

REPORT REGARDING AMENDING BYLAWS

There are two resolutions proposing amendments to the Bylaws of the Diocese of the West.

1. The first resolution corrects Article 1, General §1. This essentially corrects clerical errors and avoids confusion. The official name of the Diocese is “Diocese of the West” Even though our current Hierarch is an Archbishop it does not change the Diocesan name and the references to “Arch”bishop are incorrect.

The second change is to add wording which recognizes that the designated geographical territory of the Diocese of the West also includes parishes and organizations included in other OCA dioceses. This created some confusion in a legal proceeding recently since the applicable parish which was the subject of the legal proceeding was within the geographical confines of the DOW but the hierarchal confines of a different OCA diocese. The proposed amendment notes that the institutions are those designated as being within the DOW.

2. The second resolution amends portions of Article VI§6 with regard to the Auditing Committee. The current provision would require that the auditing committee be elected at the Diocesan Assembly and consist of three members, a clergy and two lay members. Other provision of the Bylaws would appear to require that the nominees would be required to be present at the Assembly. The members of the Auditing Committee need specialized skills and experience. It is difficult to find individuals with these skills and even more difficult if their attendance at the Assembly is required. Therefore, the proposed amendments would clarify that a clergy member may be, but is not required to be, part of the

Audit Committee and that the nominees need not be present at the Assembly at which they are elected.

Further, Committee is required to present their report at the Diocesan Assembly. The modification provides that the report may be presented in written form rather than be delivered in person.

The proposed deletions are highlighted in yellow and the proposed additions are in red letters.

The amendments need to be approved by 80% of the votes cast.

RESOLUTION OF THE ASSEMBLY OF THE DIOCESE OF THE WEST

WHEREAS, Article I General §1 of the Bylaws of the Diocese of the West incorrectly refer to “Archdiocese of the West” rather than the correct legal name of “Diocese of the West”, and designates the hierarch as being an “Archbishop” and

WHEREAS, the current wording of the designation of the entities within the Diocese of the West refers to the designated geographical territory of the Diocese of the West which also includes parishes and organizations which are included in other OCA dioceses. This can create confusion regarding the hierarchal authority which is clarified to be those designated as being in the hierarchal authority of the DOW.

NOW, THEREFORE, be it resolved that Article I §1 of the Bylaws of the Diocese of the West be amended to provide as follow:

1) The **Archd** 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 **Arch** 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.

RESOLUTION OF THE ASSEMBLY OF THE DIOCESE OF THE WEST

WHEREAS, Article VI §6 sets forth the provisions for the Audit Committee. The members of the committee need particular skills and experience which are necessary for the important work of that committee.

WHEREAS, there are few people who have the necessary skills and experience for the Audit Committee and a requirement for applicants to be present at the Diocesan Assembly presents a further problem.

WHEREAS, there are few, if any, clergy who have the experience and skills for the Audit Committee and requiring the committee to include a clergy member presents unnecessary issues.

WHEREAS, requiring the Audit Committee report to be presented verbally at the Diocesan Assembly creates unnecessary issues as a written report can convey the needed information.

NOW, THEREFORE, be it resolved that Article VI §6 of the Bylaws of the Diocese of the West be amended to provide as follow:

6) The Auditing Committee shall be composed of three members elected at the Diocesan Assembly, **no more than one of whom may be one clergy and two lay**, . **The members shall preferably with have** accounting or bookkeeping experience, **who 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) Presenting t 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.