

**HOLY WISDOM ORTHODOX MISSION  
PARISH BY-LAWS**

**PREAMBLE: DEFINITIONS**

The **Holy Wisdom** Orthodox Mission, located in **Grand Junction, Colorado**, is a Parish in the Diocese of the West of the Autocephalous Orthodox Church in America, and was incorporated under the Nonprofit Religious Corporation Law of the State of **Colorado** in **Mesa County**.

The Parish exists exclusively for religious purposes as a mission parish in the OCA and the Diocese. Its organization and administration are subject to the Statute, the Diocesan By-Laws and the administrative authority of the Diocese. The derivation of the Parish's ecclesiastical authority to function and its relationship with the OCA and the Diocese are more specifically set forth in Article VI, Section 5.

As used in these By-Laws, the following terms shall have the following meanings:

**Bishop** shall mean the Archbishop or Bishop of the Diocese.

**Capital Expenditures** shall mean the expenditure of any Parish funds for capital assets, but shall exclude expenditures for maintenance and repair required to keep the property of the Parish in normal working order and improvements required for such purpose and included in the annual budget of the Parish.

**Diocese** shall mean the Diocese of the West of the OCA.

**Diocesan By-Laws** and **Statute** shall have the respective meanings set forth in Article VI, Section 5.

**OCA** shall mean the Autocephalous Orthodox Church in America.

**Parish** shall mean the **Holy Wisdom** Orthodox Mission, **Grand Junction, Colorado**, incorporated as set forth above.

**Rector** shall mean the priest appointed by the Bishop as rector of the Parish, or, during its mission status, as priest in charge of the Parish.

**Parish** shall mean the **Holy Wisdom** Orthodox Mission, **Grand Junction, Colorado**, incorporated as set forth above.

**Rector** shall mean the priest appointed by the Bishop as rector of the Parish, or, during its mission status, as priest in charge of the Parish.

**ARTICLE I. PARISH MEMBERSHIP**

**Section 1: Voting Members.** In order to be eligible to vote at any parish meeting, a member must fulfill the following requirements:

- a be a Baptized and Chrismated Orthodox Christian;
- b be at least 18 years of age;
- c partake of the Sacraments of Private Confession and Communion in the Parish at least annually;
- d have been a member of the Parish for at least 12 consecutive months prior to the date of

such meeting; and

- e fulfill all financial and other stewardship obligations established by the Diocese and Parish in a timely manner

**Section 2: Transfers; Multiple Membership.** A person who was a qualified voting member in another parish of the OCA and who transfers into the Parish in accordance with the procedures of the OCA and the Diocese shall be a voting member of the Parish upon transfer.

**Section 3: Multiple Parish Membership.** Voting membership in two or more parishes of the OCA is not permitted.

**Section 4: Removal From Voting Membership.** If any person:

- a fosters or propagates teachings in opposition to Dogma or transgresses the Canons of the Orthodox Church;
- b directly or indirectly obstructs those decisions rendered by the Parish or the Bishop;
- c directly or indirectly by his or her conduct affects adversely the spiritual life of the Parish; or
- d fails to fulfill his or her individual stewardship obligation;

Then the Parish Council, with the Rector's written approval, may recommend to the Diocese that such person be removed as a voting member. Any such recommendation shall be acted on by the Diocese in accordance with its applicable procedures.

## **ARTICLE II. THE PARISH CLERGY**

**Section 1: Assignment; Vacancies.** The Bishop shall assign, transfer or remove the Rector. The Rector cannot be removed or leave his assignment without the specific permission of the Bishop. Upon the death, retirement or transfer of the Rector, the vacancy in office may be filled on a temporary basis by the Bishop until permanent assignment.

**Section 2: Responsibilities of Rector.** The Rector shall have overall responsibility for the well-being of the Parish. In that regard he shall:

- a serve the Parish's liturgical and sacramental needs according to the order of the Typikon of the OCA;
- b instruct members of the Parish in the tenets of the Orthodox Faith;
- c implement and be responsible for the religious education of the Parish;
- d strive to raise the level of spirituality, piety and morality of the members of the Parish and stimulate church growth;
- e preside at all Parish meetings;
- f keep and manage in all respects Parish records of baptisms, chrismations, marriages, and burials;
- g report marriages performed to civil authority as the law may require;
- h be the intermediary between the Parish and the Diocese;
- i keep the church seal;

- j implement all decisions of the governing bodies of the OCA and Diocese, the Bishop and his designees, the Annual and Special Meetings of the Parish, and the Parish Council;
- k review and sign the Minutes of the Annual and Special Meetings of the Parish and Parish Council Meetings;
- l be responsible for the supervision of additional clergy who are appointed or assigned by the Bishop; and
- m be an ex officio member of all Committees.

**Section 3: Compensation, Support and Welfare of Rector.** To be free from material preoccupations and wholly committed to his sacred ministry, the Rector must be adequately compensated by the Parish. The amount and terms of such compensation shall be determined prior to the commencement of his assignment and shall conform to the guidelines of the Diocese for clergy compensation and benefits then in effect. Such compensation may not be reduced without explicit permission of the Diocese, and it shall be reviewed annually for adequacy in accordance with applicable procedures of the Diocese. The Parish shall be responsible for the Rector's support and welfare until the Bishop removes him.

**Section 4: Additional Clergy.** The Bishop may appoint additional clergy to assist the Rector. Their appointment, service and compensation shall be governed by Sections I and 3 of this Article.

### **ARTICLE III. PARISH MEETINGS**

#### **Section 1: Meetings.**

- a **Annual Meeting.** The annual meeting of the voting members of the Parish shall be held on the first Sunday in December every year immediately following the celebration of the Divine Liturgy for the purpose of electing the Parish Council, dealing with the other matters specified in Section 4(b)(1) of this Article and the transaction of such other business as may properly come before the meeting. If circumstances preclude having the Annual Meeting at its regularly appointed time, then the Rector and the Parish Council shall select an alternate date.
- b **Special Meetings.** Special meetings of the voting members of the Parish may be called by the Rector, the Parish Council, the Bishop or his designee, or not less than 10% of the voting members of the Parish. When 10% or more of the voting members shall call a Special Meeting, they shall file with the President of the Parish Council at least three weeks prior to the date of such meeting a written request signed by them stating the purpose of such meeting.
- c **Place of Meeting.** The Annual Meeting and any Special Meeting shall be held on the Parish premises.
- d **Notice Meeting.** Notice of the Annual and any Special Parish Meeting shall be given by the Rector from the ambo at the Divine Liturgy on three consecutive Sundays prior to the Meeting and published in the Church bulletin. In addition, written notice shall be mailed to all voting members not later than eight days prior to the date of the Meeting. The agenda of any Meeting shall be included in the notice. Any Capital Expenditures, purchase, sale, mortgage, lease or encumbrance of real property of the Parish, or amendment of the Parish By-Laws proposed at any Meeting shall be described specifically in the notice,

**Section 2: Quorum.** 25% of the voting members enrolled at the end of the calendar year preceding the date of any Meeting shall constitute a quorum for such Meeting. In the absence of a quorum at the Annual Meeting, it shall be adjourned to a date determined by the majority of voting members present at that Meeting and those present at the subsequent Meeting shall constitute a quorum; provided however, that no adjourned meeting may act on Capital Expenditures, sale, mortgage, lease, or encumbrance of real property of the Parish, or amendment of the Parish By-Laws unless the 25% quorum specified above is present. No Special Meeting adjourned or not, may proceed unless such 25% quorum is present.

**Section 3: Voting.** A simple majority vote of the voting members present shall be required for action at any Parish Meeting except as otherwise provided in Article V, Section 2, and Article VII, Section 1.

**Section 4: Order of Meetings.**

- a **Officers of Parish Meetings.** The Rector shall chair and preside at all Parish Meetings unless he designates a substitute. A Secretary, who may be the Secretary of the Parish Council or a person elected at the Meeting, shall take and prepare the Minutes of all Parish Meetings.
- b **Meeting Agendas.** Agendas for Parish Meetings shall be as follows:
  1. **Annual Meeting.**
    - (a) Opening Prayer
    - (b) Determination of a Quorum
    - (c) Minutes of Previous Meeting
    - (d) Reports
    - (e) Financial Statement and Auditor's Report
    - (f) Adoption of Parish Budget
    - (g) Election of the Parish Council, Auditing Committee, and representatives to the Diocesan Assembly and All-American Council
    - (h) Unfinished Business
    - (i) New Business
    - (j) Adjournment
    - (k) Closing Prayer
  2. **Special Meeting.**
    - (a) Opening Prayer
    - (b) Determination of a Quorum
    - (c) Statement of Purpose of Meeting
    - (d) Resolutions
    - (e) Adjournment

(f) Closing Prayer

- c **Record of Parish Meetings.** Two copies of the Minutes of any Parish Meeting, signed by the Secretary of the Meeting and the Rector, including financial data and attached reports, if any, shall be sent to the Bishop, with an additional copy to the District Dean, within twenty-one days of such Meeting.
1. In case of disagreement with one or more decisions of a Parish Meeting, a statement of dissent may be submitted in writing by the Rector, the Parish Council, or one-tenth of the voting members present and attached to the minutes.
  2. After review of the Parish Meeting minutes, the Bishop shall approve or disapprove the decisions and resolutions, including elections, in those minutes. If so approved, those decisions and resolutions, including elections, shall become effective as of the date of approval. If disapproved, those decisions and resolutions, including elections, shall be remanded back to the Parish for correction or amendment. No decision or action of a Parish Meeting shall become effective until approved in writing by the Bishop.

**ARTICLE IV. THE PARISH COUNCIL**

**Section 1: Function and Composition; Eligibility.** The Parish Council shall function as the Board of Trustees of the Parish. It shall be composed of the Rector, *ex officio*, any other assigned clergy who possess voting rights, and five (5) elected members. Only one member of any household, including the Rector's household, shall be eligible to serve at the same time as a member of the Parish Council. Any full-time paid employee of the Parish shall not be eligible to serve on the Parish Council.

**Section 2: Election; Term of Office.** Members shall be elected at each Annual Meeting of the Parish for one-year terms, provided that all officers and members of the Parish Council shall hold office until their successors are duly elected, qualified, confirmed and installed.

**Section 3: Confirmation and Installation.**

- a The Secretary of the Annual Parish Meeting shall attest by signature to the election of the Parish Council and prepare for the Rector a list of members of the Parish Council, their offices and relevant data with respect to their election.
- b The Rector shall validate the election of the Parish Council by affixing the Parish Seal and his signature to the election material furnished by the Secretary and forwarding it to the Bishop.
- c Upon confirmation of the election by the Bishop, the Parish Council shall be installed in accordance with the "Office of Installation of Parish Council" and its term of office shall begin. Incumbents shall hold office until such installation.

**Section 4: Removal.**

- a Any member of the Parish Council who ceases to be a qualified member of the Parish shall automatically be dismissed from the Council.
- b The unexcused absence of any Council member from any meeting will render him or her subject to dismissal by the Council.
- c Any dismissal of a Council member shall not be effective until confirmed by the Bishop.

Section 5: **Vacancies in Parish Council.** The Council shall fill any vacancy by electing a replacement member who, when confirmed by the Rector, shall serve the remainder of the term.

Section 6: **Parish Council Procedures.**

- a **Meetings.** The Council shall have regular monthly meetings on the Parish premises. The Rector may chair such meetings or appoint a lay member to do so, Council Meetings shall be open for attendance to all members of the Parish and may include an open forum during which any member of the Parish recognized by the Chair may speak. However, only members of the Council may make resolutions or vote on any issue.
- b **Decisions: Voting.** A majority of the Council shall constitute a quorum. A majority vote of those members present shall be sufficient to decide issues brought before any meeting, provided that all decisions of the Council must be approved by the Rector before becoming effective. The Secretary shall keep minutes of Council meetings, which shall be signed by the Secretary and the Rector. The original of the Minutes shall be kept in the Parish Archives.
- c **Rector's Veto Power.** In the event a matter is brought before the Council which in the opinion of the Rector is in violation of the Canon Law of the Orthodox Church, the Statute of the OCA or any Diocesan directive, including but not limited to doctrine, canon law, liturgical practice, sacramental observance, or ecclesiastical discipline, the Rector shall have the right to veto both discussion and any action on such matter within the Council, subject to the appeal procedure in Section 8(b) of this Article IV.

**Section 7: Officers of the Council.** The Rector shall be the President of the Council. The Annual Assembly shall elect a Vice President, Secretary and Treasurer from among the members of the Parish. Such officers shall have the following duties:

- a **President.** The President shall: be an ex officio member of all standing committees and represent the Council on all appropriate occasions.
- b **Vice President.** The Vice President shall act in the place of the President during the latter's absence and perform such other duties as may be imposed by law, the Articles of Incorporation, or by those By-Laws, or as may be prescribed from time to time by the Council.
- c **Secretary.** The Secretary shall keep an accurate record of the transactions of all meetings of the Parish Council; be responsible for giving required notice of all Meetings of the Parish and the Council; maintain a membership list of the Parish, which shall contain the address and voting qualifications of each member, and record therein the circumstances and date of termination, if any, of the membership of any such member; submit to the Bishop and the District Dean copies of all appropriate reports, lists, and Minutes; and perform such other duties as may be imposed by law, the Articles of Incorporation, or these By-Laws, or as may be prescribed from time to time by the Parish Council.
- d **Treasurer.** The Treasurer shall receive and keep safe all money and securities of the Parish and shall invest and disburse the same under the direction of the Council; render a financial statement of the Parish (which shall be audited and certified annually) at the Annual Parish Meeting and at such other times as may be requested by the Parish Council; keep a complete account of the finances of the Parish, which shall be and remain the property of the Parish and be open for inspection at any reasonable time by the Council; prepare all appropriate

financial reports and statements for submission by the Secretary to the Bishop and District Dean; send quarterly to each Parish member reports of their financial stewardship obligations; be a signatory on all Parish bank accounts; and perform such other duties as may be imposed by law, the Articles of Incorporation or these By-Laws, or as may from time to time be prescribed by the Parish Council.

- e **Additional Officers.** The Parish Council may elect additional officers and assign them such duties as it considers necessary and appropriate.

### **Section 8: Parish Administration.**

- a The Rector as head of the Parish, by virtue of the ecclesiastical authority vested in him, shall guide and oversee the total parish program, and is ultimately responsible with the Parish Council to the Bishop for the life and activity of the Parish.
- b If a problem should arise between the Rector and the Parish Council, the matter shall not be brought before the Parish at a Parish Meeting. The Rector or the Parish Council shall have the right to refer the matter to the District Dean according to the then current “Deanery Guideline.” However, in matters of appeal the decision of the Bishop shall be deemed final.

## **ARTICLE V. THE PARISH PROPERTY**

**Section 1: Ownership.** The Parish is the sole owner of all Parish property, assets, and funds, subject to the following Sections of this Article and the Statute, Diocesan By-Laws and other applicable regulations of the OCA and the Diocese.

**Section 2: Real Property; Capital Expenditures.** The Parish may purchase, sell, mortgage, lease or otherwise encumber its real property and make Capital Expenditures upon approval of a two-thirds majority vote of the voting members of the Parish in attendance at the Annual Meeting, or a Special Meeting convened for that purpose, at which a quorum is present, by the Parish Council and Rector, subject to final approval of the Bishop; provided however, that any such action may not be taken with the approval of less than 51% of all the voting members of the Parish.

**Section 3: Special Bequests.** All special bequests, gifts and devises will be used by the Parish for the purpose for which they were made. In the event the purpose of any such bequest, gift, or devise is not feasible or practical, the Parish Council and Rector and the donor or the estate representative shall mutually agree on an alternative use.

**Section 4: Defection.** The Parish is an integral part of the OCA. If the Parish decides to withdraw from the jurisdiction of the OCA, the OCA shall be entitled to full title to all the Parish assets and property. In the event that a group in the Parish decides to withdraw from the jurisdiction of the OCA, that segment of the Parish which remains loyal to the jurisdiction of the OCA (even though a minority) shall retain full title to all the Parish assets and property.

**Section 5: Dissolution.** The Parish may decide to be dissolved in accordance with its Articles of Incorporation and these By-Laws, but only the Bishop shall have the power to declare the Parish dissolved. Upon any such dissolution, all sacred and untouchable items, including, without limitation, the Holy Antimension, the Tabernacles and the Sacred Vessels, shall be delivered directly to the Bishop. After all obligations of the Parish have been satisfied, all remaining Parish property, whether real, personal or mixed, and all the proceeds from the sale thereof, shall be distributed at the direction of the Bishop to institutions or charities of the OCA.

## **ARTICLE VI. THE PARISH, DIOCESE AND OCA**

**Section 1: Parish Representation.** The Rector and Parish Council from time to time shall assign members of the Parish to be representatives for the Deanery.

**Section 2: Election of Delegates.** The Parish shall elect delegates to the All-American Council and the Diocesan Assembly, subject to the appropriate provisions of the Statute of the OCA and Diocesan By-Laws.

**Section 3: Assessments.** The Parish shall remit annually to the Treasurer of the Diocese its financial obligations to the Diocese and the OCA as currently established by Assemblies of the Diocese and All-American Councils of the OCA.

**Section 4: Parish Registration.** The Parish Council shall submit annually to the Bishop all census and membership information required by the Diocese.

**Section 5: Ecclesiastic Authority of Parish.** The Parish derives its ecclesiastic authority to function by virtue of its establishment by the Diocesan authority of the Diocese. Such authority is issued upon approval of the Parish charter or By-Laws by the Diocesan authority of the Diocese. The Parish is in a hierarchal relationship with the Diocese and the OCA, owes its ecclesiastical allegiance to the Diocese and such ecclesiastical authority and jurisdiction cannot be changed, altered, modified or revoked. The Statute of the OCA (“Statute”), as adopted by the Second All-America Council of October 19-21, 1971, and as amended by any subsequent All-American Council, is hereby incorporated within and made a part of these By-Laws. Nothing herein shall be construed as contrary to the Statute, and in the event of any conflict between the Statute and any other provisions of these By-Laws, the terms of the Statute shall prevail.

The By-Laws of the Diocese (“Diocesan By-Laws”), as effective on January 1, 1990, and as thereafter amended, are hereby incorporated within and made a part of these By-Laws. Nothing herein shall be construed as contrary to the Diocesan By-Laws, and in the event of any conflict between the Diocesan By-Laws and any other provision of these By-Laws, the terms of the Diocesan By-Laws shall prevail.

## **ARTICLE VII. AMENDMENTS, PROCEDURES AND GENERAL PROVISIONS**

**Section 1: Amendments.** These By-Laws may be altered or amended by a two-thirds majority vote of the voting members of the Parish in attendance at the Annual Parish meeting, or a Special Meeting convened for that purpose, at which a quorum is present, provided that timely written notice is given to the membership specifying the proposed addition, change or amendment. All amendments, changes or additions so proposed shall not be effective unless approved by the Bishop.

**Section 2: Procedures.** For matters not covered by these By-Laws the Parish may enact procedures and regulations to meet the needs of a particular situation in the Parish. Such additional procedures and regulations must be approved by the Bishop before they become effective.

**Section 3: Scope of Rights.** Notwithstanding any provisions contained herein or any provisions that might be assumed from the civil law concerning not-for-profit or religious corporations, nothing in these By-Laws shall be deemed to have granted any individual parishioners or group of parishioners any rights, as members of the Parish, that are in conflict with, at variance from, or superior to those recognized by the Statute of the OCA.

**Section 4: Adoption.** These By-Laws were accepted at a Parish Meeting held on the 6th day of



March, 2021, at which the appropriate quorum was present, the Parish members having been duly notified, and have become effective on the \_\_\_**th** day of \_\_\_\_\_, **2021**<sup>1</sup>, by the approval of the Bishop. They revoke, supplant and replace any and all Parish By-Laws, whether corporate or not, previously in use.

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<sup>1</sup> Date will be determined by Archbishop Benjamin