

CONSTITUTION AND BYLAWS

OF

ST. JACOB'S SYRIAC ORTHODOX CHURCH, EDMONTON

Alberta, Canada

(Under the Holy Apostolic See of Antioch and All the East)

Incorporation Registration No. 5415631232

Registered under the Religious Societies' Land Act (Alberta)

TABLE OF CONTENTS

CHURCH CONSTITUTION & BYLAWS

<u>ARTICLE</u>	<u>PAGE</u>
ARTICLE I: NAME AND JURISDICTION OF THE CHURCH	8
Section 1.01: Name and Corporate Status	8
Section 1.02: Territorial Jurisdiction	8
ARTICLE II: ALLEGIANCE OF THE CHURCH	8
Section 2.01: Ecclesiastical Affiliation	8
Section 2.02: Perpetual Jurisdiction	8
Section 2.03: Canonical Governance	8
Section 2.04: Ecclesiastical Approvals Defined	8
ARTICLE III: OBJECTIVES OF THE CHURCH	9
Section 3.01: Liturgical and Sacramental Ministry	9
Section 3.02: Spiritual and Community Welfare Ministries	9
Section 3.03: Community and Pastoral Care	9
Section 3.04: Non-Profit Property and Asset Management	9
Section 3.05: Collective Service and Non-Benefit	9
ARTICLE IV: MEMBERSHIP	10
Section 4.01: General Eligibility Requirements	10
Section 4.02: Confession of Faith	10
Section 4.03: Legal Status and Voting Membership Categories	10
Section 4.04: Members in Good Standing	10
Section 4.05: The Faithful Community	11
Section 4.06: General Society and Guests	11
Section 4.07: Application Process	11
Section 4.08: Admission Procedure	11



Section 4.09: Financial Arrears and Cancellation	11
Section 4.10: Revocation of Membership	12
ARTICLE V: AMALGAMATION	12
Section 5.01: Amalgamation Mandate	12
ARTICLE VI: DISSOLUTION	12
Section 6.01: Canonical Authority	12
Section 6.02: Assumption of Administrative Authority	13
Section 6.03: Distribution of Remaining Assets	13
ARTICLE VII: CHURCH PROPERTIES AND PROPERTY GOVERNANCE	13
Section 7.01: Ecclesiastical Protection of Immovable Assets	13
Section 7.02: Unbudgeted Expenditures and Overruns	13
ARTICLE VIII: GOVERNING BODY (CHURCH GENERAL BODY)	14
Section 8.01: Authority and Assembly	14
Section 8.01A: Eligibility to Vote at General Body Meetings	14
Section 8.02: Presiding Officer	15
Section 8.03: Standard Notice Framework	15
Section 8.04: Quorum Safeguards	15
Section 8.05: Voting Mechanism	15
Section 8.05A: Voting Thresholds Defined	15
Section 8.06: Elections	16
Section 8.07: Budgetary Control	16
Section 8.08: Canonical Directives	16
Section 8.09: Canonical Exclusions	16
Section 8.10: Metropolitan-Initiated Meetings	16
Section 8.11: Property and Fee Mandates	16
Section 8.12: Discipline of Lay Members	17
Section 8.13: Constitutional Supremacy	17



ARTICLE IX: CONDUCT OF GENERAL BODY MEETINGS	17
Section 9.01: Registration	17
Section 9.02: Order of Business	17
Section 9.03: Recording and Approval of Minutes	17
Section 9.04: Floor Motions and New Agenda Items	17
Section 9.05: Alteration to a General Body Decision	18
ARTICLE X: EMERGENCY GENERAL BODY MEETINGS	18
Section 10.01: Convening and Scope	18
Section 10.02: Contested Decisions	18
Section 10.03: Limit on Emergency Expenditure	18
ARTICLE XI: THE CLERGY AND THE VICAR	18
Section 11.01: Spiritual Authority	18
Section 11.02: Pastoral Oversight	19
Section 11.03: Status and Appointment of the Vicar	19
Section 11.04: Remuneration	19
ARTICLE XII: DUTIES AND RESPONSIBILITIES OF THE VICAR	19
ARTICLE XIII: DISPOSAL OF COMPLAINTS AGAINST CLERGY	19
Section 13.01: Submission Timeline	19
Section 13.02: Review and Resolution	19
ARTICLE XIV: THE BOARD OF TRUSTEES	20
Section 14.01: Democratic Composition and Eligibility	20
Section 14.02: Term Limits and Fiscal Year	20
Section 14.03: Spiritual Separation	20
Section 14.04: Blessing and Installation	20
Section 14.05: The Oath of the Board of Trustees	20
Section 14.06: Board Chair	21
Section 14.07: Custody of Deeds	21
Section 14.08: Meeting Frequency, Quorum, and Notices	21



Section 14.09: Democratic Mandate of the Board	21
Section 14.10: Unified Fiduciary Escalation and Misappropriation Clause	22
Section 14.11: Attendance Enforcement	22
Section 14.12: Signing Authority	22
Section 14.13: Transparency and Records Access	23
Section 14.14: Governance Transition and Handover	23
ARTICLE XV: THE CHAIRMAN	24
Section 15.01: Office of the Chairman	24
Section 15.02: Monitoring and Attestation	24
Section 15.03: Spokesperson	24
Section 15.04: Executive Oversight	24
Section 15.05: Convening Authority	24
ARTICLE XVI: THE PRESIDENT	24
Section 16.01: Qualifications	24
Section 16.02: Duties and Responsibilities	24
Section 16.02.01A: Absence of the Chairman and Authorization to Preside	25
ARTICLE XVII: THE TREASURER	25
Section 17.01: Qualifications	25
Section 17.02: Duties and Responsibilities	25
ARTICLE XVIII: THE SECRETARY	26
Section 18.01: Qualifications	26
Section 18.02: Duties and Responsibilities	27
ARTICLE XIX: AUDITORS	27
Section 19.01: Independent Review	27
Section 19.02: Accountability	28
ARTICLE XX: BANK ACCOUNTS AND FINANCIAL OPERATIONS	28
Section 20.01: Institutional Account Opening	28
Section 20.02: Dual-Signature Mandate	28



Section 20.03: Fixed Asset Restrictions	28
ARTICLE XX(A): REGULATORY COMPLIANCE AND GAMING PROCEEDS	28
Section 20(A).01: Licensing	28
Section 20(A).02: Restricted Use of Funds	28
Section 20(A).03: Dissolution of Gaming Assets	29
ARTICLE XXI: RESIGNATION, REMOVAL, AND SUSPENSION	29
Section 21.01: Removal of Board Members and Members	29
Section 21.02: Due Process	29
Section 21.03: Appeal Framework	29
Section 21.04: Surrender of Assets	30
Section 21.05: Emergency Suspension	30
Section 21.06: Vacancy Tracking	30
Section 21.07: Board Structural Changes	30
Section 21.08: Episcopal Dissolution	30
ARTICLE XXII: COMPLAINTS, GRIEVANCES, AND DISCIPLINE	30
Section 22.01: Lay Grievances	30
Section 22.02: Member Discipline	30
Section 22.03: Protection of Partner's Rights	31
ARTICLE XXIII: AUXILIARY SPIRITUAL ORGANIZATIONS	31
Section 23.01: Oversight and Accountability	31
Section 23.02: Direct Clergy Ministries	31
ARTICLE XXIV: CORPORATE AND COMMUNICATION RECORDS	32
Section 24.01: Official Contact and Communication Records	32
ARTICLE XXV: MISCELLANEOUS PROVISIONS	32
Section 25.01: Archdiocesan Compliance	32
Section 25.02: Control of Digital Assets	32
Section 25.03: Severability	32
Section 25.04: Indemnification	32



Section 25.05: Written and Electronic Communications	32
Section 25.06: Conflict of Interest and Recusal	33
ARTICLE XXVI: AMENDMENTS AND REVISIONS	33
Section 26.01: Foundational Articles	33
Section 26.02: General Amendment Process	33
ARTICLE XXVII: COMMUNITY WELFARE, SOCIO-ECONOMIC, SPORTS, AND CAPITAL PROJECTS	33
Section 27.01: Purpose, Scope, and Approved Programs	33
Section 27.02: Leadership and Operational Administration	34
Section 27.03: Governance, Accountability, and Financial Control	34
APPENDIX A: KEY PROVISIONS INDEX	35
APPENDIX B: MEMBER'S SUMMARY (PLAIN LANGUAGE, NON-BINDING)	36
FORMAL ADOPTION AND SIGN-OFF	37
ECCLESIASTICAL VERIFICATION	37



CONSTITUTION AND BYLAWS OF ST. JACOB'S SYRIAC ORTHODOX CHURCH, EDMONTON

ARTICLE I: NAME AND JURISDICTION OF THE CHURCH

Section 1.01: Name and Corporate Status:

The name of this organization shall be St. Jacob's Syriac Orthodox Church, Edmonton (the "Church" or the "Parish"). It is an ecclesiastical corporation incorporated under the Religious Societies' Land Act of the Province of Alberta and maintains its own corporate seal approved by the General Body.

Section 1.02: Territorial Jurisdiction

The Church is established under the ecclesiastical jurisdiction of the Malankara Archdiocese of the Syrian Orthodox Church in North America. Its territorial jurisdiction extends throughout the Province of Alberta.

ARTICLE II: ALLEGIANCE OF THE CHURCH

Section 2.01: Ecclesiastical Affiliation

St. Jacob's Syriac Orthodox Church, Edmonton, is an affiliated parish of the Syriac Orthodox Church under the Holy Apostolic See of Antioch and All the East.

Section 2.02: Perpetual Jurisdiction

The Church shall remain under the perpetual ecclesiastical and spiritual jurisdiction of the Syriac Orthodox Patriarch of Antioch and All the East (presently His Holiness Moran Mor Ignatius Aphrem II) and of the Archdiocesan Metropolitan of the Malankara Archdiocese of the Syrian Orthodox Church in North America (presently His Eminence Mor Titus Yeldho), together with their canonically appointed successors.

Section 2.03: Canonical Governance

The Church shall be governed spiritually and ecclesiastically in accordance with the holy canons of the Hudoyo (the official law book of the Universal Syriac Orthodox Church) and all canonical regulations, directives, and decisions of the Holy Synod. This ecclesiastical authority and jurisdiction is binding upon the Church and cannot be altered, modified, or revoked by any temporal decision of the Parish.

Section 2.04: Ecclesiastical Approvals Defined

The following approvals of the Archdiocesan Metropolitan carry distinct meanings throughout this Constitution and Bylaws:

- 2.04.01 Ecclesiastical Blessing:** The pastoral confirmation by the Archdiocesan Metropolitan of a duly elected Board of Trustees before its installation and the handover of office, as required under Sections 8.01, 12.05, 14.04, and 21.07. The Blessing affirms that the election conforms to this Constitution and to the traditions of the Church, and may be withheld only for canonical cause, which shall be stated in writing.
- 2.04.02 Ecclesiastical Verification:** The written confirmation by the Archdiocesan Metropolitan that a decision already taken by the Parish conforms to this Constitution and to the interests of the Church, as required under Sections 7.01 and 26.02 and for the adoption of this Constitution and Bylaws. A decision requiring Verification is not final until Verification is received or until it is deemed given under Section 2.04.05.



- 2.04.03 Ecclesiastical Consent:** The approval of the Archdiocesan Metropolitan, which he may grant or withhold at his discretion, as required under Sections 4.10, 5.01, 21.01, 21.05, 22.02, and 26.01. An act requiring Ecclesiastical Consent has no effect unless and until that Consent is given in writing. Ecclesiastical Consent is never deemed given by the passage of time.
- 2.04.04 Ecclesiastical Permission:** The prior written authorization of the Archdiocesan Metropolitan, which must be obtained before the act in question is undertaken, as required under Section 11.02. An act undertaken without required Permission is void. Ecclesiastical Permission is never deemed given by the passage of time.
- 2.04.05 Response Timeframe and Deemed Approval:** A request for Ecclesiastical Blessing or Ecclesiastical Verification shall be submitted to the Archdiocesan Metropolitan in writing, by a method that produces a record of delivery. If the Archdiocesan Metropolitan does not respond in writing within thirty (30) days of delivery, the Blessing or Verification requested is deemed to have been given, and the Parish may proceed to give effect to the decision concerned. The Secretary shall record the date of the request and the date of any response, and shall retain that record with the corporate records of the Parish. This Section does not apply to any matter requiring Ecclesiastical Consent under Section 2.04.03 or Ecclesiastical Permission under Section 2.04.04, or to the adoption of this Constitution and Bylaws, or to amendments and bylaws under Section 26.02, all of which take effect only upon the Archdiocesan Metropolitan's actual written sign-off.

ARTICLE III: OBJECTIVES OF THE CHURCH

Section 3.01: Liturgical and Sacramental Ministry

To celebrate and conduct the Holy Qurbano in accordance with the faith, liturgy, traditions, and rites of the Syriac Orthodox Church under the Holy Apostolic See of Antioch and All the East, and to provide all members continuous opportunity to receive the Holy Sacraments.

Section 3.02: Spiritual and Community Welfare Ministries

To organize and conduct spiritual and pastoral activities, including, without limitation, Sunday School, St. Paul's Men's Fellowship, St. Mary's Women's League, MGSOSA, MGSOYA (defined in Article XXIII), prayer meetings, conventions, and retreats, thereby fostering spiritual maturity and religious harmony, while establishing community welfare, socio-economic, sports, and cultural activities to uplift its members and the wider public.

Section 3.03: Community and Pastoral Care

To promote unity, cooperation, and goodwill among its members; to facilitate the pastoral ministry of the clergy in serving the community; and to conduct funeral and burial services in accordance with the venerable traditions of the Church.

Section 3.04: Non-Profit Property and Asset Management

To raise funds and to acquire, lease, or manage property necessary to fulfill its objectives, operating strictly on a non-profit basis. All income, surplus, or proceeds, including those derived from licensed charitable gaming, shall be used solely to advance the Church's religious, community welfare, and charitable objectives within the Province of Alberta.

Section 3.05: Collective Service and Non-Benefit

Every member of this Parish shall work collectively to promote these objectives without receiving any personal financial gain.



ARTICLE IV: MEMBERSHIP

Section 4.01: General Eligibility Requirements

Eligibility for membership is limited to individuals baptized and anointed with the Holy Mooron (Holy Chrism) in a Syriac Orthodox parish, or in a church whose sacraments are fully recognized by the Syriac Orthodox Church. Applicants must pledge ecclesiastical allegiance to the Syriac Orthodox Patriarch of Antioch, submit to the jurisdiction of the Malankara Archdiocese of the Syrian Orthodox Church in North America, and faithfully uphold the venerable traditions of the Holy Faith.

Section 4.02: Confession of Faith

Members shall adhere without reservation to the Universal Syriac Orthodox Faith, Apostolic teachings, and Holy Canons, affirming their faith through the Nicene Creed and active participation in the sacramental life of the Church.

Section 4.03: Legal Status and Voting Membership Categories

Applicants must hold Canadian Citizenship, Canadian Permanent Resident status, or a valid Canadian Work Permit. To safeguard the Parish's legal and temporal assets, governing, administrative, and voting privileges are reserved for Registered Members enrolled under one of the following two (2) voting categories in Sections 4.03.01 and 4.03.02:

4.03.01 Family/Household Membership: Open to households comprising one (1) adult, or two (2) adult partners who are canonically married to each other, each at least eighteen (18) years of age and satisfying the conditions in Sections 4.01, 4.02, and 4.03. A Family/Household Membership carries one (1) collective vote in the General Body, which may be cast by either adult partner. Where both partners are present and vote differently on a matter, the Membership's single vote is recorded as divided equally, one-half (1/2) in favour and one-half (1/2) against. For the quorum percentages in Section 8.04, each Family/Household Membership counts as one (1) voting member, regardless of whether one or both partners attend and sign the attendance register. Unmarried children and parents residing within the household who satisfy the conditions in Sections 4.01 through 4.03 automatically hold Associate Membership status as described in Section 4.03.03. Any person included under a Family/Household Membership may apply separately for an Individual Membership under Section 4.03.02 at any time, upon cancelling in writing their inclusion under the household membership.

4.03.02 Individual Membership: Open to any individual at least eighteen (18) years of age who satisfies the conditions in Sections 4.01 through 4.03. An Individual Member carries one (1) vote in the General Body and enjoys all rights, privileges, and responsibilities of membership. An Individual Member may request to convert their status to a Family/Household Membership by submitting a written request to the Board of Trustees and satisfying the requirements of Section 4.03.01.

4.03.03 Associate Membership: Open to unmarried children and parents residing within the household of an active Family/Household Membership who satisfy the conditions set forth in Sections 4.01 through 4.03. Associate Members may participate in organizational activities but shall not hold voting rights, attend or address General Body meetings, serve as officers, or hold elected office. Associate status is maintained through the primary household membership and automatically terminates if the individual ceases to reside in the household, obtains an Individual Membership under Section 4.03.02, or marries and forms a new Family/Household Membership under Section 4.03.01.

Section 4.04: Members in Good Standing

A member in good standing is a Registered Member under Section 4.03.01 or 4.03.02 who actively



maintains their voting rights, fulfills their spiritual duties, and carries no outstanding financial dues to the Parish. The manner in which the subscription-currency element of good standing applies to voting at General Body meetings is governed by Section 8.01A. Good standing is otherwise required wherever these Bylaws so provide, including the qualifications to hold elected office under Sections 16.01, 17.01, and 18.01.

Section 4.05: The Faithful Community

Any individual who satisfies the canonical criteria in Sections 4.01 and 4.02, is not formally enrolled as a corporate member under Section 4.03, and actively participates in parish activities shall be recognized as a Faithful Community Member.

4.05.01 Sacramental Entitlements: Faithful Community Members may receive routine spiritual and pastoral ministration and the Holy Sacraments on the same basis as the registered faithful.

4.05.02 Administrative and Governance Exclusion: Faithful Community Members hold no corporate voting rights, no right to attend or speak at General Body meetings, and no eligibility for any governing or administrative office within the Parish.

4.05.03 Milestone Sacramental Request Process: To receive Holy Baptism or Holy Matrimony within the Parish, a Faithful Community Member must submit a formal written request to the Vicar, accompanied by an official letter of clearance or good standing from their parent canonical parish. The Vicar holds sole pastoral discretion over the final decision.

Section 4.06: General Society and Guests

The Parish welcomes all individuals from the wider society to participate in open parish activities and community programs and to enjoy the fellowship of the Church. In accordance with the Holy Canons, however, general social participation does not include the right to receive any Holy Sacraments of the Universal Syriac Orthodox Church and carries no governing, voting, or administrative privileges within the Parish.

Section 4.07: Application Process

Applicants seeking Registered Membership must submit the General Body's prescribed Membership Application Form to the Board of Trustees, accompanied by a baptism certificate, a marriage certificate (where applicable) or an official canonical recommendation letter from the Vicar of their parent parish, and proof of valid Canadian legal status.

Section 4.08: Admission Procedure

The Board of Trustees shall review and verify all applications and supporting documents. On confirming that all constitutional, legal, and canonical requirements are met, the Board shall approve the application and admit the applicant to the parish roll.

Section 4.09: Financial Arrears and Cancellation

The monthly membership subscription shall be determined by the General Body. Any Registered Member who accumulates twelve (12) months of subscription arrears shall have their corporate membership automatically cancelled. Regaining requires the submission of a new application under Section 4.07, together with full payment of the outstanding subscription arrears. A member whose membership is cancelled under this Section may not attend, vote at, or be counted toward the quorum of any General Body meeting until membership is regained. Subscription arrears short of cancellation affect voting eligibility only at the meetings identified in Section 8.01A.02.

4.09.01 Advance Written Warning: When a Registered Member accumulates eleven (11) consecutive months of subscription arrears, the Board of Trustees shall, before the twelfth (12th) month elapses, issue that member a written warning by email and, where available, by text message. The warning shall state the amount outstanding, state that membership will be automatically cancelled under this Section on the accumulation of twelve (12)



months of subscription arrears, and invite the member to pay the arrears or to communicate with the Board in writing. The Board shall record the date the warning was sent, and that record shall be retained with the membership records of the Parish.

4.09.02 Regaining Following Payment: A former member whose membership was cancelled under this Section who, before cancellation, communicated in writing with the Board of Trustees concerning the arrears, and who pays the full outstanding subscription arrears may apply to regain membership by submitting a new application under Section 4.07, which the Board of Trustees shall process under Section 4.08.

4.09.03 Regaining Involving Outstanding Arrears: Where a person's membership was cancelled under this Section without having communicated in writing with the Board of Trustees concerning the arrears before cancellation, any subsequent application by that person for Registered Membership shall be referred to the General Body. The General Body shall decide the application by a Simple Majority vote and may admit the applicant or decline the application. The Board of Trustees shall present the application and the arrears history to the General Body for review and decision. Except where arrears are expressly waived under Section 4.09.03.01, full payment of all outstanding arrears remains a condition of readmission.

4.09.03.01 Exceptional Waiver of Arrears: Notwithstanding Sections 4.09 and 4.09.03, the General Body may, in exceptional circumstances vote to waive all or part of an applicant's outstanding arrears as a condition of regaining membership, provided that:

- (a) The Board of Trustees submits a formal, written recommendation to the General Body detailing the specific hardships or exceptional grounds justifying the waiver; and
- (b) The waiver is approved by a Two-Thirds Majority vote of the General Body. In the absence of a written recommendation from the Board of Trustees, the General Body shall not consider any request or motion to waive outstanding arrears.

Section 4.10: Revocation of Membership

Any Registered Member who contravenes this Constitution, acts against the temporal or spiritual interests of the Parish, abandons the Syriac Orthodox faith, or renounces allegiance to the Patriarch or the Archdiocesan Metropolitan may have their membership revoked. Revocation requires a Simple Majority vote of the General Body, supported by clear and credible evidence and following a formal written recommendation of the Board of Trustees issued under Sections 21.01 and 21.02, and is subject to the final Ecclesiastical Consent of the Archdiocesan Metropolitan. The inquiry, recommendation, and appeal procedure in Sections 21.01 through 21.03 applies to every revocation under this Section. Revocation under this Section terminates membership entirely and is distinct from the disciplinary measures against a member under Section 22.02 and the removal of an Officer from office under Section 21.01.

ARTICLE V: AMALGAMATION

Section 5.01: Amalgamation Mandate

The Church shall not amalgamate with any other entity except by a unanimous resolution of a General Body convened specifically for that purpose. Any such resolution remains subject to the Ecclesiastical Consent of the Archdiocesan Metropolitan and the final approval of His Holiness the Patriarch.

ARTICLE VI: DISSOLUTION

Section 6.01: Canonical Authority

No member or body of the Parish shall initiate or authorize a voluntary dissolution except pursuant to the direct canonical determination of the Archdiocesan Metropolitan or His Holiness the Patriarch. Any legal winding-up, dissolution, liquidation, registry filing, payment of creditors, and distribution of assets shall additionally comply with all applicable Alberta and federal law.



Section 6.02: Assumption of Administrative Authority

If no member of the Syriac Orthodox faith who pledges allegiance to His Holiness the Patriarch remains in the Parish, the Archdiocesan Metropolitan or a duly authorized representative of His Holiness the Patriarch shall immediately assume full administrative and legal authority over all tangible and intangible assets of the Church.

Section 6.03: Distribution of Remaining Assets

On the canonical dissolution or winding up of the Church, and after payment of all lawful debts and liabilities, any remaining corporate assets shall be transferred exclusively to charitable or religious organizations, with explicit preference for institutions under the Malankara Archdiocese located within Canada. Notwithstanding the foregoing, any remaining assets and funds derived specifically from gaming activities licensed within the Province of Alberta shall not be transferred out of the province; they shall instead be transferred or distributed strictly in accordance with Section 20(A).03 and the regulations of the AGLC commission.

ARTICLE VII: CHURCH PROPERTIES AND PROPERTY GOVERNANCE

Section 7.01: Ecclesiastical Protection of Immovable Assets

All property, movable and immovable, shall be held in legal trust for the Church General Body. The acquisition, sale, transfer, or encumbrance of immovable property, and any lease or rental of immovable property for a term exceeding one (1) year, require the affirmative approval of at least Two-Thirds (2/3) of the entire Registered Membership in writing. A lease or rental of immovable property for a term of one (1) year or less is governed by Section 8.11 and does not require approval under this Section.

For the purposes of this Section, the entire Registered Membership means all current Registered voting memberships under Sections 4.03.01 and 4.03.02 as recorded on the membership roll on the date the Board of Trustees opens the written approval process, excluding memberships cancelled under Section 4.09 or revoked under Section 4.10; each Family/Household Membership counts as one (1) voting membership. The Secretary shall publish that roll on the Church notice board when the process opens, and it is final for that transaction. Written approvals shall be verified and counted by the Secretary in the presence of the two (2) Auditors, who shall certify the result as soon as the required approvals have been obtained; that certificate shall be recorded in the minutes. A member may withdraw a written approval, in writing, at any time before the result is certified. The Board of Trustees may close the approval process at any time by resolution recorded in the minutes, and a process so closed may be re-opened only on a fresh membership roll published under this Section. Following such approval, the decision must be submitted to the Archdiocesan Metropolitan for Ecclesiastical Verification, confirming that the transaction aligns with the Parish's long-term religious and spiritual objectives.

Section 7.02: Unbudgeted Expenditures and Overruns

Any operating budget overrun or movable-property transaction not included in the approved annual budget is governed strictly by the following cumulative and single-transaction thresholds:

7.02.01 Up to \$10,000 cumulative per fiscal year: The Board of Trustees holds full authority to manage unbudgeted overruns or purchases, provided the cumulative value of all such expenses does not exceed ten thousand dollars (\$10,000) within a single fiscal year.

7.02.02 \$10,001 to \$25,000 per transaction: Any unbudgeted expense or transaction from ten thousand and one dollars (\$10,001) to twenty-five thousand dollars (\$25,000) inclusive, or any unbudgeted expense incurred after the Board's \$10,000 annual cumulative limit is reached, requires prior Simple Majority approval of the General Body.



7.02.03 Above \$25,000 per transaction: Any unbudgeted expense or transaction exceeding twenty-five thousand dollars (\$25,000) requires prior Two-Thirds Majority approval of the General Body.

ARTICLE VIII: GOVERNING BODY (CHURCH GENERAL BODY)

Section 8.01: Authority and Assembly

The Church General Body is the ultimate democratic assembly of Registered voting members, convened to deliberate and vote on the temporal, financial, and administrative matters of the Parish. The General Body shall meet at least three (3) times per calendar year:

- 1. Annual General Body** (convened no later than the final Sunday of February), to review and approve the Annual Administrative Report, the annual audited financial accounts, and the annual audit report; to elect the lay Officers of the Board of Trustees for the upcoming term; to elect two (2) Auditors for the upcoming term; to elect the two (2) lay delegates to the Archdiocesan governing body for the Canada Region; and to approve the internal office bearers of the auxiliary organizations.
- 2. Budget General Body** (convened in February or March), to present, review, and approve the annual budget for the smooth functioning of parish activities and to facilitate and promote the objectives of the Parish.
- 3. Mid-Year General Body** (convened in June or July), to review and approve the half-yearly audited financial accounts, the half-yearly audit report, half yearly administrative report and any necessary budget rebalancing.

In addition to these regular meetings, a Special General Body meeting may be convened for one or more specific purposes as provided elsewhere in these Bylaws (for example, under Sections 5.01, 8.10, and 21.01). An Emergency session is governed separately by Article X. Eligibility to vote at each of these meetings is governed by Section 8.01A.

8.01.01 Governance Continuity Safeguard: Following the annual elections, the Vicar shall submit the names of the newly elected Board of Trustees in writing to the Archdiocesan Metropolitan for formal Ecclesiastical Blessing. This Blessing functions as a protective pastoral review confirming that the election aligns with the Parish's constitutional limits and the venerable traditions of the Holy Church.

Section 8.01A: Eligibility to Vote at General Body Meetings

- 8.01A.01 General Eligibility (All Meetings):** To vote at, and be counted toward the quorum of, any General Body meeting, a person must be a Registered Member under Section 4.03.01 or 4.03.02 whose membership has not been cancelled under Section 4.09 or revoked under Section 4.10, must satisfy all applicable membership criteria under Sections 4.01 through 4.03, and must appear on the Voters List published for that meeting under Section 18.02.05.
- 8.01A.02 Subscription-Currency Requirement (Annual and Mid-Year Meetings Only):** In addition to Section 8.01A.01, eligibility to vote at the Annual General Body meeting and at the Mid-Year General Body meeting requires that the member's monthly subscription arrears be cleared in full at least two (2) days before the date the Voters List for that meeting is published. The arrears list published under Section 17.02.15 governs this requirement.
- 8.01A.03 All Other Meetings:** At the Budget General Body meeting, at any Special General Body meeting, and at any Emergency General Body session, subscription arrears do not affect eligibility. Any person who satisfies Section 8.01A.01 may vote, regardless of subscription arrears, provided their membership has not been cancelled under Section 4.09.
- 8.01A.04 Effect of Cancellation or Revocation:** A person whose membership has been cancelled under Section 4.09 (twelve months of subscription arrears) or revoked under Section 4.10



is not a member and may not attend, vote at, or be counted toward the quorum of any General Body meeting until membership is regained in accordance with Section 4.09.

8.01A.05 Quorum Base: For each General Body meeting, the active voting membership against which the quorum percentages in Section 8.04 are calculated means the members eligible to vote at that meeting under this Section, as reflected on the Voters List for that meeting.

Section 8.02: Presiding Officer

The Vicar, as Chairman, shall preside over all General Body meetings. In the absence of the Vicar, the elected lay President may preside in accordance with Section 16.02.01A. The Archdiocesan Metropolitan retains the inherent canonical right to directly convene and preside over a meeting of the General Body under special circumstances.

Section 8.03: Standard Notice Framework

For all regular and Special General Body meetings, notice of the date, venue, and specific agenda must be announced at the church for a minimum of two (2) consecutive weeks (14 days) prior to the assembly, supplemented by direct electronic communication by email or text message to all Registered Members. Notice for an Emergency session is governed by Article X.

Section 8.04: Quorum Safeguards

To protect corporate integrity, no General Body assembly may enact binding decisions without a minimum physical quorum of thirty percent (30%) of the active voting membership. For meetings involving amalgamation (Article V) or constitutional amendments (Article XXVI), a physical quorum of fifty percent (50%) of the active voting membership is required. Where a property transaction under Section 7.01 is placed before a General Body meeting for deliberation, the quorum for that meeting is fifty percent (50%) of the active voting membership; the written approval requirement in Section 7.01 applies in addition to, and is not satisfied by, any vote taken at that meeting.

If a quorum is not met, the meeting shall be rescheduled on a minimum of five (5) days' notice, at which point the attending members shall constitute a valid quorum for routine business only. Notwithstanding provision, binding decisions regarding amalgamation (Article V) or constitutional amendments (Article XXVI), and the deliberation of a property transaction under Section 7.01, at a rescheduled meeting shall still require a minimum physical quorum of thirty percent (30%) of the active voting membership. Quorum for an Emergency session is governed by Article X. For every General Body meeting, the active voting membership against which the quorum percentages in this Section are calculated means the members eligible to vote at that meeting under Section 8.01A, as reflected on the Voters List published for that meeting under Section 18.02.05.

Section 8.05: Voting Mechanism

The General Body shall decide all valid agenda items by democratic majority, expressed by secret ballot or show of hands at the discretion of the presiding Chairman. Voting thresholds are governed by Section 8.05A.

Section 8.05A: Voting Thresholds Defined

8.05A.01 Simple Majority: A Simple Majority means more than one-half of the votes counted in favour of a matter, out of the votes cast by voting members present and voting. Wherever these Bylaws require a simple majority, a majority, or a democratic majority of the General Body, that requirement is satisfied by a Simple Majority as defined in this Section, measured against the members present and voting and not against the entire membership.

8.05A.02 Two-Thirds Majority: A Two-Thirds Majority means at least two-thirds of the votes cast by voting members present and voting on a matter. Wherever these Bylaws require a two-thirds majority of the General Body or of the Board of Trustees, that requirement is satisfied by a Two-Thirds Majority as defined in this Section, measured against the members present and voting, except where these Bylaws expressly provide otherwise. The exceptions are property transactions under Section 7.01, which require the affirmative



approval of at least Two-Thirds (2/3) of the entire Registered Membership in writing; the declaration of an emergency under Section 10.01; and emergency suspensions under Section 21.05. Each of those is measured as the Section concerned provides.

8.05A.03 Application to All Thresholds: Every threshold in these Bylaws expressed as a majority, a two-thirds majority, or a unanimous resolution of the General Body, including those in Sections 4.09.03.01, 4.10, 5.01, 7.02.02, 7.02.03, and 21.01, is measured against the voting members present and voting at the meeting concerned, and not against the entire active Registered Membership, except where these Bylaws expressly provide a different basis of measurement, as they do in Sections 7.01, 10.01, and 21.05.

8.05A.04 Quorum First: A General Body meeting may commence once the initial quorum required under Section 8.04 is verified using the attendance register signed under Section 9.01. If members leave after the meeting is called to order, the valid quorum and required voting percentages for any subsequent decision shall be calculated strictly using the active voting members physically present in the meeting space at the time of the vote, and members who left shall give up all rights to object to decisions made in their absence. Voting eligibility is strictly governed by Section 8.01A.

Section 8.06: Elections

The General Body shall democratically elect the lay leadership of the Parish (the President, Treasurer, Secretary, and other Board Members), together with two (2) Auditors (Article XIX) and two (2) lay delegates to the Archdiocesan governing body for the Canada Region (Section 25.01.02). The Vicar is not elected by the Parish but is canonically appointed by, and serves at the pleasure of, the Archdiocesan Metropolitan.

Section 8.07: Budgetary Control

The General Body holds exclusive authority to approve the annual budget, authorize major expenditures, and appropriate funds for all parish operations and spiritual organizations.

Section 8.08: Canonical Directives

The General Body shall respect and implement all official canonical decrees (Bulls / Kalpanas) issued by His Holiness the Patriarch or the Archdiocesan Metropolitan.

Section 8.09: Canonical Exclusions

Discussion, motions, and voting on matters of faith, liturgy, sacramental validity, or ecclesiastical discipline are excluded from the purview of the General Body and rest solely with the hierarchical spiritual authorities.

Section 8.10: Metropolitan-Initiated Meetings

The Archdiocesan Metropolitan holds the canonical authority to directly convene a Special meeting of the General Body upon receiving either a written request from the Vicar or a written petition signed by at least one-third (1/3) of the active Registered Voting membership, meaning all Registered Members whose membership has not been cancelled under Section 4.09 or revoked under Section 4.10. Nothing in this Section limits the inherent canonical authority of the Archdiocesan Metropolitan preserved under Section 8.02.

Section 8.11: Property and Fee Mandates

The General Body shall decide, by Simple Majority vote, any lease or rental of parish immovable or real property for a term of one (1) year or less. Any lease or rental for a term exceeding one (1) year, and any mortgage financing or other encumbrance of parish immovable or real property, are governed by Section 7.01. This Section does not apply to the booking or use of parish facilities under a fee schedule approved under this Section. Additionally, the General Body shall have the sole authority to establish and revise all fee schedules for parish services, facilities, and property usage for both members and non-members. Pricing of individual events and programs under Article XXVII



remains with the Board of Trustees within the approved budget and their spending limit under section 7.02.01.

Section 8.12: Discipline of Lay Members

The General Body has the authority to remove, reinstate, or discipline a lay member or an elected lay office bearer. The specific procedure for removing an Officer from office is set out in Section 21.01, and the procedure for disciplining a member is set out in Section 22.02. Any removal, revocation, or suspension decided under those procedures remains subject to the Ecclesiastical Consent of the Archdiocesan Metropolitan where Sections 4.10, 21.01, 21.05, and 22.02 so require, and the General Body's vote alone is not final in those cases. The General Body has no authority to discipline, suspend, or terminate the Vicar or any Priest serving the Church.

Section 8.13: Constitutional Supremacy

Under no circumstances shall members of the General Body, collectively or individually, implement, execute, enforce, or act in contravention of the registered Constitution and Bylaws.

ARTICLE IX: CONDUCT OF GENERAL BODY MEETINGS

Section 9.01: Registration

All eligible voting members attending a General Body meeting must sign the official attendance register. The Secretary shall verify the attendance against the list of eligible voters. Once the Secretary confirms that the attendance complies with the voter list, the Chairman shall sign the register when formally calling the meeting to order, at which time registration closes. Any signature appearing on the attendance register after that of the Chairman shall be deemed legally invalid.

Section 9.02: Order of Business

To preserve administrative decorum, all meetings shall follow this order:

1. Opening Prayer
2. Reading and adoption of the minutes of the previous meeting
3. Presentation of the financial status update (if applicable)
4. Deliberation on the scheduled agenda (old business and new business)
5. Miscellaneous matters permitted by the Chairman
6. Formal reading and recording of the decisions enacted during the current meeting
7. Pastoral Benediction
8. Formal Adjournment

Section 9.03: Recording and Approval of Minutes

All decisions enacted during a meeting must be immediately recorded in a rough minutes book and read aloud to the floor at the conclusion of the meeting. Once verified by the assembly, the minutes must be attested by the signature of the secretary and presiding officer and subsequently transcribed (the process of converting the verified rough or recorded notes into structured, complete, and legally sound minutes, faithfully reflecting what the assembly verified) into the official General Body Minutes Book.

Section 9.04: Floor Motions and New Agenda Items

Any member wishing to introduce a matter into the General Body agenda must submit the item in writing to the Board of Trustees at least one (1) week prior to the meeting. New agenda items arising directly from the floor during a meeting may be included for discussion only if the presiding Chairman approves and at least one-third (1/3) of the voting members present support their inclusion. No binding resolution may be adopted on a floor item that was not included in the published agenda, unless these Bylaws expressly permit an emergency decision or applicable law permits the matter to be decided without prior notice.



Section 9.05: Alteration to a General Body Decision

Any decision enacted by a General Body may be altered, amended, or rescinded only by a Two-Thirds Majority (Section 8.05A.02) at a subsequently convened General Body meeting. Where another provision of these Bylaws prescribes a specific procedure or approval requirement for the decision concerned, that decision may be altered, amended, or rescinded only by complying with the same applicable requirements.

ARTICLE X: EMERGENCY GENERAL BODY MEETINGS

Section 10.01: Convening and Scope

In a critical emergency involving imminent and irreparable harm to personal safety, property integrity, legal status, or core parish operations where the notice period required by Section 8.03 could not be observed without causing severe harm, the Vicar, with the agreement of at least two-thirds (2/3) of all active Voting Board Members, may issue a written Declaration of Emergency and convene an Emergency session on same-day or one-week notice. Deliberations and votes are strictly confined to the single agenda item declared in the Declaration of Emergency. An Emergency General Body shall not amend this Constitution or Bylaws, approve amalgamation or dissolution, approve a property transaction under Section 7.01, revoke membership, remove an elected Officer, or bypass any approval expressly required elsewhere in these Bylaws.

Attending Registered voting members constitute a valid quorum only if they represent at least twenty percent (20%) of the active voting membership applicable to that meeting under Section 8.01A. Subscription arrears do not affect eligibility, and any person eligible under Sections 8.01A.01 and 8.01A.03 may participate. The Board must make every reasonable effort to notify all Registered Members by email or text message prior to the vote, and decisions are subject to retrospective reporting to the Archdiocesan Metropolitan within forty-eight (48) hours. Approval requires a Two-Thirds Majority vote of the Emergency General Body and subsequent reporting to the next regular General Body for ratification by a Two-Thirds Majority vote. Notwithstanding Section 9.05, if that General Body determines by a Two-Thirds Majority that the emergency conditions described in the first sentence of this Section did not exist when the Declaration of Emergency was issued, any actions authorized are immediately suspended and the Board of Trustees may be subject to disciplinary action for acting against the best interests of the Church and its members.

Section 10.02: Contested Decisions

A decision of an Emergency General Body session may be contested by written dissent delivered to the Vicar within ten (10) days of the decision. If the Vicar is unable to settle the matter within fourteen (14) days of receiving the dissent, it shall be referred to the Archdiocesan Metropolitan.

Section 10.03: Limit on Emergency Expenditure

An Emergency General Body session shall not approve an unbudgeted expenditure or financial commitment exceeding twenty-five thousand dollars (\$25,000). A matter exceeding that amount shall be brought before a regular or Special General Body meeting under Article VIII, save that the Board of Trustees may incur only such expenditure as is strictly necessary to prevent immediate and irreparable harm pending that meeting, and shall report every such expenditure to the next General Body meeting.

ARTICLE XI: THE CLERGY AND THE VICAR

Section 11.01: Spiritual Authority

The Vicar must be a canonical Priest ordained and recognized by the Universal Syriac Orthodox Church, holding active and current priestly faculties, who pledges complete allegiance to His Holiness the Syriac Orthodox Patriarch and to the Archdiocesan Metropolitan appointed by His Holiness.



Section 11.02: Pastoral Oversight

The Vicar holds primary responsibility for the administration of all sacraments, liturgical services, and spiritual activities of the Parish, reporting directly to the Archdiocesan Metropolitan. The Vicar must obtain the prior written Ecclesiastical Permission of the Archdiocesan Metropolitan to perform pastoral functions outside standard parish ministry (such as receiving individuals into the Holy Church or performing a second marriage).

Section 11.03: Status and Appointment of the Vicar

The Vicar shall serve as the official Chairman of the Parish. The appointment, placement, and transfer of the Vicar rest entirely under the exclusive canonical authority of the Archdiocesan Metropolitan.

Section 11.04: Remuneration

The Parish shall provide the Vicar with appropriate remuneration, benefits, and maintenance as directed by the Archdiocese.

ARTICLE XII: DUTIES AND RESPONSIBILITIES OF THE VICAR

The Vicar shall:

- 12.01 Priestly Obligations:** Fulfill all priestly, liturgical, and sacramental obligations within the Parish.
- 12.02 Household Visitations:** Conduct pastoral visitations to all registered households within the Parish at least once per calendar year.
- 12.03 Pastoral Care:** Provide spiritual counselling, pre-marital counselling, grief ministry, and pastoral care to the sick, vulnerable, and distressed.
- 12.04 Custody of Sacred Items:** Serve as sole custodian of the official parish registers (Baptismal, Marital, and Burial), the Holy Mooron (Holy Chrism), and other Holy Oils.
- 12.05 Roster Submission:** Personally submit the updated parish membership list and the roster of the newly elected lay Officers and Board Members to the Archdiocesan Metropolitan for Ecclesiastical Blessing prior to the formal handover of the Board of Trustees.
- 12.06 Meeting Convocation:** Retain the authority to convene meetings of all auxiliary spiritual organizations.
- 12.07 Presiding Limits:** Serve as Chairman of, and preside over, the General Body, the Board of Trustees, and the Auxiliary Organizations and Sub-Committees of the Church, to preserve order and constitutional compliance, subject to Section 16.02.01A; the Vicar holds no vote on temporal, administrative, or financial matters.
- 12.08 Implementation of Decrees:** Ensure that all official patriarchal and archdiocesan directives and pastoral letters are fully and faithfully implemented within the Parish.

ARTICLE XIII: DISPOSAL OF COMPLAINTS AGAINST CLERGY

Section 13.01: Submission Timeline

Any formal complaint regarding the Vicar must be submitted in writing directly to the Archdiocesan Metropolitan. A complaint referencing a specific incident must be submitted within thirty (30) days of the occurrence. Anonymous complaints shall be discarded without review.

Section 13.02: Review and Resolution

Within thirty (30) days of receipt, the Archdiocesan Metropolitan shall review the complaint on its merits and take appropriate canonical action.



ARTICLE XIV: THE BOARD OF TRUSTEES

Section 14.01: Democratic Composition and Eligibility

The day-to-day temporal, financial, and administrative affairs of the Church shall be managed collectively by the Board of Trustees, a democratic body governed by majority rule. It shall consist of the Chairman (who serves ex officio and holds no vote on temporal, administrative, or financial matters), the elected lay President, the elected lay Treasurer, the elected lay Secretary, and a minimum of four (4) other elected lay Board Members.

In these Bylaws, "Officer" means the President, the Treasurer, or the Secretary; "Board Member" (or "Trustee") means any elected lay member of the Board of Trustees, including the Officers; "Voting Board Member" means any Board Member entitled to vote on temporal, administrative, or financial matters; and "Board of Trustees" means the Chairman together with all elected Board Members. To be eligible for election to the Board, an individual must be a Registered Member in good standing with no financial dues, be at least eighteen (18) years of age, and have completed two (2) years of continuous active membership. Only one (1) member from a family may serve on the Board at any given time.

Section 14.02: Term Limits and Fiscal Year

The lay Officers and Board Members shall be democratically elected by majority vote at the Annual General Body meeting. The term of office is one (1) year, and no lay Board Member shall serve more than two (2) consecutive terms in the same position. The fiscal year runs from January 1 to December 31. The terms fiscal year, financial year, and calendar year, wherever used in these Bylaws, refer to this same period.

14.02.01 Governance Continuity Clause: If unforeseen circumstances delay the annual elections past the final Sunday of February, the existing Board of Trustees shall continue to manage day-to-day administration and emergency matters only until a formal handover occurs. This handover must follow an Annual General Body meeting conducted on or before the first Sunday of March. If an election fails to occur by the first Sunday of March, the Chairman shall immediately notify the Archdiocesan Metropolitan to initiate intervention.

Section 14.03: Spiritual Separation

The Board of Trustees is a temporal management body; it shall not interfere with matters of spiritual, liturgical, or ecclesiastical discipline, which remain under the exclusive jurisdiction of the Vicar and the Archdiocesan Metropolitan.

Section 14.04: Blessing and Installation

Following receipt of the Ecclesiastical Blessing from the Archdiocesan Metropolitan, the newly elected lay Board Members shall formally take their solemn oath of office, administered by the Vicar before the altar, immediately following the celebration of the Holy Qurbano.

Section 14.05: The Oath of the Board of Trustees

"I, _____, do hereby swear before God Almighty that I will not deviate from the Apostolic and Orthodox beliefs and doctrines handed down to me from the first three Ecumenical Councils; that I will serve the Church and the people with my whole heart, sincerity, and unswerving fidelity; that I will obey unquestioningly the canonical orders of our Supreme Ecclesiastical Head, His Holiness the Patriarch, and the Metropolitan of the Archdiocese; and that I will perform the functions of my office according to the Constitution and Bylaws, with undivided devotion, motivated solely by the highest consideration for the welfare of my parish and its members."



Section 14.06: Board Chair

The Vicar, as Chairman, shall preside over all sessions of the Board of Trustees. In the absence of the Vicar, the elected lay President may preside in accordance with Section 16.02.01A.

Section 14.07: Custody of Deeds

All property titles, corporate deeds, and executed legal agreements of the Parish shall be kept securely at the church under the joint custody of the Secretary and the Treasurer. Official corporate governance records shall be maintained by the Secretary under Section 18.02.02, and official financial and accounting records shall be maintained by the Treasurer under Section 17.02.07.

Section 14.08: Meeting Frequency, Quorum, and Notices

The Board of Trustees shall meet at least once per calendar month, typically on a Sunday following the Holy Qurbano. Any Board meeting scheduled on a weekday requires the unanimous consent of all active Voting Board Members. A Simple Majority of active Voting Board Members constitutes a quorum for transacting business. Formal notice and agenda must be sent by email or text message at least seven (7) days in advance of a regular meeting; this seven-day notice period may be waived if all active Voting Board Members agree in writing or by trackable electronic communication prior to the meeting.

Emergency Board sessions dealing with a single urgent matter may be called by the Secretary at the request of the Chairman or one-third (1/3) of the Voting Board Members, with notice by email or text message at least three (3) days prior to the session; such a session may be held on the same day upon the unanimous consent of all active Voting Board Members.

A Board Member may participate in any session of the Board of Trustees by secure electronic means, provided that all participants can hear and be heard in real time; a Board Member so participating is counted toward the quorum of that session and may vote. Meetings of the General Body require the physical presence of members, and participation by electronic means does not count toward quorum or voting at any General Body meeting.

Section 14.09: Democratic Mandate of the Board

The Board of Trustees shall collectively:

- 14.09.01 Primary Day-to-Day Temporal Authority:** Hold the primary day-to-day governing, administrative, and implementation authority over the temporal, financial, and corporate affairs of the Parish, subject to the authority reserved to the General Body by this Constitution and Bylaws.
- 14.09.02 Budget Enforcement:** Ensure the General Body's approved budget is maintained and executed judiciously.
- 14.09.03 Financial Review:** Review, balance, and approve the yearly and half-yearly Statement of Accounts before presenting it to the General Body for final adoption.
- 14.09.04 Administrative Review:** Review and approve the yearly and half-yearly Administrative Report before presenting it to the General Body for final adoption.
- 14.09.05 Agenda and Meeting Administration:** Prepare the proposed agendas for General Body meetings, facilitate their conduct in accordance with Sections 8.02, 15.05, and 18.02.03, and systematically implement the resolutions enacted by the General Body.
- 14.09.06 Voters List Approval:** Review and approve the official list of Registered voting members (Voters List) eligible for General Body assemblies. The Board approves the Voters List applicable to each meeting in accordance with Section 8.01A.
- 14.09.07 Auxiliary Support:** Review, facilitate, and support the needs of all auxiliary organizations and parish ministries.
- 14.09.08 Personnel Management:** Hire and manage professional personnel, contractors, consultants, or legal counsel necessary for parish operations.



14.09.09 Constitutional Stewardship: Serve as the primary stewards and guardians of this Constitution and Bylaws, ensuring that all corporate acts, parish activities, and administrative policies remain in strict compliance with its provisions.

14.09.10 Quarterly Financial Publication: Publish, each quarter, a financial status report on the Church notice board, prepared by the Treasurer, detailing income, expenditure, closing balance, and the aggregate amount of outstanding dues and arrears. The names of members in arrears are published only as provided in Section 17.02.15.

Section 14.10: Unified Fiduciary Escalation and Misappropriation Clause

Every member of the Board of Trustees (including the Chairman, President, Treasurer, and Secretary) bears a strict fiduciary, legal, and moral responsibility to safeguard the spiritual and material integrity of the Parish, its assets, and these Bylaws.

Any Board Member who discovers or receives credible evidence of a material breach of this Constitution, operational wrongdoing, breach of trust, financial mismanagement, malfeasance, or the unauthorized use, diversion, or misappropriation of Church funds, property, or assets shall immediately submit a formal complaint pursuant to Section 22.01. If the complaint is not resolved to a satisfactory conclusion under Section 22.01, the Board Member shall escalate the matter directly to the Archdiocesan Metropolitan. Where the matter implicates the Board of Trustees as a whole or a majority of its members, concerns a member of the clergy, or where delay would risk further loss to the Parish, the Board Member may report directly to the Archdiocesan Metropolitan without first proceeding under Section 22.01.

No member who, in good faith, reports suspected wrongdoing under this Section shall be subjected to retaliation, removal, discipline, or loss of standing by reason of that report. Retaliation against a good-faith reporter is itself a breach of these Bylaws and grounds for discipline.

Section 14.11: Attendance Enforcement

Any elected Board Member who absents themselves from three (3) consecutive regular Board meetings (excluding emergency sessions), or who is absent from the jurisdiction (Section 1.02) for more than ninety (90) consecutive days, shall automatically forfeit their seat on the Board, unless a valid, verifiable medical or personal reason is formally submitted and accepted by the Board of Trustees. Before the forfeiture is recorded as final, the Secretary must notify the member in writing of the attendance or jurisdictional absence relied upon and provide a reasonable opportunity to submit a valid, verifiable medical or personal reason. The Board of Trustees shall determine whether the submitted reason is accepted, with the affected member excluded from deliberation and voting on that determination, and the decision shall be recorded in the minutes. Forfeiture under this Section is an automatic vacancy arising from failure to satisfy continuing attendance requirements and is not a disciplinary removal under Section 21.01. The resulting vacancy shall be filled in accordance with Section 21.06, with formal notification transmitted to the Archdiocesan Metropolitan. Participation by electronic means under Section 14.08 constitutes attendance for the purposes of this Section.

Any Board Member who will be absent from the jurisdiction for more than fourteen (14) consecutive days shall, before departing, provide written notification to the Board of Trustees and formally designate and delegate their responsibilities to another Board Member, recorded in the minutes.

Section 14.12: Signing Authority

14.12.01 Legal and Financial Authorization: No Officer, Board Member, or other member of the Church shall execute any contract, borrowing instrument, security agreement, major financial commitment, or other binding corporate agreement on behalf of the Church without authority granted under this Constitution and Bylaws or by formal resolution of the Board of Trustees or General Body. Routine banking transactions and expenditures

already authorized within the approved annual budget may be executed by the authorized signing Officers in accordance with Article XX without requiring a separate resolution for each individual transaction.

- 14.12.02 Ecclesiastical and Canonical Authorization:** For all sacramental, religious, or canonical instruments, the signature of the Vicar is mandatory, accompanied by the corporate seal and the signature of the Secretary where legally or procedurally required.

Section 14.13: Transparency and Records Access

On the written request of a Registered Member to inspect parish, financial, or corporate records, the Board of Trustees shall arrange secure access at the church facility within fifteen (15) days of receiving the request. Access is subject to applicable privacy law and shall not extend to privileged legal communications, confidential pastoral or disciplinary information, personal information of another individual, employee records, security credentials, banking access information, or any record whose disclosure is prohibited by law.

Section 14.14: Governance Transition and Handover

- 14.14.01 General Duty to Hand Over:** On the expiration of their term, the outgoing Board shall continue solely in a caretaker capacity until Ecclesiastical Blessing has been received or deemed given. Formal handover shall be completed within fifteen (15) days thereafter.

- 14.14.02 Joint Verification Protocol:** The Chairman, the outgoing Board of Trustees, and the incoming blessed Board of Trustees shall collectively review, verify, and initial the official transfer logs on completion of the handover.

- 14.14.03 Emergency or Sudden Vacancy:** In the event of the resignation, removal, death, or sudden vacancy of an Officer or Board Member, that individual or their representative shall immediately surrender all Parish records, assets, credentials, keys, documents, funds, and other property then held or controlled by that individual. Such items shall be transferred to the appropriate continuing custodian under these Bylaws or, where no appropriate custodian is then available, temporarily to the Chairman pending formal reassignment by the Board of Trustees.

- 14.14.04 Scope of Handover Items:** For the purposes of this Section, all belongings pertaining to the Parish include, without limitation, the following three (3) categories:

(a) Financial Assets and Records, including:

1. *Physical financial records:* all accounting ledgers, bank statements, chequebooks, receipt books, invoices, vouchers, bills, and historical financial documents, reports, audits, and CRA-filed returns.
2. *Digital financial access:* all administrative login credentials, passwords, encryption keys, and security tokens for parish bank accounts, accounting software, and merchant or payment gateways.
3. *Liquid assets and instruments:* all corporate credit cards, petty cash reserves, undeposited cheques, savings certificates, and investment bonds.

(b) Governance and Legal Documentation, including:

1. *Official logs:* the transfer logs required for verification and initialing under Section 14.14.02.
2. *Corporate records:* signed minutes of all past Board of Trustees and General Body meetings, the master copy of the Bylaws, and all approved structural or operational policies.
3. *Legal and regulatory documents:* the official Parish registry and membership rolls, the certificate of incorporation, tax-exempt status documentation, and all provincial and federal regulatory filings.
4. *Contracts and agreements:* all executed and active vendor contracts, employment agreements, insurance policies, and active land-development or construction scopes of work.

(c) Physical and Digital Property, including:

1. *Physical property and access:* all keys to parish facilities, access cards, master



keys, and combinations to safes, lockboxes, or filing cabinets.

2. *Digital assets*: master administrative logins, recovery emails, and passwords for parish email accounts, website domains, web hosting, social media profiles maintained by the church, and cloud storage.

3. *Inventory and stationery*: the official corporate seal, physical stamps, stationery, letterheads, and all parish-owned capital equipment, including laptops, mobile devices, and projectors.

14.14.05 Credential Rotation: On completion of any handover, the incoming Board of Trustees shall promptly reset or rotate all passwords, access tokens, and security credentials for parish bank accounts, email, domains, social media, and software, so that no former officer retains access. Disclosure of existing credentials under Section 14.14.04 is a transitional measure only and does not substitute for this reset.

ARTICLE XV: THE CHAIRMAN

Section 15.01: Office of the Chairman

The canonically appointed Vicar is the ex officio Chairman of the Parish corporation.

Section 15.02: Monitoring and Attestation

The Chairman shall preside over the General Body, the Board of Trustees, sub-committees, and all auxiliary spiritual organizations to monitor constitutional alignment and preserve order. The Chairman shall attest the official minutes after they have been prepared and signed by the Secretary.

Section 15.03: Spokesperson

The Chairman serves as the primary ecclesiastical spokesperson for the Church within the wider community.

Section 15.04: Executive Oversight

The Chairman shall monitor operations to ensure that all resolutions passed by the Board of Trustees and the General Body are executed properly, legally, and canonically.

Section 15.05: Convening Authority

Except for a Metropolitan-initiated meeting under Section 8.10, the Chairman retains the authority to direct the Secretary to convene meetings of the Board of Trustees, the General Body, and sub-committees whenever necessary, or at the request of a Simple Majority of the Voting Board Members.

ARTICLE XVI: THE PRESIDENT

Section 16.01: Qualifications

The President shall be a layperson democratically elected annually by the General Body. The President must be a Registered Member in good standing, at least eighteen (18) years of age, of sound mind and good moral character, and must have maintained active parish membership for a minimum of two (2) continuous years.

Section 16.02: Duties and Responsibilities

The President shall:

16.02.01 Temporal Deputization and Session Presiding: In the absence of the Chairman, perform the temporal and administrative duties of the Chairman, including presiding over sessions of the General Body and the Board of Trustees, while strictly excluding any

priestly, sacramental, or liturgical obligations, holding authorization in accordance with Section 16.02.01A.

16.02.02 Secondary Spokesperson: Serve as the secondary spokesperson for the Church within the community, subordinate to the Chairman.

16.02.03 Pastoral Harmony: Actively promote a peaceful, harmonious, and cooperative environment within the Parish, collaborating closely with the Vicar, the Board Members, and the congregation.

16.02.04 Program and Capital Projects Oversight: Serve as the Board's primary liaison for monitoring, evaluating, and reporting on the progress, operation, and development of all community welfare, socio-economic, sports, and capital building initiatives undertaken by the Parish under Article XXVII.

16.02.05 Governance Transition: On the expiration, resignation, or removal of their term, hand over all corporate records, documents, and assets in strict accordance with the protocols and timelines set out in Section 14.14 and Section 21.04.

Section 16.02.01A: Absence of the Chairman and Authorization to Preside

16.02.01A.01 Definition: For the purposes of Sections 8.02, 14.06, and 16.02.01, the absence of the Vicar as Chairman means that the Vicar is unable to attend or to preside at the meeting concerned, or that the office of Vicar is vacant. The phrase absolute absence wherever used in these Bylaws bears this meaning.

16.02.01A.02 Standing Authorization: The Vicar may, at the commencement of each elected term, sign a standing written authorization permitting the elected President to preside over temporal sessions of the General Body and the Board of Trustees during any absence of the Vicar. A standing authorization constitutes authorization under this Section for the duration of the term, and shall be retained with the corporate records of the Parish.

16.02.01A.03 Alternative Authorization: Where no standing authorization is in force, the President may preside with the specific prior written consent of the Vicar or, where the Vicar is unable to give it or the office is vacant, with the written authorization of the Archdiocesan Metropolitan.

16.02.01A.04 Limits: A President presiding under this Section exercises only the temporal and administrative functions of the Chairman, and no priestly, sacramental, or liturgical function. The President retains their own single vote as an elected member while presiding.

ARTICLE XVII: THE TREASURER

Section 17.01: Qualifications

The Treasurer is the primary lay financial steward of the Parish's properties, accounts, and finances. The Treasurer shall be elected annually by the General Body and must be a Registered Member in good standing, at least eighteen (18) years of age, of sound mind and good moral character, and must have maintained active parish membership for a minimum of two (2) continuous years.

Section 17.02: Duties and Responsibilities

The Treasurer shall:

17.02.01 Ledger Maintenance: Maintain a professional, accurate, and fully receipted accounting ledger of all income, subscriptions, donations, tithes, and expenditures of the Parish, and make it transparently available to Board Members as required.

17.02.02 Asset and Liability Tracking: Keep an exact, up-to-date record of all corporate assets and liabilities.

17.02.03 Budget Formulation: Formulate and present the detailed annual operating budget to the Board for approval prior to its presentation to the General Body.

17.02.04 Co-Signatory Authority: Serve as a mandatory co-signatory for all parish bank accounts alongside the Secretary (or the President, under the exceptions in Section 20.02).



- 17.02.05 Collection Verification:** Collect all offerings received in cash, cheques, and other valuables during church services, ensuring that at least one (1) other elected Board Member physically co-signs the collection logs to verify the amount.
- 17.02.06 Bank Deposits:** Deposit all cash, cheques, and electronic funds received into the official parish bank account as soon as practicable, and in any event within fifteen (15) working days of receipt.
- 17.02.07 Record Custodianship:** Serve as the designated custodian of official financial records and instruments, including receipt books, voucher books, bank cheques, deposit books, and federal and provincial financial and tax documentation.
- 17.02.08 Asset Inventory:** Maintain a detailed, audited inventory of all movable and immovable parish property.
- 17.02.09 Financial Reconciliation:** Keep all Church accounts balanced, reconciled, and transparent at all times, and available to Board Members as required.
- 17.02.10 Corporate Receipts and Payment Vouchers:** Document all financial inflows and outflows of the Parish and log them into the parish accounting software or ledger promptly. Specifically, the Treasurer shall:
- (a) *Incoming corporate receipts:* issue a formal, serially numbered, signed corporate receipt for all funds, subscriptions, donations, tithes, or contributions received by the Church from any source.
 - (b) *Outgoing payment vouchers:* prepare a formal, detailed payment voucher for every corporate disbursement, expenditure, or reimbursement. No parish funds shall be paid out without a corresponding payment voucher that explicitly breaks down the business purpose of the expense, lists matching original/copy of the third-party receipts or invoices, and bears the signatures of the Treasurer.
- 17.02.11 Charitable Tax Receipts:** Issue formal, signed donation receipts solely for eligible charitable funds, donations, or contributions received in the fiscal year, strictly in accordance with Canada Revenue Agency (CRA) regulations, with cumulative annual tax receipts prepared and issued during the month of January for the preceding calendar year.
- 17.02.12 Auditing Compliance:** Retain all original/copy of the invoices, receipts, bills, and contracts for disbursements for a minimum of six (6) years. Every reimbursement request must be accompanied by an official payment voucher detailing the expense.
- 17.02.13 Financial Reporting:** Present the yearly and half-yearly audited financial reports to the Board for approval prior to their presentation to the General Body.
- 17.02.14 Revenue Collection:** Collect all monthly subscriptions, outstanding dues, and other receivables owed to, or committed to the trust and operation of, the Parish from members, individuals, or external entities.
- 17.02.15 Arrears Disclosure:** Publish the list of outstanding membership subscription dues and other financial arrears on the Church notice board at least three (3) weeks prior to the Annual General Body meeting, and at least three (3) weeks prior to the Mid-Year General Body meeting, to establish subscription-based voting eligibility for those two meetings under Section 8.01A. This arrears list does not affect eligibility at any other General Body meeting.
- 17.02.16 Regulatory Filings:** Ensure that all non-profit accounting, corporate annual returns, employment-records compliance, and federal and provincial charitable tax filings (including CRA returns) are fully, accurately, and timely completed for each calendar year.
- 17.02.17 Governance Transition:** On the expiration, resignation, or removal of their term, hand over all corporate records, financial logs, and assets in strict accordance with the protocols and timelines set out in Section 14.14 and Section 21.04.

ARTICLE XVIII: THE SECRETARY

Section 18.01: Qualifications

The Secretary shall be a layperson elected annually by the General Body. The Secretary must be a Registered Member in good standing, at least eighteen (18) years of age, of sound mind and good



moral character, and must have maintained active parish membership for a minimum of two (2) continuous years.

Section 18.02: Duties and Responsibilities

The Secretary shall:

- 18.02.01 Custody and Preparation of Minutes:** Serve as the sole legal custodian of the official minutes of all meetings of the General Body and the Board of Trustees, including the comprehensive recording, drafting, and maintenance of both preliminary rough minutes and finalized official minutes. All minutes must be signed by the Secretary and attested by the Chairman in accordance with Section 9.03.
- 18.02.02 Corporate Seal and Records:** Properly record, index, and maintain all official corporate records, correspondence, and historical archives of the Parish, and serve as the designated custodian of the official corporate seal, applying it exclusively to documents authorized by the Board of Trustees or as required by law.
- 18.02.03 Meeting Notices:** Issue formal notices to convene meetings of the Board of Trustees or General Body upon receiving a directive from the Chairman, or upon receiving any other valid request, petition, or authorization to convene a meeting expressly permitted under Constitution and Bylaws.
- 18.02.04 Administrative Reporting:** Draft and present the yearly and half-yearly Administrative Report to the Board for approval prior to its presentation to the General Body.
- 18.02.05 Voters List Verification:** Compile and publish the officially approved Voters List on the Church notice board at least one (1) week in advance of any General Body meeting; any discrepancies reported by members must be verified and corrected within three (3) days. The Voters List for the Annual General Body meeting and for the Mid-Year General Body meeting shall apply the subscription-currency requirement in Section 8.01A.02; the Voters List for every other General Body meeting shall apply only the general eligibility requirements in Section 8.01A.01. Any subscription arrears paid at least two (2) days before publication of the final Voters List shall be reflected in that Voters List. Once published, the Voters List for a meeting is final for that meeting, and no member may be added to it after publication for the purpose of that meeting, except to correct a verified discrepancy reported under this Section within the three (3) day correction period.
- 18.02.06 Co-Signatory Mandate:** Serve as a mandatory co-signatory for parish bank accounts and legal notices alongside the Treasurer.
- 18.02.07 Liturgical Announcements:** The Secretary is responsible for preparing, maintaining, and archiving a weekly log of all parish notices, events, and prayer requests, handing the finalized document directly to the officiating clergy prior to the service for formal reading to the congregation. Additionally, any valid decisions passed during a General Body meeting must be properly attested and signed by the Chairman and delivered to the clergy to ensure they are officially announced on the Sunday immediately following the meeting.
- 18.02.08 Correspondence Framework:** Act as the official corresponding officer of the Parish, responsible for all incoming and outgoing communications. All official correspondence, notices, and records shall be received, maintained, and issued through the Secretary, unless the Board of Trustees or the Archdiocesan Metropolitan directs otherwise, and shall be made available to Board Members as necessary.
- 18.02.09 Governance Transition:** On the expiration, resignation, or removal of their term, hand over all minutes, logs, corporate seals, and records in strict accordance with the protocols and timelines set out in Section 14.14 and Section 21.04.

ARTICLE XIX: AUDITORS

Section 19.01: Independent Review

At each Annual General Body election meeting, the assembly shall elect two (2) independent internal Auditors. The Auditors shall thoroughly examine, audit, and authenticate all financial accounts, ledgers, bank statements, and transactions of the Church and its auxiliary spiritual



organizations. They must verify that every expense has documented Board or General Body approval and that all income is fully reconciled, ensuring that the financial statements present a true, fair, and transparent view of the Parish's finances.

To preserve the integrity of the audit, each Auditor must be a Registered Member in good standing, at least eighteen (18) years of age, and independent of the Board of Trustees for the fiscal year under review. No person may serve as an Auditor who is, or whose spouse or immediate family member is, an Officer or Board Member for the fiscal year being audited, or who held signing authority over the accounts being audited, and no person may audit a period in which they themselves served as Treasurer.

The Treasurer and the Secretary shall provide access to all financial and administrative records at least three (3) weeks prior to the Mid-Year and Annual General Body meetings, so that the Auditors can verify that business is conducted judiciously in furtherance of the Parish's objectives.

Section 19.02: Accountability

The Auditors shall communicate their preliminary findings to the Board of Trustees one (1) week prior to presenting the final report to Mid-Year and Annual General Body. They shall present the final report directly to the floor of the General Body, to which they are ultimately accountable.

ARTICLE XX: BANK ACCOUNTS AND FINANCIAL OPERATIONS

Section 20.01: Institutional Account Opening

The creation of any new bank account, line of credit, or financial instrument requires the joint execution of the Treasurer, Secretary, and President, following a formal, documented resolution and the approval of the General Body. If any line of credit or financial instrument is secured by immovable property, Section 7.01 also applies.

Section 20.02: Dual-Signature Mandate

The primary operating bank accounts of the Parish shall be managed day-to-day under a mandatory dual-signature protocol: every cheque, withdrawal, or transfer requires the joint signatures of the Treasurer and the Secretary. In the documented absence or incapacitation of the Secretary, the elected lay President may substitute as secondary co-signatory. All expenditures, without exception, require the prior review and authorization of the Treasurer.

Section 20.03: Fixed Asset Restrictions

Prior, explicit consent of the General Body by formal resolution is required for any operation, closure, early liquidation, or transfer involving fixed deposit accounts, investments, or endowment funds held by the Parish.

ARTICLE XX(A): REGULATORY COMPLIANCE AND GAMING PROCEEDS

Section 20(A).01: Licensing

The Church may apply for licensing under the AGLC commission to conduct charitable gaming activities.

Section 20(A).02: Restricted Use of Funds

All proceeds from AGLC-licensed gaming activities shall be deposited into a separate, dedicated "Gaming Bank Account" and used solely for charitable, religious, or community programs within the Province of Alberta, in strict accordance with AGLC policies and approved use of proceeds.



Section 20(A).03: Dissolution of Gaming Assets

On the dissolution or winding up of the Church corporation, all remaining assets and funds derived from AGLC-licensed gaming activities, after payment of all specific gaming-related debts and liabilities, shall be transferred to another registered charitable organization in Canada that delivers benefits within the Province of Alberta, or to a trustee within the town or city to be held in trust for a charitable purpose approved by the AGLC.

ARTICLE XXI: RESIGNATION, REMOVAL, AND SUSPENSION

Section 21.01: Removal of Board Members and Members

A Board Member (including an Officer) may be removed from official position, or a lay member may have their Registered Membership revoked, by a Simple Majority vote of a General Body, following a formal written recommendation from the Board of Trustees. Where the Board of Trustees is unable or unwilling to issue such a recommendation because the matter concerns the Board as a whole or a majority of its members, the matter may instead be brought before the General Body upon a written referral from the Archdiocesan Metropolitan. A written referral under this paragraph satisfies the requirement for a Board recommendation under this Section. Revocation of Registered Membership under Section 4.10 or removal of a Board Member under this Section remains subject to the Ecclesiastical Consent of the Archdiocesan Metropolitan required under Section 2.04.03. This Section sets out the procedure referenced in Section 8.12 for the removal of an Officer.

Section 21.02: Due Process

A recommendation for removal or revocation, or a written referral from the Archdiocesan Metropolitan under Section 21.01, shall proceed only following a proper, transparent inquiry that substantiates, by clear and credible evidence, one or more of the following: financial misconduct; gross neglect of duty; conduct likely to tarnish the reputation of the Church; a material contravention of this Constitution; acting against the temporal or spiritual interests of the Parish; abandonment of the Syriac Orthodox faith; or renunciation of allegiance to the Patriarch or the Archdiocesan Metropolitan.

Before the matter is brought before the General Body, the affected person shall receive the allegations in writing and at least fifteen (15) days to provide a written response and supporting evidence, which shall be considered as part of the inquiry. The inquiry shall be conducted by impartial and non-conflicted persons appointed by the Board of Trustees. Any person who is the subject of the complaint, has a direct personal or financial interest in the matter, or otherwise has a conflict of interest shall recuse themselves from the inquiry and any related vote. Where the matter concerns the Board of Trustees as a whole or a majority of its members, the inquiry shall proceed upon a written referral from the Archdiocesan Metropolitan under Section 21.01 and shall be conducted by impartial persons identified or approved through that referral.

Section 21.03: Appeal Framework

Any person who is the subject of a removal, revocation, or suspension retains the right to submit a formal written appeal to the Archdiocesan Metropolitan within fourteen (14) days of receiving the written decision and reasons. The Board of Trustees shall provide written reasons immediately and shall transmit the decision, reasons, inquiry record, and any timely appeal to the Archdiocesan Metropolitan. Where Ecclesiastical Consent is required, the Archdiocesan Metropolitan shall review the record and any timely appeal before granting or withholding final Ecclesiastical Consent. The Archdiocesan Metropolitan's written determination serves as final pastoral arbitration and is binding. Except for an emergency suspension under Section 21.05, which takes effect immediately, a removal under Section 21.01 or a revocation under Section 4.10 does not take final effect until the appeal period has expired and, where Ecclesiastical Consent is required, that Consent has been given in writing.



Section 21.04: Surrender of Assets

On resignation, removal, or forfeiture of office, all Parish records, digital credentials, keys, seals, documents, funds, and assets held or controlled by the departing Officer or Board Member, including those itemized under Section 14.14.04 where applicable, shall be surrendered in accordance with Section 14.14.03.

Section 21.05: Emergency Suspension

In extreme situations involving suspected fraud, public scandal, or severe breach of these Bylaws, any Officer or Board Member may be suspended from their duties, with immediate effect, by a Two-Thirds Majority vote of the Voting Board Members. A suspension under this Section takes effect immediately and continues until it is confirmed or reversed under this Section.

For the purposes of this Section, the Two-Thirds Majority is measured against all active Voting Board Members other than any member who is the subject of the suspension, and not only against those present at the session. The Vicar shall immediately notify the Archdiocesan Metropolitan for counsel and guidance. The General Body shall confirm or reverse the suspension by Simple Majority vote at its next meeting, subject to the final Ecclesiastical Consent of the Archdiocesan Metropolitan.

Section 21.06: Vacancy Tracking

This Section governs the filling of any vacancy arising from the resignation, removal, or forfeiture of an Officer or Board Member. If the vacancy occurs within the first six (6) months of an elected term, a qualified successor shall be democratically elected by a Special session of the General Body. If the vacancy occurs after six (6) months have elapsed, the Board of Trustees may, by a Simple Majority vote, fill a vacant Officer position by appointing one of the sitting Board Members to it for the remainder of the term; a vacant Board Member seat arising after six (6) months may remain unfilled until the next election, provided the Board retains quorum under Section 14.08.

Section 21.07: Board Structural Changes

Any change to the active composition of the Board of Trustees due to death, resignation, or replacement must be communicated in writing to the Archdiocesan Metropolitan for formal Ecclesiastical Blessing.

Section 21.08: Episcopal Dissolution

If the Archdiocesan Metropolitan, following a formal inquiry, determines that the Board of Trustees is violating its solemn oath of office, acting in defiance of canonical law, or operating in a manner contrary to the vital spiritual and material interests of the Church, the Archdiocesan Metropolitan may dissolve the Board of Trustees and mandate new elections.

ARTICLE XXII: COMPLAINTS, GRIEVANCES, AND DISCIPLINE

Section 22.01: Lay Grievances

With the exception of complaints concerning clergy, which are governed exclusively by Article XIII, any formal complaint or grievance submitted by a member must be delivered in writing to the Board of Trustees, which shall issue a formal written response within fourteen (14) days of receipt. If the member remains unsatisfied with the outcome, the member may submit a written request within fourteen (14) days of receiving the response to forward the matter for General Body review, whereupon the Board must bring the matter before the General Body.

Section 22.02: Member Discipline

Any member alleged to have violated this Constitution, disrupted liturgical harmony, or acted against the explicit interests of the Church shall be given the allegations in writing and fifteen (15) days to respond in writing. If, after considering the member's written response and the available evidence, the Board of Trustees determines that disciplinary action is warranted, the Board may issue a written recommendation to the General Body. The General Body may approve, modify, or



reject the recommended disciplinary action by Simple Majority vote. Written reasons for the decision shall be provided to the affected member. The member shall then have the right of appeal under Section 21.03

No disciplinary measure under this Section shall become final until the appeal period has expired and the Archdiocesan Metropolitan has granted written Ecclesiastical Consent. For the purposes of this Section, disciplinary action means a written censure, the suspension of the right to vote at and attend General Body meetings for a stated period not exceeding twelve (12) months, or the suspension of eligibility to hold or stand for elected office for a stated period not exceeding two (2) years. This Section governs disciplinary measures against a member and is distinct from the removal of an Officer from office (Section 21.01) and the revocation of membership (Section 4.10).

Section 22.03: Protection of Partner's Rights

Within a Family/Household Membership, if any individual partner is placed under ecclesiastical discipline or has their voting privileges suspended, the other individual partner retains the right to attend, participate in, and cast the Family/Household Membership's single collective vote in General Body meetings.

ARTICLE XXIII: AUXILIARY SPIRITUAL ORGANIZATIONS

Section 23.01: Oversight and Accountability

The Church shall establish and maintain a Sunday School, St. Paul's Men's Fellowship, St. Mary's Women's League, the Mor Gregorios Syriac Orthodox Students Association (MGSOSA), the Mor Gregorios Syriac Orthodox Young Adults (MGSOYA), and any other spiritual organizations mandated by the Archdiocese.

The internal office bearers of these auxiliary organizations shall be approved by the parish General Body following elections held within their respective groups. These internal elections must be presided over by the Vicar, the ex officio Chairman of all auxiliary organizations. All auxiliary organizations remain financially accountable to the parish General Body and administratively accountable to the Vicar, Board of Trustees and their annual accounts must be audited in accordance with Article XIX. Age and eligibility guidelines for each auxiliary organization shall be set out in its internal rules, approved by the Vicar.

The auxiliary organizations shall operate under the following frameworks:

23.01.01 Sunday School: Operates strictly under the official curriculum of the Malankara Syrian Orthodox Sunday School Association (MSOSSA). Its leadership consists of a Principal, an Assistant Principal, and dedicated teachers.

23.01.02 St. Paul's Men's Fellowship: Established for the spiritual and communal progress of men. The fellowship shall elect a Secretary and a Treasurer to manage its internal affairs.

23.01.03 St. Mary's Women's League: Established for the spiritual and communal progress of women. The league shall elect a Secretary and a Treasurer to manage its internal affairs.

23.01.04 MGSOSA: The Mor Gregorios Syriac Orthodox Students Association, established for the progress, fellowship, and spiritual growth of the youth. The association shall elect a Secretary and a Treasurer to manage its internal affairs.

23.01.05 MGSOYA: The Mor Gregorios Syriac Orthodox Young Adults, established for the progress, fellowship, and spiritual growth of young adults. The association shall elect a Secretary and a Treasurer to manage its internal affairs.

Section 23.02: Direct Clergy Ministries

The Altar Servers, the Choir Team, and the Prayer Meetings Coordinators shall report directly to and operate under the exclusive spiritual and administrative supervision of the Vicar.



ARTICLE XXIV: CORPORATE AND COMMUNICATION RECORDS

Section 24.01: Official Contact and Communication Records

The Parish's official mailing address, telephone numbers, official email addresses, including a Church-owned, role-based Secretary email account designated by the Board of Trustees as the official email address of the Church, and official social media accounts are the property of the Church. These particulars are maintained as part of the Parish's corporate records rather than reproduced in this Constitution and Bylaws, so that they may be kept current without a formal amendment. Any change, update, or addition to these records requires the approval of the Board of Trustees, shall be recorded in the Board minutes, and shall be reported to the next General Body meeting.

ARTICLE XXV: MISCELLANEOUS PROVISIONS

Section 25.01: Archdiocesan Compliance

25.01.01 Records and Assessment Submissions: The Church shall faithfully pay its mandated annual archdiocesan assessments and submit accurate annual statistical records, including membership rolls, Board listings, baptisms, marriages, and funerals, to the Archdiocesan Office. The Chairman and the outgoing Secretary are jointly responsible for the timely submission of these records.

25.01.02 Lay Delegates and Archdiocesan Council Continuity: At each Annual General Body meeting, the assembly shall elect two (2) lay delegates to the Archdiocesan governing body for the Canada Region. If an elected lay delegate is subsequently elected to the Archdiocesan Council, that delegate shall automatically remain in office until their council term expires, and the General Body shall elect a replacement only if a vacancy arises.

Section 25.02: Control of Digital Assets

All digital assets belonging to the Parish (including official domain names, email suites, website hosting, and financial software access) must be under the direct control and supervision of the elected Board of Trustees. If necessary, the Board may appoint a qualified individual to professionally manage these assets under the Board's ongoing supervision.

Section 25.03: Severability

If any Article, Section, or provision of this Constitution and Bylaws is held to be invalid, unlawful, or unenforceable by a court or other competent authority of appropriate jurisdiction, that finding shall not affect the validity or enforceability of the remaining provisions, which shall continue in full force and effect. Any provision so affected shall be deemed modified only to the minimum extent necessary to render it valid and enforceable while preserving, as nearly as possible, the original intent of the Church.

Section 25.04: Indemnification

To the fullest extent permitted by the laws of the Province of Alberta, the Church shall indemnify the Vicar and each Board Member, Officer, employee, and duly authorized volunteer against all costs, charges, and expenses reasonably incurred in connection with any claim, action, or proceeding brought by reason of good-faith service to the Church, provided that the individual acted honestly and in good faith with a view to the best interests of the Church and, in any proceeding enforced by a monetary penalty, had reasonable grounds to believe the conduct was lawful. No indemnification shall be available in respect of liability arising from fraud, wilful misconduct, gross negligence, breach of fiduciary duty, or any act taken outside the scope of the individual's authority or in contravention of this Constitution and Bylaws.

Section 25.05: Written and Electronic Communications.

In this Constitution and Bylaws, any requirement that a notice, request, consent, approval, petition,

or other communication be "in writing" or "written" is satisfied by an electronic communication, including email, provided that its source and content can be reasonably identified and retained.

Section 25.06: Conflict of Interest and Recusal

No member of the General Body or the Board of Trustees may deliberate or vote on any matter in which they hold a personal, financial, or family interest, or that concerns their own removal, suspension, discipline, remuneration or contract. The interested person shall declare the interest, may answer questions of fact, and shall withdraw from the room while the matter is discussed and decided. The withdrawal does not reduce the quorum for that matter, and the person is not counted among the members present and voting for the purposes of Section 8.05A. Every declared conflict and recusal shall be recorded in the minutes. A contract or decision made in breach of this Section is voidable by the Board of Trustees or the General Body. No Board Member, Officer, Project Director, or Coordinator, and no immediate family member of any of them, may act as a paid vendor, contractor, or supplier to the Parish under Article XXVII without full disclosure, recusal, and the prior approval of the General Body.

ARTICLE XXVI: AMENDMENTS AND REVISIONS

Section 26.01: Foundational Articles

Articles I, II, and III, which define the foundational identity, immutable ecclesiastical allegiance, and sacramental affiliation of the Church under the Holy See of Antioch, may be amended, altered, or repealed only with the explicit written Ecclesiastical Consent of the Archdiocesan Metropolitan and in full compliance with Section 26.02 and the corporate laws of the Province of Alberta.

Section 26.02: General Amendment Process

Proposals to make, amend, vary, or rescind bylaws regulating the conduct of temporal, administrative, or financial matters, or providing for the management of the affairs of the Church, and to amend other non-foundational Articles, may be submitted in writing by any member to the Board of Trustees. This includes supplementary bylaws adopted where this Constitution does not address a specific administrative issue, or where any provision conflicts with municipal, provincial, or federal regulations, ordinances, or local norms, which shall in all cases be framed to conform to applicable law.

If the proposal receives a Two-Thirds Majority approval of the Voting Board Members, it shall be submitted to the General Body. Upon achieving a subsequent Two-Thirds Majority approval of the votes cast at a duly called General Body meeting, the amendment or bylaw shall take effect upon the final Ecclesiastical Verification and written sign-off of the Archdiocesan Metropolitan. Following that sign-off, the amendment or bylaw shall be filed or registered with Alberta Corporate Registry where required by applicable law.

ARTICLE XXVII: COMMUNITY WELFARE, SOCIO-ECONOMIC, SPORTS, AND CAPITAL PROJECTS

Section 27.01: Purpose, Scope, and Approved Programs

To fulfill its community and infrastructure objectives, the Parish may establish, fund, and oversee dedicated welfare, socio-economic, sports, cultural, and capital development initiatives. Approved programs are restricted to:

27.01.01 Capital and Building Projects: The acquisition, development, construction, renovation, and long-term maintenance of Church facilities, real estate, and related infrastructure.

27.01.02 Cultural Heritage, Education, and Sports: Language instruction, youth mentorship, literacy, cultural preservation, and organized sports, tournaments, or fitness programs promoting healthy fellowship.



- 27.01.03 Social Integration and Aid:** Newcomer settlement services, career counselling, health awareness, and emergency relief for economically disadvantaged individuals.
- 27.01.04 Compassionate Care and Outreach:** Volunteer-led senior care, wellness initiatives, transportation assistance, and logistical, practical, or spiritual support for hospitalized or chronically ill individuals.

Section 27.02: Leadership and Operational Administration

- 27.02.01 Project Directors:** The Board of Trustees or General Body shall appoint or elect not fewer than one (1) and not more than five (5) Project Directors who hold executive oversight, collectively where more than one is appointed, of all capital asset management, construction, engineering, facility expansion, and building projects, and who act as the primary liaison team between the Board, contractors, and municipal authorities.
- 27.02.02 Community Welfare, Sports, and Cultural Coordinators:** To manage community, athletic, and outreach programs, the Board of Trustees or General Body shall appoint or elect Coordinators. Working under the guidance of the Board, the Coordinators shall manage volunteers, draft annual activity plans, maintain operational records, and compile required performance reports.

Section 27.03: Governance, Accountability, and Financial Control

- 27.03.01 Board Supervision:** Both the Project Directors and the Coordinators are subordinate and accountable to the Board of Trustees. They hold no autonomous legal authority and may not independently execute building contracts, launch sports leagues, form real estate partnerships, or commit Parish resources without formal Board authorization.
- 27.03.02 Prior Project and Program Approval:** Every community initiative, athletic tournament, fundraising campaign, or building or renovation contract requires a comprehensive written proposal, budget forecast, and formal majority approval of the Voting Board Members before any work, event, or financial commitment begins. All such approvals remain subject at all times to Sections 7.01, 7.02, 8.07, 14.12, and Article XX.
- 27.03.03 Financial Isolation:** All revenues, athletic registration fees, capital campaign donations, building fund collections, and grants generated under this Article must be routed immediately and exclusively through the official primary bank accounts of the Parish. No individual, director, coordinator, or subcommittee may maintain separate bank accounts, independent ledgers, or autonomous cash reserves.
- 27.03.04 Auditing and Compliance:** All receipts, equipment purchases, contractor invoices, and disbursements are subject to the same internal spending controls, dual-signature mandates, independent audits, and statutory regulations (including the Alberta Building Code, liability insurance mandates, CRA, and AGLC policies) governing all other Parish assets. The Board of Trustees reserves the right to suspend, alter, or terminate any initiative under this article that violates these guidelines.



APPENDIX A: KEY PROVISIONS INDEX

PARISH CONSTITUTION & BYLAWS GOVERNANCE DIRECTORY

<u>Topic</u>	<u>Bylaw Section / Reference</u>
Who can vote; the Voters List	8.01A; 18.02.05
Good standing	4.04
Arrears warning, cancellation, regaining	4.09
Quorum for each meeting	8.04; 8.01A.05
Majorities	8.05A
Meeting types and notice	8.01; 8.03
Emergency meetings	Article X
The four Ecclesiastical approvals; the 30-day rule	2.04
Who presides when the Vicar is absent	16.02.01A
Property decisions	7.01; 8.04; 8.11
Unbudgeted spending thresholds	7.02
Bank accounts and signing	20.01; 20.02; 14.12
Removal, suspension, appeal	21.01 to 21.05
Member discipline	22.02
Conflict of interest and recusal	25.06
Handover and credential reset	14.14
Reporting wrongdoing; protection	14.10
Amendments and supplementary bylaws	Article XXVI
Board attendance by electronic means	14.08
Inspecting parish records	14.13



APPENDIX B: MEMBER'S SUMMARY (PLAIN LANGUAGE, NON-BINDING)

This summary is provided for convenience only. It is not part of the rules of the Parish. If anything in this summary differs from the Bylaws, the Bylaws govern.

Who can vote. You must be a Registered Member on the Voters List posted one week before the meeting. For the Annual and Mid-Year meetings your monthly subscription must be fully paid; at every other meeting, being behind on subscription does not stop you from voting. (Section 8.01A)

Losing and regaining membership. Twelve months of unpaid subscription cancels membership automatically; a written warning is sent at eleven months. Regaining after full payment goes through the Board. Any waiver of outstanding arrears is exceptional and requires a written Board recommendation and a Two-Thirds Majority vote of the General Body. (Section 4.09)

Quorum. Thirty percent of eligible voters must be present for ordinary business; fifty percent for amalgamation and constitutional amendments. Emergency General Body sessions require a minimum twenty percent (20%) quorum under Article X. A meeting at which a property transaction under Section 7.01 is deliberated requires a fifty percent (50%) quorum, and the transaction additionally requires the written approval of at least Two-Thirds (2/3) of the entire Registered Membership. (Sections 7.01, 8.04, and Article X)

How votes count. Unless these Bylaws expressly prescribe a different threshold, ordinary decisions pass by a Simple Majority of eligible members present and voting. (Section 8.05A)

Money. The Board may spend up to \$10,000 unbudgeted in a year; \$10,001 to \$25,000 needs a General Body majority; above \$25,000 needs a two-thirds vote. (Section 7.02)

Emergencies. Emergency General Body sessions are governed by Article X, require a minimum twenty percent (20%) quorum, and require a Two-Thirds Majority vote. They cannot approve unbudgeted spending above twenty-five thousand dollars (\$25,000). (Article X)

Property. Buying, selling, transferring or encumbering church immovable property, and any lease or rental of it for more than one (1) year, require the written approval of at least Two-Thirds (2/3) of the entire Registered Membership and the Metropolitan's Ecclesiastical Verification. A lease or rental for one (1) year or less needs only a Simple Majority of the General Body. Ordinary bookings of parish facilities under an approved fee schedule are not affected. (Sections 7.01, 8.04, and 8.11)

The Metropolitan's approvals. Blessing and Verification are treated as given if there is no written reply within thirty days. This does not apply to this Constitution and Bylaws or to any amendment to it, which always require his actual signature. Consent and Permission are never automatic. (Section 2.04)

When the Vicar is away. The President chairs the temporal business of meetings under a standing written authorization. (Section 16.02.01A)

Removal, revocation, suspension, and appeal. These follow the applicable inquiry, Board recommendation, and General Body decision process, with a fourteen-day right of appeal. Where Ecclesiastical Consent is required, the Metropolitan reviews any timely appeal before granting or withholding final Consent. (Sections 21.01 to 21.05)

Conflicts of interest. No one may vote on their own removal, contract, or payment, and must leave the room during the decision. (Section 25.06)

Lay Member Complaints/Grievances. Put a complaint under Section 22.01 in writing to the Board; a response is due within fourteen (14) days; unresolved matters go to the General Body. Complaints against clergy are governed separately by Article XIII and are submitted directly to the Archdiocesan Metropolitan.



FORMAL ADOPTION AND SIGN-OFF

This Constitution and Bylaws document was formally reviewed, accepted, and adopted by a vote of the General Body held on the 30 day of August, 2026

This Constitution and Bylaws document takes effect upon its adoption by the General Body recorded above and the subsequent Ecclesiastical Verification, followed by filing with Alberta Corporate Registry.

For Board Of Trustees

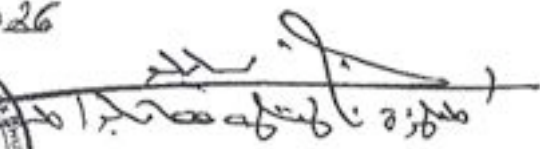
			
_____ (Chairman)	_____ (President)	_____ (Secretary)	_____ (Treasurer)

ECCLESIASTICAL VERIFICATION

Verified and confirmed as a valid protective framework of local parish guidance by His Eminence Mor Titus Yeldho, Archdiocesan Metropolitan of the Malankara Archdiocese of the Syrian Orthodox Church in North America. This approval remains fully valid until a Unified Parish Constitution is formally promulgated by the Archdiocese.

On this 10th day of September, in the year of our Lord 2026




Archdiocesan Metropolitan

Seal