AMENDED AND RESTATED BYLAWS OF THE DIOCESE OF THE WEST ORTHODOX CHURCH IN AMERICA

Article I
General

1) The Diocese of the West (hereinafter known as Diocese) is a basic body of the Orthodox Church in America. It consists of all parishes, mission parishes, missions, chapels and institutions of that church within that geographical territory defined by the Holy Synod of Bishops of the Orthodox Church in America and designated as constituting the Diocese of the West. It is administered by the canonically recognized bishop of San Francisco (hereinafter known as Diocesan Bishop), such canonical recognition being that of the Holy Synod of Bishops of the Orthodox Church in America. The Diocese is a not-for-profit corporation chartered under the laws of the state of California.

2) The Diocese is an integral member of the Orthodox Church in America and, as such, is subject to the Canon Law of the Orthodox Church and the Statute. The Diocese is also subject to the laws of the United States of America and the laws of the State of California as they pertain to not-for-profit religious corporations, and to the laws of those states in which it operates, as applicable. These Bylaws are automatically amended to comply with such statutes and laws whenever they conflict therewith.

3) The Diocesan Assembly and Diocesan Council shall have all rights, privileges, duties, and responsibilities granted by Civil Law, Canon Law, Statute, and decisions of All-American Councils or the Holy Synod of Bishops of the Orthodox Church in America in addition to any others specifically granted herein.

4) The principal office of the Diocese is located in the City and County of San Francisco, California at 1520 Green Street or such other place as may be designated by the Board of Directors.

5) The Board of the Directors shall be called the Diocesan Council.

Article II
Diocesan Hierarchy

1) The Diocese is governed by the Diocesan Bishop, who by virtue of his Episcopal consecration and canonical appointment by the Holy Synod of the Orthodox Church in America possesses full hierarchical authority within the Diocese.

a. In the event of a vacancy in the office of Diocesan Bishop, a Locum Tenens, appointed by the Metropolitan, shall convoke and preside over a special Diocesan Assembly for the sole purpose of nominating a candidate as Diocesan Bishop.

b. Should the election of a new Diocesan Bishop be delayed for an extraordinary length of

time, the Holy Synod may authorize the Locum Tenens to assume additional authority proper to a Diocesan Bishop, as required by the best interests and continuing welfare of the Diocese.

c. The special Diocesan Assembly shall conduct the nomination in accord with the provisions of the Diocesan Bylaws, and the Locum Tenens shall submit the nominee to the Holy Synod according to procedures established by the Holy Synod.

2) For the good of the Diocese, Auxiliary Bishops may be assigned to various cities in the Diocese. Such Auxiliary Bishops shall have their duties, responsibilities, and rights defined by the Bishop and the Statute. They shall be members of the Diocesan Council ex-officio. Their compensation shall be defined by the Diocesan Council.

3) The Chancellor of the Diocese is appointed by the Bishop if, in the opinion of the Bishop, such a position is warranted. He serves at the pleasure of the Bishop. His qualifications, duties and responsibilities shall be defined and determined by the Bishop. The Chancellor shall serve as an ex-officio member of the Diocesan Council and all of its committees.

Article III
Members

1) Any voting member of any parish of the Diocese is thereby also a member of the Diocese.

2) Also, any member of the Diocese who moves his/her residence outside the geographic territory of the Diocese other than temporarily, shall be considered to have withdrawn from membership in the Diocese. Such withdrawal from Diocesan membership shall take place immediately upon relocation of residence.

Article IV
Diocesan Assembly

1) Regular annual meetings of the members of the Diocese shall be held at such time and place as shall be determined by the Diocesan Council. Special meetings of members may be called at any time and place by decision of the Bishop or the Diocesan Council. The date or place of the meetings may be changed by action of the Diocesan Council, approved by the Bishop, and, if deemed necessary because of circumstances, may be virtual by remote, online applications which permits all attendees the opportunity to see, hear, and participate.. Both the annual meetings and the special Diocesan-wide meetings shall be hereinafter referred to as “Diocesan Assemblies.”

2) Notice of the convening of a Diocesan Assembly, the time and place of the meeting, together with the agenda, shall be mailed at least 30 days in advance, to each person authorized to attend, as set forth in Article IV (4) below, and to each Parish. The Parish shall notify its members in the same manner as for its parish general meetings.

3) All members of the Diocese may attend Diocesan Assemblies as observers and, with the agreement of the majority of the delegates, may be permitted the opportunity to address the assembly, but not to vote. Any questions of right to vote or manner of voting, as well as other details of the composition, action and competence of a Diocesan Assembly, shall be as defined in Article VII of the Statute.

4) Parish lay delegates shall be elected by a Parish Meeting or Parish Council from its membership and shall serve for a period of one year from the date of election. Their duties shall be to:

a) Represent his/her parish at all Diocesan Assemblies;

b) Be the lay parish contact for diocesan committees or diocesan visitors in the area;

c) Meet with other Diocesan Assembly delegates from their Deanery for follow-up discussions, and other activities as announced;

d) Keep parish members informed about Diocesan activities, including reporting to the parish concerning the activities and decisions of the Diocesan Assembly;

5) The composition of the Diocesan Assembly shall be as follows:

a) The Diocesan Bishop (plus any and all Auxiliary Bishops);

b) The senior priest of the Diocesan Cathedrals and the Abbots and Abbesses of Diocesan Monasteries;

c) The canonically appointed priests and deacons of each parish, ex-officio, and an equal number of lay delegates elected as provided for in Article VII of the Statute;

d) Priests not having parishes if accredited by the Diocesan Council, prior to the Diocesan Assembly;

e) The members of the Diocesan Council and the members of the auditing committee;

f) Two delegates from each Orthodox theological seminary in the Diocese;

g) Retired bishops and priests residing in the Diocese with the right to attend and the right of consultative voice, but without the right to vote;

h) Additional persons invited by the Diocesan Council with the approval of the Diocesan Assembly with or without the right to participate in the discussions but without the right to vote (members of the preparatory committees shall have the right to attend and participate in the discussions of the subject upon which their committees report to the Diocesan Assembly; appropriate credentials shall be issued to such persons by the Diocesan Council);

6) The Annual Diocesan Assembly shall elect members of the Diocesan Council, adopt a Diocesan Budget for the following fiscal year for the Diocese, elect an Auditing Committee, and conduct any other business properly brought before the Assembly.

7) All actions taken by the Diocesan Assembly except where otherwise indicated shall be by majority vote.

Article V
Diocesan Council

1) The Diocesan Council shall consist of the Diocesan Bishop (plus any and all Auxiliary Bishops), the Chancellor, and 12 members - six clergy and six laity - duly elected at the Diocesan Assembly, who shall serve without compensation and who must be members of the Diocese. The Diocesan representatives to the Metropolitan Council and the duly elected District Deans shall be ex-officio members of the Diocesan Council.

2) All candidates for the Diocesan Council must be accredited delegates present at the Diocesan Assembly.

3) The elected members shall serve for three-year terms, unless otherwise terminated. Two clergy and two lay members shall be elected at each Annual Diocesan Assembly.

4) The term of office for each Diocesan Council member shall begin immediately after election and the taking of the oath of office.

5) Two alternates from the accredited delegates present at the Diocesan Assembly, one from the clergy and one from the laity, shall be elected annually. The alternates will be those members who received the highest number of votes after the members elected to the Diocesan Council. They shall serve at the Diocesan Council Meetings if the appropriate position becomes vacant, completing the term of office of the person the alternate has been called to replace. All interim vacancies shall be filled by the Bishop until the next duly constituted election by the Diocesan Assembly can take place.

6) The competency of the Diocesan Council shall be as defined by Article X of the Statute, and in addition:

a) Shall have general charge of all Diocesan administration and business affairs as guided and directed by the Diocesan Bishop;

b) Shall have administrative responsibility for anyone directly employed by the Diocese, with provisions for their compensation. No one, however, shall be an employee of the Diocese without the blessing of the Bishop;

c) Shall elect all officers of the Diocesan Council from its own ranks, for the ensuing year at the first meeting following the Diocesan Assembly; The Bishop at the same time appoints all committee Chairmen and department heads who shall serve at his pleasure.

7) The Diocesan Council shall meet at least quarterly in order to discuss and enact its affairs. Meeting attendees may be present in person, by telephone or by means of telephone/web conferencing. The meeting venue selected should facilitate reviewing, discussing and decision-making.

8) Special meetings of the Diocesan Council may be called at any time by the, Bishop or by written

request of at least eight members of the Council. Prior to all such meetings, reasonable written notice of at least ten (10) days shall be given to all Council members.

9) Up to two regular meetings of the Diocesan Council may be canceled annually upon written concurrence of twelve members of the Diocesan Council.

10) All actions of the Diocesan Council shall be by majority vote (unless otherwise authorized by the Diocesan Assembly) of the members present. Such a vote shall be taken only at a duly constituted regular or special meeting of a majority of members. However, if a special meeting cannot be scheduled with a quorum in time to address an issue, a vote of members of the Diocesan Council may be conducted by either regular or electronic mail. In this case, the Secretary shall distribute to each Diocesan Council member the text of the resolution and any background information required to make the decision. The Secretary shall collect and compile the results from the voting members, report them to all the members and record the results in the minutes of the next Diocesan Council meeting.

Article VI
Officers and Committees

1) The officers of the Diocese shall be: the President, who shall be the Bishop; the Vice-President, who may be an Auxiliary Bishop or a Chancellor (or, in the absence of a Chancellor, a senior priest appointed by the Bishop); a Secretary, appointed by the Diocesan Council from among its members; and a Treasurer, appointed by the Diocesan Council from among its numbers. Their term of office shall be for one year. The Diocesan Council may temporarily appoint such other officers as it deems necessary or proper for the operation of the Diocese.

2) The duties of the President shall be as prescribed by the Statute and as imposed by law, the Articles of Incorporation, these Bylaws, and decisions of the Diocesan Council. The president shall be chairman of all Diocesan Assembly and Council meetings.

3) The duties of the Vice-President shall be to act in place of the President during the latter's absence and with his permission to perform such other duties as may be imposed by law, the Articles of Incorporation, these Bylaws, and decisions of the Diocesan Council. These duties shall in no way include those duties reserved to the hierarchical authority by Orthodox Canon Law unless specifically authorized by the Bishop.

4) The Secretary shall be responsible for:

a) An accurate record of all Diocesan Council meetings and all Diocesan Assemblies;

b) The notification of all parishes of all such meetings;

c) Keeping a current list of all members of the Diocese;

d) Performing such other duties as may be imposed by law, the Articles of Incorporation, these Bylaws, and decisions of the Diocesan Council.

5) The Treasurer shall be responsible for:

a) The receipt, safekeeping, and proper disbursement of all money and other property of the Diocese entrusted to his care, according to the direction of the Diocesan Council;

b) Rendering a statement at the Diocesan Assembly and at such other times as may be requested by the Diocesan Council. The annual statement shall be audited and certified as provided by these Bylaws.

c) Shall maintain, or have maintained, such account books, records, and procedures as necessary to fulfill the needs of accountability to Diocesan authority and to such legal and civil authorities or entities with legally constituted interest in Diocesan financial affairs. Such accounts, records and procedures shall remain available for inspection by any member, at any time during normal hours, upon reasonable notification.

d) Performing such other duties as may be imposed by law, the Articles of Incorporation, these Bylaws, and decisions of the Diocesan Council.

6) The Auditing Committee shall be composed of three members elected at the Diocesan Assembly, no more than one of whom may be clergy,. The members shall preferably have accounting or bookkeeping experience, and shall periodically review the work of the Treasurer and of the financial aspect of the work of the Diocesan Council. The Nominees to the Auditing Committee are not required to be in attendance at the Diocesan Assembly at which they are elected. Members of the Auditing Committee have the right to be delegates and attend the Diocesan Assembly but are not required to do so if they have unanimously submitted a report to the same Assembly. This committee shall be responsible for:

a) Performing the annual internal audit of the financial records of the Diocese

b) Performing an audit the financial records of all Committees of the Diocesan Council and all auxiliary Diocesan organizations

c) Reviewing the scope of the audit to be performed by an external auditor

d) Discussing the results of an external audit with the external auditor and recommending a plan for the implementation of any recommendations provided by the external auditor.

An Audit Coordinator, a member of the Diocesan Council but not the Treasurer, shall be responsible for:

e) Coordinating the time and place of the internal audits.

f) Maintaining a set of procedures to be followed by the elected auditors.

g) The annual written audit report shall be prepared by the elected auditors and submitted to the Diocesan Council and Diocesan Assembly.

h) Ensuring that the audited annual report is posted on the Diocesan web site.

i) Ensuring that issues identified in an internal or external audit are resolved prior to the next internal or external audit.

j) Presenting the report of an external auditor to the Diocesan Council and Diocesan Assembly.

k) Providing an avenue for the receipt of anonymous or other complaints regarding the accounting, auditing internal control or financial reporting matters.

l) Determining the timing and scope of external audits.
m) Managing the selection, compensation, and terms of engagement of an external auditor.

7) The Diocesan Council may establish other committees for specific purposes and activities, according to the needs of the Diocese, as they deem necessary and proper. Membership in such Committees is open to all members of the Diocese. Committee Chairmen may attend Diocesan Council Meetings, but without the right to vote. Appointment of all Committees and their Chairmen shall be made by the Bishop.

Article VII
Minutes, Records and Seal

1) The Diocese shall keep, at its principal office, a Book of Minutes of all meetings of the Diocesan Council, a Book of Minutes of all Diocesan Assemblies, a book of the accounts of the Diocese, containing a general ledger of the accounts of the Diocese, with accurate and adequate records of the business transactions of the Diocese as well as Diocesan properties, assets, liabilities, receipts, disbursements, gains and losses, and true copies of all records relevant to the value, and cost, of all property which the Diocese owns, claims, possesses or controls.

2) The minutes of all meetings, both of the Diocesan Assemblies and the Diocesan Council, shall contain the following: the date, time and place of the Meeting, the names of those present, the notice given for this meeting and the proceedings thereof.

3) The Book of Minutes and the General Ledger shall be open to inspection by any member of the Diocesan Council at any reasonable time, upon reasonable notification. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

4) The Book of Minutes and the General Ledger shall be open to inspection by any member of the Diocese or agent or attorney thereof, at any reasonable time, upon written demand of such member to the Secretary of the Diocesan Council, and includes the right of inspection includes the right to make extracts.

5) The Diocesan Council shall provide for the preparation and submission to the parishes, for distribution to the members, of an annual report including a financial statement. Such report shall summarize the Diocese's activities for the preceding year and activities projected for the coming year. The financial statement shall consist of a balance sheet as of the close of business of the preceding year, and a summary of receipts and disbursements, and shall be prepared in such manner and form as is sanctioned by sound accounting practices, and shall be certified by the Auditing Committee. This report shall be distributed to all parish communities at least 30 days prior to the Diocesan Assembly.

6) The fiscal year of the Diocese shall be the Calendar year.

7) The Diocesan Council shall provide a corporate seal, which shall be in the following form:
(To be provided)
Such seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

Article VIII
Diocesan Parishes

1) A parish is a unit of the Archdiocese, comprised of Orthodox Christians, clergy and laity, within a specific area, duly and canonically established or accepted by and under the authority of the Diocesan Bishop. A mission, mission parish, or chapel is a unit of the Diocese, which is comprised as above for parishes, which do not meet certain minimum financial, numerical and/or administrative requirements needed for recognition as a parish. (All of the preceding are hereinafter referred to for purposes of these Bylaws as Parishes). All Parishes of the Diocese are subject to the Statute of the Orthodox Church in America as adopted by its Nineteenth All-American Council, on July 24, 2018, effective on August 1, 2018, as amended thereafter (hereinafter referred to as the Statute). All Parishes are also subject to the duly approved Bylaws of the Diocese, and any subsequent amendments. Also, all duly approved and official decisions of any canonically constituted All-American Council of the Orthodox Church in America and/or the Diocese are binding on all Parishes. The Parish or Parish Corporation is the sole owner of all Parish property, assets, or funds, and title to all properties shall be held in the name of the Parish Corporation which shall be in trust for the use, purpose, and benefit of the Diocese of The Orthodox Church in America of which it is a part and in trust for the use, purpose, and benefit for The Orthodox Church in America. All titles, deeds and other documents relating to the property shall be kept in the custody of the Parish Council.

2) In order to effectuate the provisions of Article VIII, Section I above, on or before March 1, 2022 all Parishes within the Diocese of the West, Orthodox Church in America shall amend the bylaws of their parish corporation to include provisions in substantial conformance with the following:

> This Parish derives its ecclesiastic authority to function by virtue of its establishment by the Diocesan Authority of the Diocese of the West, Orthodox Church in America, with headquarters in San Francisco, California. Such approval is issued upon approval of the parish charter or bylaws by the Diocesan Authority of the Diocese of the West, Orthodox Church in America. This parish owes its ecclesiastical allegiance to the aforementioned diocese and such ecclesiastical authority and jurisdiction cannot be changed, altered, modified or revoked. The Statutes of the Orthodox Church in America ("Statute"), as adopted by the Nineteenth All-America Council on July 24, 2018, and as amended by any subsequent All-American Council, are hereby incorporated within and made a part of these bylaws. Nothing herein shall be construed as contrary to this Statute, and in the event of any conflict between the

Statute and any other provision of these bylaws, the terms of the Statute shall prevail.

The Bylaws of the Diocese of the West, Orthodox Church in America ("Diocesan Bylaws"), as effective on January, 1, 1990, and as thereinafter amended, are hereby incorporated within and made a part of these Parish Bylaws. Nothing herein shall be construed as contrary to these Diocesan Bylaws, and in the event of any conflict between the Diocesan Bylaws and any other provision of these Parish Bylaws, the terms of the Diocesan Bylaws shall prevail.

3) The Diocesan Authority may establish missions or parishes throughout the Diocese for the purpose of propagating, establishing, and preserving the Orthodox Faith. Missions or parishes may be established or accepted into the Diocese upon petition to the Diocesan Authority by Orthodox Christians residing in a given locality, or upon the recommendation of the District Dean, or upon the initiative of the Diocesan Authority. The name of the mission or parish must be approved by the Diocesan Authority. The members of the mission or parish, once established or accepted, shall bear the financial obligations toward the Diocese and the Orthodox Church in America as shall be duly fixed by those bodies. From among the members of a mission, the Diocesan Authority shall appoint annually, a Mission Council, upon the recommendation of the Priest-in-charge, or the Dean. Members of the Mission Council must fulfill the same duties required of all Parish officers. Properties may be acquired by the missions with the approval of the Diocesan Authority. A mission becomes a Parish by the decree of the Diocesan Authority.

4) When it is determined by the Diocesan Authority, or by the Parish Councils of such Parishes, that it would be in the best interests of two or more Parishes to merge, and to have only one church edifice, such merger may be accomplished upon approval of two-thirds of the members in good standing present at an Annual or Special Parish Meeting of each Parish duly called in accordance with the terms of the Parish bylaws. Consent of the Diocesan Authority shall be required for any merger. All assets of the Parishes shall become the property of the merged Parish.

5) In the event of apostasy from the Orthodox Faith, schism, or defection of a Parish from the Orthodox Church in America, the Diocesan Authority, in consultation with the Diocesan Council, shall have the power to declare the Parish in canonical disorder and to immediately assume the administration and control of its properties and funds, or to delegate such administration and control to the District Dean, until the Diocesan Authority, in consultation with the Diocesan Council, declares the parish to be in canonical order. In the event that this does not occur, the Diocesan Authority may declare the Parish to be dissolved. This decision may be appealed by the Parish to the Holy Synod, which has final jurisdiction in all matters of canonical order. In the event that a group in a Parish decides to withdraw from the jurisdiction of the Orthodox Church in America, that segment of the Parish which remains loyal to the jurisdiction of the Orthodox Church in America shall retain full title to all the Parish assets and property.

6) When it is determined by the Diocesan Authority or by the Parish Council that the Parish is incapable of sustaining itself and/or wishes to be dissolved, an Annual or Special Parish Meeting shall

be called in accordance with the terms of the Parish Bylaws. If three-fourths of the existing members in good standing favor such dissolution or in the event that a Parish has been disbanded and a Parish Meeting cannot be called, the Diocesan Authority may declare said Parish dissolved.

7) In the case of a declaration of dissolution of a Parish by the Diocesan Authority, all parish property, real and personal, shall devolve to the Diocesan Authority and shall be subject to disposal as the Diocesan Authority sees fit. All sacred items, including the Holy Antimension, the Tabernacle, the Holy Icons and the Sacred Vessels must be immediately surrendered to the Diocesan Authority or to the District Dean. Anything to the contrary notwithstanding, the provisions of this Section cannot be amended, altered, changed or modified.

8) The Rector or Priest-in-Charge (hereinafter the "Rector") is the head of the Parish, by virtue of the ecclesiastical authority vested in him, and shall guide and oversee the total Parish program, and is ultimately responsible with the Parish Council to the Diocesan Authority for the whole life and activities of the Parish. No activity in the Parish can be initiated without the Rector's approval and blessing, nor should he do anything pertaining to the life of the Parish without the knowledge of the Parish Council and parishioners, so that always there may be unity, mutual trust, cooperation and love. The Rector of the Parish shall:

a) Serve the liturgical and sacramental needs of the Parish according to the service books and order as approved by the Diocesan Authority;

b) Instruct the members of the Parish in the tenets of the Orthodox Faith and piety;

c) Implement and be responsible for the religious education of the Parish and stimulate church growth;

d) Strive to raise the level of spirituality and morality of the members of the Parish;

e) Keep the Parish records of baptisms, chrismations, receptions into the faith, marriages, and burials; issues copies of the same, and report the statistics annually to the Diocesan Authority;

f) Report to civil authority marriages performed as may be required by law;

g) Be the intermediary between the Parish and the Dean and the Diocesan Authority;

h) Keep the church seal;

i) Be responsible for the well-being of the Parish;

j) Implement the decisions of the All-American Councils, of the Diocesan Assemblies, of the Diocesan Authority, of the District Dean, of the Annual and Special Meetings of the Parish, and of the Parish Council;

k) Check and sign the Minutes of the Annual and Special Meetings of the Parish and of the Parish Council Meetings;

l) Be responsible for the supervision of additional clergy who are appointed or assigned by the Diocesan Authority;

m) Be an ex-officio member of all Committees and of the Parish Council.

9) a. The Parish Council is the executive body that assists the Parish Priest in administration of the Parish and normally meets under his presidency. The Parish Council is comprised of the Parish Priest, ex officio, and members elected by the Parish Assembly and any ex officio and appointed members as may be provided for by Diocesan or Parish Bylaws. The Parish Council seeks to foster the spiritual

and material welfare of the Parish.

b. The number of members of the Parish Council and their terms of office shall be determined by Diocesan and Parish Bylaws. The mode of election, terms of office, titles, and duties of Parish Council officers shall also be determined by Diocesan and Parish Bylaws. All members of the Parish Council shall be installed by the Parish Priest according to Diocesan procedures and norms.

c. Periodicity of meetings and procedures for the normal conduct of business for the regular and special Parish Council meetings shall be provided by the Diocesan and Parish Bylaws.

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

i. Exercise fiduciary responsibility for the Parish;
ii. Implement within its competence the decisions of the Parish Assembly, the Diocesan Authority, and the All-American Council;
iii. Formulate, implement, and direct stewardship programs;
iv. Oversee implementation of the budget adopted by the Parish Assembly;
v. Authorize any fund-raising activity within the Parish;
vi. Manage, inventory, and maintain Parish properties, both real and personal;
vii. Regulate use of Parish facilities;
viii. Maintain and verify the official roster of the Parish's general and voting membership;
ix. Oversee and regularly receive reports from Parish ministries and organizations;
x. Prepare reports on aspects of Parish life within its competence for the annual Parish Assembly;
xi. Propose an annual budget for consideration at the annual Parish Assembly; and
xii. Set a date and propose an agenda for Parish Assemblies.

e. No regular or special meeting of the Parish Council shall be held without the knowledge and blessing of the Parish Priest. If the Parish Priest is unable to preside over a meeting of the Parish Council, the senior elected officer of the Parish Council shall preside with the blessing of the Parish Priest or the Bishop. In case the office of Parish Priest is vacant, until the appointment of the new Parish Priest, the senior elected officer of the Parish Council shall preside, unless the Bishop or his delegate is present.

f. The official minutes of all meetings of the Parish Council shall, in accordance with Diocesan or Parish Bylaws, be approved, signed, properly maintained, and made available as appropriate.

g. In case the Parish Priest disagrees with one or more decisions of the Parish Council, his reasoned opinion shall be recorded in the minutes and the matter referred to the Diocesan Authority.

h. If a problem should arise between a Priest and the Parish Council, the Priest or Parish Council shall bring the matter immediately before the District Dean. The District Dean may bring the matter to the attention of the Diocesan Authority or work with the Priest and the Parish Council to resolve the problem. If the Priest or Parish Council feel the problem is not being resolved, either may petition the District Dean to bring the matter before the Diocesan Authority whose decision shall be final.

10) Unless alternates have been elected to the Parish Council at the Parish Meeting in accordance with the Parish Bylaws, all vacancies which occur on the Parish Council shall be filled by appointment of the Rector with the concurrence of the Parish Council and the approval of the Diocesan Authority.

11) The Rector shall be the presiding officer of all Parish Meetings, both Annual and Special. In the event that no Rector is assigned to the Parish, or upon the consent of the Rector, the senior warden or other Parish Officer may also chair all or part of the meeting.

12) The presiding officer of all Parish Council Meetings shall be the Rector, but the Rector may delegate this duty to the warden or other Parish Officer. Should the Rector of the Parish be absent or otherwise unavailable, all decisions of the council must be submitted to him for confirmation before becoming effective. In the event no Rector is assigned to the Parish, the senior warden shall be the presiding officer of all Parish Council Meetings, and all decisions of the Parish Council must be submitted to the District Dean within a reasonable amount of time, not to exceed thirty (30) days from the date of the meeting for review, and the District Dean shall have the same authority as a Rector to veto any such decision upon grounds set forth below. In the event that a matter is brought before the agenda of the Parish Council, which in the opinion of the Rector is in violation of the Canon Law of the Orthodox Church, the Statute, or the Diocesan Bylaws, including, but not limited to matters of:

a) Doctrine; or
b) Canon Law; or
c) Liturgical Practice; or
d) Sacramental observance; or
e) Ecclesiastical discipline;

The Rector shall have the right to veto both discussion and vote on said matter within the Parish Council. Any appeals from this decision shall be handled as provided in Article VIII, Section 9.

13) a. The Parish Assembly, sometimes known as the Parish Meeting, meets annually to consider matters pertaining to the life of the Parish and to conduct necessary elections relating to the Parish as a whole. The Parish Assembly is comprised of the Voting Members of the Parish, and such additional persons as shall be provided for by Diocesan and Parish Bylaws, established procedures and norms, normally meeting under the presidency of the Parish Priest, or the Diocesan Bishop or the Bishop's delegate. The Parish Priest together with the Parish Council may invite additional persons with or without the right to speak but without the right to vote.

b. The Parish Priest together with the Parish Council, or the Diocesan Bishop, may call a special Parish Assembly to consider matters of specific concern.

c. Procedures for the call, conduct, and recording of the annual and any special Parish Assemblies shall be provided by the Diocesan and Parish Bylaws.

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

i. Hear and approve annual or special reports by committees and Parish organizations;

ii. Consider and decide on matters concerning the purchase, improvement, or sale of real property; investment of Parish funds

(other than in savings accounts); 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 Diocesan Authority;

iii. Approve the annual operating budget submitted by the Parish Council;

iv. Provide for the adoption and amendment of Parish Bylaws, if this is no otherwise provided for; and

v. Elect members of the Parish Council, the auditing committee, and the lay delegates to the Diocesan Assembly and to the All-American Council, if the latter is to meet during that current year.

e. In case the Parish Priest disagrees with one or more decisions of the Parish Assembly, his reasoned opinion shall be recorded in the minutes and the matter submitted to the Bishop. So also, if an officer of the Parish Council disagrees with one or more decisions of the Parish Assembly, his or her motivated opinion shall be recorded in the minutes and the matter submitted to the Bishop. The manner in which further dissent is recorded and possibly transmitted to the Bishop shall be dealt with by Diocesan and Parish Bylaws and established procedures and norms.

f. No Parish Assembly, either annual or special, shall take any action which is contrary to or not in accord with the Statute. Should there be any such conflict, the Statute shall prevail. Should there be a question whether an action of a Parish Assembly is valid or lawful under the Statute, the issue shall be submitted to the Diocesan Authority for determination

g. The minutes of Parish Meetings shall be signed by the Recording Secretary and approved by the Rector. One copy of the minutes shall be sent within a reasonable amount of time, not to exceed thirty (30) days from the date of the meeting, to both the District Dean, and to the Diocesan Authority for confirmation.

14) A copy of the annual parish budget and financial statement, as adopted by the Parish Meeting, shall be sent to the Diocesan Authority and to the Diocesan Treasurer within a reasonable amount of time, not to exceed thirty (30) days from the date of the meeting, after its adoption.

15) The minutes of Parish Council meetings shall be signed by the Recording Secretary and approved by the Rector. A copy of the minutes shall be sent within a reasonable amount of time, not to exceed thirty (30) days from the date of the meeting, to the District Dean.

16) Each year the Parish shall remit to the Diocesan Treasurer its financial obligation to the Diocese and to the Orthodox Church in America as stipulated by the Diocesan Assemblies and the All-America Councils. The Parish, through its Council and Secretary, is responsible for submitting annually the census and membership information to the Diocesan Authority, in accordance with the form as determined by current Diocesan directives.

17) Parishioner

a) A Parishioner is one who, by virtue of Baptism and Chrismation, is a member of the Body of Christ and incorporated into a local Parish community as a Parish member.

b) A Parishioner has a reasonable expectation for pastoral care in accordance with the Orthodox tradition. He or she enjoys full benefits of participation in Parish life. He or she has the duty to sustain, strengthen and witness to the Orthodox Faith; to live according to the teaching of the Church; to participate in the religious services; to partake of the Holy Sacraments; to fulfill acts of Christian mercy; to support and help the Church.

c) Parish membership may be suspended or revoked by the Parish Priest or the Diocesan Bishop for due cause, such as:

i. Open rejection of the Orthodox Faith;

ii. Public and open defamation of, defiance of, or rebellion against ecclesiastical authority;

iii. Grave moral transgression; or

iv. Formal association with a non-Orthodox religious body.

d) A Voting Member of the Parish is a Parishioner who:

i. Is at least eighteen years of age;

ii. Receives the Sacrament of Confession at least once a year in the Parish or, with the permission of the Parish Priest, elsewhere;

iii. Receives Holy Communion at least once a year in the Parish;

iv. Has been a Parishioner for a period of time fixed by the Diocesan Authority; and

v. Fulfills financial obligations as established by the All-American Councils, Diocesan Assemblies, and the Parish.

Voting Membership shall be denied if these criteria are not met.

e. A Voting Member has accepted the right, privilege, and responsibility to vote in Parish Assemblies. A Voting Member may be considered for election to office in appropriate Parish bodies. A Voting Member is eligible for election as a delegate to the Diocesan Assembly and the All-American Council.

Article IX
Effective Dates of Decisions

1) All decisions of the Diocesan Council, the Diocesan Assemblies, and Parish Meetings are in effect only after approval by the Bishop. All such decisions are considered to be approved if no disapproval is received from the Bishop within thirty days after any meeting at which he is present, fifteen days after his being notified of the actions of a meeting if he is not present. All decisions of meetings at which the Bishop is not present must be mailed to him by certified mail within five days of the meeting.

Article X
Amendments

1) These Bylaws may be amended by a two-thirds vote at any Diocesan Assembly if the proposed text of any amendment has been mailed to all parishes for distribution to the membership at least 60 days

before the meeting. These Bylaws may be amended by a four-fifths vote at any Diocesan Assembly if the proposed text of any such amendment has not been mailed to the parishes in time.

2) Amendments to these Bylaws may be proposed by the Diocesan Council or by at least three parishes of the Diocese by decision at Parish Annual Meetings.

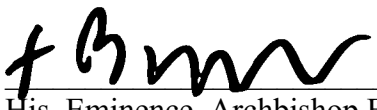
3) These Bylaws may be amended by decision of the All-American Council or the Holy Synod of Bishops of the Orthodox Church in America insofar as they do not conflict with the laws of the State of California.

4) Any proposed amendment must be voted at the Diocesan Assembly meeting at which it is presented provided a quorum of delegates is present.

Article XI
Special Provisions

1) These Bylaws, as amended and restated were adopted at a regular meeting of the Assembly of the Diocese of the West held in Las Vegas, Nevada, on October 14, 2021 and were amended at the Assembly of the Diocese of the West held in Santa Rosa, California and are effective as of October 25, 2023.

Approved:



His Eminence, Archbishop Benjamin