

The Constitution and By-Laws of the Church of St. John of Damascus, of Dedham, Massachusetts, under the jurisdiction of the Antiochian Orthodox Christian Archdiocese of North America, 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, in the Town of Dedham, Massachusetts, desiring the propagation of our faith and its 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 our Holy Church as administered under the authority and juristic Lion of the Antiochian Orthodox Christian Archdiocese of North America, and do hereby adopt these Constitution and By-Laws, solemnly pledging ourselves to be governed by its Provisions and the Sacred Canons of the Holy Church.

CONSTITUTION

ARTICLE I

NAME, ADDRESS AND AUTHORITY

Section 1. Name. The name of this Parish shall be the Church of St. John of Damascus, both ecclesiastically and in civil law.

Section 2. Address. The address of its registered office in the Commonwealth of Massachusetts shall be 300 West Street, Dedham, Massachusetts, 02026.

Section 3. Authority.

- A. **Legal.** This Church derives its legal authority to function as a Religious Corporation by virtue of a charter issued pursuant to the Laws of the Commonwealth of Massachusetts.
- B. **Ecclesiastical.** This Church derives its ecclesiastic authority to function by virtue of a charter issued by the Antiochian Orthodox Christian Archdiocese of North America with headquarters Englewood, New Jersey whose Metropolitan is a member of the Holy Synod of the Apostolic Greek Orthodox Patriarchate of Antioch and all the East serving under a Canonical Praxis issued by his Beatitude, the Greek Orthodox Patriarch of Antioch and all the East. Such a charter shall be issued when the Constitution of the Church has been approved by the Metropolitan. The Church owes its ecclesiastical allegiance to the aforementioned Archdiocese, and such ecclesiastical authority and jurisdiction cannot be changed, altered, modified or revoked.

ARTICLE II

PURPOSES

Section 1. The purpose of this Church is to maintain and preserve the spiritual and physical well-being and unity of its membership in this community, coordinate religious worship services, ministrations, Sacraments, and teachings in full accord and unity with the doctrines, rules, ritual, canon law, faith, practice, discipline, traditions, and usages of the Holy Orthodox Catholic and Apostolic Church as set forth in the preamble of this Constitution.

Section 2. In fulfilling the purposes set forth in Section 1 of thin Article, the Church shall ordain and establish rules and regulations consistent with the Constitution of the Archdiocese and Sacred Canons of the Holy Church according to which the members thereof, its clergy, elected officers, Executive Board, Committees and organizations shall act and officiate. The Church shall provide a place or places and facilitate the means of worship and religious education in accordance with this Constitution. The Church shall hold title to all properties, endowments, legacies and all other gifts and contributions.

ARTICLE III

MEMBERSHIP

Section 1. The membership in the Church shall consist of two kinds: (a) Voting Membership and (b) General Membership.

- A. Voting Membership.** The Voting Membership shall consist of all persons eighteen (18) years of age or over, regardless of sex, who have been baptized and accepted in membership of the Holy Orthodox Church according to its teachings, who accept, profess, and practice its faith and discipline and who subscribe to the temporal Maintenance of this Church, through the payment of such dues, pledges, and/or assessments as are prescribed by the Executive Board. The Executive Board and/or the pastor shall have the right to grant exemptions, full or partial, from the temporal maintenance of the Church to Parishioners because of personal or other circumstances and as deemed appropriate by said Executive Board and/or Pastor.
- B. General (non-voting) Membership.** The General Membership shall consist of all other persons (including those under eighteen (18) years of age) who have been baptized and accepted in membership of the Holy Orthodox church according to its teachings and who accept and practice the faith and discipline of said Church and profess membership in the Church.
- C. Members In Good Standing.** The Voting Membership and the General Membership under the age of eighteen (18) shall be considered Members In Good Standing.

ARTICLE IV

GOVERNMENT

Section 1. This Constitution and By-laws and Sacred Canons shall be the governing code of the Church, as hereinafter provided.

Section 2. All Administrative Authority is vested in the Pastor and the Executive Board as hereinafter provided.

Section 3. All legislative Authority is vested in the general meeting of the Voting Membership of the Church as hereinafter provided.

ARTICLE V

CLERGY

Section 1. Appointment. All clergy of this Church shall be appointed or removed by the Metropolitan Archbishop upon consultation with and with the advice of the Executive Board.

Section 2. Pastor. The Metropolitan Archbishop shall designate the Pastor of this Church from the canonical clergy appointed pursuant to Section 1 of this Article. He shall be the official representative of the Metropolitan Archbishop.

In all matters involving canon law, spiritual function, priestly rights and duties, the Pastor and any other clergy shall be under the canonical supervision of the Metropolitan Archbishop and on those matters not subject to any rules and/or regulations of the Parish.

Section 3. Removal. In order to dismiss or remove said clergy, a formal petition shall be drawn by the Executive Board setting forth fully the reason for the desired dismissal. Said petition shall be sent to the Metropolitan Archbishop who is to act as sole judge of the merits of said petition for its acceptance or rejection.

Section 4.

- A. No member of the clergy has or shall claim any individual rights or ownership to the properties of the Church except as otherwise 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 its nature may jeopardize the assets of the Church, or may subject such parish to any claim, lawsuit, or other liability arising from such activity.

ARTICLE VI

ADMINISTRATION

Section 1. Executive Board. The affairs of the Parish shall be administered by a governing body which shall be named the Executive Board. The Executive Board shall consist of the Pastor, ex officio (non-voting), twenty-one (21) voting members to be elected from the Voting Membership of the Parish. Each year seven (7) members shall be elected by the Voting Membership to serve a three (3) year term.

Section 2. Other Committees or Associations. The Executive Board may, by a majority vote thereof, sanction the creation of any association or committees, which may be organized for any purpose not inconsistent with the general purposes of the Parish. All committees or associations provided for herein shall have legal existence when they have filed with the Executive Board and the Pastor a copy of their By-Laws, and have received the approval of the Executive Board and the Pastor.

All committees or associations which are created or organized pursuant to the provisions of this Section shall maintain financial and functional records in a manner prescribed by the Executive Board.

All functions engaged in by the committees and associations provided for in this Section shall be done only with the full knowledge of the Pastor and the Executive Board, and with the approval of the Executive Board, and all treasuries of these bodies shall be placed at the disposal of the Executive Board

at any time when the Executive Board requests any funds to be transferred to the Executive Board for the use of the Parish.

Whenever the Executive Board, by a majority vote, shall determine that any association or committee has not, or is not functioning in a manner consistent with the proper fulfillment of the general purposes of the Parish, the Executive Board may by a two-thirds (2/3) vote of the entire membership of the Executive Board and with the advice and consultation of the Pastor, declare that the association or committee is dissolved and has no further legal existence under thin Constitution. Upon the dissolution of any of the aforementioned committees or associations, all assets of the committee or association shall be turned over to the Executive Board.

ARTICLE VII

ELECTIONS

Section 1. The Executive Board referred to in Article VI, Section 1, shall be elected as set forth herein.

Section 2. Elections to the Executive Board shall be conducted in the following manner:

- A. A candidate to be qualified for election to the Executive Board must be (1) 21 years of age or over, (2) have been a Voting Member of the Parish for at least two years, and (3) have fulfilled the canonical requirements of the Faith, as verified by the Pastor.

At least one month before the annual meeting of the Parish, the Chairman of the Executive Board shall appoint a Nominating Committee comprised of the Pastor, ex officio, and at least five (5) members from the Voting Membership of the Parish.

The Nominating Committee shall nominate at least twice as many persons as there are vacancies to be filled. Those nominated must have indicated their willingness to serve if elected.

The Nominating Committee shall place in the hands of the Chairman of the Executive Board its report, and said report shall be read to the Executive Board prior to the Annual Parish meeting.

Additional nominations may be made from the floor of the annual Parish meeting by any Voting Member, provided that such additional nominees have indicated their willingness to serve, if elected, and have otherwise met the requirements set forth above.

The new members of the Executive Board shall be elected by secret ballot, through the mail, after the Annual Parish Meeting but before the expiration of 60 days thereafter, by the plurality of the votes cast.

- B. The members receiving the most votes shall be elected to the Executive Board and shall be so certified in the minutes of the meeting. Immediately after, the Executive Board shall certify and notify, in writing, those who have been elected.
- C. The newly elected members of the Executive Board together with those whose terms have not expired will constitute the new Executive Board and will be installed by the Pastor.

- D. In the event a person so elected is unable to serve or shall decline to serve, the Executive Board shall take from the list of most recent nominees a substitute in the order in which these nominees received elective votes and continue this process until a substitute member is qualified.
- E. Subsequent vacancies which may occur shall be filled by the Executive Board in the manner prescribed in paragraph (D) of this section to fill the unexpired term.
- F. No person shall be elected to serve on the Executive Board for more than two consecutive three year terms, but nothing shall prevent the election of such person for more than two non-consecutive terms.
- G. Immediately upon election of officers, a list of the newly elected officers and members of the Executive Board shall be mailed to the Metropolitan Archbishop for his blessing.

ARTICLE VIII

AMENDMENTS

Section 1.

- A. This Constitution may be amended, except as otherwise provided herein, at a meeting of the Parish duly called for this purpose. The notice for such meeting shall be mailed by first class mail to the members of the Parish at least ten (10) days before the date when the meeting is to take place. The notice shall describe the amendment in the exact language in which it will appear in the Constitution.
- B. This Constitution may also be amended at the Annual Parish meeting. The notice for the annual meeting shall also contain notification of the proposed amendment and shall contain a description of the amendment as described above.
- C. Proposed amendments shall be submitted to the Executive Board by an organization and/or Voting Member within such time and in such manner as the Executive Board shall prescribe.

Section 2. A two-third vote of the attending members, as required in Article IX of the By-Laws, shall be necessary to amend the Constitution.

Section 3. All such amendments of the Constitution shall be submitted to the Metropolitan Archbishop of the Archdiocese for approval.

ARTICLE IX

BY-LAWS

Section 1. The Parish shall enact By-Laws consistent with the Provisions of the Constitution for the administration of its affairs providing therein any and all rules necessary for the fulfillment of its purposes.

Section 2. The By-Laws may be amended upon a majority vote, as provided therein.

ARTICLE X
DISSOLUTION

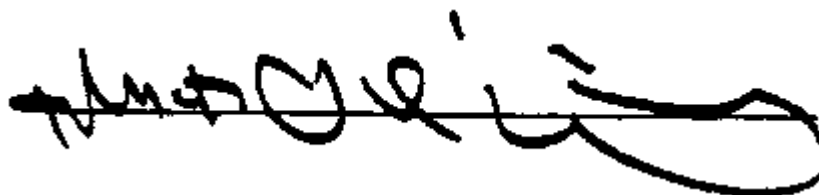
In the event that the Parish shall be dissolved for the purpose of consolidation with another Canonical Orthodox Church which such church has been approved by the Metropolitan, its properties and monies shall revert to the newly consolidated church.

In the event that the Parish shall be permanently dissolved, its properties, whether real or personal, after the satisfaction of any liabilities, shall be disposed of as directed by the Primate of the Antiochian Orthodox Christian Archdiocese of North America, and consistent with the laws of the Commonwealth of Massachusetts.

If dissolution of the Parish for the purpose of consolidation occurs, an 85% vote of the eligible Voting Members of the Parish is required.

A 95% vote of all eligible Voting Members shall be required for permanent dissolution.

APPROVED at our headquarters in Englewood, New Jersey, this 2nd day of June, 1988.

A handwritten signature in black ink, appearing to read 'Philip', written over a horizontal line.

By:

**Metropolitan PHILIP
Primate Antiochian
Orthodox Christian Archdiocese of North America**

BY-LAWS

ARTICLE I

The name of the governing body of the Parish shall be the Executive Board.

ARTICLE II

OFFICERS

The officers of the Executive Board shall consist of Chairman, Vice-Chairman, Treasurer and Clerk, who shall serve for a period of one year. Additional assistant officers may be elected. Officers of the Council / Board shall be elected by voting members of the Executive Board. Officers of the Executive Board shall be voting members of the Executive Board.

ARTICLE III

CHAIRMAN

Section 1. The Chairman shall be one of ability and fitness of this office, with good character and reputation, and shall have had previous experience as a member of the Executive Board. No member of the Executive Board may be elected to server as its Chairman for more than two consecutive terms.

Section 2. The Chairman shall preside at each regular and special meeting and shall observe the prescribed order to meeting. He shall have the right to appoint standing committees as follows:

- a. **The Steering Committee:** This committee shall draft a program of steering activities for the year and promote the same.
- b. **Finance Committee:** This committee shall draft a program for raising funds for the Parish and shall carry out the same. The Chairman of the Finance Committee shall be be the Treasurer of the Executive Board.
- c. **Maintenance Committee:** This committee shall see to it that the buildings, etc., are kept in good repair and order.
- d. **Religious Coordination Committee:** This committee shall assist the Pastor in the religious activities of the Parish, but may delegate the maintenance thereof to any other association in the parish pursuant to the authority contained in the Constitution. It shall also assist the Pastor in the physical coordination of special religious services and the enhancement of religious programs.

- e. **Advisory Committee**: The Advisory Committee shall consider all matters referred to it by the chairman of the Executive Board involving matters requiring confidential discussion with the pastor, individual members, and parish organizations.
- f. Committees a, b, c, and d, listed above shall consist of the Pastor, ex officio, and five members each to be comprised of members of the Executive Board and parishioners in good standing. Additional temporary committees may be created as the need arises. Except for the Finance Committee, the member first named for any committee shall become chairman of said committee. The Advisory Committee shall consist of the Pastor, Chairman, Vice-Chairman, immediate past chairman, and such other members of the Parish to be chosen by and to server coterminous with the Chairman of the Executive Board.

Section 3. The Chairman shall have no right to act on any important matter of his own accord, or to conclude any agreement with the spiritual leaders of the Church unless authorized by the Executive Board to do so. But, if necessity demands, he may make arrangements with the consent, by either phone, e-mail or in person, of at least the number of voting members of the Council / Board representing a quorum. At the first meeting thereafter, he shall inform the members and confirm such action in regular form.

Section 4. The Chairman shall have the right to call a special meeting when necessity demands.

Section 5. If necessity requires the expenditure of certain funds at such time as the Chairman is unable to consult with others, he shall have the right to spend up to \$500.00 and to give account of same at the first meeting thereafter.

Section 6. The Chairman shall have no right, while presiding, to make a motion or to confirm any motion before the decision of the members.

Section 7. The Chairman shall have the right to make a motion or to discuss matters on condition that he relinquish the chair to one who has the right to take his place.

Section 8. The Chairman shall be an advisory member on every committee.

Section 9. The Chairman shall sign, with the clerk, all contracts and legal paper and official documents in the name of the Parish, after approval by the Executive Board, and only they shall have the right to affix the seal of the Parish.

Section 10. The Chairman shall have the right to execute any Executive Board decision and to determine a vote in case of a tie.

ARTICLE IV

VICE-CHAIRMAN

Section 1. The Vice-Chairman shall be possessed with the same qualifications as that of the Chairman and in his absence, shall perform his duties, and be entitled to all prerogatives.

Section 2. The Vice-Chairman shall be a member ex officio of every committee appointed by the Chairman.

ARTICLE V

CLERK

Section 1. Clerk. The duties of the Clerk shall be to keep the minutes of all business and Executive Board meetings. He shall also keep a record of all Parish related activities.

Section 2. Each committee shall have its own Clerk.

ARTICLE VI

TREASURER

Section 1. The Treasurer shall handle all income received by the Parish and shall give receipts for the same. He shall place all funds in banks authorized by the Executive Board.

Section 2. The Treasurer shall keep accurate accounts of receipts and disbursements and shall give the detailed reports to the Executive Board every three months, namely at the first meeting in January, April, July and October, and a full statement at the annual meeting of the Parish.

Section 3. The Treasurer shall have no right to spend funds except as authorized by the Executive Board. He shall disburse all money by check.

Section 4. The Treasurer shall sign all checks together with the Chairman.

Section 5. Notwithstanding any provision to the contrary, the Executive Board may authorize the establishment of special accounts and funds and for the administration of the same as it deems necessary and convenient.

ARTICLE VII

RIGHTS AND DUTIES OF THE PARISH COUNCIL / EXECUTIVE BOARD

Section 1. The proceedings of the Executive Board shall be based on the will of the majority.

Section 2. The Executive Board shall require all associations and committees connected or affiliated with it to file a copy of their Constitution and By-Laws with the Pastor and the Executive Board.

Section 3. The Executive Board shall have the right to use any of the funds remaining in the treasury of any affiliated organization which should dissolve.

Section 4. The Executive Board shall require that no association or committee or any individual affiliated in any way with the Parish should undertake the solicitation of funds or sponsor any entertainment or should solicit anything for anyone at any time which has for its purposes the raising of money for the Parish without first obtaining the consent of the Board in consultation with the Pastor.

Section 5. Every member of the Board shall attend meetings as the designated time. If absent three times in succession without a legitimate excuse, the Board shall ascertain the cause and warn such member of his duties and responsibilities. If a member fails to heed this warning, his place on the Board becomes vacant, and the Board shall take the necessary action to fill it.

Section 6. The members shall be called to meet at least monthly by formal notice.

Section 7. Eleven (11) voting members shall constitute a quorum.

Section 8. The Board in consultation with the Pastor shall have the power by a vote of the majority to suspend or remove any member of the Board for conduct prejudicial in its judgment to the good name and welfare of the Parish. Ten (10) days notice shall be given, in writing, to the member against whom charges are made, specify the same and giving the time and place at which the Board is to meet to consider them. A member so suspended or removed, may, by a request in writing mailed to the Board within ten days following such suspension or removal, request a reconsideration of the decision.

Such a request must be granted and a special meeting of the Board must be called for this purpose within three weeks following receipt of the request. A decision following such reconsideration shall be final.

Section 9. The Board shall have the power to interpret these By-Laws and any rules and regulations that it may promulgate at any time, and its decision shall be final.

ARTICLE VIII

MEETINGS

Section 1. The annual meeting of the Parish shall be held during the month of May and the specific date for such meeting shall be set by the Executive Board. Notice of the annual meeting shall be mailed by first class mail and/or e-mailed to the voting members of the Parish who have provided an e-mail address at least ten (10) days prior to the date of such meeting.

Section 2. A special meeting may be called by the Executive Board and notice thereof shall be mailed by first class mail and/or e-mailed to the voting members of the Parish who have provided an e-mail address, setting forth the purpose of the meeting, at least ten (10) days prior to the date of such meeting; or, 50 voting members may sign a petition and submit the same in writing to the Executive Board requesting that the Executive Board call a special meeting or the Pastor may request the Executive Board call a special meeting, in which case, the Board shall call a meeting forthright with the same requirement for notice as is necessary for any special meeting.

Section 3. If sixty-five (65) members of the Parish are present at any annual or special meeting of the Parish, they shall be entitled and empowered to conduct and transact any of the Parish's business. A majority vote on all matters except those which a different vote is required in the Constitution or By-Laws, shall be sufficient to effectuate any transactions or matters considered at any annual or special meeting unless otherwise provided herein.

Section 4. A two-thirds (2/3) vote of those attending any Parish meeting shall be required for the purchase or sale of real estate or the establishment of new mortgage or equity debt. The sale of the Church complex located at 300 West Street, Dedham, Massachusetts, cannot be done without the approval of the Metropolitan Archbishop.

Section 5. The Chairman of the Executive Board shall preside at all Annual and Special Parish Meetings.

ARTICLE IX

AMENDMENTS

Section 1. These By-Laws may be amended at any meeting of the Parish provided that the notice of such a meeting shall contain a notification of the proposed amendment and shall contain a description of such amendment.

Section 2. A majority vote of attending members shall be necessary to amend these By-Laws.

Change History

Version 2.0	May 19, 2010	By-Laws amended at Annual Parish Meeting
-------------	--------------	--