

**THE PARISH OF SAINT SOPHIA
GREEK ORTHODOX CATHEDRAL
OF WASHINGTON, D.C.**



BYLAWS

**ADOPTED BY THE PARISH ASSEMBLY
NOVEMBER 6, 2022**

PARISH OF
SAINT SOPHIA GREEK ORTHODOX CATHEDRAL OF WASHINGTON, D. C.

BYLAWS

ARTICLE I

UNIFORM PARISH REGULATIONS (UPR)

Section 1. Uniform Parish Regulations. The Uniform Parish Regulations (“UPR”) of the Greek Orthodox Archdiocese of America, an Eparchy of the Ecumenical Patriarchate of Constantinople, shall constitute the general Parish Bylaws of the Parish; the UPR, and any amendments thereto, are incorporated herein by reference and are attached to this document as an attachment.

Section 2. Conflict of Bylaws. Capitalized terms used but not defined herein shall have the meaning ascribed to them and/or be used in a manner consistent with such terms in the UPR. If there is a conflict or inconsistency between these Bylaws and the UPR, the UPR shall prevail.

ARTICLE II

PARISH ASSEMBLY

Section 1. At least twice a year, in the Spring and Fall, the Parish Council shall convene a Parish Assembly.

Section 2. The Parish Assembly shall be composed of Saint Sophia Parishioners in Good Standing.

Section 3. The Parish Assembly shall be the general policy making, real estate, and appropriations body of the Parish.

Section 4. The quorum for the Parish Assembly will be twenty-five (25) Parishioners in Good Standing. If a quorum cannot be achieved, no vote may be taken, except to adjourn. If a quorum is not present, the Parish Assembly shall be called a second time within twenty-one (21) days. At this second Assembly, all decisions may be made by the Parishioners in Good Standing present, with the exception of matters pertaining to the purchase, sale, or encumbering of parish property, in which case the quorum set forth in this Section of Parishioners in Good Standing shall be required.

Section 5. Notice of a Parish Assembly shall be posted in the weekly bulletin, and electronically transmitted to all Parishioners in Good Standing at least ten (10) days prior to the date of the Assembly and shall include the agenda. The Cathedral Office shall mail the notice to any Parishioners in Good Standing who have not provided a valid email address to the Cathedral. The agenda shall be prepared by the Priest and the Parish Council and shall include all items to be discussed by the Assembly.

Section 6. The Parish Assembly will elect a Chair for each meeting. The Chair shall appoint the Secretary of the Parish Assembly, who shall record the minutes of the Assembly. The minutes shall be signed by the Priest, the Chair, and the Secretary.

Section 7. These meetings shall be governed by parliamentary laws as contained in the current revision of *Robert's Rules of Order*.

Section 8. Definition of Terms.

- a. General Membership Meeting is equivalent to Parish Assembly.
- b. The laws of the District of Columbia require the use of the name "Board of Trustees." Herein, "Board of Trustees" and "Parish Council" are one and the same and are interchangeable.
- c. A "Parishioner in Good Standing" is at least eighteen (18) years of age, current in his or her stewardship and other financial obligations to the Cathedral for the current calendar year, abides by the Regulations and the Parish Bylaws, practices the Orthodox Faith, and supports the mission of the Parish and the Greek Orthodox Archdiocese of America. The Cathedral Office shall maintain a list of Parishioners in Good Standing. A new Parishioner in Good Standing may vote at a Parish Assembly or Parish Council election if he or she joined the parish at least three (3) months before the date of the Parish Assembly or Parish Council election and is current in his or her stewardship obligation for the current calendar year.

ARTICLE III

PARISH COUNCIL

Section 1. Powers. All appropriate power will be exercised by or under the authority of the Parish Council, including the business and affairs of the Parish, in cooperation with the presiding Priest, subject to Parish Assembly general policy making, real estate, and appropriating authority.

Section 2. Number and Election. The Parish Council consists of the Priest and twelve (12) Parishioners in Good Standing and elected in accordance with these Bylaws and the UPR.

- a. Parish Council Members are elected to serve a two (2) year term.
- b. Elections shall be held annually to fill any vacancies including those created at the conclusion of the two-year term for Parish Council Members. The election of the members of the Parish Council shall be no earlier than the first Sunday in November and no later than the second Sunday in December.
- c. Election of Officers of the Parish Council shall be held annually by the Parish Council under the supervision of the presiding Priest of the Cathedral after the administration of the Oath of Office:

- d. Information on the eligibility requirements for voting by Parishioners in Good Standing as defined by these Bylaws and the UPR, with the addition of appropriate dates, is to be electronically transmitted to each member eligible to vote by the Election Committee at least two (2) weeks prior to the date of election. Parish Members may contact the Cathedral Office thirty (30) days prior to any election and request that the information be mailed instead, and such mailing will be sent within three (3) business days.
- (i) A list of candidates will be posted in the Cathedral.
 - (ii) A list of Parishioners in Good Standing shall be available in the Cathedral Office for inspection beginning two (2) days after the notice of the meeting and during the course of the meeting.
 - (iii) If on the date of this election or any postponement thereof, the Mayor of the District of Columbia or some other competent authority shall implement the Emergency Snow Plan before 12 PM (noon), the election shall be postponed to the following Sunday; or, if implemented between 12 PM (noon) and 3 PM, the polls shall remain open for one (1) hour thereafter, at which time the ballots will be impounded and sealed by the Election Committee and the polls reopened for two (2) hours at 12 PM (noon) on the following Sunday. If such plan is implemented after 3 PM, the election shall continue to its conclusion as announced. The same rule shall apply in the event of any other emergency declared by the Mayor or other competent authority.
 - (iv) The election shall be held at the Cathedral on the Sunday designated by the Parish Council. Balloting will begin immediately after the Divine Liturgy at approximately 12 PM (noon), and the polls shall close at 2 PM sharp on the same day.

Section 3. Vacancies. If a vacancy occurs on the Parish Council, the Parish Council will fill the vacancy by the affirmative secret vote of a majority of all the Parish Council Members remaining in office. A vacancy that occurs at a specific later date may be filled before the vacancy occurs, but the succeeding Parish Council Member may not take office until the vacancy occurs. Vacancies by death or by resignations from the Parish Council during the period following an election and up to two (2) months prior to the next election shall be filled in a timely fashion by the Parish Council in accordance with this section.

- a. Any Parishioner in Good Standing, who was qualified to be a candidate in the previous election, is eligible to fill the vacancy.

Section 4. Size of the Parish Council. The number of Parish Council Members may be fixed or changed from time to time by the Parish Assembly.

Section 5. Tenure. The terms of all Parish Council Members shall be limited to three (3) consecutive two (2) year terms, except as follows:

- a. A member having served six (6) consecutive years cannot stand for election unless there has been at least a one (1) year discontinuance of service.

- b. The term of any member elected to fill the unexpired term of a vacancy on the Parish Council shall not be counted in determining an individual's eligibility as a candidate for the Parish Council.
- c. Any incumbent President, having served not more than one term in said office, with the consent of not less than eight (8) members of the Parish Council, shall be eligible to stand for election for one additional two (2) year term.
- d. An immediate past president whose two (2) year term has expired may continue to advise in an ex-officio capacity at the invitation of the Parish Council for one (1) year, but not as a voting member of the Parish Council.
- e. The term of a Parish Council Member elected to fill a vacancy will expire at the end of the term for which the original Parish Council Member was elected. Despite the expiration of a Parish Council Member's term, the Parish Council Member will continue to serve until a successor is elected.

Section 6. Resignation. A Parish Council Member may resign at any time by delivering written notice of resignation to the President and Priest. A resignation is effective when the notice is first delivered unless the notice specifies a later effective date.

Section 7. Removal. The Archbishop, or the Chancellor acting on his behalf, may remove one or more Parish Council Members in accordance with UPR's provisions. The Parish Council may remove a Parish Council Member who misses three (3) consecutive meetings without justifiable cause after prior notice and majority vote of the Parish Council as provided for in the UPR.

Section 8. Regular Meetings. Upon notice to the Parish Council Members, regular monthly meetings of the Parish Council will be held.

Section 9. Special Meetings. Special meetings of the Parish Council may be called by the President, by majority of Parish Council Members, or by the Priest.

Section 10. Notice. Special meetings of the Parish Council must be preceded by at least one (1) day's notice of the date, time, and place of the meeting. The notice need not be specific in nature but shall describe the general purpose of the special meeting. All notices to Parish Council Members will conform to the requirements of Article III.

Section 11. Waiver of Notice. A Parish Council Member may waive any notice before or after the date and time of the meeting. The waiver will be in writing, signed by the Parish Council Member entitled to the notice, or in the form of an electronic transmission by the Parish Council Member and filed with the minutes. A Parish Council Member's attendance at or participation in a meeting waives any required notice of the meeting unless the Parish Council Member at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter assent to action taken at the meeting.

Section 12. Quorum. A quorum of the Parish Council consists of a majority of the Parish Council Members.

Section 13. Action at Meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Parish Council Members present is the act of the Parish Council.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Parish Council Members may be taken without a meeting if the action is taken by the unanimous consent of the Parish Council Members. The action must be evidenced by unanimous consent of all Parish Council Members describing the action taken, in writing, signed by each Parish Council Member, or delivered to the Parish by electronic transmission, reflecting the action taken. Action taken under this Section is effective when the last Parish Council Member signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section has the effect of a meeting vote and may be described as such in any document.

Section 15. Electronic Conference Meetings. The Parish Council may permit any or all Parish Council Members to participate in a regular or special meeting or conduct the meeting through the use of any means of communication by which all Parish Council Members participating may simultaneously hear each other during the meeting. A Parish Council Member participating in a meeting by this means is considered to be present in person at the meeting.

Section 16. Committees. The Parish Council and the Priest may create one or more committees. Each committee may have one or more Parish Council Members who serve at the pleasure of the Parish Council and are appointed by the President. The creation of a committee and appointment of Parish Council Members to it by the President must be approved by a majority of all the Parish Council Members in office when the action is taken. Article III and Sections 10 through 15 of this Article will apply to committees and their Parish Council Members. To the extent specified by the Parish Council, the executive committee may exercise the authority of the Parish Council.

Section 17. Compensation. The Parish Council shall serve without compensation.

Section 18. Standard of Conduct for Members.

- a. Parish Council Members owe duties of care and loyalty to the Parish. A Parish Council Member shall discharge his or her duties as a Parish Council Member, including duties as a member of a committee: (i) in good faith; (ii) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (iii) in a manner the Parish Council Member reasonably believes to be in the best interests of the Parish. A Parish Council Member shall be a Parishioner in Good Standing during his or her term in office. At all times, a Parish Council Member shall exercise his or her duties of care and loyalty, in accordance with the Bylaws, the UPR and applicable law, and in the best interests of the Parish. From time to time, in the course of their service, Parish Council Members may obtain confidential information and/or documents relating to financial, personnel, and other matters concerning the Parish. Parish Council Members shall not disclose such confidential information to anyone outside the Parish Council without prior authorization by the Parish Council.
- b. In discharging his or her duties, a Parish Council Member who does not have knowledge that makes reliance unwarranted, may rely on information, opinions, reports, and statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Parish whom the Parish Council Member reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (ii) legal counsel, public accountants, or other persons retained by the Parish; or (iii) the Parish Audit Committee.

- c. A Parish Council Member is not personally liable for any action taken as a Parish Council Member, or any failure to take any action, if he or she performed the duties of office in compliance with this Section.

Section 19. Conflict of Interest.

- a. A conflict of interest is a transaction with the Parish in which a Parish Council Member has a material interest. A conflict of interest is not present if:
 - (i) the material facts of the transaction and the Parish Council Member's interest were disclosed to the Parish Council, which authorized, approved, or ratified the transaction in a roll call vote of two-thirds of the Parish Council Members of the Parish Council pursuant to subparagraph (c) hereinafter and were disclosed to the presiding Priest; and
 - (ii) the transaction was fair and reasonable to the Parish.
- b. For purposes of this Section, and without limiting the interests that may create conflict of interest, a Parish Council Member has a material interest in a transaction if: another entity in which he or she has a financial interest or in which he or she or an immediate relative is a general partner, director, trustee, manager, supervisor, or employee is a party to the transaction.
- c. For purposes of clause (i) of subsection (a) of this Section 19, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative roll call vote of a two-thirds (2/3) majority of the Parish Council who have no material interest in the transaction. If the Parish Council Members, who have no material interest in the transaction, vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of a Parish Council Member at the meeting with a material interest in the transaction does not affect the validity of any action taken under clause (i) of subsection (a) if the transaction is otherwise authorized, approved, or ratified as provided in that subsection.

ARTICLE IV

MANNER OF NOTICE

All notices under these Bylaws will conform to the following requirements:

Section 1. Notice will be in writing. Notice by electronic transmission is written notice.

Section 2. Written notice may be communicated in person, by telephone, by voice mail, by mail, by electronic transmission, or by messenger or delivery service.

Section 3. Written notice, other than notice by electronic transmission, if in a comprehensible form, is effective upon deposit in the United States mail, if correctly addressed to the Parishioner's address and mailed postpaid.

Section 4. Notice by electronic transmission is effective when directed to an electronic mail address furnished by each Parishioner.

Section 5. Except as provided in Section 3, written notice, other than notice by electronic transmission, if in a comprehensible form, is effective at the earliest of the following: (a) when received; (b) three (3) days after its deposit in the United States mail, if correctly addressed and mailed postpaid; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or if sent by messenger or delivery service, on the date shown on the return receipt signed by or on behalf of the addressee.

ARTICLE V

OFFICERS

Section 1. Enumeration. The Officers of the Parish Council (Officers) consist of a President, a Vice President, a Treasurer, and a Secretary. When deemed necessary by the Parish Council, an Assistant Vice President, an Assistant Secretary, and/or an Assistant Treasurer may be appointed.

Section 2. Execution. The Officers will be elected by the Parish Council for a term of one (1) year. Each officer has the authority and will perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Parish Council or by action authorized by the Parish Council or the UPR.

Section 3. Qualification. The same individual may not simultaneously hold more than one (1) office in the Parish Council.

Section 4. Tenure. Officers will hold office until their respective successors are duly elected and qualified for office.

Section 5. Resignation. An Officer may resign at any time by delivering notice of the resignation to the Parish Council and the Priest. A resignation is effective when the notice is delivered to the Council unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Parish Council accepts the future effective date, the Parish Council may fill the pending vacancy before the effective date provided that the successor will not take office until the effective date.

Section 6. Removal. The Parish Council may remove any Officer at any time with grounds by a two-thirds (2/3) roll call vote with prior notice of the meeting provided to the Officer. The election of an Officer will not itself create legal rights to the office.

Section 7. President. The President, when present, will preside at all meetings and represent the Parish Council to the Parish and to the Community. The President will perform such duties and have such powers additional to the foregoing as the Parish Council may designate. The President will work cooperatively with the presiding Priest.

Section 8. Vice President and Assistant Vice President. The Vice President shall preside at meetings in the absence of the President and shall perform such other duties delegated by the President or authorized by the Parish Council. The Assistant Vice President will work cooperatively with the

Vice President. The Vice President and Assistant Vice President will work cooperatively with the presiding Priest.

Section 9. Treasurer and Assistant Treasurer. The Treasurer will have, subject to the direction of the Parish Council, general charge of the financial affairs of the Parish and will keep accurate books of accounts. The Treasurer will administer the custody of all funds, securities, and valuable documents of the Parish, except as the Parish Council may otherwise provide. The Treasurer will perform such duties and have such powers additional to the foregoing as the Parish Council may designate. The Assistant Treasurer will work cooperatively with the Treasurer. The Treasurer and Assistant Treasurer will work cooperatively with the presiding Priest.

Section 10. Secretary and Assistant Secretary. The Secretary will have responsibility for preparing minutes of the Parish Council meetings and for authenticating records of the Parish. The Secretary will perform such duties and have such powers additional to the foregoing as the Parish Council may designate. The Secretary and the Assistant Secretary shall work cooperatively with the presiding Priest.

Section 11. Fiscal Transactions. Any elected officer and Assistant Treasurer is allowed to sign fiscal transactions. Two signatures are required unless otherwise authorized by the Parish Council.

ARTICLE VI

PARISH COUNCIL ELECTIONS

Section 1. Parish Council elections shall be conducted by the Board of Elections in accordance with the UPR and these Bylaws.

Section 2. Candidates for Parish Council shall be nominated in accordance with the following procedure.

- a.* Nominations will be held at the Fall Parish Assembly Meeting for candidates for the Parish Council to serve a term of two (2) years.
- b.* The individual making the nomination, as well as the candidate being nominated, must be a Parishioner in Good Standing and must have satisfied all of his or her financial obligations to the Cathedral, including payment of stewardship, in full, prior to making or accepting the nomination. Determination of the satisfaction of the financial obligations to the Cathedral, in all instances, will be as of the start of the Fall Parish Assembly Meeting.
- c.* All nominees must sign the Saint Sophia Cathedral's Candidate Letter (see ADDENDUM #1) which shall also be signed by the individual making the nomination.
- d.* The nominee must be present at the Fall Parish Assembly meeting and must accept or decline the nomination at that time, or the person making the nomination must be present at that meeting and present the signed letter from the candidate indicating that he or she accepts the nomination.

- e. The time period for nominations will remain open until 4:30 PM, local time, of the third calendar day following the Fall Parish Assembly Meeting for the delivery of the Candidate Letter. If the third calendar day is a Sunday, then the time period for nominations will remain open only until 1:00 PM, local time. It is recommended that the Candidate Letter be hand-delivered to the Cathedral Office Administrator in lieu of mailing.
- f. In the event that fewer Candidates in Good Standing than the number of vacancies are nominated by the third calendar day following the Fall Parish Assembly Meeting, the Board of Elections, in cooperation with the Parish Council, may solicit additional qualified candidates.
- g. A candidate who has been nominated and who has accepted the nomination, may withdraw his/her candidacy by submitting a letter to Chair of the Board of Elections prior to the date established for voting. In such event, if there remain fewer candidates to fill the number of vacancies, the Board of Elections, in cooperation with the Parish Council, may select a successor candidate from among the other parishioners of the Cathedral who were eligible for nomination at the Fall Parish Assembly Meeting.
- h. *Candidate Resume.* Each candidate for the Parish Council should provide a resume, not to exceed a total of twelve (12) printed lines, within ten (10) days after the Fall Parish Assembly Meeting. The resume is to be sent to the Cathedral Office and marked to the attention of the Board of Elections. Resumes of all candidates, along with their photographs, will be posted on a Bulletin Board in the Cathedral Auditorium prior to the date established for voting. The resume may include, but is not limited to, name, education, profession, business ownership or experience, prior service to the Cathedral, years of membership at the Cathedral, and personal goals and objectives if elected to the Parish Council.
- i. *Campaigning.* There shall be no campaigning by candidates or others on their behalf, on Cathedral premises. Candidates may be on Cathedral premises on Election Day to attend service and vote, but must leave promptly after voting. There shall be no duplication of Cathedral material pertaining to the elections, including duplication of the sample ballot or use of the Cathedral logo or letterhead in any manner whatsoever. The adherence to this “No Campaigning” requirement is based upon the honor system and goodwill of all candidates and their supporters.
- j. *Tabulation of Votes.* Tabulation of votes will be performed publicly by members of the Board of Elections. Results of the tabulation will be made known by the Chair or Vice Chair of the Board of Elections to the clergy, the candidates, and to the Parish Council promptly after the votes have been counted; however, the results will not be considered official until the voting results have been ratified by the presiding Hierarch. All ballots and associated voting records will be secured in the Cathedral’s office safe until the letter of ratification from the Hierarch has been received

Section 3. The Board of Elections may authorize absentee ballots subject to the following conditions.

- a. To be eligible to vote by absentee ballot, the Parishioner must be in Good Standing and either confined at home or a health care facility or out of town on the day of election.
 - (i) Parishioners desiring absentee ballots may call the Cathedral office and a ballot will be mailed to them. Also, Parishioners may personally pick up an absentee ballot from the office; however, this may not be done by anyone else for the Parishioners.
 - (ii) The absentee ballot must be returned to the Cathedral office no later than 12 PM (noon) Sunday (date of election). The ballot must be sealed in an envelope and on the face of the envelope one of the following certificates must be written:
 - i. “I certify that I am casting an absentee ballot for the election of Sunday, (date of election), by reason of being sick or by reason of being confined to my home or a health care facility under doctor’s care.” (Signature)
 - ii. “I certify that I am casting an absentee ballot by reason of my absence from the Metropolitan Washington Area on Election Day, Sunday, (date of election).” (Signature)
 - iii. A member casting an absentee ballot is requested not to sign his or her name on the ballot itself but should only sign the certificate on the envelope.
- b. Only a Board of Election Member may personally deliver the ballot, must identify the voter as the Parishioner in Good Standing, and oversee the voting of the absentee ballot in secret.
- c. The Board of Election Member shall take custody of the absentee ballot and deliver it to the Board for the count.
- d. the Board of Election shall determine the form of the ballot to ensure the sanctity of the secret ballot is maintained.

Section 4. Parish Council elections shall be conducted by the Board of Election, even if the nominees have no opponents for office.

Section 5. Write-in-Candidates shall not be allowed for Parish Council elections.

ARTICLE VII

PARISH RECORDS

Section 1. Records to be Kept.

- a.* The Secretary will keep as permanent records, minutes of all meetings of the Parish Council and of all actions taken by the Parish Council. The Secretary will maintain records in written form or in another form capable of conversion into written form within a reasonable time.
- b.* The Parish Council will maintain accounting records.
- c.* The Parish Council will keep a copy of the following records at the Parish office:
 - (i) the Parish's Articles of Organization and all amendments to them currently in effect;
 - (ii) the Parish's Bylaws and all amendments to them currently in effect;
 - (iii) the minutes of all Parish Assembly meetings;
 - (iv) all written communications to Parish Assembly; and
 - (v) a list of the names and business addresses of current Parish Council Members and Officers.

Section 2. Inspection of Records by Parishioners.

- a.* A Parishioner in Good Standing may inspect, during regular office hours at the office where they are maintained, copies of any of the records of the Parish if he or she gives the Secretary written notice of the request at least five (5) business days before the requested date of inspections. Any records which are confidential or involve privacy or spiritual issues shall not be inspected without the prior written approval of the Parish Council and the Priest.

A Parishioner in Good Standing may inspect records only if:

- (i) his or her demand is made in good faith;
- (ii) the Parish Council has determined in good faith that disclosure of the records sought would not adversely affect the Parish or its Parishioners; and
- (iii) the records do not involve personnel and individual stewardship files, other individual Parishioners' files, or spiritual matters.

Section 3. Scope of Inspection Right.

- a.* The Parish Council, with the approval of the Priest, may authorize the inspection of records by providing copies of records authorized to be inspected under Section 2 of this

Article. Copies may be provided by photocopying or other means chosen by the Parish Council including copies furnished through an electronic transmission.

- b. The Parish Council may impose a reasonable charge, covering the costs of labor, material, transmission, and delivery, for copies of any documents provided to the Parishioner pursuant to Section 3(a). The charge may not exceed the estimated cost of production, reproduction, transmission, or delivery of the records.

Section 4. Inspection of Records by Parish Council Members. A Parish Council Member is entitled to inspect and copy the books, records, and documents of the Parish at any reasonable time to the extent reasonably related to the performance of his or her duties as a Parish Council Member, including duties as a Member of a committee, but not for any other purpose or in any manner that would violate any duty to the Parish or confidentiality or privacy.

Section 5. Orientation of All Parish Council Candidates. All Parish Council Candidates, before election must participate in an orientation by the Priest and/or District on the role and duties of a Parish Council Member.

ARTICLE VIII

INDEMNIFICATION

Section 1. Definitions. In this Article, the following words will have the following meanings unless the context requires otherwise:

“Parish Council Member” or “Officer” means an individual who is or was a Parish Council Member or Officer of the Parish

“Expenses” include legal counsel fees.

“Liability” means the obligation to pay a judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

“Party” means an individual who was, is, or is threatened to be made, a defendant or respondent in a proceeding.

“Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative and whether formal or informal.

Section 2. Indemnification of Members and Officers.

- a. Except as otherwise provided in this Section, the Parish will indemnify to the fullest extent permitted by the law of the District of Columbia a Parish Council Member or Parish Committee Member who is a party to a proceeding because they were a Member or Officer against liability incurred in the proceeding if they acted in good faith within the scope of their duties and in the case of any criminal proceeding, they had no reasonable cause to believe their conduct was unlawful.

- b. A Parish Council or Committee Member or Officer's conduct with respect to an employee benefit plan for a purpose they reasonably believed to be in the interests of the participants in, and the beneficiaries of the plan, is conduct that satisfies the requirement that his or her conduct was at least not opposed to the best interests of the Parish.
- c. The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, is not, of itself, determinative that the Member or officer did not meet the relevant standard of conduct described in this Section.
- d. Unless ordered by a court, the Parish may not indemnify a Member or officer under this Section if his or her conduct did not satisfy the standards set forth in subsection (a) or subsection (b).

Section 3. Determination of Indemnification. The determination of whether a Parish Council Member or an Officer has met the relevant standard of conduct set forth in Section 2 will be made by the Parish Council or by the Parish's legal counsel, if authorized by the Parish Council.

Section 4. Notification and Defense of Claim; Settlements.

- a. In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it will be a condition of the Parish's obligation to indemnify under Section 2 of this Article (in addition to any other condition provide in these bylaws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify the Parish Council in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify will not affect the Parish's objection to indemnify except to the extent the Parish is adversely affected thereby. With respect to any proceeding of which the Parish Council is so notified, the member or officer will be entitled to participate therein at his or her own expense and/or to assume the defense thereof at his or her own expense. After notice from the Parish Council to such person of its election so to assume such defense, the Parish Council will not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation other than as provided in this subsection (a). Such person will have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Parish of its assumption of the defense thereof will be at the expense of such person unless the employment of counsel by such person has been authorized by the Parish Council.
- b. The Parish will not be required to indemnify such person under this Article for any amounts paid in settlement of any proceeding unless authorized in the same manner as the determination that indemnification is permissible under Section 4 of this Article. The Parish Council will not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on such person without such person's written consent. Neither the Parish Council nor such person will unreasonably withhold their consent to any proposed settlement.

Section 5. Insurance. The Parish Council may purchase and maintain insurance on behalf of an individual who is a Parish Council or Committee Member or officer of the Parish, or the Priest,

against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Member, officer, or Priest, whether or not the Parish Council would have power to indemnify or advance expenses to him or her against the same liability under this Article.

Section 6. Application of this Article.

- a.* This Article will not limit the Parish's power to (i) pay or reimburse expenses incurred by a Parish Council Member or an officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party or (ii) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.
- b.* The indemnification and advancement of expenses provided by, or granted pursuant to, this Article will not be considered exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled.
- c.* If the laws of the District of Columbia or the United States are hereafter amended from time to time to increase the scope of permitted indemnification, indemnification hereunder will be provided to the fullest extent permitted or required by any such amendment.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Parish will be on a calendar year basis.

ARTICLE X

PURCHASE, SALE OR MORTGAGE OF PARISH PROPERTY

Section 1. The purchase, sale, mortgage, construction, or major renovation of parish property will not be finalized until the Parish receives prior approval by a vote of two thirds (2/3) of a duly called Parish Assembly and approval of the Hierarchy.

Section 2. The approval process shall be conducted in accordance with Article 16 PARISH PROPERTY of the UPR.

ARTICLE XI

AMENDMENTS

Section 1. The power to make, amend or repeal these Bylaws will be in the Parish Assembly, subject to the approval of the Archdiocese.

- a.* Regulations or actions which are binding upon the Parish indefinitely shall be considered to have by-laws significance and shall be amended according to Bylaws procedures.
- b.* These Bylaws may be amended as follows:

- (i) The motion may be presented and duly seconded at any Parish Assembly and shall be accepted for further consideration by a simple majority vote.
- (ii) This motion must be circulated to the parishioners together with the notice that is electronically transmitted to announce the Parish Assembly at which the motion will be considered. At that meeting, the motion must receive an affirmative vote of two-thirds (2/3) of those voting in order to be adopted.
- (iii) Once adopted, the regulation or amendment must be appended to these Bylaws.

ARTICLE XII

DISPUTE RESOLUTION PROCESS

Section 1. The Parish shall follow the Archdiocese Dispute Resolution Process, which is incorporated herein by reference.

Section 2. All disputes within the Parish, except those involving alleged sexual misconduct, which shall be handled in accordance with the Archdiocese Sexual Misconduct Policy, shall be handled in accordance with the Dispute Resolution Process.

Section 3. Whenever possible, all disputes shall be referred to the Priest for his pastoral resolution. If that is not successful, the dispute shall then be referred, as provided by the Dispute Resolution Process.

Section 4. Any dispute involving a Priest shall be referred to the Archbishop or Chancellor of the Archdiocesan District in accordance with the UPR.

ADOPTED by the Parish Assembly

On: 6 Nov 2022
Date

By: 
Chair of Assembly


Priest

ADDENDUM #1

President and Members of the Parish Council
Saint Sophia Greek Orthodox Cathedral
36th Street and Massachusetts Avenue, NW
Washington, DC 20007

Ladies and Gentlemen:

I hereby nominate _____ as a candidate for election to the Parish Council of Saint Sophia Greek Orthodox Cathedral for the two-year term _____ - _____.

To the best of my knowledge and belief, the person whom I am nominating is a “Parishioner in Good Standing” of Saint Sophia Greek Orthodox Cathedral, as that term is defined by the Greek Orthodox Archdiocese of America Uniform Parish Regulations and the Saint Sophia Bylaws. I am, likewise, a “Parishioner in Good Standing” of Saint Sophia Greek Orthodox Cathedral and I am qualified to place this person’s name in nomination. The person whom I have nominated has accepted the nomination, as is indicated by the nominee’s signature below.

Signature of Person Making the Nomination Date

Printed Name of Person Making the Nomination

By signing below as the nominee, I affirm that I am a Parishioner in Good Standing of Saint Sophia Greek Orthodox Cathedral and that, if elected, I agree to serve on the Parish Council. Prior to the next Parish Council election, I agree to attend the mandatory Archdiocese Parish Council Seminar. I acknowledge reviewing the Greek Orthodox Archdiocese of America Uniform Parish Regulations (<https://www.goarch.org/documents/regulations>) and the Saint Sophia Bylaws. As a Parish Council Member, I will participate fully in the life of the church including by volunteering in its ministries and programs, and regularly assisting during the liturgies and religious celebrations throughout the ecclesiastical year.

ACCEPTANCE OF NOMINATION

Signature of Nominee Date

Printed Name of Nominee

Nominee’s Daytime Telephone Number