

GREEK ORTHODOX CATHEDRAL OF THE ANNUNCIATION PARISH BY-LAWS Ratified 2019

PREAMBLE

By virtue of the authority granted in the Regulations of the Greek Orthodox Archdiocese of America, (hereinafter referred to as the "Regulations") Part Three, Article 21, the Parish Assembly of the Annunciation Greek Orthodox Cathedral in Atlanta, Georgia adopts the provisions contained herein, same having been approved in advance by the Metropolitan. In so adopting these provisions, the Parish Assembly recognizes that the provisions are to serve as bylaws that address themselves to the requirements of local needs of the community of the Annunciation Greek Orthodox Cathedral in Atlanta, Georgia. It is further recognized that by so adopting these provisions, they become appended to the Regulations. Nothing in these Parish By-Laws shall conflict or be construed in a manner inconsistent with the spirit of the Regulations.

ARTICLE I

Name and Purpose

Annunciation Greek Orthodox Cathedral of Atlanta, Inc. is the legal name of the Cathedral and parish, a non-profit corporation organized under the laws of the State of Georgia (hereinafter referred to as "Parish").

The Parish recognizes and adopts as its purpose the aims and purposes set forth in Part Three, Chapter One Article 15, of the Regulations, which includes to keep, practice and proclaim the Orthodox Christian Faith pure and undefiled. In addition, it is further the aim and purpose of the Parish to particularize those specific purposes and assume them as goals in fulfilling the lives of its members with the enrichment of the Orthodox Christian Faith.

ARTICLE II

Parishioners

- A. **Parishioner**. Every person who has been baptized according to the rites of the Church, or has been received into the Church through Holy Chrismation, and participates in the life of the Parish is a "Parishioner".
- B. **Parishioner in Good Standing**. A "Parishioner in Good Standing" is defined as: Any person, eighteen (18) years of age or over, who has been baptized according to the rites of the Church, or has been received into the Church through Holy Chrismation, who lives according to the Faith and canons of the Church, abides by the Regulations and these appended by-laws, fulfills his or her financial obligation to the Parish, and cooperates in every way towards the welfare and well-being of the Parish.

The definition of "fulfilling one's financial obligation to the Parish" is by necessity a flexible one. Generally, for purposes of voting in Parish Assemblies and elections, one is considered to have fulfilled his or her stewardship and financial obligations to the Parish if he or she has pledged and paid an amount certain for

the year prior to the current year and has pledged an amount to the Parish for the current year. However, in the event an individual refuses or neglects to pledge a specific amount, but he or she has committed himself spiritually, morally and financially to the Greek Orthodox Faith and the parish and the records of the parish so reflect the financial commitment, he or she will be considered to have fulfilled his financial obligation and be eligible to vote. (Stewardship is recommended to be ten percent (10%) of one's annual income as stated in Holy Scripture to help meet the financial obligations of the Parish, the Metropolis and the Archdiocese.) In order to ensure the financial well-being of the Parish, all Parishioners are encouraged to complete an annual pledge form and to make offerings on a recurring basis throughout each calendar year.

- C. No person shall be deemed a Parishioner in Good Standing while: not adhering to the standards outlined in section B; retaining affiliation in an Orthodox Parish that defies the jurisdiction or the ecclesiastical authority of the Archdiocese; being a member of or practicing a non-Orthodox faith or other religion; or deliberately disregarding and transgressing the moral law of the Church.
- D. New Parishioners to the Parish will have met their financial obligation by-pledging a sum certain for the current year. A new Parishioner may vote at a Parish Assembly if s/he has been a Parishioner in Good Standing for at least three (3) months prior to such Assembly.
- E. The Priest(s) shall decide any cases of special circumstances justifying the waiver of a Parishioner's stewardship financial obligations. In these cases it is the responsibility of the Parishioner to contact the Priest(s) seven (7) days before a Parish Assembly to obtain permission to vote.

ARTICLE III

Parish Assembly

In addition to the guidelines and requirements relative to the conduct of Parish Assemblies specified in Chapter Three, Article 31 of the Regulations, the Parish adopts the following rules and regulations as controlling its local Parish Assemblies:

- A. The presence of seventy-five (75) Parishioners in Good Standing shall constitute a quorum for the transaction of any business. The Parishioners in Good Standing at a regular or special Parish Assembly meeting at which a quorum has been established when initially convened may continue until adjournment to validly and properly transact all appropriate business and take any proper actions notwithstanding the fact that such attendance at such meeting may subsequently drop below seventy-five (75) Parishioners in Good Standing; provided that for any action which requires a two-thirds ($\frac{2}{3}$) vote at a first called meeting there must be at least fifty (50) Parishioners in Good Standing present to approve such action.

If a quorum cannot be established, no vote can be taken. Within twenty-one (21) days, a Parish Assembly shall be called a second time. At such time, decisions may be taken by the number of Parishioners in Good Standing present, with the exception of matters pertaining to the purchase, sale or encumbering of Parish property which shall require a quorum.

- B. Regular meetings of the Parish Assembly shall be held during the first and fourth quarter of each calendar year. Special Parish Assemblies may be convened as set out in Chapter Three, Article 31, Section 7 of the Regulations.
- C. At the fourth quarter Parish Assembly, the Parish Council shall submit a proposed Parish budget for the following year, which shall reflect, at a minimum, the Fair Share Assessment to the Archdiocese, which shall be subject to final approval on or before the 1st Sunday in March of each calendar year at the Parish Assembly.
- D. At the first regular Parish Assembly of the year the first order of business shall be a report by the immediate past President or Treasurer of the Parish Council providing a financial statement of the Parish for the immediately preceding year, said report to include a statement of receipts and expenditures derived from all properties owned by the Parish.
- E. At the first regular Parish Assembly of the year, a vote on the final approval of the proposed budget shall be required, with passage necessitating approval by majority.
- F. The Parish Council shall publish the minutes and any supporting materials of the immediately preceding Parish Assembly meeting, and all reports on the budgets to be submitted at all Parish Assemblies and cause same to be mailed, physically or electronically if requested, to all Parishioners no later than ten (10) business days prior to the first and fourth quarter Parish Assemblies and no later than fourteen (14) days prior to any Special Parish Assemblies.
- G. *Robert's Rules of Order* shall control the order of business when not in conflict with the Regulations.

ARTICLE IV

Parish Council

- A. **Membership.** The Parish Council shall consist of the Priest(s) and eighteen (18) lay Members. The Priest(s) shall not have a vote.
- B. **Parish Council Transparency.** For the well-being of the Parish and in order to facilitate a constant atmosphere of transparency, the Parish Council should make every effort to keep Parishioners informed. With the exception of the confidential and sensitive issues addressed by the Parish Council, it is the responsibility of the Parish Council to operate in a culture of institutional transparency. All Parishioners shall have access to appropriate and accurate information regarding the operations, finances and activities of the Parish Council. Financial statements and summaries of the activities and decisions of the Parish Council shall be timely communicated to the Parish. The Parish Council shall establish methods of receiving Parishioner feedback through open forums, apart from Parish Assemblies, in order to promote a spirit of open dialogue and the sharing of concerns.

Due to the confidential and sensitive nature of items discussed at Parish Council meetings, such meetings are held and are attended only by members of the Parish Council, as mandated by the Metropolitan of Atlanta. Anyone may make a presentation, bring an issue before the Council or be present during a Parish Council meeting when and to the extent they have been authorized to attend by the Priest(s) and the Parish Council President. If a Parishioner not actively serving on the Parish Council wants to bring an issue

before the Parish Council, he or she must submit a request for authorization in writing (including email) to the Priest(s) and the Parish Council President at least five (5) business days prior to the scheduled meeting. An authorized guest shall be excused prior to the meeting going into executive session.

- C. **Minutes of Parish Council.** The minutes of a meeting conducted in any given month are not formally approved by the Parish Council until reviewed for errors or omissions and voted upon at the following month's meeting at which time they become official. In the spirit of complete transparency, official minutes shall be made available to Parishioners in Good Standing in a binder in the Cathedral Office, by appointment only, or by electronic password protected access to a secure section of the Cathedral website for a limited time period. Approved minutes of meetings become available to Parishioners in Good Standing no later than five (5) business days after approval. Protocol for requesting access to Parish Council meeting minutes is as follows:
- a) **Electronic Access:** A Parishioner in Good Standing may request from the Parish Administrator, an email containing a link to a secure section of the Cathedral website. This link will be provided within three (3) business days and will be available for a period of 72 hours via password protection. This link and password are intended for the requesting Parishioner in Good Standing and should not be shared. Access is limited to the minutes that are available electronically.
 - b) **Hard Copy Access:** All minutes are available to Parishioners in Good Standing for review in the Cathedral Office. Access is by scheduling an appointment through the Parish Administrator during office hours at least three (3) business days in advance. Minutes may not be physically removed from the Cathedral Office.
 - c) Requests by Parishioners in Good Standing for extended access to minutes must be submitted in writing to and approved by the Parish Council.
 - d) All Non-parishioners request to access the minutes must be submitted in writing to and approved by the Parish Council.
- D. **Qualifications.** Setting forth qualifications of Parish Council members as follows: In compliance with Part Three, Chapter Two, Article 25 of the Regulations, the candidates of the Parish Council must be a parishioner in good standing of the Parish for at least one (1) year immediately preceding the date of the election and must live his or her life in accordance with the faith and canons of the Church. The Priest(s) shall determine whether the Parishioners are in canonical and financial good standing as specified in Part Three, Article 18, Sections 1-3 of the Regulations. All candidates *must* attend a seminar conducted by the Priest(s) prior to the election of members of the Parish Council as provided in Article VII of the Parish By-Laws. The purpose of the seminar will be for the Priest(s) to explain the Uniform Parish Regulations and Affirmation of Office. At the conclusion of the seminar, all candidates will acknowledge their attendance by signing the Parish Council Candidate Pledge as promulgated by the Metropolitan and agreeing to abide by it if elected. If extenuating circumstances do not permit a Parish candidate to attend this seminar the Priest(s) will arrange another time for this explanation and signing of the Parish Council Candidate Pledge. Each Parishioner or Parishioner-elect of the Parish Council is obliged, without exception, to execute the Disclosure Statement as published in the Regulations (Addendum A-3), pursuant to the Disclosure Policy prior to assuming his or her office and the taking of the affirmation of office.

No full-time or part-time employee of the Parish or Parishioner receiving a stipend for services to the Parish may serve on the Parish Council, the Board of Auditors, or the Board of Elections. Further, any Parish Council member, whose spouse or whose immediate family member is a full or part-time employee of the Parish, shall not be present in any deliberations of the Parish Council, any committee thereof, with

respect to any matter which might pertain to, involve or affect, employment of such Parish Council member's spouse or immediate family member, by the Parish.

- E. **Privacy and Confidentiality.** In order to maintain a culture of respect, peace, love and unity within the community Parish Council members shall hold all information of a pastoral nature in confidence and sacred trust.

- F. **Terms of Office.** Parish Council members shall be elected at annual elections as provided herein and shall each serve no more than three (3) consecutive two (2) year terms or until their successors are elected and qualified. After a one (1) year absence from the Parish Council, a former Parish Council member is eligible to be a candidate for the Parish Council again. Each Parish Council members' term shall commence upon his or her taking the oath of office. The new Parish Council members shall be given a brief orientation as to their duties and responsibilities by' the Priest(s) and senior members of the Parish Council. In all subsequent annual elections, nine (9) Parish Council members shall be elected.

- G. **Officers.** Annually, immediately following the Divine Liturgy at which the Parish Council Affirmation of Office takes place, the Parish Council shall elect from its number the following officers by a secret ballot under the chairmanship of the Priest(s) who shall not vote: President, First Vice President of Administration, Second Vice President of Administration, Vice President of Activities, Secretary, Treasurer and one or more Assistant Treasurer(s). No absentee ballots or proxies are permitted. All nominees for office who cannot be present at the meeting due to exigent circumstances must submit in advance and in writing to the Priest(s) their intention to accept the nomination for election to any specific office(s).

The term of office of the President, First Vice President of Administration, Second Vice President of Administration, and Secretary, Treasurer and Assistant Treasurer(s) is to be one (1) year. In the event vacancies occur in the office of First Vice President of Administration, Second Vice President of Administration, Vice President of Activities, Secretary or Treasurer or Assistant Treasurer(s), the Parish Council shall immediately elect a replacement to serve for the remainder of the term of office. In the event a vacancy occurs in the office of President, the First Vice President of Administration shall succeed to the office of President, and the Parish Council shall immediately select a replacement to serve as First Vice President of Administration for the remainder of the term of that office.

- H. **Executive Committee.** The Executive Committee shall consist of the Priest(s) and the elected officers with the exception of the Assistant Treasurer(s). The Priest(s) or Parish Council President or a majority of the Executive Committee may call an Executive Committee meeting to discuss any issues and to set the agenda before the regularly or specially set Parish Council meeting(s). A meeting may not be held without at least one Priest, Parish Council President and at least three (3) other officers.

- I. **Duties.** It shall be the duty of the Parish Council to coordinate the affairs of the Parish as set out herein in furtherance of the aim and purposes of the Church and in accordance with the dictates of the Regulations, specifically "Part Three, Chapter Two, Article 24." contained therein. The Parish Council's duties shall include, but are not limited to, the following:

- 1. The Parish Council shall hold a regular meeting at least once a month, and shall hold special meetings whenever the Priest(s), President or Majority of the Parish Council shall call a special meeting. Notification of a special meeting shall be given by the Secretary of the Parish Council at the direction of the President to all members, either electronically, orally or in writing.

2. Direct, along with the Priest(s), the stewardship committee to distribute periodically a list of pledging Parishioners for the current year provided that said list does not indicate specific amounts pledged or paid by individual Members.
3. Have the exclusive power to recommend to the Parish Assembly, by majority vote, the purchase, sale, or mortgage of Parish-held property, which is thereafter subject to approval of the Parish Assembly and the Metropolitan.
4. Have exclusive power to collect the revenues of the Parish against receipts for same and shall pay only by check, paper or electronic, the salaries of the Parish employees.
5. Cooperate with and assist the Priest(s) in maintaining the supplies necessary for Church services.
6. Make an annual inventory of the Church premises and the real property owned by the Parish for the purposes of preparing and maintaining a physical inventory of all Parish property.
7. Annually determine and publish all fees, dues and charges deemed appropriate for use of any and all facilities owned by the Parish, including but not limited to the Church proper, Carlos Hall, Vocalis Educational building, Thalia N. Carlos Hellenic Community Center, I. Pano Karatassos Youth Center and St. Barbara's Chapel at Greenwood Cemetery.

J. **Vacancies.** The Parish abides by Part Three, Chapter Two, Article 24, of the Regulations and in doing so recognizes that a vacancy on the Parish Council shall be considered to exist in the event of: the death or resignation of a member; the physical or mental incapacity of member; the invalidation of the election of a member; or the failure of a member to be current in his or her stewardship, financial obligations to the Parish.

Removal from the Parish Council shall be considered when a member is not or has ceased to be loyal to the doctrines, canons, worship, discipline, customs and practices of the Church; is in violation of the Regulations or the Hierarchical Encyclicals of the Archdiocese; does not recognize the duty constituted ecclesiastical authorities of the Metropolis or Archdiocese: is guilty of a serious moral transgression; or has violated his or her affirmation of office; or has engaged in actions which do not further the administrative or spiritual well being of the Parish, the Metropolis, or the Archdiocese.

In addition, a member who misses three (3) consecutive meetings without justifiable cause may be relieved of his or her office upon prior notice to the member and the majority vote of the Parish Council.

The Parish recognizes the methods set forth regarding the removal and replacement of a Parish Council member in Part Three, Chapter Two, Article 24 of the Regulations.

K. **Conduct of Business.** The presence of a majority of the members of the Parish Council shall be necessary to constitute a quorum for any meeting. *Robert's Rules of Order* shall control the conduct of business, only if the Parish Council is unable to reach consensus, and when not inconsistent with the Regulations. The business of the Parish Council shall be preceded and ended by a prayer from the Priest(s), and shall be conducted generally as follows:

1. Call to Order by the President.
2. Opening Prayer.
3. Spiritual Reflection.
4. Guest presentation(s) if applicable.
5. Reading and approval of the minutes of the previous meeting.
6. Clergy Report.
7. Treasurer's Report.
8. Correspondence.
9. President's Report.
10. Committee Reports submitted in writing and presented orally.
11. Old Business.
12. New Business.
13. Adjournment.
14. Closing Prayer

L. **Organizations of the Parish.** The Parish recognizes the existence of those organizations enumerated in the current Regulations.

M. **Committees of the Parish Council.** The members of the Parish Council are required to serve on a minimum of two (2) committees. Annually, at the first regularly scheduled Parish Council meeting, the President will assign committee membership in consultation with the Priest(s). Committee membership is appointed annually. (List of standing committees attached as Exhibit 1)

ARTICLE V

Duties of Officers

A. President

1. Responsible for the proper administration of the Parish as prescribed by the Regulations, these by-laws, the laws of the State of Georgia and the Parish Assembly.
2. Preside at all meetings of the Parish Council and the Parish Assembly in the absence of an elected chairperson.
3. Call special meetings of the Parish Council.
4. Sign minutes of all meetings together with the Secretary and the Priest(s).
5. Execute on behalf of the Parish any contracts, mortgages, notes or other documents entered into within the authorities prescribed by the Regulations, these by-laws, the State of Georgia and the Parish Assembly per the directives of the Parish Council and its Cash, Check and Financial Management Policies (current version attached as Exhibit 2)
6. Sign checks issued by the Parish, together with the other officers as stated in the Cash, Check and Financial Management Policies as established by the Parish Council (current version attached as Exhibit 2)

7. Appoint ad hoc or special committees for the purpose of carrying out assigned duties.
8. Oversee the administrative functions of the Parish, including the duties of the Parish–Administrator and office personnel.
9. Oversee a Committee appointed by the President, and chaired by a member of the Parish Council, to manage the operations of the Thalia N. Carlos Hellenic Community Center and the I. Pano Karatassos Youth Center.
10. Serve as an ex-officio member of the Annunciation Cathedral Endowment Board.
11. Serve as a non-voting member of the Annunciation Day School Board.
12. Serve as a member of the Festival Steering Committee.

B. First Vice President of Administration

1. Act on any and all matters in the absence of the President.
2. Be the liaison and provide oversight for the following Parish ministries:
 - a. Annunciation Day School Board
 - b. Stewardship
 - c. Spiritual Life
 - d. Future Planning for the further development of our Parish
3. Submit a monthly report at each regular Parish Council meeting relative to the status of the above-said administrative functions.
4. Sign checks issued by the Parish, together with the other officers as stated in the Cash, Check and Financial Management Policies as established by the Parish Council (current version attached as Exhibit 2)
5. The specific allocation of the responsibilities outlined in Article V, Paragraph B, Section 2 (a) through (d) above, and elsewhere herein, together with such other duties as may be assigned from time to time by the Parish Council, shall be allocated annually among the First Vice President of Administration and Second Vice President of Administration as determined by such officers together with the President.

C. Second Vice President of Administration

1. Be the liaison and provide oversight for the following parish ministries and administrative functions:
 - a. As Chairperson of the EHCYD (Education, Hellenic Culture and Youth Diakonia)
 - b. Cathedral Complex Personnel Committee
 - c. Physical Facilities Committee (Maintenance of building, equipment and grounds)

2. Submit a monthly report at each regular Parish Council meeting relative to the status of the above-said administrative functions.
3. Assist the Priest(s) in the functioning of the Sunday School, Greek School, Library and Choir.
4. Sign checks issued by the Parish, together with the other officers as stated in the Cash, Check and Financial Management Policies as established by the Parish Council (current version attached as Exhibit 2)
5. The specific allocation of the responsibilities outlined in Article V, Paragraph C, Section I (a) through (c) above, and elsewhere herein, together with such other duties as may be assigned from time to time by the Parish Council, shall be allocated annually among the First Vice President of Administration and Second Vice President of Administration as determined by such officers together with the President.

D. Vice President of Activities

1. Be the liaison and provide oversight for the following Parish ministries and administrative functions:
The Parish Administrator and the Youth & Activities Coordinator in planning and implementing recreational and other programs for our Parish.
Be the liaison to the Church services committee
Be the liaison to the Cemetery committee
2. Submit a monthly report at each regular Parish Council meeting relative to the status of the above said recreational and other programs.
3. Sign checks issued by the Parish, together with the other officers as stated in the Cash, Check and Financial Management Policies as established by the Parish Council (current version attached as Exhibit 2)

E. Secretary

1. Be the liaison and provide oversight for the Communications committee.
2. Record and oversee the keeping of minutes of meetings of the Parish Council and Parish Assembly.
3. Ensure availability of the Parish Seal within the custody of the Priest(s).
3. Sign checks issued by the Parish, together with the other officers as stated in the Cash, Check and Financial Management Policies as established by the Parish Council (current version attached as Exhibit 2)

F. Treasurer

1. Implement and monitor procedures and controls pertaining to the collection and deposit of Parish funds, with depositories selected by the Parish Council, in the name of the Parish.

2. Ensure that adequate records of Parish revenues and expenditures are properly and promptly recorded and to submit a balance sheet and a statement of receipts and expenditures monthly to the Parish Council together with such additional financial information the Parish Council may request including the annual budgets. If necessary, the Treasurer may consult with an external Certified Public Accountant (CPA) subject to the approval of the Parish Council.
3. Oversee the Parish accounting system and ensure its availability to the Parish Council upon request.
4. Oversee all accounting functions.
4. Sign checks issued by the Parish, together with the other officers as stated in the Cash, Check and Financial Management Policies as established by the Parish Council (current version attached as Exhibit 2)
6. Obtain surety bond(s) for all persons handling Parish Funds, the premiums of such bonds to be paid out of the Parish treasury.
7. Call a meeting with the Board of Auditors prior to the end of each year to discuss the review of the accounting records of the Parish.
8. Implement and monitor procedures and controls pertaining to the festival finance committee and deposit of festival funds, with depositories selected by the Parish Council, in the name of the Parish.

G. Assistant Treasurer(s)

The Assistant Treasurer(s), appointed by the President from among Parish Council members and approved by the Parish Council, shall assist the Treasurer in the performance of his or her duties excluding the signing of checks.

ARTICLE VI

Board of Auditors

The Parish recognizes a Board of Auditors as directed by the Regulations as follows:

1. The Board of Auditors shall consist of at least three (3) Parishioners in Good Standing none of whom are members of the Parish Council. The Board of Auditors shall be elected at the last Parish Assembly preceding an election from among those who have not served on the Parish Council for the year being audited and who are not candidates for election to the Parish Council. The Board of Auditors shall have the financial competency to properly execute its responsibilities. From among Parishioners in Good Standing elected by the Parish Assembly to the Board of Auditors, they shall elect from its number a chairperson.
2. The Board of Auditors shall conduct an audit of Parish financial records of the prior year, alternatively, oversee such an audit performed by a qualified outside independent accounting firm. The results of such audit shall be presented to the Parish no later than the fourth quarter Parish

Assembly. After review by the Parish Assembly, the Parish Council shall transmit copies of the final audit to the respective Hierarchy and the Archdiocese.

3. A vacancy on the Board of Auditors shall be filled by election at a Parish Assembly for the purpose of electing a replacement from amongst the Parishioners in Good Standing for the unexpired portion of the term of such vacancy.
4. Provided funds exist and are approved in the General Fund Budget, the Parish should endeavor to obtain an outside audit with a firm that specializes in this type of service.

ARTICLE VII

Elections

- A. **Board of Elections.** The Board of Elections shall be composed of three (3) Parishioners in Good Standing to be elected by the Parish Assembly at its first quarter meeting. It shall be the duty of the Board of Elections to conduct and supervise the annual election. Members of the Board of Elections cannot be a current Parish Council member, an immediate family member of candidates, nor a candidate for election to the Parish Council, Board of Auditors, or Annunciation Cathedral Endowment Foundation. The Board of Elections shall elect from its number a chairperson. The method by which one may become a candidate for election to the Parish Council, Board of Auditors and the Annunciation Cathedral Endowment Foundation is as follows:
- B. **Procedure.** Immediately upon their election, the Board of Elections, in cooperation with the Parish Council, shall set a date for the election of members of the Parish Council, Board of Auditors, and the Annunciation Cathedral Endowment Foundation, following the guidelines set out in the Regulations, Article 32.

An announcement will be made after the first quarter Parish Assembly meeting in all print and electronic media formats by the Board of Elections the date of the Parish Council, Board of Auditors and the Annunciation Cathedral Endowment Foundation elections.

Qualifications to be a Candidate for the Parish Council. All eligible candidates must be a Parishioner in Good Standing of the Parish and must attend the Parish Council candidate seminar and sign the Parish Council Candidate Pledge and Disclosure Statement as per Article IV, Parish Council D. Qualifications.

Qualifications to be a Candidate for the Board of Auditors. Candidates for the Board of Auditors must be Parishioners in Good Standing of the Parish. Candidates shall have the financial competency to properly execute the Board's responsibilities as outlined by Article VI.

Qualifications to be a Candidate for the Annunciation Cathedral Endowment Foundation. Candidates for the Annunciation Cathedral Endowment Foundation must be Parishioners in Good Standing of the Parish. Nominations are made as part of the Parish Council election process of the Parish. The directors are elected for a term of three (3) year, with two (2) directors being elected each year. See Article VIII, Finances E. Annunciation Cathedral Endowment Foundation. See attached addendum 1.

1. A prospective candidate is to complete the nomination form for Parish Council, Board of Auditors or the Annunciation Cathedral Endowment Foundation and send the completed form and photograph (Single Head Shot of candidate only) to the Cathedral office as a declaration of his or her candidacy along with a brief bio as outlined by the Board of Elections which he or she wishes published for dissemination in all print and electronic media formats, by the date set as a deadline by the Board of Elections.
 2. The list of candidates shall be prepared and announced by the Board of Elections at the fourth quarter Parish Assembly. In addition to the list of eligible candidates presented, nominations will be accepted from the floor during the fourth quarter Parish Assembly. All candidates that are nominated from the floor for the Parish Council must be in attendance and consent at the fourth quarter Parish Assembly meeting in which nomination are made.
 3. In addition to a sample ballot of eligible candidates for the Parish Council, Board of Auditors and the Annunciation Cathedral Endowment Foundation, a biographical sketch which includes a photo (Single Head Shot of candidate only) of each candidate will be mailed to all-Parishioners in good standing within ten (10) calendar days after the fourth quarter Parish Assembly, with guidelines also included pertaining to voting procedures for absentee ballots.
- C. **Voting.** Elections shall be by secret ballot and shall be held at a location on the Church premises, previously designated by the Board of Elections. Official ballots should be given to the Priest(s) before the Divine Liturgy on the day of elections and placed in the Holy Altar to be blessed. At the conclusion of services, the members of the Board of Elections will come before the Holy Altar to receive the ballots in order to commence voting, which shall take place at the conclusion of Church services, until two o'clock (2:00) PM eastern time. The Board of Elections or its designee shall emboss each official ballot with the church seal at the time of issuance. Only ballots properly embossed will be counted by the Board of Elections at the close of the election. The Board of Elections shall count only those ballots upon which the number of candidates voted for by any particular parishioner is equal to or less than the total number of individuals to be elected to the Parish Council Board of Auditors, or the Annunciation Cathedral Endowment Foundation. It shall be the responsibility of the Board of Elections to ensure that the dictates of Article II of these By-Laws are strictly adhered to as they pertain to voting eligibility.
1. **Absentee Ballots and Voting.** Any individual Parishioner in Good Standing of the Parish may vote by casting an absentee ballot, as long as the following procedures are complied with:
 - a. Those Parishioners wishing to vote, but unable to come to the previously designated Church location to vote, must request his or her Absentee Ballot from the Cathedral Office, during regular office hours, in person or by personal phone call. Upon request of the ballot, a Parishioner will be informed of their eligibility to vote. If the Parishioner is found ineligible to vote, they will be notified immediately. A Parishioner will then have the opportunity, up until the day of the election to become a Parishioner in good standing.

Ballots requested in person may be completed during normal office hours.

Ballots requested by phone call must be requested no later than fifteen (15) calendar days before the election. One (1) Absentee Ballot, bearing the embossed Church Seal, shall be mailed to the

eligible Parishioner. This requirement can be waived by the Chairman of the Board of Elections, if the voting Parishioner is incapacitated or elderly, by dispensing the ballot to an appointed member of the family.

- b. The Cathedral Office shall keep a written log of the number of Absentee Ballots dispensed and the names of the requesters. Absentee ballots with the embossed Church Seal will be dispensed by the designated office staff in accordance with the prescribed procedures stated above by the Chairman of the Board of Elections. The Absentee Ballot requested shall be dispensed with two (2) envelopes.
- c. The Absentee Ballot packet will include instructions and one (1) plain, unmarked envelope containing the ballot and one (1) outer envelope self-addressed to the Church and stamped with required postage. The voter's name will be printed in the upper left hand corner of the outer envelope. The voting Parishioner must personally sign his or her name below his or her printed name of the envelope. If the outer envelope used to mail back the Absentee Ballot is unsigned, the ballot will be voided.
- d. Completed Absentee Ballots must be hand delivered or mailed to the attention of the Elections Committee, at Annunciation Greek Orthodox Cathedral, 2500 Clairmont Road, Atlanta, Georgia 30329. All absentee ballots must be received by the Cathedral Office and maintained in a secure location until given to the Board of Elections no later than 5:00 PM eastern standard time on the Friday preceding the election. Any absentee ballots received after the deadline will be voided.
- e. The Board of Elections will contact all candidates to report the results of the election by 5:00 PM eastern time on the date of the election.
- f. Results of the election shall be published or disseminated via official Parish communications subsequent to the election.

ARTICLE VIII

Finances

1. The Parish shall maintain a General Fund, Building Fund and Cemetery Fund, which shall include all receipts received by the Parish except those receipts, which are expressly earmarked for other Funds. All expenditures from the General Fund, Building Fund and Cemetery Fund shall be made pursuant to the annual budget adopted by the Parish Assembly for each respective fund. It is the duty of the Parish Council not to exceed the total approved budget by more than 5% in any given year without approval of a Parish Assembly.
2. The officers of the Parish Council are the only individuals authorized to sign the Parish checks. The officers authorized to sign are President, First Vice President of Administration, Second Vice President of Administration, Vice President of Activities, Secretary and Treasurer. Two signatures are required for each check. The signature of either the President or the Treasurer is required on each check.
3. An officer of the Parish Council shall not be authorized to sign a Parish check that is payable to any member of that officer's family or to that officer's personal business.

4. The Parish Council will adhere to the policies and procedures outlined in the Financial Management Policy, as adopted by the Parish Council from time to time.
5. The Parish recognizes the existence of the following special funds:

A. Restricted Funds

The Parish Council shall maintain separate fund accounts for any and all special contributions accepted by the Parish from donors who have requested that such funds be expended only for specific purposes. Income earned by each Fund shall be included as an addition to such Fund. Expenditures from such fund may be made only for the specific purposes established. Receipts and expenditures of all such funds shall be administered by the Parish Council and shall be included in the annual financial statement of the Parish and designated as "Restricted Funds" with the title of each Fund separately stated.

A current and permanent file shall be maintained for each "Restricted Fund", which file shall contain whatever information is necessary to identify and explain the purpose of each Fund.

As to Restricted Donations for Cathedral properties or capital expenditures, such expenditures shall be subject to approval by the Parish Assembly if:

- a. The specific purpose of the donation is:
 - i. The erection of a church structure or other Parish building;
 - ii. Any major structural alteration to an existing church structure or other Parish building;
 - iii. The iconography or any appointments of a Church structure; or
- b. A Restricted Donation exceeds \$100,000.

B. Building Fund

The Building Fund shall include funds heretofore accumulated and designated as "Building Fund". Except as set forth in Article X, Section C, all proceeds and expenditures for the annual Atlanta Greek Festival will be accounted for within the Building Fund and appropriations will be made for reimbursement to the General Fund for reasonable Festival expenses incurred through the General Fund.

Upon recommendation by the Parish Council, and approved by the Parish Assembly, any funds in the General Fund deemed excessive may also be transferred to the Building Fund.

A list of proposed capital expenditures will be provided with each annual Building Fund budget presented to the Parish Assembly. After approval of the Building Fund budget, any additional capital expenditures that are reasonably expected to exceed \$50,000, excluding expenditures pertaining to emergency or life safety concerns, shall be presented to the Parish Assembly for approval.

C. Benevolent Fund

This fund provides confidential financial assistance to those persons who are found to be in need of assistance. This fund shall be administered at the discretion of the Priest(s) in consultation with, the President and Treasurer of the Parish Council. Disbursement checks are to be signed by only the President and the Treasurer of the Parish Council, unless one of the aforementioned parties is a recipient of funds. In that case, the second signature will be another officer of the Parish Council. The identities of the recipients are to be kept in strict confidence.

D. Cemetery Fund

This fund is used solely for the purchasing of gravesites and burial rights and continual maintenance at Greenwood Cemetery and St. Barbara's Chapel.

E. Annunciation Cathedral Endowment Foundation

Annunciation Cathedral Endowment Foundation By-Laws are attached as Exhibit 3.

ARTICLE IX

Parish Seal

The Parish shall have a seal bearing the name of the Parish in a form acceptable under the-Regulations.

ARTICLE X

Atlanta Greek Festival

A. The Atlanta Greek Festival ("Festival") of the Parish shall be supervised and administered by a Festival Steering Committee ("FSC") comprised of the following individuals who are Parishioners in Good Standing of the Parish:

- 1) Clergy;
- 2) Festival Chairperson;
- 3) Festival Vice-Chairperson;
- 4) Immediate Past Festival Chairperson;
- 5) Parish Council President;
- 6) Parish Council Vice-President of Activities;
- 7) Parish Council Treasurer;
- 8) Parish Administrator; and
- 9) Two (2) at large members who are not current members of the Parish Council.

The two at large members are recommended by the Festival Chairperson and approved by the Priest(s) and the Parish Council. The FSC for the next calendar year will be approved by the Parish Council no later than the December Parish Council meeting. If any member of the FSC is unable to fulfill their term or responsibilities, the member will be replaced by the Parish Council. The Festival Chairperson or designee shall make monthly reports to the Parish Council prior to and after the Festival. The Parish Council may amend or overrule any decision of the FSC or establish any new rule or policy or make any final decision with respect to the Festival as the Parish Council in its sole discretion determines to be appropriate.

- B. The responsibilities of the Festival Chairperson, Vice-Chairperson and Immediate Past Chairperson are defined as follows:
- 1) **Festival Chairperson:** Planning and operation of the Festival.
 - 2) **Festival Vice-Chairperson:** Shadow, observe, and assist the Festival-Chairperson.
 - 3) **Immediate Past Chairperson:** (a) Advise the Festival Chairperson, and (b) Assist the Festival Chairperson in identifying a new Vice-Chairperson for the following Festival.
- C. Unless a majority of the Parish Council approves, no Parishioner or other person may receive compensation or remuneration of any kind in exchange for providing services in connection with the Festival.
- D. To further the charitable interests of the Parish, the Parish Council shall distribute the Net Proceeds of the Festival for the said year. "Net Proceeds" is defined as the gross revenues of the Festival after deducting all expenses including the reimbursement to the General Fund. The Net Proceeds will be allocated as follows:
1. Seventy percent (70%) to the Building Fund.
 2. Thirty percent (30%) as charitable donations to recognized 501(c)(3) tax exempt charities as follows:
 - a. Ten percent (10%) to one or more non-Orthodox metro Atlanta-based charities recommended by the Festival Steering Committee and the Parishioners, and approved by the Parish Council. The Parish Council shall solicit recommendations from Parishioners during the month of January. The Parish Council will determine the recipient(s) in March.
 - b. Ten percent (10%) to the Atlanta Greek Orthodox Cathedral of the Annunciation Philoptochos Society Ypapanti Chapter.
 - c. Five percent (5%) to the International Orthodox Christian Charities (IOCC) organization.
 - d. Five percent (5%) to the Metropolis of Atlanta Diakonia Retreat Center.

ARTICLE XI

Indemnity and Liability

- A. In accordance with and pursuant to O.C.G.A. § 14-3-101 *et seq.* of the Georgia Nonprofit Corporation Code (hereinafter the "Code"), and specifically §§14-3-850 through 14-3-858 the Parish shall indemnify those persons who are Parish Council members and officers provided, however, that indemnification shall only be made upon compliance with the requirements of such Code provisions and only in those circumstances in which indemnification is permitted under those provisions; provided further, however, that additional indemnification of Parish employees and agents may be provided by the Parish Council in accordance with the Code.
- B. The Parish may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain insurance under §14-3-857 of the Code against any liability asserted against such persons and incurred by such persons in any capacity as described in said Code provision, or arising out of such persons' status as described in such Code provision, whether or not the Parish would have the power to indemnify such person against such liability under the laws of the State of Georgia.

- C. Any indemnification or advancement of expenses provided as described in this Article XI and the Code shall, unless otherwise determined by the Board when authorized or ratified, continue as to a person who has ceased to be a Director, Officer, employee or agent of the Parish and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- D. To obtain indemnification under this Article XI, whether prior to or after final disposition of proceedings described in §14-3-851 and §14-3-852 of the Code, an eligible person must submit to the Secretary of the Parish Council a written request, that includes such documentation and information reasonably evidencing the expenses incurred and otherwise reasonably necessary for the Parish Council to determine whether and to what extent such person is entitled to indemnification. In the case of a request for advancement or reimbursement of litigation expenses prior to disposition of a proceeding pursuant to §14-3-853 of the Code, the person must also submit the written affirmation and undertaking required under such Code section. The determination of such person's entitlement to indemnification shall be made within a reasonable time after receipt by the Parish Council Secretary of the written request for indemnification together with the supporting documentation for same. The Secretary of the Parish Council shall, promptly upon receipt of such a request for indemnification, advise the Parish Council in writing that such person has requested indemnification. Any indemnification or advancement or reimbursement of litigation expenses provided for hereunder shall be made within sixty (60) days after the determination by the Parish Council that indemnification is proper.
- E. For purposes of applying the provisions of the Code to this Article XI of the by-laws, all Parish Council members shall be deemed to be Directors, and the Parish Council shall be deemed the 'Board of Directors' of the Parish. To the fullest extent that the Code, as it exists on the date hereof or as it may hereafter be amended, permit the limitation or elimination of the liability of Directors, no member of the Parish Council shall be personally liable to the Parish or its members for monetary damages for breach of his or her duty of care or other duty as a member of the Parish Council. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any member of the Parish Council for or with respect to any acts or omissions of such individual occurring prior to such amendment or repeal.
- F. The Parish Council shall maintain policies of insurance providing Director and Officer liability coverage as well as Parish employee and agent liability coverage at a reasonable policy limit amount as determined by the Parish Council.

ARTICLE XII

Amendments

These Parish by-laws may be amended by a two-thirds ($\frac{2}{3}$) vote of Parishioners in Good standing present and voting at a special or regular meeting of the Parish Assembly, provided that notice of said meeting is given at least fourteen (14) days prior to same. Distribution of said notice and proposed amendments to all Parishioners shall be disseminated via official Parish communications.