Years;

c. one (1) member shall be elected for a term of three (3) Years;

(iii) an additional three (3) members of the Voting Membership, each of whom shall meet the qualifications for a Candidate set forth in Section VI.2. of this Constitution, to be elected by the Voting Membership of whom:

a. One member shall be elected for a term of one (1) Year;

b. one (1) member shall be appointed for a term of two (2) Years; and

c. one (1) member shall be elected for a term of three (3) Years; and

(iv) the following ex-officio members of the Parish Council, who shall be voting members of the Parish Council; provided that, in the event that an ex-officio member of the Parish Council is also an elected or appointed member of the Parish Council, such member of the Parish Council shall be entitled to only one (1) vote:

a. a representative of the choir;

b. the superintendent of the Parish's school, if any; and

c. the president of each Parish Organization, if any, or the designated representative of such president.

B. Except as provided in Section VI. 1.C. of this Constitution, each person appointed, or elected, after the expiration of the terms set forth in Sections VI.1.A.(ii) and VI. 1.A.(iii) of this Constitution shall be appointed, or elected, for a full term of three (3) Years.

C. In the event of a vacancy in the Parish Council of an:

(i) elected member of the Parish Council, the Parish Council shall elect a member of the Voting Membership; or

(ii) appointed member of the Parish Council, the Pastor shall appoint a member of the Voting Membership, to complete the unexpired term within thirty (30) days of the occurrence of the vacancy.

D. No elected member of the Parish Council shall be eligible for reelection after such member has served two (2) successive, three (3) Year terms by election, until such member has retired from elected membership of the Parish Council for a period of one (1) Year. In this Section, successive terms shall refer only to terms served after the effective date of adoption of this Constitution.

E. When capitalized, "Year" shall mean the period between an Annual Meeting (as defined in Section VII.2. of this Constitution) and the immediately succeeding Annual Meeting, which period shall be approximately twelve (12) months in length.

Section 2. Qualification for Election to the Parish Council

A "Candidate" must:

A. be eighteen (18) years of age or over;

B. have been a member of the Voting Membership of the Parish for a period of no less than six (6) months as of the date of the election for which the Candidate is nominated;

C. have fulfilled the Canonical requirements of the Faith.

Section 3. Nominating and Elections

A. At least one (1) month before each Annual Meeting, the Chairman (as defined in Section VI.4.A.(i)a. of this Constitution) shall appoint a "Nominating Committee" composed of the Pastor and at least four (4) members of the Voting Membership.

B. The Nominating Committee shall nominate at least twice as many Candidates as there are vacancies to be filled. Those nominated must have indicated a willingness to serve if elected. At least ten (10) days before each Annual Meeting, the Nominating Committee shall place in the hands of the Chairman, in a sealed envelope, the Nominating Committee's report. This report shall be opened and read by the Chairman at the Annual Meeting. Additional Candidates may be nominated from the floor by any member of the Voting Membership at the Annual Meeting; provided that such additional Candidates have indicated their willingness to serve, if elected.

C. The elected members of the Parish Council shall be elected by secret ballot by a plurality of ballots cast:

(i) through the mail after the Annual Meeting;

(ii) at the Annual Meeting; or

(iii) at such other time as may be designated by the Parish Council, but in no event more than sixty (60) days after the Annual Meeting.

The tally of the ballots shall be made by the Pastor and a committee appointed for that purpose by the Pastor.

D. The newly elected, and the newly appointed, members of the Parish Council, together with those members of the Parish Council whose terms have not expired, will constitute the new Parish Council and will be installed by the Pastor.

Section 4. Elected Officers Duties of the Parish Council and Parish Committees

A. (i) Within thirty (30) days after their installation as the new Parish Council, the Parish Council shall convene an "Election Meeting" pursuant to a call by the Pastor and shall elect, from the members of the Parish Council, the officers of the Parish Council (the "Elected Officers"). The Pastor or his duly appointed representative shall preside at the Election Meeting.

The Elected Officers shall consist of a:

a. "Chairman;"

b. "Vice-Chairman;"

c. "Treasurer;" and

d. "Secretary;"

and such other officers, if any, as may be identified in the Parish Council's Bylaws (as defined in Section VI.4.C. of this Constitution). Immediately upon election of the Elected Officers, a list of the newly Elected Officers and other members of the Parish Council shall be mailed to the Metropolitan Archbishop for approval.

(ii) In the event of a failure of the Pastor to issue such call, such call may be issued by:

a. the retiring Chairman if the retiring Chairman's term as a member has not expired; or

b. any two (2) members of the newly elected Parish Council.

B. The Parish Council shall be the representative of the Parish in the administration of its properties and affairs. The Parish Council shall be responsible for all receipts to, and disbursements from, the General Fund and all Special Funds (as those terms are defined in Sections VI.5.A.(ii) and VI.5.B. of this Constitution, respectively).

C. The Parish Council shall have the right to promulgate and adopt "Bylaws" for the conduct of its meetings and affairs; provided that, such Bylaws must be consistent with this Constitution and the Constitution of the Archdiocese.

D. The Parish Council shall hold one regular meeting on, or about, the first Monday of each month. Five (5) members of the Parish Council shall constitute a quorum for the

transaction of business by the Parish Council. The Chairman shall vote only in the event of a tie.

E. At the end of:

(i) the first six (6) month period of each calendar year; and

(ii) each calendar year, the Parish Council shall prepare a report

containing in detail all receipts and expenditures of the Parish, including the General Fund and all Special Funds, endowments, and other amounts held for specific purposes. Such report shall be made available to all members of the Voting Membership and a copy thereof shall be filed with the Archdiocese. The report prepared pursuant to Section VI.4.E.(ii) of this Constitution shall be the "Annual Financial Report."

F. In addition to other committees expressly mentioned in this Constitution, the Parish may have "Parish Committees," each of which shall be either a Standing Committee or a Special Committees (as those terms are defined in Sections VI.4.F.(i) and VI.4.F.(ii) of this Constitution, respectively).

(i) The Parish Council shall create such "Standing Committees" as it deems necessary to accomplish the purposes of the Parish. The Chairman shall appoint all members of Standing Committees, and designate the chairman of each Standing Committee, from the Voting Membership, after consultation with:

a. the Pastor; and

b. other members of the Parish Council.

(ii) The Chairman shall create, and appoint the members and chairmen of, all "Special Committees," the Chairman deems necessary for the accomplishment of any special purpose of the Parish.

Section 5. Finance

A. The general contributions, pledges, dues, and other general income of the Parish shall:

(i) be deposited in a legally recognized banking institution; and

(ii) constitute the "General Fund. "

B. The Parish Council may create "Special Funds" to be held in specific or separate accounts for the purposes of receiving and accumulating pledges, gifts, and inheritances which may be designated for the fulfillment of any specific purpose or purposes not inconsistent with this Constitution.

C. The Parish Council may invest and reinvest funds which have been accumulated in the General Fund and all Special Funds in a manner consistent with rules relating to prudent investments by trustees.

ARTICLE VII
Meetings of the Voting Membership

Section 1. General Meetings

There shall be two kinds of "General Meetings" of the Voting Membership of the Parish:

- A. Annual Meetings (as defined in Section VII.2. of this Constitution); and
- B. Special Meetings (as defined in Section VII.3. of this Constitution).

Section 2. Annual Meetings

There shall be an "Annual Meeting" of the Voting Membership of this Parish to be held on, or about, the fourth Sunday of January.

A. The Pastor shall be the presiding officer at every Annual Meeting; provided that, in the event the Pastor chooses not to preside, the Chairman shall preside.

B. It shall be the duty of the Secretary to send out notices of the Annual Meeting by regular mail to all members of the Voting Membership at least thirty (30) days prior to the date of the Annual Meeting. The Secretary shall include a copy of the agenda of the Annual Meeting with such notice.

C. The Chairman and the president of each Parish Organization shall prepare in writing, and present at each Annual Meeting, a report of such Parish Organization, including without limitation its finances and its work projects for the past Year.

D. At each Annual Meeting, the Treasurer of the Council shall present the Annual Financial Report of the Parish to the Voting Membership. The Annual Financial Report may be presented in a draft form pending posting of receipts and expenditures in the month immediately preceding the Annual Meeting.

E. The Voting Membership may initiate and enact any legislation, rules, regulations, and resolutions not inconsistent with this Constitution. Such legislation, rules, regulations, and resolutions shall be binding on the Parish Council and all Parish Organizations.

Section 3. Special Meetings

A. The Pastor and the Parish Council shall have the power to call Special Meetings whenever he and it deems necessary for any purpose. In order to call a Special Meeting, the Pastor shall make a motion, which must be duly passed by a majority of the Parish

Council at:

- (i) any regular meeting of the Parish Council; or
- (ii) a special meeting of the Parish Council duly called for that purpose.

The Chairman shall set the time and place of the Special Meeting. The Secretary shall send by regular mail the notice of the Special Meeting and the purpose for which it is called at least ten (10) days prior to the convening of the Special Meeting.

B. The Pastor shall be the presiding officer at every Special Meeting; provided that, in the event the Pastor chooses not to preside, the Chairman shall preside.

C. No business may be transacted at any Special Meeting other than business which is germane to the purpose for which the Special Meeting was called.

Section 4. Quorum

Fifty-one percent (51 %) of Voting Membership present shall constitute a quorum for the transaction of business at all General Meetings.

ARTICLE VIII **Subsidiary Bodies Including Parish Organizations**

Section 1. Subsidiary Bodies

No subsidiary body within the Parish shall have either a legal or canonical existence unless such subsidiary body shall have filed a copy of its constitution and Bylaws with the Pastor and the Parish Council and received their approvals. Upon grant of both such approvals, such subsidiary body shall be a "Parish Organization."

Section 2. Activities

Activities, including without limitation solicitations of monies, social affairs, contacts with outside organizations, contributions to outside organizations or persons, and acceptance of outside invitations, in which Parish Organizations and other subsidiary bodies may wish to engage, shall be done only with the prior knowledge and approval of the Pastor and the Parish Council.

Section 3. Funds

The accumulated funds of any Parish Organization or other subsidiary body are to be placed at the disposal of the Parish Council at any time when the Parish Council shall deem it necessary to have such money for the welfare of the Parish.

Section 4. Assets

If for any reason, now or in the future, any Parish Organization or other subsidiary body shall be dissolved, all assets shall forthwith be transferred to the Parish.

ARTICLE IX
The Property of the Parish

Section 1. Title

Title to all properties shall be held in the name of the Parish as specified in Section I. 1. of this Constitution. All titles, deeds, and other documents relating to such property shall be kept in the custody of the Parish Council.

Section 2. Transfers

A. The Parish Council shall have no right to mortgage, lease, transfer, sell, or purchase any real property on behalf of the Parish unless it has been authorized to do so by a General Meeting called for that purpose. A General Meeting convened for such purpose must be:

- (i) called by the Parish Council; and
- (ii) announced to the Voting Membership by a notice that specifically sets forth the purpose of the General Meeting.

B. No real property of the Parish shall be mortgaged, sold, leased, transferred, or purchased, except when approved by:

- (i) a two-thirds (2/3) majority vote of the Voting Membership attending a General Meeting called pursuant to Section VII.2.B. or VII.3.A. of this Constitution; and
- (ii) the Metropolitan Archbishop.

Section 3. Dissolution

In the event of the dissolution of the Parish, all of the Parish's funds, properties, equipment, and endowment shall revert at once and forthwith to the Archdiocese. Anything to the contrary notwithstanding, the provisions of this Section cannot be amended, altered, changed, or modified.

ARTICLE X
Amendments

This Constitution, except as otherwise herein provided, may be amended, altered, changed, or modified at a General Meeting called for such specific purpose, provided that the notice of such General Meeting shall set forth such specific purpose. No amendment shall be

binding or effective unless it is:

A. approved by a two-thirds (2/3) majority of the Voting Membership attending such General Meeting;

B. approved by the Metropolitan Archbishop; and

C. consistent with the provisions of the Constitution of the Archdiocese.

ARTICLE XI
Adoption and Filing

Upon adoption, and following the approval of the Metropolitan Archbishop, this Constitution shall be kept in the archives of the Parish Council. A copy of this Constitution, and any amendments hereto, shall be filed in the office of the Archdiocese.