

**BYLAWS  
OF  
NATIVITY OF OUR LORD ORTHODOX CHURCH OF MANASSAS, INC.**

**ARTICLE I. NAME**

Section 1.1. Name. The name of this church corporation is NATIVITY OF OUR LORD ORTHODOX CHURCH OF MANASSAS, INC., located in the City of Manassas, Commonwealth of Virginia, hereinafter the “Church”. The Church shall be bound to a Canonical Orthodox church or diocese, as determined by the voting membership.

Section 1.2. Nonprofit Purposes. The Church is organized and shall be operated exclusively as a nonprofit Church, for the religious, charitable, and educational purposes stated in these Bylaws, and the Articles of Incorporation including, but not limited to worship, evangelism, fellowship, discipleship, and ministry according to biblical principles and as an organization exempt from tax under section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II. PRINCIPAL OFFICE**

Section 2.1. Principal Office. The principal office of the church shall be located at 8911 Weems Road, Manassas, Virginia 20110.

Section 2.2. Other Offices. The Church may have offices at such other places, either within or without the Commonwealth of Virginia as the Board of Directors may designate or as the affairs of the Church may require from time to time.

**ARTICLE III. MEMBERS AND MEETINGS**

Section 3.1 Classes of Membership. The Church shall have members (“Members”), each of whom is accepted for membership by the Board of Directors.

Section 3.2 Voting Membership. The Members shall consist of all persons, regardless of sex, who have been baptized and accepted in membership of the Holy Orthodox Church according to its teachings, who accept, profess, and practice its faith and discipline and who subscribe to the temporal Maintenance of this Church, through the payment of such dues, pledges, and/or assessments as are prescribed by the Board of Directors. The Board of Directors shall have the right to grant exemptions, full or partial, from the temporal maintenance of the Church to Members because of personal or other circumstances and as deemed appropriate by said Board of Directors.

Section 3.3 Voting Members. Voting Members must be in good standing and age eighteen (18) or older.

a. The Members in good standing shall have the right to vote for the election of directors, disposition of substantially or all of the assets of the Church, merger, dissolution,

and any other additional voting rights afforded to voting members under the Virginia Nonstock Corporation Act.

b. The Board of Directors shall determine whether a Member is in good standing based upon the following criteria: A Member shall be in good standing if he or she pays his or her annual Diocesan assessment, regularly participates in the stewardship of this Church, regularly attends Divine Liturgy and receives the Holy Eucharist, participates in the Holy Mystery of Repentance at least once in a twelve month period, cooperates towards the well-being of the parish, maintains an appropriate, religious relationship with the other Members of the parish and the Priest, demonstrates a willingness to comply or accept the parish's established policies, procedures and upholds the Canons of the Church.

c. If a Member is advised in writing that he or she has failed to meet the standards for being in good standing, then he or she shall be informed of the applicable facts. If he or she, after individual and collective attempts to seek reconciliation by the Members of the Parish, is unwilling to accept personal responsibility and meet the criteria set forth herein, he/she will be informed of his/her *not in good standing* status. Moreover, no monetary contributions will be accepted from such Member in the period he/she is *not in good standing*. Any involvement by any individual in the Parish may be limited as appropriate or necessary as determined by the Board of Directors.

Section 3.4 Transfer of Membership. No Member may sell a membership or any right arising therefrom. All rights of membership cease upon a Member's termination of membership.

Section 3.5 Termination of Membership. Membership in the Corporation shall be terminated by death, resignation, transfer or release, or disciplinary action by the Board of Directors. The Member shall be advised in writing of the termination of membership.

Section 3.6 Regular Membership Meetings. The annual meeting of Members shall be held on the first Monday in June, or such other date or such other time as may be fixed by the Board of Directors.

Section 3.7 Special Meetings. Special meetings of the Members may be called at any time by the Priest, the President, the Board of Directors, or upon written request of the Members in good standing having thirty percent (30%) of the votes entitled to be cast at such meeting.

Section 3.8 Notice of Regular or Special Meetings. The time and place of each annual meeting of the Members, and in the case of a special meeting, the purpose of the meeting, shall be announced from the pulpit on the two (2) Sundays preceding the date of the meeting. In addition, written notice of such meetings shall be given by, and at the times specified in the Code of Virginia, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, to each Member entitled to vote, addressed to the Member's address last appearing on the books of the Church.

Section 3.9 Quorum. Thirty percent (30%) of the voting membership in good standing present at any properly called and properly noticed meeting shall constitute a quorum. If a

quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the Members. If a quorum cannot be obtained, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without other notice than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 3.10 Proxies. At all meetings of Members, each Member may only vote in person. Voting by proxy or by absentee ballot shall not be permitted.

Section 3.11 Record Date. The Board of Directors may fix, in advance, a record date for the determination of the Members entitled to notice of any meeting of Members or entitled to exercise any rights in respect of any lawful action. The record date shall be fixed in accordance with the Code of Virginia. When a record date is so fixed, only voting Members of record on that date are entitled to notice, to vote, or to exercise of the rights for which the record date was fixed. A determination of Members of record entitled to notice of a meeting of Members shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 3.12 Conduct of Meeting. The President shall preside as chairman at all meetings of the Members and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting. The chairman's rulings on procedural matters shall be conclusive and binding on all Members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and which are represented in person at the meeting, in which case the decision of a majority of such Members shall be conclusive and binding on all Members. Without limiting the generality of the foregoing, the chairman shall have all of the powers usually vested in the chairman of a meeting of members.

#### ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 Board of Directors. The governing body of the Church is the Board of Directors, which members of the Board of Directors shall consist of the directors selected by the Members. The Church shall have seven (7) directors. Directors must meet the following qualifications: A candidate to be qualified for election to the Board of Directors must be (1) 21 years of age or over, (2) have been a Voting Member of the Parish for at least two years, (3) have fulfilled the canonical requirements of the Faith, and (4) been involved in a parish ministry for at least one (1) year.

Section 4.2 Powers and Duties. Subject to limitations of these Bylaws, and of the Virginia Nonstock Corporation Act relating to action required to be approved by the Members or by a majority of Members, the temporal activities and affairs of the Church shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Provided, however, that all matters of faith shall be governed by the Church Constitution adopted by the Board of Directors after consultation with the Priest. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of

Directors shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a. To select and remove all the other officers, agents, and employees of the Church, prescribe powers and duties for them as may not be inconsistent with law, or these Bylaws, fix their compensation, and require from them security for faithful service;
- b. To conduct, manage, and control the temporal affairs and activities of the Church and to make such rules and regulations therefor not inconsistent with law, or these Bylaws, as they may deem best;
- c. To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best;
- d. Such other matters not prohibited by law and which may be in the best interest of the Church and its Members.

#### Section 4.3 Election and Term of Office.

- a. The members of the Board of Directors shall be elected at the annual meeting of the Members. In any election of members of the Board of Directors, each Member may cast one (1) vote for each vacancy. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Each initial director shall hold office until the first annual meeting of the Members occurring after the incorporation. Thereafter, four Board members shall be elected for a term of two years and the remaining three Board members shall be elected for a term of one year after the date of incorporation. All directors shall thereafter be elected for a term of two years.
- b. At least one month before the annual meeting of the Members, the Board of Directors shall appoint a Nominating Committee comprised of the Priest, ex officio, and at least five (5) members from the Voting Membership of the Parish.
- c. Those nominated must have indicated their willingness to serve if elected.
- d. The Nominating Committee shall place in the hands of the Chairman of the Board of Directors its report and said report shall be read to the Board of Directors prior to the Annual Parish meeting.
- e. Additional nominations may be made from the floor of the annual Parish meeting by any Voting Member, provided that such additional nominees have indicated their willingness to serve, if elected, and have otherwise met the requirements set forth in Section 4.1 above.
- f. The new members of the Board of Directors shall be elected by secret ballot by the plurality of the votes cast. Voting may occur by mailed ballot.

g. The Members receiving the most votes shall be elected to the Board of Directors and shall be so certified in the minutes of the meeting. Immediately after, the Board of Directors shall certify and notify, in writing, those who have been elected.

h. The newly elected members of the Board of Directors together with those whose terms have not expired will constitute the new Board of Directors.

i. In the event a person so elected is unable to serve or shall decline to serve, the Board of Directors shall take from the list of most recent nominees a substitute in the order in which these nominees received elective votes and continue this process until a substitute member is qualified.

j. Vacancies which may occur shall be filled by the Board of Directors in the manner prescribed in subsection i of this section to fill the unexpired term.

k. No person shall be elected at or after the initial annual meeting of the Members to serve on the Board of Directors for more than two consecutive terms excluding the term served by the initial directors, but nothing shall prevent the election of such person for more than two non-consecutive terms.

Section 4.4 Resignation. A director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 4.5 Removal. Any director may be removed from the Board of Directors, with or without cause, by a vote of 80% of the votes cast of the voting Members of the Corporation at the meeting. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor, which period shall not be counted for the purpose of Section 4.3(k).

Section 4.6 Compensation. No director shall receive compensation for any service he may render to the Church as a director. However, any director may be reimbursed for his actual reasonable expenses incurred in the performance of his duties.

Section 4.7 Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed from time to time by action of the members of the Board.

Section 4.8 Special Meetings. Special meetings of the Board of Directors shall be held when called by the Priest, President, any two directors, or, at the direction of any of the foregoing, by the Secretary.

Section 4.9 Notice of Meetings. Unless required by resolution of the Board, notice of any regular meeting of the Board need not be given. Except in cases of emergencies, notice of each special meeting shall be given at least 24 hours before the date on which the meeting is to be held.

Every such notice shall state the time and place of the meeting but need not state the purposes of the meeting.

Section 4.10 Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present, shall be regarded as the act of the Board of Directors.

Section 4.11 Action Without Meeting. The Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

Section 4.12 Input by the Priest. The Priest shall always have the right to address the Board of Directors.

## ARTICLE V. COMMITTEES

Section 5.1 Committees. The Board of Directors may establish one or more committees for the purpose of implementing and carrying out the mission and purpose of the Church, except with respect to:

- a. the approval of any for which the Virginia Nonstock Corporations Act also requires approval of the Members or approval of a majority of all Members;
- b. the filling of vacancies on the Board of Directors or in any committee; or
- c. the amendment or repeal of Bylaws or the adoption of new Bylaws.

Section 5.2 Board of Financial Review. The Board of Financial Review shall be appointed by the Board of Directors and shall consist of at least two (2) Parishioners and one (1) alternate none of whom are members of the Board of Directors. No member of the Board of Financial Review may participate in a review during a period in which they were on the Board of Directors. The Board of Financial Review shall have the financial competency to properly execute its responsibilities.

The Board of Financial Review shall review financial reports of the prior year and prepare a report of such review for presentation to the Parish Priest and the Board of Directors.

The Board of Financial Review shall have access to the Parish records at all times. The Board of Financial Review is not empowered to remove the Parish records from the business office of the Parish. The Board of Financial Review may, however, with the express authorization of the Board of Directors, have remote access to existing online parish financial programs.

The Board of Financial Review may recommend to the Priest and the Board of Directors the conduct of an audit.

## ARTICLE VI. OFFICERS

Section 6.1 Enumeration of Officers. The Officers of this Church shall be a President Vice-President, Treasurer and Financial Secretary, who shall at all times be members of the Board of Directors, and such other Officers as the Board may from time to time by resolution create.

Section 6.2 Election. The election of officers shall take place at the first annual meeting of the Board of Directors following each annual meeting of the Members.

Section 6.3 Special Appointments. The Board may elect such other officers as the affairs of the Church may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6.5 Multiple Offices. No person shall simultaneously hold more than one (1) of any of the other offices, except in the case of special offices created pursuant to Section 6.3 of this Article.

Section 6.6 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignations shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.7 President. The President shall be the chairperson of the congregation and the Board of Directors. The President shall preside at all meetings of the Members and at all meetings of the Board of Directors. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board of Directors. Provided, however, that all decisions to hire or terminate employees shall be made by the Board of Directors.

Section 6.8 Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Section 6.9 Secretary. The Secretary shall keep or cause to be kept, at the principal office and such other place as the Board of Directors may order, a book of minutes of all meetings of Members, the Board of Directors and its committees, with the time and place of holding, whether general or special, and if special, how authorized, the notice thereof given, the names of those present at Board of Directors and committee meetings, the number of Members present or represented at Members' meetings, and the proceedings thereof. The Secretary shall

keep, or cause to be kept, at the principal office in the Commonwealth of Virginia the original or a copy of the Church's Articles of Incorporation, the Church Constitution and Bylaws, as amended to date. The Secretary or his or her designee shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 6.10 Treasurer. The Treasurer or his or her designee shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Church. The books of account shall at all times be open to inspection by any member of the Board of Directors. The Treasurer or his or her designee shall disburse the funds of the Church as may be approved by the Board of Directors, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Church, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

#### ARTICLE VII. BOOKS AND RECORDS

Section 7.1 Inspection of Records by Members. Provided that a Member of the Church: (i) has been a Member of record for at least six (6) months immediately preceding his demand to inspect and copy records of the Church, (ii) makes his demand in good faith and for a proper purpose, (iii) describes with reasonable particularity his purpose and the records he desires to inspect, (iv) demands to inspect and copy records that are directly connected with his purpose, and (v) gives the Church written notice of his demand at least five (5) business days before the date on which he wishes to inspect and copy, during regular business hours at a reasonable location specified by the Church, he shall be entitled to inspect and copy any of the following records of the Church: excerpts from minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors, while acting in place of the Board of Directors on behalf of the Church, minutes of any meeting of the Members, records of action taken by the Members or Board of Directors without a meeting, accounting records of the Church, and the record of Members.

Section 7.2 Endorsement of Documents; Contracts. Any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Church and any other person shall not be valid and binding on the Church unless so authorized individually or generally by a policy adopted by the Board of Directors.

#### ARTICLE VIII. REAL AND PERSONAL PROPERTY

The material wealth of the Parish, real or personal property, is under the complete and full ownership of the Members of the Parish. Neither the Diocesan Bishop nor the Diocesan Board of Trustees has the right to interfere in such ownership, sell, transfer, barter or mortgage any such property. Said rights are vested in the membership.

## ARTICLE IX. FISCAL YEAR, FINANCIAL TRANSACTIONS

The Parish's fiscal year coincides with the calendar year – from January 1 through December 31.

The Church shall have one operational bank checking account and one savings account. All checks shall have two signatures as determined by the Board of Directors.

Any and all bank signature cards must be approved by unanimous consent of the Board of Directors. No priest may open or close a checking or business account individually on behalf of the parish. Neither may any layman engage in the same preceding activity.

Financial reports shall be prepared annually or as required by the Board of Directors or its successor entity and presented to the Parish Priest and the Board of Directors.

## ARTICLE X. INDEMNIFICATION

Section 10.1 Indemnification. The officers and directors shall not be liable to the Church or any of its Members for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The Church shall indemnify and hold harmless each of the officers and directors from and against all contractual liability to others arising out of contracts made by the officers or the Board of Directors on behalf of the Church unless any such contract shall have been made in bad faith or contrary to the provisions of the Virginia Nonstock Corporation Act or the Church Constitution. Officers and directors shall have no personal liability with respect to any contract made by them on behalf of the Church. Every agreement made by the officers or the Board of Directors on behalf of the Church shall provide that the officers or the directors are acting only as agents for the Church and shall have no personal liability thereunder. The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was an officer or director of the Church against expenses (including attorney fees), judgments, fines and amounts paid in settlement incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Church.

Section 10.2 Liability Insurance. The Board of Directors shall obtain and maintain comprehensive general liability (including libel, slander, false arrest and invasion of privacy coverage) and property damage liability insurance in such limits as the Board may from time to time determine, insuring each director, and the employees of the Church against any liability to the public or to the Members arising out of, or incident to the ownership or use of the Church property. Such insurance shall be issued on a comprehensive liability basis. The Board of Directors shall review such limits once each year, but in no event shall such insurance be less than \$1,000,000.00 covering all claims for bodily injury or property damage arising out of one occurrence. Reasonable amounts of "umbrella" liability insurance in excess of the primary limits shall also be obtained so that the total of the primary and excess limits is in an amount not less than \$2,000,000.00.

ARTICLE XI. MISCELLANEOUS PROVISIONS

Section 11.1 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Virginia Nonstock Corporation Act shall govern the construction of these Bylaws.

Section 11.2 Amendments. Except as otherwise required by the Code of Virginia, these Bylaws may only be amended by a two-thirds (2/3) majority vote of the Board of Directors.

**CERTIFICATION**

I, the undersigned Secretary of Nativity of Our Lord Orthodox Church of Manassas, Inc. do hereby certify that the above Bylaws were adopted on \_\_\_\_\_, by the Board of Directors at a duly called meeting and that the Bylaws are current and in operation as of that date.

\_\_\_\_\_  
Name:  
Title: Secretary

\_\_\_\_\_  
Date