

CONSTITUTION
OF
ST. GEORGE ANTIOCHIAN ORTHODOX CHURCH OF FLINT MICHIGAN

(Adopted on November 8, 1998
by General Assembly)

St. George Antiochian Orthodox Church
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**CONSTITUTION
OF
ST. GEORGE ANTIOCHIAN ORTHODOX CHURCH OF FLINT MICHIGAN**

The following is the Constitution of St. George Antiochian Orthodox Church of Flint Michigan, an Ecclesiastic Corporation organized under the laws of the State of Michigan (the "Parish") 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 Township of Flint, State of Michigan, 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 jurisdiction of the Antiochian Orthodox Christian Archdiocese of North America, and do hereby adopt this Constitution, solemnly pledging ourselves to be governed by its Provisions and the Sacred Canons of the Holy Church.

**ARTICLE I
NAME; ADDRESS; AUTHORITY**

Section 1. The Name. The name of this Parish is **St. George Antiochian Orthodox Church of Flint, Michigan**. (Any reference to "St. George Orthodox Church" or "Parish" shall include reference to St. George Antiochian Orthodox Church of Flint, Michigan).

Section 2. Registered Office; Registered Agent. The Registered Office and the Registered Agent of the Parish shall be fixed from time to time by the Parish Council at a regularly scheduled meeting of the Parish Council. Presently, the Registered Office is located at G-5191 Lennon Road, Flint (Township), Michigan 48507.

Section 3. Authority.

A. Legal. The Parish derives its legal authority to function as an ecclesiastical corporation under the laws of the State of Michigan as a non-profit ecclesiastical organization.

B. Ecclesiastical. The Parish derives its ecclesiastic authority to function by virtue of a charter issued by the Antiochian Orthodox Christian Archdiocese of North America, a non-profit New York religious corporation, with principal offices located at Englewood, New Jersey (herein referred to as "Archdiocese"). In addition, the Parish owes its ecclesiastical allegiance to the Archdiocese which cannot be changed, altered, modified or revoked.

C. Tax Exemption. The Parish derives its status as an organization exempt from Federal income tax under Section 501(c)(3) of Internal Revenue Code of 1986, as amended, (the "Code") from the Archdiocese, thereby permitting contributions to the Parish to be deductible under Section 170(c)(2) of the Code, as amended.

ARTICLE II **PURPOSE**

Section 1. Purpose. The purpose of the Parish is to maintain and preserve the spiritual and physical well-being and unity of its membership in this community, coordinate religious work or activity with the intent of propagating, practicing and forever perpetuating 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. Rules and Regulations. In fulfillment of purpose set forth herein, the Parish shall ordain and establish rules and regulations, not inconsistent with the Constitution of the Archdiocese 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. The Parish shall provide a place or places and facilitate the means for worship and religious education in accordance with this Constitution. In addition, the Parish shall hold title to all properties, endowments, legacies and all other gifts and contributions.

ARTICLE III **MEMBERSHIP**

Section 1. Membership. The membership of the Parish shall consist of the following types of membership: (a) Voting Membership; and (b) General Membership.

Section 2. Voting Membership.

A. Voting Members. The Voting Membership of the Parish shall consist of all persons, regardless of sex, eighteen (18) years of age and over, who have been baptized and accepted as members of the Holy Orthodox Church according to its teachings, who accept, profess and practice the faith and discipline of the Holy Orthodox Church and who subscribe to the temporal maintenance of the Parish, through payment of such dues, pledges and assessments as are lawfully prescribed by an affirmative vote of the Parish Council and/or by an affirmative vote of the General Assembly in accordance with the provisions herein set forth. (Such individuals are herein identified as "Voting Members" and each individual is identified as a "Voting Member").

B. Voting. Each Voting Member shall have the right to one (non-cumulative) vote. As used herein, any reference to "Voting Membership" shall include the membership of the Parish.

Section 3. General Membership. The General Membership of the Parish shall consist of all other persons who have been baptized and accepted in the membership of the Holy Orthodox Church according to its teachings, and who accept, profess and practice the faith and discipline of the Holy Orthodox Church and profess membership in the Parish, including persons under eighteen (18) years of age, regardless of sex. The members of the General Membership shall have no vote.

ARTICLE IV **PARISH GOVERNMENT AND AUTHORITY**

Section 1. Government. This Constitution and the Sacred Canons shall be the governing code for the Parish.

Section 2. Administrative Authority. All Administrative Authority shall be vested in the Pastor of the Parish ("Pastor") and Parish Council of the Parish hereinafter set forth.

Section 3. Legislative Authority. All Legislative Authority is vested in the Voting Membership of the Parish.

Section 3. Rules and Regulations. Subject to the terms of hereof, the Parish shall be authorized to adopt such rules and regulations, including by-laws, according to which the Members, its clergy, elected officers, Parish Council, Committees and organizations, shall act and officiate.

ARTICLE V **CLERGY**

Section 1. Clergy. All clergy of the Parish shall be appointed or removed by the Metropolitan Archbishop (of the Archdiocese).

Section 2. Pastor.

A. Appointment; Representative of Metropolitan Archbishop. The Metropolitan Archbishop shall appoint and designate the Pastor from the canonical clergy of the Archdiocese. The Pastor shall be the official representative of the Metropolitan Archbishop.

B. Supervision by Metropolitan Archbishop. In all matters involving canon law, spiritual function, priestly rights and duties, the Pastor and any other clergy shall be under the direct and unrestricted supervision of the Metropolitan Archbishop (and not subject to any rules or regulations of the Parish).

Section 3. Removal of Pastor. In order to dismiss or remove any Pastor, a formal petition shall be drawn by the Parish Council setting forth fully the reason for the desired dismissal or removal ("Petition"). The Petition shall be sent to the Metropolitan Archbishop who shall act as sole judge of the merits of the Petition for its acceptance or rejection.

Section 4. Contract and Property Rights.

A. Property Rights of Clergy. No Pastor or any other member of the Clergy has or shall claim any individual rights of ownership to any properties of the Parish, except as otherwise provided by written contract.

B. Contractual Rights. No Pastor, any other member of the Clergy or member of the laity of the Parish may enter into any contractual agreement, or otherwise engage in any business enterprise, which by its nature may jeopardize the assets of the Parish, or may subject the Parish to any claim, lawsuit, or other liability, including its status as a tax exempt entity, arising from such activity.

C. Limited Delegation of Authority. Consistent with the purposes herein set forth, the Parish Council may authorize any Pastor or member of the laity of the Parish to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Parish and such authority may be general or confined to a specific instance.

ARTICLE VI **PARISH COUNCIL**

Section 1. Parish Council--General Powers. Subject to the limitations and provisions of the Sacred Canons and the laws of the State of Michigan and, except as otherwise expressly prohibited in this Constitution, the affairs of the Parish shall be managed by the Parish Council.

Section 2. Number, Tenure and Qualifications.

A. Number. The Parish Council of the Parish shall consist of the Pastor and nine (9) members of the Voting Membership of the Parish, of which the Pastor may, but is not required to appoint three (3) members of the total members of the Parish Council; such appointments by the Pastor, if made, shall be at a rate of one (1) member each year. If the Pastor does not choose to appoint a member to the Parish Council, the Voting Membership of the Parish is authorized to appoint such member in accordance with Section 2. B.

B. Term. The members of the Parish Council shall hold office for a term of three (3) years and shall be so elected in order that the terms of three (3) members of the Parish Council, inclusive of any member appointed by the Pastor, shall expire each year. Members shall be elected at the annual meeting of the Voting Membership of the Parish and the term of office of each member shall be until the next annual meeting of members and the election and qualification of the successor of each such member.

C. Re-election. No member of the Parish Council shall be eligible for re-election after such member has served two (2) successive terms of three (3) years; provided, however, such person may be elected to serve two (2) additional three (3) year terms after one (1) year following termination of prior membership to the Parish Council.

D. Qualification. No member of the Parish Council shall be under the age of eighteen (18) years of age (excluding any ex-officio member) and no Voting Member of the Parish shall be eligible to become a member of the Parish Council unless such person has been a voting member of the Parish for a period of one (1) year and has fulfilled canonical requirements of the Orthodox faith. Further, nominees must worship at St. George at least 3 out of 4 Sundays a month; shall be exemplary (model) members of St. George; participate in extracurricular ministries of the parish (such as: Fundraising, Parish Council committees, Educational, etc.); participate in the Holy Sacraments of Confession and Communion on a regular/frequent basis; has signed the yearly Offering Form; and attend a Nominee Seminar which will take place prior to the General Assembly each year (1 day at St. George -- done by the Clergy and a number of current Parish Council members).

E. Parish Council Members. The newly elected and appointed members of the Parish Council, together with those members of the Parish Council whose terms have not expired, will constitute the new Parish Council. The newly elected and appointed members will be installed by the Pastor.

Section 3. Nomination Committee; Nominations.

A. Appointment of Nominating Committee; Report of Committee. At least one (1) month prior to the date of the annual meeting of the Parish, the Chairperson shall appoint a nominating committee composed of the Parish Pastor and three (3) members of the Parish Council approved by the Parish Council. The Nominating Committee shall nominate at least as many persons as there are vacancies which are to be filled and, after conferring with those nominated by the Nominating Committee, the Nominating Committee shall announce its report at the annual meeting of the voting Membership of the Parish.

Section 4. Election. The members of the Parish Council shall be elected by secret ballot at the annual meeting of the Voting Membership of the Parish. The election shall be under the supervision of the Parish Pastor and a committee appointed by him and election shall be based upon a plurality vote of the ballots cast. The tally of the votes cast may be made available to candidates upon request and shall be maintained for future reference in the event of a vacancy in the office of an elected member in the Parish Council.

Section 5. Regular Meetings. The Parish Council shall hold one (1) regular meeting each month at such time and place as shall be approved by the Parish Council at its first meeting after the annual meeting of Voting Membership of the Parish. The dates, time and place of the meetings shall be announced to the Members of the Parish.

Section 6. Special Meetings. Special meetings of the Parish Council may be called by or at the request of the Parish Pastor, Chairperson or any two (2) members of the Parish Council and shall be held at the principal office of the Parish or at such other place as the members of the Parish Council may determine.

Section 7. Notice. Notice of any special meeting of the Parish Council shall be given at least eighteen (18) hours previously thereto by written notice, telephone notice, facsimile notice, or by bulletin announcement. The attendance of any member of the Parish Council at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by this Constitution.

Section 8. Quorum. A majority of the elected members of the Parish Council shall constitute a quorum for the transaction of business at any meeting of the Parish Council but if less than the majority of the members of the Parish Council are present at any meeting, a majority of the members present may adjourn the meeting, from time to time without further notice.

Section 9. Parish Council Decisions. The act of a majority of the members of the Parish Council present at a meeting at which a quorum is present shall be the act of the Parish Council, unless the act of a greater number is required by law or by this Constitution.

Section 10. Vacancy. Any vacancy of an elected member in the Parish Council shall be filled within thirty (30) days by the Parish Council from qualified Voting Members of the Parish for the unexpired term of the vacancy. Any vacancy of any appointed member of the Parish Council shall be filled by the Parish Pastor.

Section 11. Compensation. Members of the Parish Council as such shall not receive any compensation for their services but by resolution a fixed sum and expenses may be allowed. Nothing herein contained shall be construed to preclude any member of the Parish Council from serving the Parish in any other capacity and receiving compensation therefor.

Section 12. Committees. The Parish Council, by resolution, may designate one or more committees including but not limited to Executive Committee and Finance Committee, which committees, to the extent provided in such resolutions, shall have and exercise the authority of Parish Council in the management of the Parish; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Parish Council or any members of the Parish Council of any responsibility imposed by law.

A. Executive Committee. Subject to the foregoing limitations, the Executive Committee shall possess and exercise all other powers of the Parish Council during the intervals between meetings of the Parish Council.

B. Finance Committee. Subject to the foregoing limitations, the Finance Committee shall possess and exercise such powers as may be specifically delegated to it by the Parish Council and act upon such matters as may be referred to it from time to time for study and recommendation by the Parish Council.

Section 13. Other Committees. Other committees not having and exercising the authority of the Parish Council in the management of the Parish Council may be designated by a resolution by the Parish Council. Any member of such committees may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Parish shall be served by such removal.

Section 14. Ex-officio Members. In addition to the elected (or appointed) members of the Parish Council, the superintendent of the Church/School, a representative of the Choir, and each Chairperson of any organization of the Parish Council, or their designated representatives, shall be ex-officio, non-voting members of the Parish Council. In the event that any ex-officio member described within this section is also an elected or appointed member of the Parish Council, such individual shall be entitled to vote.

Section 15. Removal of Member of Parish Council. Any officer elected or appointed by the Parish Council may be removed by the Parish Council whenever in its judgment the best interest of the Parish shall be served by such removal.

ARTICLE VII **OFFICERS**

Section 1. Officers. The officers of the Parish Council shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer as well as such other officers as may be elected in accordance with the provisions of this Article. The Parish Council may elect to appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable; such officers shall have the authority and perform the duties prescribed, from time to time, by the Parish Council.

Section 2. Election and Term of Office. The officers of the Parish Council shall be elected annually by the Parish Council at the regular meeting of the Parish Council immediately following the annual meeting of the Parish or end of the then existing term of the officers of Parish Council, if later. The Pastor, or his duly appointed representative, shall preside over the election of officers. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Parish Council. Each officer shall hold office until his (her) successor has been duly elected and qualified.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Parish Council for the unexpired portion of the term.

Section 4. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or from other directors of the Parish Council. In the absence of such specifications, the duties shall be as follows:

A. Chairperson. The Chairperson shall be the principal executive officer of the Parish and shall in general supervise and control all of the business and affairs of the Parish. The Chairperson shall preside at all meetings of the Parish Council and the General Assembly as herein set forth. The Chairperson may sign, with the Secretary or any other proper officer of the Parish authorized by the Parish Council, any deeds, mortgages, bonds, contracts, or other instruments which the Parish Council have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Parish Council or this Constitution or by statute to some other officer or agent of the Parish; and in general the Chairperson shall perform all duties incident to the office of Chairperson.

B. Vice-Chairperson. The Vice-Chairperson shall possess the power and may perform the duties of the Chairperson in the absence or disability of the Chairperson and shall perform such other duties as may be prescribed from time to time by the Parish Council or by the Chairperson.

C. Treasurer. Subject to the limitations herein set forth, the Treasurer shall have charge of all receipts and monies of the Parish, deposit same in the name of the Parish in such depositories as may be authorized by the Parish Council and shall disburse such funds as ordered or authorized by the Parish Council. The Treasurer shall keep regular accounts of the receipts and disbursements, submit any financial records when required by the Parish Council and shall give a full and complete statement of finances of the Parish at the annual meeting of the Voting Membership and from time to time as may be required of the Treasurer by the Parish Council or by this Constitution.

D. Secretary. The Secretary shall cause to be kept the minutes of the meetings of the General Assembly and of the Parish Council in one or more books provided for that purpose; oversee that all notices are duly given in accordance with the provision of this Constitution or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chairperson or the Parish Council.

ARTICLE VIII

MEETINGS OF VOTING MEMBERSHIP

Section 1. Annual Meeting. An annual meeting of the Voting Membership of the Parish shall be conducted for the purpose of electing members to the Parish Council and for the transaction of such other business as may come before the meeting. The Parish Council may provide, by resolution, the time and place for holding the annual meeting; provided, in the absence of any such designation in any such resolution, the annual meeting of the Voting Membership of the Parish shall be held on the 2nd Sunday in the month of November of each year at 12:30 o'clock P.M. at the principal office of the Parish. If for any reason the election of members of the Parish Council is not held on the day designated herein for any annual meeting or at any adjournment thereof, the Parish Council shall cause the election to be held at a special meeting of the Voting Membership of the Parish as soon thereafter as may be convenient.

Section 2. Special Meetings. Special meetings of the Voting Membership of the Parish may be called by the Parish Council or Pastor at the principal office of the Parish.

Section 3. Presiding Person. The Pastor shall be the presiding officer at the Annual Meeting or any other Special meetings of the Voting Membership of the Parish; provided, however, if the Pastor chooses not to preside, the Chairperson of the Parish Council shall preside at such meeting.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of the Voting Membership of the Parish shall be delivered either personally or by mail, to each voting Member of this Parish, not less than thirty (30) days before the date of annual meeting and not less than ten (10) days before the date of any special meeting. In case of a special meeting or when required by statute or by this Constitution, the purpose(s) for which the meeting is called shall be stated in the notice and no business may be transacted at any such meeting other than that business described within the notice.

Section 5. Quorum. Members holding thirty-three and one-third percent (33-1/3%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by such member's duly authorized attorney in fact. The proxy shall be valid for such meeting or any adjournments thereof unless otherwise provided in the proxy. The issuance of a Proxy to a voting Member shall only be issued to individuals who cannot attend the meeting because of medical treatment or illness, those confined to their place of residence or those individuals who provide written verification of prior travel commitment.

ARTICLE IX **SUBSIDIARY ORGANIZATIONS**

Section 1. Creation. No subsidiary organization or body within the Parish shall be created or shall have legal or canonical existence unless such subsidiary organization or body shall have filed a copy of its constitution or other articles of organization setting forth its purposes with the Pastor and the Parish Council and received their approval.

Section 2. Authority. No subsidiary organization or body shall engage in any activities including but not limited to solicitations of funds, social affairs, contracts, contributions or participate in any event without the prior knowledge and approval of the Pastor and Parish Council.

Section 3. Ex-officio Membership. The Parish Pastor shall be an ex-officio member of each subsidiary organization or body within this Parish.

Section 4. Property. The property and the accumulation of funds of any of the subsidiary bodies or organizations of the Parish shall be the property of the Parish. In addition, any funds accumulated by any such subsidiary organization or body shall be at the disposal of the Parish Council at any time and from time to time when the Parish Council shall deem it necessary to have such money for the welfare of the Parish.

ARTICLE X **TITLE, CONTRACTS AND FUNDS**

Section 1. Title. Title to all property shall be held in the name of the Parish. In addition, all titles, deeds and other documents relating to the property of the Parish shall be kept in the custody of the Parish Council.

Section 2. Contracts. The Parish Council may authorize any officer or officers, agent or agents, in addition to those officers so authorized by this Constitution, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Parish and such authority may be general or may be confined to specific instances; provided, however, the

Parish Council shall have no right to mortgage, transfer, sell or purchase any real property in the name of and on behalf of the Parish unless (i) authorized by a two-thirds (2/3) vote of the Voting Membership of the Parish present at such meeting and (ii) approved by the Metropolitan Archbishop.

Section 3. Checks, Drafts, or Orders. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Parish, shall be signed by such officer or officers, agent or agents of the Parish, and in such manner as shall from time to time be determined by resolution of the Parish Council. In the absence of such determination by the Parish Council, such instruments shall be signed by the Treasurer or Assistant Treasurer and countersigned by the Chairperson or Vice Chairperson of the Parish or those individuals appointed by the Parish Council.

Section 4. Deposits. Subject to the provisions herein set forth, all funds of the Parish shall be deposited from time to time to the credit of the Parish in such banks, trust companies, or other depositories as the Parish Council may select.

Section 5. Gifts. The Parish Council may accept on behalf and in the name of the Parish any contribution, bequest or devise for any purpose of the Parish not inconsistent with this Constitution; provided, however, the foregoing shall be deposited separately to the credit of the Parish in such banks, trust companies, or other depositories as the Parish Council shall select.

Section 6. General Fund. Except as herein set forth, all contributions, pledges, dues delivered to the Parish and other general income of the Parish are collectively referred to as the General Fund of the Parish.

Section 7. Authorization and Establishment Separate Perpetual Fund. A separate fund, to be known as the "Perpetual Fund", is authorized to be established for the maintenance and preservation of the Parish and to carry out its purposes.

ARTICLE XI RECORDS

Section 1. Books and Records. The Parish shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Parish Council and committees having and exercising any of the authority of the Parish Council and shall keep (at the principal office of the Parish) a record giving the names and addresses of the Members of this Parish, designating the nature of their membership. All books and records of the Parish may be inspected by any Voting Member of the Parish for any proper purpose at any reasonable time.

Section 2. Reports. The Parish Council and all subsidiary organizations or bodies of the Parish shall prepare in writing an annual report of same, including but not limited to its finances. All such reports shall be prepared and delivered to the Parish Council for presentment to the General Assembly at the annual meeting of the General Assembly of the Voting Membership of the Parish.

Section 3. Archdiocese. A copy of this Constitution, and any amendments, shall be filed in the office of the Archdiocese.

ARTICLE XII FISCAL YEAR AND DUES

Section 1. Fiscal Year. The fiscal year of the Parish shall end on the last day of the month of September.

Section 2. Annual Dues. The Parish Council shall determine from time to time the amount of annual dues payable to the Parish by Voting Members which determination shall be approved by affirmative vote of the General Assembly. Further, the Parish Council shall keep records regarding the dues and shall provide appropriate notice to all members of the Parish regarding such dues.

ARTICLE XIII **RESTRICTIONS**

Section 1. Net Earnings. No part of the net earnings of the Parish shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Parish shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes, as set forth herein.

Section 2. Activities. No substantial part of the activities of the Parish shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Parish shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Restricted Activities. Notwithstanding any other provisions of this Constitution, the Parish shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, as amended, or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as amended, or a corresponding provision of any future United States Internal Revenue law.

Section 4. Dissolution Vote. The Parish may not be dissolved unless approved by a two-thirds (2/3) majority of the Voting Members of the Parish present at such meeting and unless thirty (30) days notice of any meeting called for the purpose of dissolving the Parish is given to all Members of the Parish and to the Metropolitan Archbishop.

Section 5. Distribution Upon Dissolution. Upon the dissolution of the Parish, the Parish Council shall, after paying or making provisions for the payment of all the liabilities of the Parish, dispose of all the rest and remaining assets of the Parish (the "Assets") as follows:

A. To the Archdiocese, or its successor(s) in interest.

B. Only if at the time of dissolution of the Parish the Archdiocese or its successor(s) in interest does not qualify as an exempt organization under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law ("Tax Exempt Entity"), the Assets shall be distributed exclusively for such purposes permitted under Section 501(c)(3) of the Code and to any such Tax Exempt entity as directed in writing by the Metropolitan Archbishop, it being acknowledged this Parish (i) is pledged to be governed by its Provisions and the Sacred Canons of the Holy Church, (ii) is under the jurisdiction of the Archdiocese, (iii) owes its ecclesiastical allegiance to the Archdiocese, and (iv) derives its Tax Exempt status to the Archdiocese, all as set forth in this Constitution, which cannot be changed, altered, modified or revoked.

C. The Assets, if necessary, shall be disposed of by the court having competent jurisdiction in the county in which the principal office of the Parish is then located, but only in accordance with the preceding paragraphs A. and B.

ARTICLE XIV LIMITATION OF LIABILITY

Section 1. Limitation of Liability. A member of the Parish Council shall not be personally liable to the Parish or the Membership of the Parish for monetary damages for breach of fiduciary duty as a member of the Parish Council, except liability:

A. For any breach of duty of loyalty by the member of Parish Council to the Parish or the Membership of the Parish;

B. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

C. For a violation of Section 551(1) of the Michigan Business Corporation Act, as amended, or any similar provision of law as now in force or hereafter enacted;

D. For any transaction from which the member of Parish Council derived an improper personal benefit.

Section 2. Additional Limitation. In the event the laws of the State of Michigan are hereafter amended to authorize corporate action which eliminates or further eliminates or limits the personal liability of directors or member of Parish Council, then the liability of a member of Parish Council shall be eliminated or limited to the fullest extent permitted by the laws of the State of Michigan as so amended.

Section 3. Subsequent Amendment. Any repeal, amendment, or other modification of this Constitution inconsistent with this Article shall not adversely affect any right or protection of a member of Parish Council existing at the time of such repeal, modification or adoption for or with respect to any act of omission occurring prior to the time of such repeal, amendment or other modification.

ARTICLE XV AMENDMENT

This Constitution may be altered, amended or repealed and a new constitution may be adopted by a two-thirds (2/3) majority of Voting Members of the Parish present at any regular meeting of the Voting Membership of the Parish or at any special meeting of the Voting Membership of the Parish if at least thirty (30) days written notice is given of intention to alter, amend, repeal, or adopt a new constitution at such meeting; provided, however, no alteration, amendment, repeal, or enactment of new constitution shall be effective unless (i) approved by the Metropolitan Archbishop and (ii) consistent with the provisions of the Constitution of the Archdiocese.

ARTICLE XVI RETENTION OF CONSTITUTION

Upon its adoption and approval by the Metropolitan Archbishop, this Constitution shall be kept in the archives of the Parish Council and a copy thereof, together with any subsequent amendments thereto, shall be delivered to the office of the Antiochian Orthodox Christian Archdiocese of North America.

7/11/2011

Rules and Regulations
Adopted by St. George Antiochian Orthodox Church
Flint, Michigan

The following are Rules and Regulations of the Parish (to be incorporated into By-Laws upon adoption) that shall not be inconsistent with the provisions of the Constitution as adopted by the Parish:

1. Automatic Removal of Member of Parish Council.

Any member of the Parish Council (other than any ex-officio member) who misses more than three (3) regular meetings of the Parish Council during any twelve (12) month period shall automatically be removed as a member of the Parish Council.

2. Perpetual Fund

Section 1. Authorization and Establishment Separate Perpetual Fund. A separate fund, to be known as the "Perpetual Fund", is authorized to be established for the maintenance and preservation of the Parish and to carry out its purposes.

Section 2. Deposits. All funds of the Parish directed to be deposited into the Perpetual Fund shall be deposited from time to time to the credit of the Parish into the "Perpetual Fund Account".

Section 3. Perpetual Fund Account. The Perpetual Fund Account shall be in such banks, trust companies or other depositories as the Parish Council may select.

Section 4. Management of Perpetual Fund.

A. Perpetual Fund Committee. The Perpetual Fund and the Perpetual Fund Account shall be managed by a Perpetual Fund Committee, in a fiduciary capacity, consisting of three (3) or more Voting Members appointed by the Parish Council, which shall have such powers as delegated to the Perpetual Fund Committee by the Parish Council.

B. Management of Perpetual Fund. The Perpetual Fund Committee shall exercise the best judgment and discretion for what such committee believes to be in the best interests of the Perpetual Fund and the Parish.

Section 5. Diversification of Perpetual Fund Portfolio. The principal and earnings, if any, shall be invested in a portfolio of diversified assets, including stocks, bonds, marketable securities or other assets of an investment grade quality; or, in lieu thereof, the principal of the Perpetual Fund Account may be delivered to a corporate trustee for management.

Section 6. Distribution of Perpetual Fund Earnings. The income of the Perpetual Fund may be distributed each year to the General Fund of the Parish upon affirmative vote of the Parish Council; and to the extent any such income is not distributed, such income shall be added to the principal of the Perpetual Fund.

Section 7. Distribution of Perpetual Fund Principal. The principal of the Perpetual Fund shall not be distributed to the General Fund of the Parish, except in the case of extreme emergency or hardship of the Parish and only upon a two-thirds (2/3) affirmative vote of a

special meeting of General Assembly of the Parish called for such purpose and upon the recommendation of the Metropolitan Archbishop.

3. Expenditures by Parish Council or Officers

Neither the Parish Council nor the Treasurer shall approve or make payment of the following:

(1) Any item that exceeds the sum of \$500.00 unless approved by affirmative vote of the Parish Council; or

(2) Any item that exceeds the sum of \$10,000.00 unless approved by affirmative vote of the Voting Membership,

except those expenses that are included within the approved budget or by their very nature are required for the continuation of normal operation of the Parish.