

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 city of Fremont, state of California, desiring the propagation of our faith and its teachings for ourselves and our posterity, do unite together as a parish and Church for the reception of the Holy Sacraments, for the observance of the morals, discipline, and faith of our Holy Church as administered under the authority and jurisdiction of the Diocese of the West, do hereby adopt these Bylaws, solemnly pledging ourselves to be governed by the Holy Tradition, that is, the whole body of teaching and practice of the One Holy Orthodox Catholic and Apostolic Church. Holy Tradition is expressed, first of all, in Holy Scripture, and also in the Canons of the Seven Ecumenical Councils, the Canons of the Provincial Councils, the Canons and writings of the holy Fathers and Doctors of the Church, in the liturgical life of the Church, and in the Statute of the Orthodox Church in America.

Article I

General

Section 1. The Name

The legal name of this parish is **St. Innocent Orthodox Church of Fremont**.

Section 2. Authority

A. Legal. This parish 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 California.

B. Ecclesiastical. This parish derives its ecclesiastic authority to function by virtue of its establishment by the Diocesan Authority, the Bishop of San Francisco and the West, Orthodox Church in America. The Orthodox Church in America (OCA) is the local autocephalous Church, belonging to the worldwide confederation of Orthodox Churches. Its Primate holds the title “Archbishop of Washington, Metropolitan of All America and Canada.” This parish owes its ecclesiastical allegiance to the aforementioned diocese and such ecclesiastical authority and jurisdiction cannot be altered or revoked. The Statutes of the Orthodox Church in America (“Statute”), as adopted by the Second All-American Council of October 19-21, 1971, 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 Parish 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 thereafter amended, are hereby incorporated within and made 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.

Article II

Purposes

Section 1.

The purposes for which the parish exists are to maintain a local Orthodox Christian community under the authority and protection of the Ruling Bishop of the Diocese of the West, to worship God in accordance with the Tradition of the Holy Orthodox Church in spirit and truth; to preserve, protect, defend and propagate the Holy Orthodox Faith; to provide charitable aid to the poor and Christian education for its members; and to build and maintain churches, chapels, schools and such other religious, educational and benevolent institutions as may be expedient. The Parish shall hold title to all properties, endowments, legacies, and all other gifts and contributions.

Section 2.

In fulfilling the purposes set forth in Section 1 of this Article, these Parish Bylaws ordain and establish rules and regulations, consistent with the Statute of the Orthodox Church in America, the Diocesan Bylaws, and Sacred Canons of the Holy Church, according to which the members thereof, its clergy, elected officers, Parish Council, Committees and organizations, shall act and officiate.

Section 3.

The Parish must strive to maintain an apostolic zeal and a missionary spirit to draw new souls to the Orthodox Faith, in accordance with its purposes as enumerated in Section 1 of this Article. The Parish, Likewise, must be ever ready to accept into its fellowship all persons who desire to follow the Orthodox way, that is, become members of the Orthodox Church and to live in accordance with her teachings.

Article III

Membership

Membership in **St. Innocent Orthodox Church** shall consist of 1) General Membership and 2) Voting Membership:

Section 1. General Membership

General membership in the **St. Innocent Orthodox Church** shall consist of persons who have been baptized and chrismated in the Orthodox Church and consciously uphold and profess the Orthodox Faith and declare their intention to be members.

Section 2. Voting Membership

Voting membership in the **St. Innocent Orthodox Church** shall consist of general members who

- a) Are regular communicants, that is, participants in the Holy Mysteries of Confession and Communion as prescribed in the Sacred Canons. The term 'regular communicants' means those who partake of the Holy Mysteries frequently, ideally weekly, and no one can be a voting member of the Parish if he/she fails to comply with this obligation once a year;
- b) Have pledged their financial support to the Parish. To have 'pledged,' one must have submitted a written commitment for financial support to the Parish for the current fiscal year, the ideal of which is the tithe of his/her income, but minimally covers a his/her CAA and Diocesan Assessment unless waived by the Rector.
- c) And, are at least eighteen years of age.

Section 3. Suspension of Voting Privileges

By special decision of the Rector and by official action of the Parish Council, the following persons may be temporarily deprived of their rights to participate in the discussions or to vote at Parish Meetings, or to be elected to the Parish Council or as Parish Officers:

- a) Those who rudely disturb peace and order in the church edifice or at Parish Meetings;
- b) Those who disobey the resolutions of the parish bodies;
- c) Those who by their deeds bring disgrace on the Orthodox Faith, or the Church, or the Parish;
- d) Those who secretly or openly injure the life of the Parish;
- e) Those who defame the good name or undermine the authority of the rector, the Diocesan Authority or the superior governing bodies of the Church or other members of the clergy.

Article IV Government

Section 1.

The St. Innocent Orthodox Church is governed by these Parish Bylaws, the Diocesan Bylaws, the Statute of the Orthodox Church in America, and the Holy Tradition, that is, the whole body of teaching and practice of the One Holy Orthodox Catholic and Apostolic Church. Holy Tradition is expressed, first of all, in Holy Scripture, and also in the Canons of the Seven Ecumenical Councils, the Canons of the Provincial Councils, the Canons and writings of the holy Fathers and Doctors of the Church, and in the liturgical life of the Church.

Section 2.

All administrative Authority is vested in the Rector and the Parish Council as hereinafter provided for.

Section 3.

All legislative authority is vested in the General Meeting of the Voting Membership of the **St. Innocent Orthodox Church.**

Article V Clergy

Section 1.

The Rector or Priest-in-Charge (hereinafter the “Rector”) is the head of the Parish, by virtue of the ecclesiastical authority vested in him by the Diocesan Authority, 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; issue 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 the Chairperson of the Parish Council.

By virtue of the Apostolic Succession abiding in the Church, which the Priest shares through his ordination, it is the Rector's primary responsibility to preach and teach the doctrine of the Holy Orthodox Church, preside over the celebration of the Holy Mysteries (Sacraments) and divine services in accordance with the Tradition of the Church, and to ensure that the life of the Parish as a whole is guided and directed toward spiritual and not secular ends.

In all matters involving canon law, spiritual function, priestly rights and duties, the Rector and any other clergy shall be under the direct supervision of the Diocesan Authority and not subject to any rules or regulations of the Parish.

The Rector and other parish clergy may not leave the Parish without permission of the Diocesan Authority.

Section 2.

All matters concerning the Rector's initial salary, housing, and benefits are to be agreed upon between the District Dean, the Priest, and the Parish Council prior to his appointment by the Diocesan Authority.

Section 3.

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. If the Rector is the District Dean, the matter may be brought directly before the Diocesan Authority.

Section 4.

In the event that a matter is brought before the agenda of the Parish Council, which is in violation of the Canon Law of the Orthodox Church, The Statute of the OCA, 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.

Section 5.

A. No member of the clergy or laity has or shall claim any individual rights or ownership to the properties of the **St. Innocent Orthodox Church** except as otherwise may be 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 St. Innocent Orthodox Church, or may subject such a parish to any claim, lawsuit or other liability arising from such activity.

Article VI

Parish Council

Section 1. Eligibility and Term

A. Mission Status. While the St. Innocent Orthodox Church maintains Mission Status (prior to a decree of full Parish Status by the Diocesan Authority), the Diocesan Authority shall appoint, annually, a Mission Council, upon recommendation of the Rector or the Dean. Members of the Mission Council must fulfill the same duties required of all Parish officers, and are hereinafter referred to as the Parish Council.

B. Transition to Parish Status. When the St. Innocent Orthodox Church receives full Parish Status by the Diocesan Authority, the current Parish Council shall remain the Parish Council until the upcoming Annual Parish Meeting. The Rector is the Chairperson of the Parish Council. The members presently serving as Vice-Chairperson, Treasurer and Secretary shall serve one additional year after the upcoming Annual Parish Meeting to complete their term and remaining members shall complete their term with the upcoming Annual Parish Meeting. Three (3) Parish Council members shall be elected for a two (2) year term from the Voting Membership at first Annual Parish Meeting after the Parish receives full Parish Status.

C. Parish Status. While the St. Innocent Orthodox Church maintains full Parish Status, the Parish Council shall consist of the Rector and six (6) members of the Voting Membership elected by the Voting Membership for a term of two (2) years. In the event of a vacancy on the Parish Council of a member, the vacancy shall be filled for the completion of the vacating member's unexpired term by the person among the non-elected candidates with the highest number of votes received at the Annual Parish Meeting. If there is no such person, the Rector shall fill the vacancy for the completion of the vacating member's unexpired term by appointment from the Voting Membership of the Parish and upon approval by an official action of the Parish Council. The Diocesan Authority must approve the candidate selected to fill the vacancy.

Section 2. Qualifications for Elected Parish Council

A candidate must be Voting Member and have been a Voting Member of the Parish for period of **12** months and have fulfilled the canonical requirements of the Faith.

Section 3. Nominations and Elections

A. At least two (2) months before the Annual Parish Meeting called to elect new Parish Council Members, The Chairperson of the Parish Council (the Rector) shall appoint a Nominating Committee composed of himself and at least two (2) members from the Voting Membership.

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

Before this Annual Parish Meeting of the St. Innocent Orthodox Church, the Nominating Committee shall place in the hands of the Chairperson of the Parish Council (the Rector), a list of nominees to be provided to the General Membership 10 days in advance of the meeting.

Any Voting Member may make additional nominations from the floor at the aforesaid Annual Parish Meeting, provided that such additional nominees have indicated their willingness to serve if elected and are voting members.

C. The members of the Parish Council shall be elected by secret ballot at the aforesaid Annual Parish Meeting by plurality of ballots cast. A committee appointed by the Rector shall make the tally of the ballots.

D. The list of newly elected members of the Parish Council shall be sent to the Diocesan Authority for his approval. Once approved, the newly elected members will constitute the new Parish Council and will be installed by the Rector within 14 days after notice of the approval. The term of the outgoing Parish Council members is completed once the new members are installed.

Section 4. Duties of the Parish Council

A. Within **30** days after their installation as the new Parish Council, the Council shall convene pursuant to a call by the Rector and shall elect from their number the officers of said Council. The Rector or his duly appointed representative shall preside at this election meeting. The officers so elected shall consist of a vice-Chairperson, Treasurer and Secretary, and any other officers the Parish Council deems expedient. The Rector is Chairperson of the Parish Council. In the event of the failure of the Rector to issue such a call, the same may be issued by the retiring vice-Chairperson or any two members of the newly elected Council.

B. In the event no Rector is assigned to the Parish, the Parish Council Vice-Chairperson shall be the presiding officer at Parish Council Meetings. In this case, 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 meetings, for review. The District Dean shall have the same authority as a Rector to veto any such decision upon the grounds set forth in Article V, Section 4.

C. The Parish Council shall be the representative **St. Innocent Orthodox Church** in the administration of its properties and affairs. It shall be responsible for the receipt and disbursement of all general and special funds.

D. The Parish Council shall hold regular **monthly** meetings. A **majority** of members of the Council shall constitute a quorum for the transaction of business. Official actions of the Parish Council require a duly passed motion by a majority of Parish Council members present at the meeting. The Chairperson shall vote only in the event of a tie.

E. The Parish Council Secretary (or a secretary appointed at the meeting) shall record minutes of all Meetings of the Voting Membership. The Recording Secretary shall sign the minutes and submit them to the Rector for approval. Copies of the approved 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.

F. The Parish Council Secretary (or a secretary appointed at the meeting) shall record minutes of all Parish Council Meetings. The Recording Secretary shall sign the minutes and submit them to the Rector for approval. Copies of the approved 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.

G. After the end of the fiscal year, the Parish Council Treasurer shall prepare a report containing in detail all receipts and expenditures **St. Innocent Orthodox Church**. The report shall include any and all special funds, endowments, etc., held for specific purposes. Such report shall be made available to all Voting Members of the Parish, and copies thereof shall be filed with the Diocesan Authority and the Diocesan Treasurer.

H. In January of the new fiscal year, the Parish Council Treasurer shall remit to the Diocesan Treasurer a report, approved by the Rector and Parish Council, specifying the Parish's financial obligation to the Diocese and the Orthodox Church in America as stipulated by the Diocesan Assemblies and the All-American Councils.

I. After the end of the fiscal year, the Parish Council Secretary shall remit to the Diocesan Authority, census and membership information approved by the Rector and Parish Council, in accordance with the form as determined by the current Diocesan Directives.

J. Committees.

1. The Parish Council shall create the committees they deem necessary to accomplish the purposes of **St. Innocent Orthodox Church**. The Chairperson of the Council (Rector) shall appoint all members of such committees from the Voting Membership of the Parish after consultation with the other members of the Parish Council and designate the Chairperson of each.
2. The Chairperson of the Council (Rector) shall create and appoint all other special committees he deems necessary for the accomplishment of any special purpose of **St. Innocent Orthodox Church**.

Section 5. Finance.

A. General Fund. The general contributions, pledges, dues, and other general income of **St. Innocent Orthodox Church** 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, etc. which may be designated for the fulfillment of any specific purpose or purposes not inconsistent with these Bylaws. The Parish Council shall ensure that gifts, inheritances, etc. designated for specific purposes are directed according to the donor's intentions.

Section 6. Removal of Council Members.

The following Parish Council members may be temporarily or permanently removed the Parish Council:

1. Those who miss three (3) consecutive parish council meetings without conferring with the Rector or Vice-Chairperson.
2. Those who have had their Voting Membership rights suspended according to the provisions in Article III, Section 3.

The removal of a Parish Council member requires a motion made and duly passed by a majority of the Parish Council at any regular meeting or special meeting duly called for that purpose, approval of the Rector and approval of the Diocesan Authority.

Article VII

Meetings of Voting Membership

There shall be two Annual Meetings of the Voting Membership **St. Innocent Orthodox Church**: The meeting called to elect new Parish Council Members and present reports shall be held in October, and the meeting called to present financial reports and adopt the annual budget shall be held in January.

Section 1. Annual Meetings.

A. The Parish Council Chairperson (Rector) shall be the presiding officer at Annual Meetings of the Voting Membership of **St. Innocent Orthodox Church** as well as at all special meetings of the voting Membership. In the event the Chairperson (Rector) chooses not to preside, the Vice-Chairperson of the Parish Council shall preside.

B. It shall be the duty of the Secretary of the Parish Council to send out notices of the Annual Meetings by regular mail to all Voting Members **St. Innocent Orthodox Church**, at least thirty (30) days prior to the date of the meeting. The Secretary shall include a copy of the agenda with the notice mailed.

C. The Council Election and Reports Meeting. The Parish Council shall be elected as described in Article VI, Section 3. The Chairperson (Rector) of the Parish Council and the Presidents of every legal 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.

D. Finance Meeting. The Treasurer of the Parish Council shall present the Annual Financial Report and the proposed budget for the next fiscal year to the Voting Membership. The Voting Membership shall accept the proposed budget with any modifications on a two-thirds majority vote of the members present. A copy of the Annual Financial Report and adopted budget 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.

E. The Voting membership may initiate and enact any legislation, rules, special business, etc., not inconsistent with this Constitution, and such legislation, rules, etc. shall be binding on the Parish Council and all organizations of the Parish at either of the Annual Meetings.

Section 2. Special Meetings.

A. The Rector and/or Parish Council shall have the power to call special meetings of the Voting Membership whenever it deems necessary for any purpose, on a motion made and duly passed by a majority of the Parish Council at any regular meeting or special meeting duly called for that purpose. The Chairperson (Rector) of the Council shall set the time and place of such meeting. The secretary shall send by regular mail the notice for the meeting and the purpose for which it is called at least thirty (30) days prior to the convening of such meeting.

B. No business may be transacted at any special meeting of the Voting Members other than that for which the meeting was called.

Section 3. Quorum.

A simple majority number of voting Members shall constitute a quorum for the transaction of business at all meetings of the Voting Membership. If a quorum is not present at a duly called Meeting of the Voting Membership, those present may reschedule the meeting at a time agreeable to the majority of those present without the need for another 30 day notice. The rescheduled meeting still requires a quorum of at least a simple majority of Voting Members.

Article VIII

Subsidiary Organizations

Section 1.

No subsidiary body within this parish shall have either a legal or canonical existence unless such subsidiary body has received approval from the Rector and the Parish Council.

Section 2.

Activities such as solicitations of monies, social affairs, contacts with outside organizations, contributions to outside organizations or persons, and acceptance of outside invitations that the aforesaid groups may wish to engage in, shall be done only with the prior knowledge and approval of the Rector and Parish Council.

Section 3.

The accumulated funds of any of the aforesaid groups are to be placed at the disposal of the Parish Council at any time when said Council shall deem it necessary to have such money for the welfare of **St. Innocent Orthodox Church**.

Section 4.

If for any reason now or in the future any one of the aforesaid groups shall be dissolved, all assets shall forthwith be transferred to **St. Innocent Orthodox Church**.

Article IX

St. Innocent Orthodox Church Property

Section 1.

Title to all properties shall be held in the name of **St. Innocent Orthodox Church**, as specified in Article II of this Constitution. All titles, deeds and other documents relating to the property shall be kept in the custody of the Parish Council.

Section 2.

The Parish Council shall have no right to mortgage, lease, transfer, sell or purchase any real property on behalf of **St. Innocent Orthodox Church** unless it has been authorized to do so by a General Meeting of the Parish called for that purpose. A general or special meeting convened for such purpose shall be held by a call of the Parish Council issued to the members of **St. Innocent Orthodox Church** 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 majority vote of the Voting Members of **St. Innocent Orthodox Church** and approval of the Diocesan Authority.

Section 3.

In the event of the dissolution of **St. Innocent Orthodox Church**, 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 include the Holy Antimension, the Tabernacle, the Holy Icons and the Sacred Vessels must be immediately surrendered to the Diocesan Authority or the District Dean. Anything to the contrary notwithstanding, the provisions of this Section cannot be amended, altered or modified.

Article X
Amendments

This Constitution, except as otherwise provided herein, may be amended, altered, or modified at a general or special meeting of **St. Innocent Orthodox Church** duly called for such specific purpose in writing. No amendments shall be binding or effective except by vote of two-thirds of the Voting Membership of **St. Innocent Orthodox Church** and until such amendment has been approved by the Diocesan Authority.

Article XI

Upon adoption and following the approval of the Diocesan Authority, this Constitution shall be kept in the archives of the Parish Council and a copy thereof and any amendments thereto shall be filed in the office of the Diocese of the West.