

Final Ratified bylaws

The Ethiopian Orthodox Tewahdo
Church of Our Savior Inc. (EOTCOS)
(Medhanealem Church)
New York, N.Y.

June 2009

PREAMBLE:

We followers of the Ethiopian Orthodox Tewahdo faith residing in the Greater Metropolitan New York Area:

- Having committed ourselves to praying together and worshipping God in accordance with the Christian faith as practiced by the Ethiopian Orthodox Tewahdo Church which our ancestors have nurtured for generations,
- Availing ourselves of the benefits and spiritual guidance of the Ethiopian Orthodox Tewahdo Church,
- Realizing the need of promoting in our community, the rich knowledge of the history of our Church and recognizing its significant contribution to our national culture and heritage,

Have resolved to amend the 1993 bylaws as follows:

ARTICLE I
NAME AND LOCATION

Name

The name of the Corporation shall be The Ethiopian Orthodox Tewahdo Church of our Savior Inc., herein after called “The **Church**”.

Location and Address.

The Church is located in the New York City at
The Riverside Church
91 Claremont Avenue
NY, NY 1002
The Official mailing address shall be:
EOTCOS
PO BOX 250797
NY, NY 10025

ARTICLE II
ORGANIZATION AND PURPOSE

The Church of Our Savior constitutes a spiritual unit of the Ethiopian Orthodox Tewahdo Church, and as an indivisible part accepts and abides by its teachings and religious regulations with respect to matters of FAITH, WORSHIP and CREED.

The Church is organized:

- a) For purposes of religious worship and prayer in accordance with the teachings of Christianity as practiced by the Ethiopian Orthodox Tewahdo Church and
- b) To engage in charitable, religious, educational, cultural and social activities as specified in Section 501 (C) (3) of the Internal Revenue Service Code.....and shall not carry on activities not permitted under this Code.

The Church shall have the following purposes:

1. To establish and maintain a Church of religious worship as outlined above.
2. To provide spiritual and cultural programs in order to increase understanding of the history, culture, language and values of Ethiopia.
3. To perform baptism, marriage and burial rites.
4. To build and serve strong Orthodox Tewahdo community in the New York Metropolitan Area.

ARTICLE III
DUTIES AND POWERS

Section 1. Duties

1. Performs baptismal, marriage, burial rites and counseling services according to the customs and practices of the Church.
2. Provides educational programs to enhance the understanding of the Scriptures, history, culture and traditions of the Church.
3. Provides programs of education designed to promote the Christian upbringing of the Ethiopian youth in the area.
4. Mobilizes Parishioners in the provision of charitable services to the needy as well as contributions during an emergency or disaster and encourage volunteer work among its members.
5. Engages in preaching and teaching as well as evangelizing.

Section 2. Powers

1. The Church shall have all the powers enumerated in Public law....., the Non Profit Corporation Law for the attainment of its corporate objectives, including the power to solicit grants, contributions, and raise funds.
2. The Church shall be guided by ordained, qualified Ethiopian Orthodox Priests and Deacons to carry out its religious mandate and pastoral care.

1. 18 Years or older and a follower of the Ethiopian Orthodox Tewahdo Church.
2. Acceptance of the Church canon law, these bylaws and other rules as may be introduced.
3. Payment of membership fees, annual dues and any other fees as may be set by the Church or the Board of Trustees.

Section 2. Obligations

1. To provide material and physical assistance to the Church voluntarily and as requested.
2. To follow the teachings of the Church and abide by the bylaws of the Church. Respect and practice traditional cultures and the teachings of the Church and maintain high moral standards as taught by the Church
3. To pay membership dues and fees set out by the Board and the general assembly, in full at the beginning of the calendar year.
4. To pay prorated membership dues when new members join after the beginning of the calendar year.
5. To attend meetings and deliberations, vote and accept assignment in committees.
6. Abide by the principles of conflict resolution and willingness to work towards peace and harmony among members

ARTICLE IV
MEMBERSHIP

Section 1. Eligibility:

Section 3. Rights.

1. To nominate, be nominated and hold Offices.

2. To receive baptism; wedding and funeral services officiated by the Church.
3. To participate in general assembly meetings, vote, and amend the bylaws.
4. To receive free of charge all spiritual services offered by the Church

Section 4. Termination

A member may be terminated for the following reasons after due process as set out in the bylaws and regulations:

1. Upon request of the Member.
2. Non-payment of dues and fees for a year from the due date subject to review by the Board.
3. Violation of Church teachings and bylaws.

Section 5. Exclusion

A terminated or resigned member shall forfeit all dues paid or contributions made and shall not request reimbursement of such payments.

Section 6. Reinstatement

A member may be reinstated upon fulfilling the following criteria:

1. Upon recommendation of the spiritual leaders of the Church.
2. Upon recommendation of the Officers and Trustees of the Church.
3. Upon correcting the circumstances that gave rise to the termination.

ARTICLE V **GOVERNANCE**

The Church shall be governed by the General Assembly of Parishioners. The General Assembly is the Supreme organ of the Church.

The General Assembly may delegate all its powers or part of it to the following:

- a) Council of the Clergy chaired by the Chief Priest for spiritual and religious matters.
- b) Board of Trustees for fiscal, administrative and day-to-day activities.
- c) External Auditor to make sure those bylaws and all applicable rules are observed.
- d) The Chief Priest and the External Auditor shall be called "Independent Officers" of the Church and answerable to the General Assembly.

ARTICLE VI **GENERAL ASSEMBLY**

Section 1. General Assembly of Parishioners

1. The general assembly shall consist of all active and dues paying members registered by the Church.
2. An active member is one who has fulfilled the requirements set in the bylaws and one who is not in default of payment of dues.
3. A member who has not paid his dues for more than 12 months from its due date shall not participate in votes.
4. Each member shall have only one vote. This includes husbands and wives who shall have one vote each.

Section 2. Notice and Call of General Assembly.

1. There shall be at least two regular meetings of the general assembly each year.

2. The time, place and the agenda of such meetings shall be distributed and members shall be notified at least 15 business days before the meeting.

Section 3. Duties and Powers of the General Assembly

1. Reviews annual financial and management report and make decisions.
2. Nominates and elects an External Auditor and act on his report.
3. Nominates and elects members of the Board of Trustees.
4. Proposes and approves amendment of bylaws by a two-third majority of members.
5. Recalls any or all members of the Board of Trustees and/or the Independent Officers as prescribed in the bylaws.
6. Approves investments and expenditures over \$50000+1. In the case of investments, transfers of CDs, Savings and Checking within the same account are excluded.
7. Addresses any other issues as may be brought to its attention.

Section 4. Order of the General Assembly.

1. The Priest of the Church shall open the general assembly with a prayer and benediction.
2. The President of the Board of Trustees shall preside over the meetings.
3. The meeting shall be conducted according to the Robert's Rules of Order as revised, in so far as they are consistent with the Certificate

of Incorporation, these bylaws, Church rules or with the provision of the law.

Section 5. Quorum

1. Quorum shall be a simple majority of 50%+1 of registered and eligible members of the Church with husband and wife having one vote each.
2. Where a quorum is not obtained, the meeting shall be adjourned and a second meeting shall be called.
3. If a quorum is still not obtained a third meeting shall be called at which time decision shall be made regardless of the number of members present.

Section 6. Voting and Election Process

1. Election of Board of Trustees shall occur every year.
2. Election of an External Auditor shall occur every 5 years.
3. In order to create continuity and maintain institutional memory, approximately One-third of the Board of Trustees shall be elected each year. However Board members elected for the first time under these new bylaws shall serve as follows:
 - a. 5 members with the highest votes shall serve for the full 3 year term.
 - b. 4 members with the next highest votes shall serve for 2 years only.
 - c. 4 members with the least votes shall serve for One year only.

- d. The remaining 2 seats are reserved one for the youth representative and the second one for the clergy representative
- 4. A member who is not present at the general assembly may be a candidate for election provided the consent of the member is obtained.
- 5. Any qualifying member may be nominated for any office.

Section 7. Nominating Committee

- 1. Nominating Committee members shall be members with good standing and are current on their payment of dues and fees.
- 2. Nominating Committee members shall serve for one election period only.
- 3. The Nominating Committee consisting of three members shall be elected by the General Assembly at the first meeting.
- 4. An External Auditor shall also be elected at this meeting.
- 5. The Nominating Committee shall have a certified list of eligible voting members from the Secretary of the Board and shall ascertain that only these members are in attendance. The committee shall also seek nominations from the floor at the first meeting.
- 6. The Nominating Committee shall conduct an election of the Board at the second General Assembly and certify the result of the secret ballot at this same meeting.
- 7. The Nominating committee shall count ballots in the

presence of three other observers selected from the assembly on the day of the election.

- 8. The members of the Nominating Committee shall not stand as candidates for any Office.
- 9. All election materials, documents and election results shall be handed over to the External Auditor at the conclusion of the election.

Section 8. Special or Extraordinary Meeting of the General Assembly

An extraordinary or a special meeting of the general assembly may be called upon the following circumstances.

- 1. Purchase or sale of property and expenditures of more than \$50,000+1 value.
- 2. Loss of more than 50% of Board of Trustees due to resignation, termination or death.
- 3. Upon signed written request of One-Third of the membership.
- 4. Upon request by a 50%+1 majority of the Board of Trustees.
- 5. Resolve outstanding issues between the Clergy and the Board of Trustees.

ARTICLE VII **BOARD OF TRUSTEES**

Section 1. Eligibility

- 1. 2 years of membership
- 2. Member in good standing

Section 2. Composition

- 1. The Board of Trustees shall have a maximum of 15 members including two seats one reserved for the Priest-in-Charge and one reserved for

- the representative of the youth group.
2. The youth representative shall be under the age of 35.
 3. A husband and wife team shall not be members of the Board at the same time.
 4. The Executive Committee shall be elected by a secret ballot of the Board.

Section 3. Powers and Duties

The general assembly delegates the Board of Trustees to exercise the following powers, authority and obligations:

1. Oversee and run the administrative and financial affairs of the Church including fixed and non fixed assets. Surrender to the succeeding Board, all Church records, including membership lists, minutes, journals, financial records, bank books, check books and all other property and cash in its possession within 30 business days after the election.
2. Call an extraordinary meeting of the General assembly by a 50%+1 majority vote.
3. Collect dues and fees, issue receipts, pay out salaries and expenses.
4. Appoint, remove, employ and discharge as provided in these bylaws, prescribe the duties and establish the compensation of employees of the Church.
5. Meet at such times and places as required by these bylaws and subsequent regulations.
6. Submit annual budget and financial reports to the general assembly.
7. Approve expenses within its authority as set in the bylaws in accordance with the rules as set in these bylaws.
8. The External Auditor shall preside over such hand-over and facilitate a smooth transfer of duties.

Section 4. Terms of Office

1. The Board of Trustees shall be elected for a three-year term.
2. No Board of Trustee shall serve for more than two terms consecutively. Such member shall retire for at least one year before running again for an Office.
3. Vacancies created in between elections shall be filled from among the reserves at the last elections based on the highest number of votes.

Section 5. Compensation

1. Board of Trustees with the exception of the representative of the clergy in the Board shall not receive, directly or indirectly any salary or compensation for their work on the BOARD, as Executive Officers or in any other capacity.
2. No Trustee or Officer shall be interested directly or indirectly in any contract relating to the operations conducted by the Church, nor in any contract of furnishing supplies unless so authorized by these bylaws or by the affirmative vote of two-third of all Board of Trustees.

Section 6. Meetings and Quorum

1. Regular meetings of the Board of Trustees shall be on

- the second Sunday of the month.
2. The President of the Board or one-third of the members can call for a special meeting of the full Board.
 3. Any meeting requires and mandates the presence of each member to debate and vote on issues before them. Each Board member shall have only one vote.
 4. A simple majority of **50%+1** shall constitute a quorum except in cases where issues requiring two-third majority vote is required.
 5. In the event of insufficient quorum, a second meeting shall be scheduled. If a quorum is still not achieved, a third meeting will be called at which time decision shall be made regardless of quorum.
 6. All resolutions and decisions shall pass by a simple majority of 50%+1 vote except for the following issues
 - a. A onetime transaction or expense of over \$5,000 and up to and including \$20,000 by a two-third majority vote
 - b. A onetime transaction or expense of \$20001 up to \$50000 by 100% consensus vote followed by notification to members.
 - c. Decisions that are reserved for the general assembly as indicated in these bylaws.
 - d. Investment, sale or purchase of property consistent with the bylaws.

Section 7. Notice of Special Meetings

1. Except in an emergency, notice of special meetings shall be sent to the Members in sufficient time of at least a week.
2. Purpose, place and time of such meeting shall be indicated in the notice.

Section 8. Meetings and Minutes

1. The President shall preside at all meetings and in his absence the Vice President shall do so. In the absence of both, the Trustees shall appoint by a majority vote as to who would preside at the meeting.
2. Absent members are bound by a resolution passed by majority vote.
3. Minutes shall be taken at all meetings by the Secretary and in his/her absence by a person designated by the President at the time of the meeting.
4. Minutes shall be signed by each member present. Dissenting members shall register their objections and the objection shall be recorded in the minutes.

Section 9. Indemnification and Insurance.

1. The Board of Trustees shall not be personally liable for the debts, liabilities or other obligations of the Church.
2. The Church shall have its own Directors and Officers liability Insurance Policy.
3. No liability Insurance shall be established for individual Trustees or Church employees except in

connection with their official duties in the Church.

Section 10. Tax Exempt Activities

1. Notwithstanding any other provision of these bylaws, no Trustee, Officer or employee or representative of the Church shall take any action or carry on any activity by or on behalf of the Church not permitted to be taken or carried on by an organization by the IRS rules and the 501(c)(3) and contributions to which are deductible under IRS rules.
2. No member of the Board or employee of the Church or representative of the Church shall engage in political activities and campaigns within the premises of the Church.
3. No member of the Board shall take advantage of the Office they hold to advance particular political goal or agenda.
4. No member of the Board or employee of the Church shall gain or profit from the operations of the Church except as otherwise indicated in these bylaws and applicable laws.

Section 11. Exclusions:

1. The Board of Trustees shall not interfere in the spiritual and religious duties of the Clergy; except when such activity clearly violates the teachings of the established Church or these bylaws.
2. Under no circumstances shall the Trustees compromise the independence of the Church or engage in an agreement with any third party to do so.

ARTICLE VIII
INDEPENDENT OFFICERS

Section 1. Priest-in-Charge

1. The Priest-in-Charge shall be the spiritual head of the Church and presides over all religious and spiritual functions of the Church.
2. He shall serve as the official spokesman and agent for the Church in matters of religion, faith and Church teachings.
3. He shall chair the Clergy Council, set rules and regulations consistent with Tewahdo Church teachings, these bylaws and the laws of the State.
4. The Priest-in-Charge shall have a reserved seat in the Board in a manner consistent with the limitations set in these bylaws and shall exercise in the administrative and financial affairs of the Church as a member of the board.

Section 2. Exclusion:

The Priest-in-Charge shall not participate in any decision making regarding his benefits, compensations or any other issues that would affect him personally.

Section 3. External Auditor

1. The general assembly shall elect a certified External Auditor for a term of 5 years at the first assembly of member parishioners.
2. The 5 year term is non renewable at which time a new Auditor shall be elected.

3. The External Auditor shall be accountable to the general assembly.

At the end of each election, the External Auditor shall facilitate the smooth hand-over and transfer of duties, assets, property, bank accounts and cash of the Church.

Section 4. Removal of Independent Officers

Removal of any “Independent Officer” of the Church shall be subject to three-fourth recommendation of the Board of Trustees and three-fourth majority vote of the general assembly.

ARTICLE IX
Committee OF THE CLERGY FOR DIVINE WORSHIP

Section 1. Composition

1. The Council shall consist of all Priests and Deacons of the Church.
2. The Priest-in-Charge shall preside and lead the Council.
3. The Council shall set its own regulations and procedures to fulfill its obligations..

Section 2. Jurisdictions

1. Presides over matters of Church doctrine, divine worship and pastoral care.
2. Engages and cooperates in the religious teachings, cultural and other spiritual activities. Gives guidance and direction to the Education and Youth Committee.
3. Manages and schedules Sunday Mass, special holiday services; preaches teaches and evangelizes the word of God. Engages in Pastoral care of Parishioners.

4. Establishes and trains Church Choir.
5. Trains and ordains the youth as Deacons and assistants to assure continuity of future spiritual leadership.
6. Performs baptisms, weddings and issues certificates. Performs funeral and burial services
7. Participates in the decision making process through its representative in the Board of Trustees meetings.
8. The Committee shall be the custodian of Church, baptismal and marriage records and all other spiritual documents.

Section 3. Exclusions

1. Under no circumstances shall the Clergy Council compromise the independence of the Church.
2. Subject to the laws of the State of New York and any applicable Federal or State law, these bylaws, the Clergy shall be subject to the canonical laws of the Ethiopian Orthodox Tewahdo Church and the bylaws of the Church herein.
3. The Council either collectively or individually shall not dictate, or engage in the day-to-day running of the Church except as specified in these bylaws.

Section 4. Representation at the Board

As specified in these bylaws, the Priest-in-Charge or his designee shall represent the Council at Board meetings.

ARTICLE X
STANDING COMMITTEES

The Standing Committees of the Church shall be the following: Executive Committee, Finance Committee, Facilities & General Services Committee, Membership & Social Services Committee, and Education & Youth Services Committee. The Clergy Council shall be an Independent Committee with no Trustees' control or supervision and only accountable to the Assembly.

Section 1. The Executive Committee

1. The Committee shall consist of the President, Vice President, Secretary, Treasurer and Assistant Treasurer. These are also Officers of the Church.
2. The President shall preside over the Committee's meetings.
3. The Executive Committee shall be elected by secret ballot by the Board of Trustees after each election cycle.
4. The Committee shall serve for a term of three years and a maximum of two consecutive terms.
5. The Committee shall run the day to day administrative, financial and managerial activities of the Church including legal affairs in accordance with the provisions specified in these bylaws.
6. The Committee shall approve expenses of up to \$5000.
7. Any member of the Executive Committee who is absent from his duties for more than

three months without a valid reason shall be replaced from among board members

Section 2. Recall of the Executive Committee

1. The Executive Committee members of the Board in whole or in part can be recalled with a signed petition from one-third of the membership or a two-third non-confidence vote of the Board of Trustees.
2. Final decision shall be made by three-fourth vote of the General Assembly in favor of such action.

ARTICLE XI
COMPOSITION AND DUTIES OF THE EXECUTIVE COMMITTEE

Section 1. President.

1. Shall serve as the Chief Executive Officer of the Church. Under the direction of the Trustees, shall supervise and manage the affairs of the Church and the activities of the Officers.
2. Carry out the day-to-day activities of the Church and execute decisions made by the Board of Trustees and the General Assembly.
3. Execute contracts, agreements with third party subject to these bylaws and the Board of Trustees.
4. Calls meetings and presides over the Board and General Assembly meetings
5. Undertakes administrative and financial activities subject to the limitations of the bylaws herein.
6. Represents, issues statements on behalf of the Church and Trustees.

7. Oversees Committees, supervises and manages employees of the Church, pays out expenses related to employees or volunteers of the Church.
8. Signs checks and any other financial transactions as specified in the bylaws.

Section 2. Vice President

1. Assists and performs duties as may be delegated by the President in accordance with the bylaws.
2. Coordinates special projects and programs as may be assigned.
3. Acts in the absence of the President.
4. Shall serve as a member of the Finance Committee.
5. Performs other duties as may be assigned.

Section 3. Secretary

1. Takes minutes of all Church related and Board meetings, have it approved and distribute to the members of the Board.
2. Keeps minutes and Church proceedings, legal documents, Charter certificates, State and Federal documents as well as the Official seal of the Church.
3. Sends out notices, minutes, and responds to requests as may be submitted by the Board, parishioners or any other legal entity.
4. Sends out agenda, place, and time of all Church and Board meetings.
5. Performs duties as may be assigned.

Section 4. Treasurer

1. Collects dues, disburses funds, deposits cash in an approved Bank account and counter signs checks subject to the bylaws.
2. Reconciles Bank accounts and cash at hand and reports to the Finance Committee and the Executive Committee.
3. Keeps financial records, bank accounts and all documents related to financial assets.
4. Issues receipts for all transactions, and obtains proper approval in accordance with the bylaws for all expenses.
5. Deposits Sunday collections.
6. Reports on the status of the Reserve Fund and recommends any amount to be transferred from the General Fund to the Reserve Fund.
7. Works and cooperates with the Accountant to help maintain a sound financial system.
8. Performs other related duties as may be assigned.

Section 5. Assistant Treasurer

1. Shall act as the Treasurer in the absence of the Treasurer.
2. Shall collect and deposit cash, checks and other financial transactions as directed by the Treasurer.
3. Serves as a member of the Executive Committee.
4. Performs such duties as assigned by the Executive Committee and the Board.

Section 6. Exclusion of the Treasurer and Assistant Treasurer

1. The Treasurer and the Assistant Treasurer shall not engage in Sunday collections and other cash collections at any time.
2. The Treasurer and the Assistant Treasurer cannot be members of the Finance Committee.

Section 7. Accountant

1. Maintains all the bookkeeping duties of the Church.
2. Maintains and improves a transparent and modern accounting system with a well-established control system.
3. Keeps financial records, bank accounts and all documents related to financial assets.
4. Submits financial reports every six months. Closes financial books and reports to the Board as outlined in the bylaws and the fiscal calendar of the Church as set in these bylaws.
5. Works in cooperation with the Treasurer and the Internal and External Auditors.

ARTICLE XII

OTHER STANDING COMMITTEES

Unless otherwise indicated by their portfolios, members of all committees shall be nominated by a two-third majority of the Board. In so far as it is practical, all Standing Committees shall be chaired by a member of the Board of Trustees.

Section 1. Finance Committee

1. The Committee shall consist of the Vice President, the

Accountant and three additional members.

2. The Committee oversees the management of the finance, budget, reserves and investment of the Church.
3. Executes administrative and financial decisions made by the Board, oversees the work of the Treasurer and Assistant Treasurer.
4. Supervises the investment and reinvestment of funds in accordance with the limitations here in indicated in the bylaws and reports to the Board at least twice a year on the performance of the investments.
5. Initiates fund raising; solicits donations, gifts and other sources of money from individuals and organizations as applicable law may permit.
6. Works with the Facilities and General Services Committee and the Membership and Social Committee to raise funds for major purchases, expansion and improvement of new as well as existing facilities.

Section 2. Facilities and General Services Committee

1. Shall be responsible for the physical well being of Church property and facilities including maintenance of buildings and grounds.
2. Shall be the custodian of Church properties and its inventories.
3. Shall coordinate and supervise the activities of Ushers, Custodians and volunteers
4. Manages, arranges and schedules volunteers for pre and post mass activities.

5. In cooperation with other relevant committees, advises the board on procurement, lease, purchase and sale of buildings and properties.
6. Forms an ad hoc committee on major purchases and plans.
7. Responsible for any activities that may not fall in any of the other committees.

Section 3. Membership and Social Services Committee

1. Creates and fosters an atmosphere that would generate sense of a united community and friendship among members.
2. Organizes and prepares Sunday and Holiday catering. Works out a schedule for Sunday catering. Recommends to the Board on ways to sustain such food services.
3. Arranges and organizes ways to help and visit the elderly, the sick and needy members and parishioners.
4. Carries out membership drive; Assists campaigns and fund raising events in cooperation with the Finance Committee. Organizes parties and fairs.
5. Raises the visibility of the Church by means of newsletter, public relations and any other means with the objective of attracting more members.
6. Establishes an Official Church Website to help such activities.
7. Serves as a liaison with sister Ethiopian Churches, other Christian denominations and related Organizations.
8. Organizes cultural and social events to bring together members and foster friendship.
9. Organizes disaster relief when needed both in the U.S. as well as in Ethiopia. Establish Charity and volunteer work that would reach out to the needy.
10. Updates membership list and provides it to the Chief Priest for purposes of spiritual visitations. Advices the Priest, the Board and the membership on member's special needs.
11. Carry out such other duties related to its objectives.

Section 4. Education and Youth Services Committee

1. Shall oversee all activities that would foster the young to keep and maintain their heritage, culture, tradition and history.
2. Organizes activities for the youth that will give them a feeling of belongingness to the Church and the community.
3. Organizes talent shows, music, dramas and plays to be staged by the youth
4. Runs a literacy class in the national language and arrange for readings of poems and writings by the youth.
5. Engages the young in volunteer work within the Church Community, the neighborhood as well as in the mother land.
6. Works closely with the "Clergy Council" in matters of youth development, training and education. Coordinates such activities between the two committees.

- 7. Serves as liaison between the Board and the Clergy in matters of education.
- 8. The Committee shall have one representative from the Clergy for guidance and one representative from the youth as members.

Conducts management audits.

ARTICLE XIII
AD HOC COMMITTEES

The Board of Trustees or the General Assembly may appoint a temporary committee for special purpose not covered under the mandate of the Standing Committees. Such Committee shall be given defined authority and mandate, a specified period and a deadline for submission of reports. At the end of the mandate the Committee shall be disbanded unless otherwise extended by the Board. No Ad Hoc committee shall be active on a permanent basis.

Internal Auditor:

The internal Auditor is responsible to the Board and the Executive Committee and shall work closely with the Finance Committee

- 1. Audits the activities of the Treasurer to ensure collection, disbursement and deposit of funds are done properly following established procedures.
- 2. Ensures Church properties, transactions, including accounts of assets, liabilities, receipts, disbursement, gains and losses are properly maintained.
- 3. Certifies all financial reports and statements to the Finance Committees and the Executive Committee.
- 4. Oversees investment activities of the Church and recommends sale or purchase of securities held.
- 5. Gives other fiscal and management advice affecting the Church.
- 6. Submits quarterly reports and recommendations on the short and long term fiscal health of the Church.
- 7. Spot checks all financial activities and submits reports and recommendations. Puts in place check and balances of financial activities.
- 8. Examines minutes and implementation of decisions as recorded in the minutes.

ARTICLE XIV
MISCELLANEOUS

Section 1. Fiscal Year

- 1. The Fiscal Year for the Church shall be the calendar year ending December 31.
- 2. Financial books shall be closed no later than 60 business days from the end of the Fiscal Year. The Treasurer shall provide such closing report to the Finance Committee and the Board of Trustees.

Section 2. Check Authorization

- 1. Except as otherwise determined by resolution of the Board, or as otherwise required by law, Checks and other evidence of indebtedness shall always be signed by any two members of the Executive Committee as described below:
 - a. The President and the Treasurer
 - b. In the absence of the President, by the Vice

- President and the Treasurer
- c. In the absence of the Treasurer, by the President and the Vice President

2. Checks shall be deposited in the Church's bank account no later than ten business days from the date of receipt.

Section 3. Cash Maintenance

1. The Treasurer shall maintain up to a maximum of \$1000 in Petty Cash Fund.
2. Expenses over and above the petty cash limit shall be conducted by check.
3. Church collections, deposits of such cash and maintenance of Petty Cash fund shall be regulated by the Finance Committee in a manner that is transparent and accountable.
4. No cash shall remain in the hands of any one for more than 10 business days. Cash collections shall be deposited in time in the bank account of the Church.
5. Sunday Collections and collections at other times shall be made by a rotating group of Parishioners. The finance Committee shall work out the rotation. The Treasurer and the Assistant Treasurer shall not collect cash.
6. Such Cash collections shall be handed to the Treasurer against receipt. The Finance Committee shall make details of the system.

Section 4. Reserves:

1. A permanent Reserve Fund shall be maintained by the

- Board of Trustees which shall be equivalent to 25% of the gross expenditures incurred by the Church during the preceding Fiscal Year.
2. No disbursements from the Reserve Fund shall be made except during emergency and only by a two-third approval of the Trustees.
 3. Whenever a Reserve Fund falls below the 25% level by reason of an emergency expenditure, the Trustees shall set aside not less than 3% of gross income until the required reserve has been restored.
 4. All excess funds from operational expenses shall be transferred to the reserve fund.

Section 5. Investments

Permanent Reserve Fund and all other funds in excess thereof shall be invested in accordance with the following procedures:

1. The Board of Trustees upon the recommendation of the Finance Committee shall be responsible for the investment and reinvestment of the Permanent Reserve Fund and all funds in excess thereof.
2. The Permanent Reserve Fund shall be invested in accordance with the paragraph 1 of this Section, at all times in bonds, notes, bills or other obligations of the United States Government.
3. All funds of the Church in excess of The Permanent Reserve Fund may be invested or reinvested in such preferred stocks, bonds, and other securities and assets

other than common stocks, as may be determined by the Trustees.

4. All investments or reinvestments shall be made upon the recommendation of the Finance Committee and the approval of a two-third majority of the Board.

Section 6. Establishment of Funds

1. The Church may establish dedicated funds for special projects.
2. Any such fund established, shall be approved by a two third majority of the Board.
3. Funds for Capital Projects shall have a segregated account and in no way shall be part of the Operational Fund. No money shall be transferred from such fund for other purposes.
4. Each fund set up should have a separate accounting and reporting to the Board of Trustees and the General Assembly.

Section 7. Employees

1. Employees of the Church shall have full legal right and benefits as provided by law.
2. The Board of Trustees shall stipulate compensation levels and benefits for such employees.

Section 8. Delegation of Authority for Special Projects (outside the approved Budget)

1. Expenses of up to \$5,000 in a single transaction shall be approved by a simple majority of the Executive Committee.
2. An expense of \$5,001 and up to \$20,000 in a single transaction shall require a

two-third-majority approval of the Board of Trustees.

3. The Chief Priest as Ex Officio shall participate in the decision making for such expenses.
4. Expenses of \$20,001 to \$50,000 in a single transaction shall require a unanimous vote of the Board and an explicit consent of the Chief Priest. The decision of the Board shall be made to the Parishioners

Section 9: Balanced Budget Rules for Operations

1. The Board shall submit its annual operations budget for approval by the general assembly.
2. Budget overrun shall not exceed a maximum of 10% of the approved annual budget.
3. Any expenditure over and above the 10% maximum of the approved budget shall be referred to the general assembly.

Section 10. Dispute Resolution between the Board and the Clergy

1. No effort shall be spared to reach consensus between the Board and the Clergy.
2. Where such effort fails, an emergency/special meeting of the general assembly shall be convened by the Board.
3. Majority vote of the assembly shall be binding and final. The two sides shall abide by the decision of the General Assembly.

ARTICLE XV
AMMENDMENTS

These Bylaws may be amended only by a two-third majority vote of the membership.

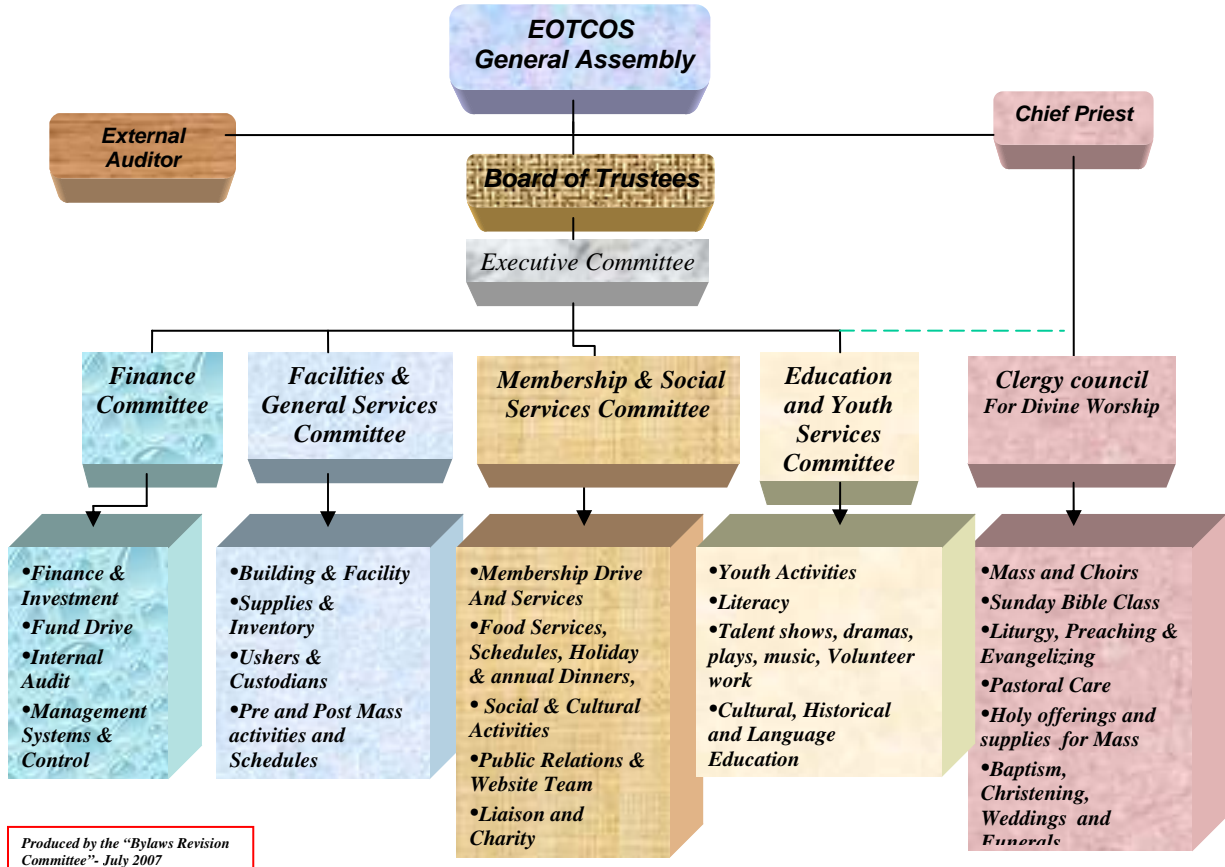
ARTICLE XVI
DISSOLUTION

The Church may be dissolved upon a three-fourth-majority vote of the membership. Assets of the Church shall then be distributed for tax-exempt purposes as defined in

501(C) (3) of the Internal Revenue Code to similar sister Churches of the Ethiopian Orthodox Church.

ARTICLE XVII
EFFECTIVE DATE

This amendment is ratified by a two-third majority vote of member Parishioners on June 28, 2009 and is effective as of the same date. This English version shall be the official document of these bylaws.



Bylaw Amendments

Ratified by the General Assembly on October 28, 2018

The following amendments were added to the bylaws at a meeting of the General Assembly on October 28, 2018.

I. **ARTICLE VII: - BOARD OF TRUSTEES:**

Amendment 3

SECTION 1 #1 AMMENDED AS FOLLOWS:

a. **MEMBERSHIP REQUIREMENT TO RUN FOR A SEAT IN THE BOARD IS CHANGED
FORM 2 YEARS OF MEMBERSHIP TO ONE YEAR OF MEMBERSHIP**

b. SECTION 2 #1

Original Amendment 2 which reads:

*Amendment 2 Article VII Section 2.1 is amended as follows following a unanimous vote of the General Assembly held on January 22, 2017 The Board of Trustees shall have a maximum of 9 members representing the Parishioners (The Clergy and the Youth Representatives remains unchanged). This Change shall be phased in until the current Board Members complete their terms or their seat is vacated
BOARD MEMBERSHIP ORIGINALLY 13+2 WAS AMMENDED & REDUCED TO 9+2.
RESTORE THE ORIGINAL MEMBERSHIP BACK TO 15 (13+2)*

Is amended to read:

The BOT shall have a maximum of 13 members representing the Parishioners (The Clergy and the Youth representatives remain unchanged). Total Board membership is restored to the original 15 (13+2)

c. SECTION 2 #2

The provision stated as "HUSBAND AND WIFE TEAM SHALL NOT BE MEMBERS in the Board AT THE SAME TIME." Is amended as follows:

Husband and wife may serve as members of the Board at the same time but they shall not serve in the Executive Committee at the same time (together)

Amendment 4

II. **ARTICLE VIII: - Section 1-3 INDEPENDENT OFFICERS: EXTERNAL AUDITOR**

Is amended and replaced as follows:

- a. Any qualified Accountant or a CPA may conduct an audit of the Financial books of the Church in accordance with State and Federal Rules.
- b. The Board may request the services of an external auditor when such need arises...
- c. This change shall apply as of the 2019 Audit Year.