

**WORKBOOK FOR CREATING
PARISH BY-LAWS**

**Based on the
SAMPLE PARISH BY-LAWS**

Created by the Archdiocesan Council
Archdiocese of Canada
The Orthodox Church in America

Parish By-laws Committee: Bishop Seraphim
David Grier (Council Member)
R. J. (Rod) Tkachuk B.A., LL.B.

July, 1998

This Workbook, in its original, paper, format, is available, upon request, from the Offices of the Archdiocese of Canada.

INTRODUCTION TO PARISH BYLAWS:

We recite as part of our Nicene Creed (Symbol of Faith): "I believe in One, Holy, Catholic, and Apostolic Church". His Grace, Bishop Kallistos Ware, in his book The Orthodox Church, writes:

"This is a bold claim and to many it will seem an arrogant one; but this is to misunderstand the spirit in which it is made. Orthodox believe that they are the true Church, not on account of any personal merit, but by the grace of God. They say with St. Paul: 'We are no better than pots of earth ware to contain this treasure: the sovereign power comes from God and not from us' (2 *Corinthians* 4:7). But while claiming no credit for themselves, Orthodox are, in all humility, convinced that they have received a precious and unique gift from God; and if they pretend to men that they do not possess this gift, they would be guilty of an act of betrayal in the sight of heaven."

It is important to have bylaws that lead us to conduct our affairs in a manner that is consistent with the teachings of the One, Holy, Catholic and Apostolic Church. The sample parish bylaws printed on the right hand pages of this workbook have been prepared therefore to be a foundational document for each of the local parishes, setting out the structure and framework for, and the operation of the life of the local parish of Orthodox Christians.

To be effective, bylaws must be simple, certain and full. However, it is impossible to reduce Holy Tradition into a simple document. The bylaws therefore accomplish the following:

- a) It professes the parish and its members to be a local community of Orthodox Christians embracing the worship, doctrine and discipline of the Orthodox Faith;
- b) It establishes the parish as being part of the Orthodox Church in America, and as being subject to the Statute of the Orthodox Church in America; and as being part of the Archdiocese of Canada, and as being subject to the bylaws of the Archdiocese;
- c) It speaks, as well, to the relationships amongst the Diocesan Authority (i.e. the presiding Bishop), the Dean, the clergy and the individual members of the local communities, as these hierarchal relationships are understood in the Orthodox Faith;
- d) It sets out various rules and regulations by which the life of the local community will be governed. There are various options, in some matters, for the local parish to discuss and to determine, subject to the Bishop's ratification, what best suits its particular circumstances. These notes will set out some comments on an Orthodox approach to these issues, and set out some options to assist in the discussion process.

INTRODUCTION TO THIS WORKBOOK: ¹

These pages (the left hand pages in italics in the paper workbook) contain discussion that will help explain why the contents of the sample bylaws are important and will describe choices that parishes have to make in developing their own bylaws. These choices allow for variations to address local customs or needs within the standard framework laid out by the sample parish bylaws.

This workbook is intended to be used by parishes to educate their members on the issues behind the words in parish bylaws leading to the drafting or updating of bylaws to meet the needs of their parish.

The Archdiocese of Canada, Orthodox Church in America July, 1998

¹ Following, is part of the introduction to the printed booklet :
The right hand pages (regular print) of this document contain the sample parish bylaws prepared by the Council of the Archdiocese of Canada to assist the parishes in the Archdiocese to develop bylaws that address the issues of church government in a manner that is consistent with the Statutes of the Orthodox Church in America and the beliefs of the Orthodox faith.

COMMENTS ON THE SAMPLE PARISH BYLAWS

ARTICLE 1 – NAME:

In 1903, the Legislative Assembly of The North-West Territories, passed an Ordinance drafted by Saint Tikhon “to incorporate the Bishop of the Russo-Greek Catholic Orthodox Church and the parishes and Missions of the said Church.” In effect, the Bishop, and successors, became and become, a “corporation sole”. Pursuant to section 6 of the Ordinance, the parishes can become incorporated as “corporation aggregates”. From a legal point of view, the corporation sole concept allows for the existence of an official position of a person, rather than the person himself; as a separate legal entity; in this case, the presiding Bishop as a Bishop rather than the person who is Bishop. The corporation aggregates and the individual parishes gain a separate legal existence, but in, through and under, the Bishop. Interestingly, the verb “aggregate” means “to add to the flock”.

A copy of the Ordinance is provided in Appendix A of this workbook (*a separate document on the web-page*). It is a unique piece of legislation, allowing for the use of corporations, yet embracing the traditional relationship of the Diocesan Authority (i.e. the presiding Bishop) with his flock. The legislation, in fact, captures the Orthodox concept that “authority” exists in the Bishop and in the people.

Legal assistance will be required to facilitate being incorporated under this legislation. Once the parish has drafted or updated its bylaws, it needs to submit them to the Ruling Bishop, who will facilitate the additional effort required to finalize the documents.

ARTICLE II and III – PURPOSE. CANONICAL ECCLESIASTICAL JURISDICTION AND ADMINISTRATION and THE PARISH:

The Orthodox Church, throughout the world, is the continuation of the early apostolic community; subsisting, constant and unbroken since the descent of the Holy Spirit upon the Church in Jerusalem on the day of Pentecost.

Articles II and III very simply declare the members of the local parish to be part of this world-wide Orthodox Faith, specifically under the jurisdiction of The Orthodox Church in America (“OCA”) and a part of the Archdiocese of Canada. Recognizing ourselves (the Church) as members of Christ’s Body, and not as an organization or institution, will assist us in at least two ways:

- a) we will see the bylaws as a guide, and not as our master, whereby our relationships might be reduced to hiding behind “rules and regulations”. These are to be used for

reconciliation not confrontation. On the other hand, good order, obedience, discipline and “community living” are real matters in the life of the Church, and when our best efforts and intentions do not lead to conflict resolution, healing and good order, each member, by professing the Orthodox Faith, agrees to use the methods and processes established within the Church for resolution of problems;

- b) we will see our local communities as part of the whole Church, and not as separate entities. The bylaws set out a framework for activity at the local level, but do not create an independent community. In fact, the bylaws will always point the community to the “One, Holy, Catholic, and Apostolic Church”, to Holy Tradition, to the traditional hierarchal relationship of the bishop and priests to those in their care. “We, who are many”, declares St. Paul, the Apostle, “are one body in Christ” (Romans 12:5).

The Statute of the OCA and the bylaws of the Archdiocese constitute the framework within which the parish bylaws must fit. It will be of great value to read these prior to embarking of a process of developing or updating a parish’s bylaws. A key document, Article X of the Statute, is included in Appendix B (*a separate document, on the web-page*).

ARTICLE IV – THE PARISH RECTOR/PRIEST:

While again it lacks specifics, the bylaws recognize that the Bishop appoints the Priest to be the head of the parish. The relationship between the priest and the local community is not one of employee-employer; it is not “contractual” – it is a relationship of love. The Priest represents the Bishop, who represents Christ. He is the shepherd of his sheep. The relationship of the Priest and his parishioners is to be seen as sacred and to be guarded and nurtured with great tenderness and care. Perhaps reading Chapter 5 of St. Paul’s letter to the Ephesians may be of assistance.

Throughout the by-laws, it will be seen that being the head of the parish brings with it a special and all-encompassing responsibility, embracing all aspects of the life of the community, and the lives of the individual members. It is the responsibility of the parish and its members to accept, indeed embrace, the role that the Priest is given. When difficulties arise, and these cannot be resolved by discussion, those involved are to turn to the Dean and to the Bishop for their pastoral guidance.

ARTICLE V – PARISH MEMBERSHIP:

The definitions of "member" and "voting member" are exact repetitions of the definitions in the Statute.

It is worthwhile to study and discuss the definitions. To some, the definitions may seem so vague, or seem to call for such a minimal response to Christ's invitation to a full life in His Church, that the definitions allow for, and indeed, may subtly condone, "nominal" or "comfortable pew" Christian living. There is no doubt that the definitions, in describing members and voting members of the Body of Christ, embrace the "nominal Orthodox Christian". Are these definitions the proper approach? What might the definitions be? How might the Church continue to declare with St. Paul, "Wake up, O sleeper, arise from the dead and Christ will shine on you." (Ephesians 5: 14)? Should a member, before he or she is declared a "voting" member, have to be committed to a certain degree of "sacramental participation" or a certain level of "stewardship"? Discussions about these matters will be an invaluable source of growth, enlightenment and commitment for the participants. However, the issue is one for the whole Church and not for individual parishes to decide upon for themselves, and must be approached with the same process of consensus as are all substantive issues. At this point therefore, all OCA parishes must have the definitions that exist in the Statute.

There is one part of the definition of "voting member" that may be decided upon by the individual parish. It will be observed that the definition of voting member includes a responsibility to fulfil financial obligations established by the OCA, the Archdiocese, and the individual parish. In this area of "financial stewardship", there is a wonderful opportunity for each parish to discuss the issue of stewardship as being Christ's invitation to be His "co-workers", so that all "... may have life, and that they may have it more abundantly" (John 10:10).

Financial stewardship options vary from an annual membership fee (same amount for everyone) to a tithing concept (an amount in proportion to one's income). The first approach treats everyone equally in the sense that the amounts are the same. The other approach treats everyone equally in the sense that the proportion of income is the same. The Church asks us to work towards regular, consistent tithing, and each local parish should view financial stewardship and stewardship in general, as important concepts for the maturing Christian.

Section 2 b) requires that the parish stipulate how long a person should be a member of a parish before being allowed to vote. Practices vary in Canada from no waiting period to one year, with six months being the most common.

ARTICLE VI – PARISH PROPERTY:

When there is a failure or refusal to see the local parish as part of the whole Church, one of the disastrous results is that the parish may begin to think of the property as “theirs”. To put it simply, the Orthodox Faith declares that the property belongs to Christ, and therefore to His Church; the “bottom-line” is that regardless of how property might be held, whether by local charitable corporations, non-profit societies or trustees, and regardless of how property might be registered at government registries, and regardless of who pays for it, it is to be seen as in the hands of the presiding Bishop, to be administered, not for his personal benefit, but for the Church.

It is one of the unique features of the 1903 Ordinance that this understanding is maintained in the legislation, while still allowing for individual parishes to be corporations, and capable of being the registered owners of parish property.

ARTICLE VII – PARISH MEETINGS:

This Article and the next two, set out the administrative processes, official positions and bodies of the parish. Again, the bylaws make clear that the parish is not simply a human institution but part of the Church conducting itself according to the Holy Tradition of the Orthodox Faith.

These are some matters that are left to the parish to discuss and decide upon:

- a) Section 2:
The purpose is to ensure that all voting members are informed of an upcoming meeting. In parishes where liturgies may be held on an irregular basis, it may be desirable to add an additional requirement to inform members by telephone or mail.
- b) Section 4:
The balance to be achieved here is to require a high enough percentage of the voting members to be present at a meeting to ensure that there is full participation by the community in the life of the parish, but not so high as to paralyze its processes.
- c) Section 5:
A process which allows only a majority to decide for the entire group is very divisive. Simple majority decision making can result in almost half the people being opposed to a decision. If this is the case, a great deal of the people on one side or the other of an issue are not listening to God. The sample by-laws assume that the parish will use a consensus model of decision making. Consensus means complete agreement on a

matter. The Orthodox Christian way is to take time to discuss, and more importantly to pray about matters, so that we arrive at the ability to act with unanimity – “with one heart and mind”. If we cannot agree, we wait, pray, discuss, and adjust until we can agree before we act. This is sometimes a slow process, but it puts us in the hands of our Lord God and Saviour Jesus Christ, allowing for the inspiration of the Holy Spirit, which is where we ought always to be. If we find ourselves in a position of having to vote about something, we ought not to allow ourselves to be satisfied with less than 80 - 90% of the vote, so as to minimize the damage caused by such a vote.

The Archdiocesan Council strongly encourages parishes to consider carefully the words in the text of the sample bylaws and those written above before selecting another methodology for decision - making.

d) Section 9:

In section 9b) there is the opportunity for some voting members to call a special meeting. This is similar to a signed petition by the voters to bring an issue before the government. It is suggested here that if a group of people in a parish think that circumstances have come to a point that invoking the process set out in section 9b) is required, it is very likely that there are serious problems in the parish, and the issue should be brought to the Dean or the Bishop for pastoral guidance; please see Article IX, section one, for instance. In drafting your bylaws, you must decide what percentage of voting members in good standing is needed to call a special meeting of the parish.

ARTICLE VIII – THE PARISH COUNCIL:

a) Section 1 b):

Specifies that the parish council be headed by a “President”. There are many names for this position currently in use (warden, chairperson, etc.). Although parishes can continue to use whatever title they choose, communication among parishes would be simplified if all used the same title. Since President appears to be the most common title, and carries a similar meaning to people outside Orthodoxy, it was selected for the bylaws. Section 1 b) could also include other positions that the parish wanted to be elected by the parish such as Vice-President.

b) Section 2:

This section establishes the process to nominate candidates to be considered for serving on the parish council, and it establishes the process for electing the parish council members from those nominated. Because of the wide variety of methods currently practiced, the bylaws do not specify one. Instead, a number of methods for

nominations and elections are described in this document, along with information that will help a parish decide which method is most appropriate for it.

It is important to remember that the primary goal of nominations and elections is to agree with God in the selection of the persons to conduct the affairs of the parish, and represent the membership. The nomination and election process itself is to create an environment whereby there might be unanimity in the membership concerning the persons elected.

The alternatives for nominations and elections are as follows:

1. a) Nominations are made from the floor at the parish annual meeting for each position one at a time. Nominations follow Robert's Rules of Order with one person nominating and another seconding. Without a second, the nomination is withdrawn. Those at the meeting vote by show of hands. The person with the most votes wins. Once the first position (usually the President) is filled, nominations are opened for the second position, with those not elected for the first position eligible for nomination and election for subsequent positions. This process is continued until all positions are filled.
 - b) As in 1.a), but with secret ballot.
 - c) Nominations are made from the floor (as in 1.a)) for people to serve on parish council without designation to position. Each person voting marks on a secret ballot, the people that he/she would have on the council up to the number of council positions. The nominees receiving the most votes, up to the number of positions open, form the new council. The new council decides itself who will fill the various council positions.
 - d) As in 1.c), except the Rector decides who will fill each position from those elected for the new council.
2. a) A nomination committee prepares a slate of people to be considered by consulting with parish members prior to the annual meeting to establish who would be good for each position, and to establish willingness of the persons nominated to stand for election. Each position has one or more persons nominated for the position. At the annual meeting, those present vote for those positions where more than one person is contesting the same position, by show of hands. Nominations from the floor at the meeting are also accepted as in 1.
 - b) As 2.a), but with secret ballot.

- c) As 2.a) or 2.b), but not allowing elections from the floor.
 - d) As in 2.a), 2.b) or 2. c), but with a requirement that the slate be announced along with the announcement of the meeting date.
3. a) The rector selects people from the membership for various positions, consults with them concerning their willingness to serve, and forms a slate of individuals matched to positions. This slate is announced to the parish three times prior to the meeting along with instructions that if anyone has objections to those put forward, to bring them to the attention of the rector prior to the meeting date (similar to wedding bans). If an objection is brought forward, the rector must investigate and make a judgment either to accept the objection and withdraw the person from the slate and insert another, to overrule the objection and maintain the proposed slate. The person making the objection or the one \objected to, has the right to appeal to a higher office (Dean or Bishop) to have the decision reviewed. By the date of the meeting, no objections have been made, the slate is announced as the new council.
 - b) As in 3.a), except nominations from the noor are accepted at the annual meeting. When nominations from the noor are made, those present must vote to decide between the one nominated from the floor and the one nominated by the rector.
 - c) As in 3.a) or 3.b), with the slate being prepared by a nominating committee that includes the rector.
 4. a) Names of all voting members are placed in the chalice after a Divine Liturgy. Enough names to fill the positions on the parish council are drawn from the chalice and announced as the new council.

In all the above cases where nominating committees are used, the method for forming the nominating committee must be specified. The nominating committee can be elected by the parish in the same manner as the parish council positions are elected; it can be formed by the parish council as a sub-committee (which may or may not include non-council members); and it can be formed by the rector (again from councilor from the membership at large).

Another concept to consider is having overlapping terms to maintain continuity. In many parishes, the turnover on parish council is quite slow (one or two positions each year), making this a non-issue. In others, the whole council may change each year, creating the need to have a portion of the council continue. This is generally handled by electing persons for several years and each year electing new people only for those positions that are occupied by a person whose term is ending. A version of this model is to have a junior and senior person in

each position so that the junior moves into the senior's chair once the senior's term is complete. This way the junior person is "in-training" for a year and provides continuity to the next council when he/she is now the senior, and a new junior is elected.

- b) Nominations from the floor at the meeting create the opportunity for the last minute introduction of candidates that may be excellent choices, although the person being nominated and the voting membership have very little time to consider their decision before God. The concept of a slate being arranged before the meeting gives those asked to serve more time to decide on their willingness to stand, and the voters more time to consider the proposed candidates. The rector has the best overall understanding of the spiritual condition of the individual members so is in the best position to make nominations. A nominating committee that includes the rector will generally best serve the purpose.

Membership voting to elect the council from those nominated has the benefit of ensuring that all members have a say in deciding who should serve. It creates the potential for division when the people have to choose publicly between alternatives. Announcing a proposed slate and giving the membership time to object privately reduces the competitive process that can be divisive, although the selection of those standing for election is being made by a few rather than the entire membership. The drawing of names from a chalice is often not considered in the western world. However, this is an ancient Orthodox practice starting with the selection of a replacement for Judas that is still used in parts of the Middle East today. It is based on the concept that God alone is making the election. This is very difficult for people in the west to accept because we lean heavily on our intellect in decision making, and hesitate to let God choose in this way.

- c) Section 4:
If only part of the council is to be elected each time, this section should be worded accordingly.
- d) Section 5:
As with other quorum decisions, a balance must be achieved between having a high enough percentage that the views of the council's members would be represented, but not so high as to paralyze the parish.
- e) Section 6:
This section makes two important points. First, it makes the strong point that the

parish rector is the presiding officer at all parish council meetings. The parish council is not to take any action without the knowledge and approval of the rector (unless the Bishop has given instructions to the contrary). This has been the proper role and function of the rector in parish governance throughout the almost 2,000 years of Orthodoxy. However, the Archdiocese of Canada, due to a shortage of priests and its vast distances making it very difficult for the Bishop to develop relationships with all parishes, has many parishes that have not experienced the proper role and function of the rector and the Bishop in parish life. The Archdiocese is in the process of correcting this situation, but the effects of generations of life without a parish priest or never seeing a Bishop, will make it difficult for some parishes to accept this. However, since it is so fundamental to life in the Orthodox Church, the Archdiocesan Council insists that the rector's role be properly defined in the parish bylaws.

The second important point in Section 6 is that it states that the parish council is to operate using the same consensus principle outlined for parish meetings in Article VII, Section 5. One exception is that it can decide to bring an issue to the entire parish with only a simple majority of the council. This enables the entire parish to go through the difficult process of working towards a Spirit-lead solution on difficult issues, together with the parish council.

f) Section 8:

The Parish is responsible to supply the clergy's living to free them to serve the Lord (1 Corinthians 9:1-14, and 1 Timothy 5:17, 18). Clergy compensation needs to be set relative to the economy in which the clergyman lives.

ARTICLE IX – GENERAL PROVISIONS:

Section 1 calls for another decision about the percentage of voting members required to sign a statement of objection to parish decisions to set an appeal process in motion. Since there have been many cases in history where the voice of one person carried God's message against the views of the vast majority (consider the Old Testament prophets), this percentage should be quite low. However, this number must be at least equal to the one decided for Article VII, Section 9.

CONCLUDING REMARKS:

The parish needs to study the Sample Bylaws in light of these Notes, and its own situation. It must decide the approach to the key issues that have been described in these notes that are most appropriate for it. It would be wise if the entire parish were involved in this process so that all know the alternatives and why the final choices were made. Then it needs to draft wording for those areas where it chooses an alternative different than the one laid out in the bylaws, and submit this to the Archdiocesan Bishop along with a written explanation of why it has chosen the alternatives that it has. Once the Bishop has approved the drafted bylaws, then the parish must vote to adopt the new bylaws. The written explanation will help the Bishop understand the parish's thinking on these issues, and it will help the parish in the future when it decides to reconsider some of the choices it made in the past.

As had been earlier noted, the bylaws reflect the fact that the parish will be a "corporation aggregate" pursuant to the 1903 legislation. Since this will require coordinating activity with Corporate and Land Registries in the various provinces, for both new and existing parishes, the resolution adopting these bylaws should include something like the following: "... providing however that, until final adoption by the Presiding Bishop, the parish shall continue its existing corporate and legal status, and continue to operate according to its existing bylaws and processes".

The Archdiocesan Council will direct the parish in coordinating the Corporate and Land Registry activity, and with any other directions that may be required.

Love in Christ Jesus,

ARCHDIOCESAN COUNCIL
THE ORTHODOX CHURCH IN AMERICA
ARCHDIOCESE OF CANADA