

Dear HTOC Community,

Christ is Risen!

It has been good to see the dialogue the past few days on the upcoming community meeting. We have a further item which has not yet been broached: parish bylaw revisions. The Council has voted to present these revisions for a community vote at our upcoming meeting. See attached a redline of the proposed changes to the existing bylaws. I would draw your attention to the following items:

1. We propose adding a Vice President position to the Parish Council.
2. We propose to increase the Council spending cap from \$2,000 to \$5,000. This will allow the board to address relatively mundane spending decisions as they come up without needing to bother the larger community. I would note that it has been about twenty years since this spending cap was put in place, so it is certainly time for an increase.
3. We propose to institute a process for making community decisions if we don't have a quorum at a community meeting.
4. We propose to increase the voting percentage requirement for most parish and council decisions (from 51% to 66%). We believe this will ensure that a solid (super)majority of the parish or council be in agreement before any significant actions are undertaken as we move into the future.

If anyone would like to discuss they are more than welcome to contact me or any other board member for a discussion.

In Christ,

Aidan

(Adopted December 2001, modified March of 2022)

**The Bylaws of Holy Transfiguration Orthodox Church,  
a Religious Corporation in East Syracuse, New York, under the Laws of the State of New York**

**PREAMBLE**

In the Name of the Father and of the Son and of the Holy Spirit. Amen.

We, as members of the Holy Orthodox Catholic and Apostolic Church of Jesus Christ, desiring to uphold and fulfill our Faith and its teachings for ourselves, our posterity, and all humanity, do unite together as a Parish and Church for the receiving of the Holy Sacraments, for the observance of the traditions, morals and discipline of our Holy Church and to follow the commandments of Jesus Christ, and we therefore adopt these Bylaws.

**ARTICLE I GENERAL**

**Section 1**

The Name: The name of this Parish is to be Holy Transfiguration Orthodox Church, both ecclesiastically and in civil law.

**Section 2**

The Address: The address of its initial registered office in the State of New York is 6421 Franklin Park Drive, East Syracuse, and the name of its initial registered agent at such address is Norman Coppola.

**Section 3**

A. Legal Status: This church exists under the laws of New Your State and derives its legal authority to function as a Religious Corporation by virtue of a Charter issued pursuant to the provisions of the Religious Corporation Laws of the State of New York

B. Ecclesiastical Authority: This church derives its ecclesiastical authority from the Bulgarian Eastern Orthodox Diocese of the U.S.A., Canada and Australia and is under the jurisdiction of this Diocese or its successor.

**ARTICLE II MEMBERSHIP**

**Section 1**

A. Voting Membership shall consist of all persons eighteen (18) years of age and over, baptized and accepted in the membership of the Holy Orthodox Church in accord with its teachings, who profess and practice its faith and discipline, who are regular communicants at this Parish and who support the temporal maintenance of this Parish through such labor, payment of dues, pledges, or assessments as are prescribed by the Archdiocese and/or the Parish Council.

B. The Parish Council has the right to revoke voting membership for due cause.

**ARTICLE III AUTHORITY**

**Section 1**

All administrative authority is vested in the Pastor and the Parish Council as hereinafter provided.

**Section 2**

All legislative authority is vested in the General Meeting of the Voting Membership of Holy Transfiguration Orthodox Church.

**Section 3**

All meetings of the Voting Membership and Parish Council shall be conducted according to the "Robert's Rules of Order."

**ARTICLE IV CLERGY**

**Section 1**

A. All clergy of this parish shall be appointed or removed with the advice and consent of the Parish Council, in accordance with the procedures set forth in the Bylaws of the Bulgarian Eastern Orthodox Diocese of the U.S.A., Canada and Australia.

B. The duties and responsibilities of the clergy shall be in accord with the Bylaws of the Bulgarian Eastern Orthodox Diocese of the U.S.A., Canada and Australia.

## Section 2

No member of the clergy has or shall claim any individual rights or ownership to the properties of this parish, except as otherwise may be permitted by contract.

## ARTICLE V PARISH COUNCIL

### Section 1

A. The Parish Council shall consist of the Pastor, any assistant Pastor(s) and four (4) to ~~six (6)~~ seven (7) elected members. The elected membership of the Parish Council shall consist of a President, a Vice-President, a Treasurer, a Secretary, and one (1) to three (3) Members-at-Large. At the initial election of the Parish Council members, two (2) members shall be elected for a term of one (1) year, the Secretary and a Member-at-Large. The President and a possible second Member-at-Large, shall be elected for a term of two (2) years. The Treasurer and a possible third Member-at-Large shall be elected for a term of three (3) years. At the respective expirations of these initial elected terms as set forth, the members shall be elected for full terms of three (3) years.

B. The Parish Council President shall preside at all meetings of the Parish Council unless he or she delegates that function to another member of the Council.

C. In the event of a vacancy in the Parish Council that reduces the number of Council members below four, voting members of the Parish, within 60 days, shall elect a person from the Voting Membership to complete the unexpired term. In the interim, the Parish Council may elect a person to fill the vacancy on a temporary basis.

D. The Parish Council Vice-President shall fill the President's role on the Parish Council for the duration of the calendar year if the President resigns or is permanently incapacitated. The Vice-President shall fill the President's role temporarily as may be required from time-to-time.

### Section 2

Qualifications for Parish Council Membership: A candidate must have been a Voting Member of the Parish for at least 1 year prior to the date of his/her election to the council.

### Section 3

#### Nominations and Elections:

A. Election of Parish Council Members shall take place at the Parish Annual Meeting. At least 30 days before the Annual Meeting the President of the Parish Council shall appoint a Nominating Committee composed of at least one person from the Voting Membership. The President shall post the name(s) of the Nominating Committee at that time.

B. The Nominating Committee shall nominate only Voting Members who have indicated a willingness to serve if elected. The Nominating Committee shall inform the membership of the parish of the nominations at least two days prior to the Annual Meeting. Any Voting Member at the Annual General Meeting may make additional nominations from the floor, provided that such additional nominees indicate their willingness to serve if elected.

C. The members of the Parish Council shall be elected by secret ballot. The President shall appoint a Voting Member of the parish who is not a candidate for office as facilitator to preside over the elections. The tally of the ballots shall be made by the Pastor and the facilitator. Elections for vacant offices shall be conducted in the following order: President, Vice President, Treasurer, Secretary, Members-at-Large. After the election of each officer, additional nominations shall be taken from the floor for each succeeding office. Opportunity will be allowed for each candidate to speak briefly regarding his or her interest and be questioned by the membership.

D. The Secretary shall put in the minutes at the Annual Meeting a schedule of officers and their terms which shall also specify the newly-elected officers. In addition to recording the outcome of the elections, the secretary shall record in the minutes of the Annual Meeting a schedule of all members of the Parish Council, their positions and term remaining. At the next election, the Secretary shall furnish this list to the Nominating Committee and the Voting Membership.

### Section 4

#### Duties of the Parish Council:

A. The Parish Council shall be the representative of the Parish in the administration of its properties and financial

affairs. It shall be responsible for the receipt and disbursement of all general and special funds. Other than expenditures authorized by the Annual Budget, the Council shall not approve any single expenditure of over ~~\$2,000.00~~ FIVE THOUSAND DOLLARS (\$5,000.00) without formal approval of the Voting Membership.

B. The Parish Council shall hold a minimum of six (6) meetings per annum. ~~Three (3)~~ Four (4) members of the Council, not including the Pastor, shall constitute a quorum for the transaction of Parish Council business.

C. Any Voting Member may attend Parish Council meetings as an observer. Any Voting Member may place parish business in the Agenda of the Parish Council Meeting by submitting it in writing to the President sufficiently in advance of the meeting. Notice of the meeting and a preliminary agenda shall be announced or posted by the President the Sunday before such meeting.

D. The Parish Council shall prepare an annual budget and present it to the Voting Membership

E. The Secretary shall keep minutes at all Parish Council meetings and all General Parish meetings. Minutes of all Council meetings shall be posted in the church. The Secretary shall keep up-to-date two books containing minutes of all General and Parish Council meetings, one book to remain at the church, one book in the Secretary's files.

F. In the month prior to the Annual Meeting, the Secretary shall prepare a directory of the Voting Membership and post a copy at the church.

G. The Parish Council shall create such standing committees as it deems necessary to accomplish the purpose of the Parish. The Parish Council shall create and appoint any other special committees deemed necessary for the accomplishment of any special purpose of the Parish.

#### **Section 5**

A. The General Fund

The general contributions, pledges, dues and other general income of the Parish shall be deposited in a legally recognized banking institution and shall constitute the General Fund.

B. Special Funds

The Parish Council may create other funds titled under specific or separate accounts for the purposes of receiving and accumulating pledges, gifts, inheritances, fundraising proceeds or endowments which may be designated for the fulfillment of any specific purpose or purposes not inconsistent with this Bylaws.

C. Investing

The Parish Council may invest and reinvest funds that have been accumulated under paragraphs A and B of this Section 5 in a manner consistent with the accepted procedures for prudent investment by trustees.

D. No member of the clergy or laity may, without the approval of the Parish Council, enter into any contractual agreement, or otherwise engage in any business enterprise that by its nature may jeopardize the assets of Holy Transfiguration Orthodox Church or may subject the parish to any claim, lawsuit or other liability arising from such activity.

### **ARTICLE VI MEETINGS OF VOTING MEMBERS**

#### **Section 1 General Rules**

A. Voting Members unable to be present at the Annual meeting or other meetings may vote by proxy, if they provide a written statement authorizing another voting member to vote on specific issues, on their behalf.

B. A minimum of 2/3 of the voting membership must be present, or represented by proxy, at any meeting of the Voting Members to constitute a quorum for the transaction of business.

C. If a Quorum is not present at the Annual Meeting, the Budget Meeting, or a Special Meeting (as hereinafter defined), the Parish Council, by majority vote, may choose either, to (1) hold an electronic vote on the matter, or (2) schedule another meeting on the matter, where decisions can be reached by the voting membership in attendance at the rescheduled meeting. In either case, the Secretary of the Parish Council shall follow the notice provisions as set for in 'Section 2 Annual Meeting'.

### **Section 2 Voting Majorities**

A. Holy Transfiguration Orthodox Church intends that all decisions before the Parish Council or the Voting Membership shall be passed by at least two-thirds (66%) of voting members, subject to ARTICLE VI, Section 1, subsection C, above. Notwithstanding the above, the Parish Council elections shall be passed by simple majorities per ARTICLE V.

### **Section 2—3 Annual Meeting**

A. There shall be an Annual Meeting of the Voting Membership of this Parish to be held in September of each year.

B. The ~~Council President~~Pastor shall be the presiding officer at the Annual Meeting as well as at all special meetings of the Voting Membership unless he ~~or she~~ appoints another person to perform this function

C. It shall be the duty of the Secretary of the Parish Council to send out notices of the Annual Meeting by email or regular mail to all Voting Members of the Parish at least **14** days prior to the date of the meeting. He or she shall include a copy of the agenda with the notice mailed.

D. The President of the Parish Council and the heads of every subsidiary organization of the Parish shall prepare in writing and present a report of their organization, its finances, its work projects, etc., for the year past. The Treasurer of the Council shall present the Annual Financial Report of the Parish to the Voting Membership.

E. The Voting Membership may initiate and enact any legislation, rules, special business, etc., not inconsistent with these Bylaws. Such legislation, rules, etc. shall be binding on the Parish Council and all organizations of the Parish.

### **Section 3—4 Budget Meeting**

A. There shall be a regular meeting of the Voting Members by March 31 of each year, to approve that year's budget. The president shall set the time and place of this meeting. The Secretary shall post notice of this meeting and the proposed agenda by mail at least ten (10) days before the date set for it. The tally of the ballots shall be made by the Pastor and the facilitator, as set forth in ARTICLE V, Section 3, above.

### **Section 4—5 Special Meetings**

A. The Pastor and/or the Parish Council shall have the power to call special meetings of the Voting Membership whenever they deem it necessary. The President of the Parish Council shall set the time and place of such meeting. The Secretary shall send by regular mail the notice of such meeting and the purpose for which it was called at least ten (10) days prior to the convening of such meeting.

B. Upon petition of 30% of the Voting Membership, the President shall call a Special Meeting within 15 days. All notification procedures stated above shall apply.

## **ARTICLE VII SUBSIDIARY ORGANIZATIONS**

### **Section 1**

A subsidiary organization is an independently governed, ongoing, officially sanctioned organization formed and continuing with the approval of the Voting Membership and the Parish Council. It is understood that the subsidiary organization is a representative of the Parish and shall act accordingly. At the time of its formation, the subsidiary organization shall submit to the Parish Council and Voting Membership a general statement of its purposes and

projected activities for approval. Any substantial change in its purpose or activities must have the prior approval of the Parish Council and Voting Membership.

**Section 2**

The accumulated funds raised by any aforesaid groups shall not be used for the general fund of the Parish without the express consent of such group.

**Section 3**

If for any reason now or in the future anyone of the aforesaid groups shall be dissolved, all assets shall forthwith be transferred to the Parish.

**ARTICLE VIII PROPERTY OF THE PARISH**

**Section 1**

Title to all properties shall be held in the name of the Parish. All titles, deeds and other documents relating to the property shall be kept in the custody of the Parish Council under the charge of the Secretary or Treasurer

**Section 2**

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 regular or special General Meeting of the Parish called for that purpose. A General Meeting convened for such purpose shall be had on call of the Parish Council issued to the Voting Members of the Parish in writing and such call must contain a specific notice setting forth the purpose of the meeting. No Parish property shall be mortgaged, sold, leased, transferred or purchased except by a two-thirds (2/3) majority vote of the Voting Members of the Parish.

**ARTICLE IX AMENDMENTS**

These Bylaws, may be amended, altered, changed, added to or modified by a General Meeting of the Parish called for such purpose in writing. No amendments shall be binding or effective except by vote approval of two-thirds (2/3) of the Voting Members of the Parish attending such meeting. Amendments to the Bylaws must be approved at two (2) successive meetings of the voting membership.

**ARTICLE X CLAUSES**

A. Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in 'Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

B. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

C. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) and does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

D. In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986.

E. In any taxable year in which the corporation is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), retain any excess business holdings as defined in IRC 4943(c), (b) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (c) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent federal tax laws.

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