**AMENDED AND RESTATED BY-LAWS**

**OF**

**ST. MARK ORTHODOX CHURCH OF METROPOLITAN WASHINGTON**

**(Adopted on \_\_\_\_\_\_\_\_\_\_\_ \_\_, 2016)**

**ARTICLE I**

**NAME AND AFFILIATION**

1. The name of the religious body organized hereunder is, and shall be ST. MARK ORTHODOX CHURCH OF METROPOLITAN WASHINGTON (the “Parish”).
2. This organization is a parish of the Orthodox Church in America, and its successors.
3. These By-Laws supersede and replace in full any bylaws (or amendments thereto) previously adopted by the Parish.

**ARTICLE II**

**PURPOSES OF PARISH**

The purposes of this parish shall be:

1. To provide, maintain, and promote religious life in accordance with the doctrines ,

teachings, and worship of the Orthodox Christian Faith;

1. To provide and maintain a place of worship ;
2. To foster missionary activities to propagate the Orthodox Christian Faith;
3. To provide for spiritual and moral education and training in the principles and

obligations of the Orthodox Christian Faith;

1. To promote, in the spirit of brotherhood , mutual helpfulness and to render charitable aid to the needy;
2. To encourage ancillary organizations within the parish which will promote and advance the objectives of the parish, as well as their own welfare, and which will assist the Rector and Parish Council in meeting their responsibilities.

**ARTICLE Ill**

**ADMINISTRAT ION**

* 1. The Rector shall have full charge and control over all matters affecting the services held in the church, the administration of sacraments, religious rites, and ceremonies, and the imparting of religious instruction to the members of the Church, and to those interested in the teachings of the Orthodox Christian Faith. The Rector shall be responsible for the spiritual life and activity of the Parish, its spiritual growth and enlightenment, and its moral progress.
  2. The administration of parish civil affairs shall be vested in the parish and shall be conducted by the parish meeting, or by the Parish Council between parish meetings, with the guidance of the Rector.
  3. This parish is subject to the Statute of the Orthodox Church in America (the “Statute”) and the By-Laws of the Archdiocese of Washington, D.C. for the Orthodox Church in America (the “Archdiocesan By-Laws”). Where these By-Laws may be in conflict with the Statute or the Archdiocesan By-Laws, the Statute and the Archdiocesan By-Laws shall prevail.

**ARTICLE IV RECTOR**

1. The Rector for the St. Mark Orthodox Parish shall be appointed by the Archdiocese of Washington D.C. of the Orthodox Church in America in accordance with the needs and desires of the Parish.
2. The Rector shall be the spiritual head of the Parish and shall be responsible for its spiritual needs in accordance with the Statute, the Archdiocesan By-Laws, and these By-Laws.
3. He will ensure that all religious services are conducted properly and are in accordance with the doctrine and traditions of the Orthodox Church.
4. Compensation to the Rector for his services to the Parish shall be paid by the Parish in an amount mutually agreed upon by the Rector and the Parish Council acting on behalf of the Parish. The amount of compensation will appear as a line item in the annual budget.

**ARTICLE V MEMBERSHIP**

1. Qualifications for membership:
   1. An individual is qualified for membership if he or she is a baptized Chris­ tian and chrismated into the Orthodox Church;
   2. An Orthodox Christian may become a member of this Parish by submitting a pledge card to the Rector and the Parish Council.
2. A Member of this Parish is eligible to vote if he or she is a "member in good standing" who is 18 years of age or older.
3. A member is considered "in good standing" when:
   1. The member receives the sacraments of Holy Confession and Holy Communion at least once each twelve-month period in this Parish church;
   2. The member or family establishes and fulfills a financial pledged obligation to the church as provided in Article VI, unless waived by the Parish Council; and
   3. The member has belonged to the Parish for a period of at least 30 days.
4. Duties, rights, and privileges of members:
   1. It shall be the duty of each member to make an effort to attend church services regularly, to participate in the sacrament of Holy Communion at least once a year, to educate his or her children in the principles of the Orthodox Christian Faith.
   2. All members “in good standing" 18 years of age or older shall have the right to participate in Parish meetings, the privilege to vote at all Parish meetings, and the privilege to hold any elective or appointive office.
   3. It shall also be the duty of each voting member to assist in all Parish undertakings, to attend Parish meetings, and to accept responsibility for management of Parish affairs by means of elective or appointive office.
   4. Each voting member is obligated to keep informed of the financial needs of the Parish, to participate in deliberation s regarding same, to ad­ vise and consent on financial decisions before the Parish, and further to support financially to the best of his or her ability the financial commitments of the Parish determined through the said deliberations.

**ARTICLE VI**

**FINANCIAL OBLIGATIONS**

1. Unless exempted, each person or family, upon acquiring membership in the Parish, accepts the Parish and its requirements of regular financial support for the welfare of the Parish and the operation and maintenance of its church and property, the material growth of the Parish, and the fulfillment of its goals and purposes. The requirement of financial support shall be fulfilled by making a pledge and by regular payments of same.
2. Each Parish member or family, unless exempted, is also expected to meet the financial obligations established by the All-American Council and Diocesan Assembly. Payments in fulfillment of such obligations shall be through the Parish Treasurer. A pledge shall, therefore, cover the financial obligation to St. Mark Orthodox Church, and each pledging member or family will assume the cost of the annual assessments of the Orthodox Church in America and of the Archdiocese of Washington D.C. as an additional obligation. These assessments will be added to each pledging member or family’s pledge.
3. Pledges.
   1. All pledges shall be made on a pledge form provided by the Parish ;
   2. Each pledge shall be for one Pledge Year or any remainder thereof. A Pledge Year is defined as the twelve consecutive months commencing on January 1 and ending December 31st of each year;
   3. A pledge shall not be in effect until received by the Treasurer and all previous pledges have been paid in full. Pledge forms shall be submitted to the Treasurer on or before January 31st of each year, or within 30 days of becoming a member of the Parish;
   4. All pledges may be paid by check and/or cash. All monies shall be paid to the Treasurer or any member of the Parish Council, who shall then give the collected monies to the Treasurer;
   5. Pledges may be made current at any time; and
4. Pledge records are not for general public knowledge.
5. Pledges shall be paid by:
   1. Single persons over 18 years of age ; or
   2. Married persons, who shall include their spouse and children under 18

Years of age.

1. Waivers to payment of pledges, because of extenuating circumstances, may be granted by the Parish Council with the provision that a new adjusted pledge be made, in writing, with the request for waiver.
2. Delinquencies:
   1. Any Parish member who has not fulfilled his, her or its financial obligation for more than six months will not be considered "in good standing" and will not be entitled to privileges allowed members "in good standing."
   2. Parish Members who are in arrears one year and who seek to be restored to membership "in good standing" shall be financially obliged to make his, her or its pledge current. The financial obligation required to obtain cur­ rent status shall be determined by the Parish Council.

**ARTICLE VII**

**PARISH COUNCIL**

1. The Parish Council shall consist of the Rector, the President, the Vice-President, the Secretary, the Treasurer, and eight members. The officers and members shall be elected by the Parish. The President, with the consent and guidance of the Recto r, shall preside at the meetings of the Parish Council. The presence of six members in addition to the Rector shall constitute a quorum for conduct of business. The Council shall meet at least once each month at a scheduled time. All Council meetings shall be open to members of the Parish.
2. The Vice-President shall assist the President in his or her duties, shall act for the President upon his or her request, and shall preside at council meetings in the absence of the President.
3. The Secretary shall maintain the non-financial records of the Parish and be charged with conduct of Parish correspondence in accordance with instructions of the Parish Council.
4. The Treasurer shall maintain the financial records of the Parish and receive, deposit, and disburse Parish funds in accordance with instructions of the Parish Council. The Treasurer shall be bonded.
5. The Parish Council shall represent the Parish and be responsible for the transaction of Parish business between Parish meetings. The Parish Council shall be responsible for the operation and management of the real and personal property of the Parish. In the accomplishment of these responsibilities, the Parish Council shall be authorized to spend sums up to $4,500 per transaction for necessary improvements, repairs, and ordinary items of business. Expenditures in excess of this authorization must receive the approval of the Parish at a duly convened Parish meeting.
6. The Rector or President may call special meetings of the Council provided that all

Members have been notified either verbally or in writing three (3) days before the meeting.

1. For any grave reason such as negligence, willful misconduct, death or incapacitation, any officer or member of the Parish Council shall be subject to removal from office by two-thirds vote of the members of the parish present at a duly convened meeting.
2. The Parish Council shall establish qualifications, duties , and responsibilities and shall select , appoint ,or employ such necessary Parish officials as choir director(s),church school superintendent(s), administrative personnel, and custodian(s), who are required to maintain properly and adequately parish life and to assist the Rector. Compensation, if any, will be as negotiated by the Parish Council within guidelines established by the Parish at a duly-convened meeting of its Members. Such officials shall be under the supervision of the Parish Council through the Rector and President and may be dismissed from office\_ by the Parish Council because of nonfulfillment of duties, negligence, willful misconduct, death, or incapacitation.
3. Roberts' Rules of Order shall be the guide for all meetings of the Parish Council. Wherever Roberts' Rules of Order are in conflict with these By-Laws, the By-laws shall prevail.

**ARTICLE VIII** **PARISH MEETING**

1. A properly convened meeting of the Members of the Parish is the highest ruling body in the Parish on all non-religious matters.
2. The number of members required for a quorum of the Parish meeting shall be thirty percent (30%) of the members "in good standing."
3. The Parish will hold an annual meeting in November and a semi-annual meeting in May for the purpose of transacting the business of the parish.
4. Notice of regular meetings of the members of the Parish shall be in writing to all voting members at least two weeks prior to such meeting. All regular meetings of the members of the Parish must be announced by the Rector from the Ambo on three (3) Sundays preceding the meeting. If the meeting of the members of the Parish is held on a Sunday, that Sunday, with regard to announcements from the Ambo, will be considered the third (3rd) Sunday.
5. Special meetings of the Parish may be called by the Parish Council or by petition to the Council of one-quarter (25%) of the voting Parish "members in good standing." Such meeting must be held within thirty (30) days of the date of petition.
6. Only business directly related to the purpose of the special meeting may be transacted by the special meeting of the Parish.
7. Notice of special Parish meetings shall be in writing to all voting members at least one week prior to such meeting. The Rector shall announce such meeting at least once from the Ambo.
8. The Parish Council shall submit a budget to the annual meeting for its approval.
9. The Rector or the President, with the consent and guidance of the Rector, shall preside over the Parish meeting.
10. Proxy votes will not be accepted. Only the votes of "members in good standing" present at the meeting shall be considered valid.
11. Roberts' Rules of Order shall be the guide for all parish meetings. Where Roberts Rules are in conflict with these By-Laws, the By-Laws shall prevail.

**ARTICLE IX**

**ELECTION OF OFFICERS AND MEMBERS OF PARISH COUNCIL**

* 1. The President, Vice-President, Secretary, and Treasurer shall be elected at an annual meeting of the Parish for a term of two (2) years and shall remain in office until the election, confirmation, and installation of their respective successors.
  2. The members of the Parish Council shall be elected at an annual meeting of the Parish for terms of two (2) years and shall remain in office until the election, confirmation, and installation of their respective successors. The terms of office of Parish Council members shall be staggered so that four (4) members are elected each year.
  3. The terms of office for the officers and members of the Parish Council shall begin on January 1 of the calendar year following their election.
  4. The officers and members of the Parish Council shall not be eligible for election to more than two (2) successive full terms. An initial part term, for whatever reason, shall not be included in the above constraint.
  5. If the office of President should become vacant before the end of the term, the Vice-President shall succeed as President until a successor is elected at the next regular meeting of the members of the Parish. The new President shall then complete the original term of office. Vacancies in the office of any member of the Parish Council shall be filled on an interim basis by nomination of the Council President and confirmation by a majority vote of the Parish Council until successors are elected at the next regular meeting of the members of the Parish. The new members of the Parish Council shall then complete the original term of office.
  6. If the office of Vice-President, Secretary, or Treasurer shall become vacant before the end of the term, a successor shall be named by a majority vote of the members of the Parish Council from among its members to hold office until the next regular meeting of the members of the Parish, which shall elect a person to fulfill the remainder of the original term of office.
  7. Subject to the approval of the Rector and the Parish Council, the President shall appoint a nominating committee at least thirty (30) days prior to the annual meeting of the members of the Parish. The nominating committee shall seek nominees for officers and members of the Parish Council. The committee shall present its report to the parish meeting. Only "members in good standing" may qualify for election.
  8. Nominees for Parish Council officers shall be reported by the nominating committee at a duly-convened meeting of the members of the Parish in the order of President, Vice-President, Secretary, and Treasurer following each of which the floor will be open to nominations. Nominations need not be seconded. Declinations, if any, shall properly be made at the time of nomination. Nominees need not be present at the meeting, if their intention is known in writing to the nominating committee or President prior to the convening of the meeting of the members of the Parish. Nominations shall be closed upon motion at the discretion of the Chair. A majority of the votes cast by the members of the Parish shall be required to elect officers of the Parish Council. In case a majority is lacking, a run-off shall be held between the two candidates receiving the most votes.
  9. Following the election of officers, nominees for members of the Parish Council shall be reported by the nominating committee at the same duly-convened meeting of the members of the Parish. The floor will then be opened to nominations. Nominations need not be seconded. Declinations, if any, shall properly be made at the time of nomination. Nominees need not be present at the meeting if their intention is known in writing to the nominating committee or to the President prior to the convening of the Parish meeting. Nominations shall be closed upon motion at the discretion of the Chair. The Parish Council members shall be elected by majority vote. Each member in good standing of the Parish who is present at the meeting shall cast a vote by submitting a ballot containing the names of a number of candidates not in excess of the number of positions open. Ballots containing more than the proper number of names or the names of persons not nominated shall be regarded as illegal and discarded. The four (4) nominees receiving the greatest number of votes shall be the elected members of the Parish Council. In case of ties, a runoff shall be held for the contested positions.
  10. The annual meeting shall elect two (2) auditors, who are not members of the Parish Council for a two (2) year term. To provide continuity, normally one (1) auditor will be elected each year. It shall be the auditors ' duty to audit the financial records of the Parish and present their report to the semi-annual meeting. They shall have presented this report to the Parish Council, for its information only, at least thirty (30) days prior to the semi-annual meeting.
  11. The election of auditors shall be according to the same procedures used to elect members of the Parish Council.

**ARTICLE X PARISH PROPERTY**

* + 1. The Parish property consists of all the real or personal property devised, bequeathed, or donated to the parish for general or specially designated uses and of all real or personal property purchased, leased, constructed, or otherwise acquired by the Parish.
    2. The Parish property shall be acquired, administered, and disposed of for the general benefit of the Parish and its subordinate organizations. Contributions may be made for social, welfare, charitable, and other community causes as authorized by Parish meetings or the Parish Council. Charitable contributions or gifts authorized by the Parish Council to be made by the Parish shall be limited to not more than $250 per contribution or gift.
    3. The Parish shall be incorporated under the appropriate civil legal jurisdiction for the purpose of acquiring, holding, and administering the Parish property.
    4. All actions taken at a meeting of the members of the Parish for the purchase or disposal of Parish property valued in excess of $5,000, shall require an affirmative vote by two-thirds (2/3) of those present and voting. Otherwise, the Parish Council will have the discretion to dispose of or acquire property to be used in the ordinary course of business by the Parish.
    5. In the event that the Parish is dissolved, cancelled, abolished or disbanded, the Parish meeting has the right to dispose of property for the benefit of the Orthodox Church in America, in whatever manner is decided by the Parish meeting.

**ARTICLE XI AMENDMENTS**

Amendments to these By-Laws may be made at any duly convened meeting of the

parish by an affirmative vote of two-thirds (2/3) of those present and voting, provided the text of the proposed amendment has been given in writing to the parishioners at least two (2) weeks prior to the date of the meeting at which the amendment is acted upon.