

**DEBRE-TSION VIRGIN MARY**  
**ETHIOPIAN ORTHODOX**  
**TEWAHEDO CATHEDRAL**

**BYLAWS**



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**OCTOBER 15, 2017**

## Preface

Ethiopia is known for having been governed by Law of conscience and then has accepted the Old Testament Law of Moses during the time of King Solomon. It is also a country that accepted and preached Christianity through the Ethiopian Eunuch who was baptized by the apostle Philip. While living in different parts of the world, Ethiopians who are followers of this ancient form of Christianity; have been worshipping God in their own language and culture by renting space from other Christian churches. The people needed church space to provide spiritual services such as baptism, perform wedding ceremonies through Holy Matrimony, and perform prayers for the departed so that their souls would find repose — absolution of the dead. Humans cannot live only by fulfilling fleshy and material desires, as it is written in the gospel, Matthew 4: 4-5 “Man shall not live on bread alone, but on every word that comes from the mouth of God.”

After the military regime (the derg) took power through a coup d'état in 1974, some Ethiopians felt increased pressure to migrate to other parts of the world, unprecedented in the past, fleeing the subsequent political, social, and economic crisis.

The greater Los Angeles, area, is one of the cities in the United States where migrant Ethiopians settled. It should be mentioned in this juncture that the government and people of the United States of America, who received us with open arms in those difficult days are praiseworthy and we owe it to them.

In 1979 the Ethiopian Orthodox Tewahedo Church started offering spiritual services in Los Angeles. This church was named after Abune Tekelehaymanot. Two African American clergy who were ordained by Abune Yesehaq, the Archbishop of the diocese of the Western hemisphere, served Ethiopian and non-Ethiopian Orthodox Christians. Dr. Solomon Gebrekristos, a prominent member of our church read about the church and spread the news among the Ethiopian orthodox faith followers in our community. Then, upon the call of the church, *Lique Liqawenete* Tekelemichael, who at the time was pursuing his education in Chicago, came and started to serve at Teklehaymanot church.

When the number of Ethiopian parishioners increased, the Ethiopian congregation separated from the others and started to use a Coptic Church to provide spiritual service on Saturdays. It is *Lique Liqawenete* Tekelemichael (Nesibu) Tafesse, the first Ethiopian priest, and minister in Los Angles, and the first executive committee chairman, who named our church after Our Lady Saint Mary.

The following were members of the committee:

1. *Lique Liqawenete* Tekelemichael (Nesibu) Tafesse -----Chairman

2. Mr. Araya Gobeze ----Vice Chairman
3. Mr. Zewede Lemma----Secretary
4. Emahoye (Nun) Eyerusalem Dehne----- member
5. Mr. Getenet Alebele----member
6. Mr. Hailegiorigis Asfaw-----member
7. Mr. Fekade Selasse Mesfin-----member
8. Mrs. Menebere Hailegiorgis-----member
9. Ms. Meseret Yemane-----member

The committee started holding its meetings at the residences of members and later at a home rented for *Lique Liqawenete*. The services were offered at the Egyptian Church on Saturdays. The fact that the service was on Saturdays rather than on Sundays became an issue. Saturday was not fitting as some of the members had to work on Saturdays, while others used the day to run their personal errands. In the middle of all this, *Lique Liqawenete* returned to Chicago to pursue his education.

The committee members, particularly, Mr. Araya Gobeze, and Mother Eyerusalem exchanged several letters with Abune Yeshak and others looking for an Orthodox priest to serve them. Then father Haddis, who at the time was assigned in the West Indies, and was on annual leave, was temporarily asked to come and serve the church. Soon, the then father Heruy, the current Abune Philipos, the bishop of Maryland diocese, replaced him and started to serve the church. In 1981, the church changed location and started to offer service at a church on Cochran Street. Then, the arrival of *Meleake Brehanate Abba Welede Semayat Alula*, and *Memeher Menegistu Negusse*, from Sudan and Jerusalem solved the problem of clergy shortage. As the number of members increased in time, their hope and faith in the future development of the church rose. The sacrifices each member made to enable the church to purchase its own building cannot be underestimated.

As the church showed an all round growth, an administrative board was formed and started operating after they legally registered the church in the State of California. The administrative board members were:

1. Mr. Fisseha Geberegziabher----Chairman
2. Mr. Tefera Haile----Vice Chairman

3. Mr. Moges Shiferaw----Secretary
4. Ms. Yenework Alemayehu----member
5. Mr. Hadis Hogos----member
6. Ms. Martha Negash----member
7. Mr. Seifu Mekonnen----member

The leadership along with the congregation of the church is to be commended for having the wisdom, patience, tenacity, and staying resolute through the most difficult period in the history of the church whereby the church split in to two.

The split was caused due to a disagreement amongst the congregation over the idea of inviting Abune Paulos, who at the time resided in New York. The difference grew wider over the opinion whether Abune Paulos should come and serve the church or not and caused the split.

Upon the split of the church, one group kept the former name, Saint Mary Ethiopian Orthodox Tewahedo Church and the other group was named Saint Mary Apostolic church, which the latter is now our church and operates under the name, Mount Zion Virgin Mary Ethiopian Orthodox Tewahedo Cathedral.

Though the split at the time was hurtful to both sides, we have since moved on and dealt with the issue we had and have rekindled our former loving, and caring relationship and now we operate as sister churches. The administrative board at the time, the choir members, and the clergy of both churches played a commendable role in instilling peace, love, and harmony amongst the two churches that also holds an important place in the history of the two churches. The above mentioned administrative board lead by Mr. Feseha Gebre Egziabher was elected and served during this difficult time, and this board, after the split, was responsible for purchasing a church building made us own our own church building by organizing the congregation.

Though several priests served at our church after the split, it was at this time that the honorable father, *Memher* Gebereselasae, came from Egypt, who stayed with his congregation steadfast and served us throughout that difficult time up until now.

The congregation sacrificed their time money and even donated their jewelry to help purchase the church building on 4544 S. Compton Ave., which opened its doors to serve the congregation on September 1<sup>st</sup> 1991. However, shortly after, a disagreement occurred between Abune Paulos and the church, and soon after, Abune Paulos moved to Ethiopia and became the patriarch of the Ethiopian

Orthodox Church in Ethiopia. As a result of the disagreement with Abune Paulos, a small group, along with one priest left the church and established a new church.

Though, the members of the church were able to purchase a building, the membership dwindled down due to the splits that took place, and as a result the church's income also diminished. The remaining members of the church made an immense sacrifice to keep paying the mortgage of the church. The second administrative board made an immediate move to call a general assembly meeting to come up with ideas to help the church plan to pay its mortgage. Gradually with God's help things started getting better. The administrative board also formed several committees that could help them run the church smoothly. These committees were: the education committee, the Sunday school committee, public relations, and social affairs committee. The committees were strengthened more than ever and conducted various commendable fund raising activities.

The arrival of his Grace Archbishop Abune Barnabas, formerly known as Abba Woldetensae Ayalneh should be well noted in the history of the church. Followers of the Ethiopian Orthodox Tewahdo faith in the USA were blessed and showered with the word of God by the specially gifted preacher, Abune Barnabas. His services, were not only limited to just the orthodox tewahedo faith followers in Los Angles, but also reached all parts of the world. Our church membership grew four fold in a short period of time and each member managed to get adequate knowledge about the Orthodox Tewahedo Church's Dogma and Cannon. Several of the orthodox tewahedo children who wandered off to other religious organizations due to lack of understanding of the orthodox faith, have returned to their mother church because of the dynamic teachings of his Grace Archbishop Abune Barnabas. Shortly after, our loving father, Melake Tsion Aba La'ke Mariam Asmare joined the council of clergy. Melake Tsion is still faithfully serving his congregation through love and consolation, which gave our church an added value, grace and beauty.

*Lique Heruyan*, Kesis Melaku Terefe, who has a very special gift in preaching the Word of God, also joined the council of clergy. Kesis Melaku intensified and solidified the knowledge base of the Word of God by diligently preaching the gospel. He has also been leading and preaching at the Asere Hawarya Menefesawi School. Abba Thomas Finely, who is a great blessing to our Church and a spiritual father, started expanding the English [Gospel] service in the Sunday school, and has also been providing all rounded services to the church. *Kesis* Yonas Gebru, who was ordained a deacon and later a priest, at our church and Deacon Daniel Asrat who was ordained a deacon at a young age is now serving as an Archdeacon. They offer our church great spiritual service and have become role models for the younger deacons who grew up in our church. In addition, Deacon Heruy, Deacon Anteneh, Deacon Zena, Deacon Henok, Deacon Dawit, Deacon Meheret, and Deacon Yoseph are also the shining stars of our church.

As the Gospel mission of Mount Zion Virgin Mary Ethiopian Orthodox Tewahedo Cathedral flourished and membership grew, there was a need for more parking spaces. The congregation, through the leadership of the clergy, and the administrative board were encouraged to buy a new church building based on the proclamation made in the Gospel of Nehemiah 2:20 "The God of heaven will give us success. Therefore, we his servants will rise and build." Though the American economy was not at its best at the time, the members of Virgin Mary church, due to their strong faith in God and their unity, were able to purchase the historic church building that is located at 4907 S. Main St., for more than three million two hundred thousand dollars. The church "*kedase baet*" celebrated its inaugural ceremony on July 2012 with the concerted effort of all church members, young and old. During this inaugural ceremony, our church was honored as a cathedral by the bishop who attended the ceremony. Due to the relentless efforts of the council of clergy, the administrative board, and the members of the church, we have managed to pay all of our debt six years from the date of purchase of the Cathedral. Glory to the Almighty God, members of the church have also managed to purchase a house for the clergy next door to the Cathedral, free of debt. Our church's achievement and growth was made possible due to the hard work, of our clergy, the administrative board elected at different terms, and the members of our church working in unison. The fundraising and building committee, who donated their time and energy, the elders' committee who helped maintain the unity, peace, and harmony of the church; other committees who contributed in different areas, as well as members of the Medhane Alem sisters', Saint Gabriel, Saint Michael, fellowships also played a big role. In general, the success was possible because of relentless efforts and sacrifices made by all church members who worked and prayed day and night for the growth and success of the church.

Debre Tsion Virgin Mary Ethiopian Orthodox Tewahedo Cathedral has preachers whose services are admired by the orthodox tewahedo faith followers all over the world. The church was also able to acquire deacons and priests who grew up in the church. In addition, his Grace Archbishop Abune Barnabas, who served the church for the past 25 years, was ordained a bishop, making the church a true cathedral, the seat of a bishop. Our church is a cathedral where a large number of members receive spiritual services every Sunday, and the teaching is spread all over the world. As a result, our church has been nicknamed center of the Gospel. The services our clergy and the members of our church give to other communities and other churches made it possible for other churches to be establish in different communities. The notable ones in this regard are the San Diego St. Gabriel and the Las Vegas St. Michael churches. This short history of the church only includes the main activities. It does not include every detail of what took place so far. One can refer to the church's website to get the entire history of our church.

Our church reached this level of progress and growth through the council of clergy who served for a very long time in unity, with honesty, and integrity, members who stood by their faith, those who departed from us, and by the intercession and blessing of our Lady, the Virgin Saint Mary, and above all by the Grace of the Almighty God. This guiding principle is prepared so that it will be used as a directive and in the future for our children and our grandchildren to take over, respect, and adopt the God of their fathers.

This Bylaw terminates all prior bylaws and be of the further force and effect, and all prior bylaws shall be superseded and replaced in its entirety by this bylaw. This bylaw was ratified by the General assembly of Debretsion Virgin Mary Ethiopian Orthodox Cathedral on October 15, 2017 with a 75%+ vote.

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## BYLAWS



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**OCTOBER 15, 2017**

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## **ARTICLE 1.0**

### **NAME AND MAIN OFFICE**

- 1.1** The name of the church is:  
**Mount Zion Virgin Mary Ethiopian Orthodox Tewahedo Cathedral**
- 1.2** The main office and the church is located in the city of Los Angeles, at:  
**4907 South Main Street, Los Angeles, California 90037.**

## **ARTICLE 2.0**

### **MAIN OBJECTIVE**

- 2.1** From the beginning of religion until now, the source of faith and experience in the Ethiopian Orthodox Tewahedo church is based on the bible and the teachings of our savior Jesus Christ. Ethiopian Orthodox Tewahedo Church is one of the most ancient churches in the world. Thus, the church has a sisterly relationship with other Orthodox Churches located in Syria, Alexandria (Egypt), Armenia, and India.
- 2.2** The main objective of Mount Zion Virgin Mary Ethiopian Orthodox Tewahdo Cathedral is to provide spiritual services to the faithful. Upon this foundation she provides teachings regarding the faith, canons, doctrines, culture, and practices of the Ethiopian Orthodox Tewahedo Church.
- 2.3** Being a part of the Ethiopian Orthodox Tewahedo Church, Mount Zion Virgin Mary Ethiopian Orthodox Tewahedo Cathedral follows fully its faith, canons, and doctrines.
- 2.4** It accepts the Old and New Testament scriptures, and the faith of our Fathers found in the works of the scholars of the Church; and the dogmas and canons issued at the three universal councils of Nicaea, Constantinople, and Ephesus.
- 2.5** The Ethiopian Orthodox Tewahedo Church renders religious services based on its faith, doctrine, and canons to members of the church and the faithful located in the greater Los Angeles area. Services are in Ge'ez, Amharic, and as needed in English.
- 2.6** It teaches character formation that positively contributes to society, and it passes along Ethiopian culture and identity to future generations.
- 2.7** It echoes its voice jointly with other religious institutions and humanitarian organizations for religious liberties and human rights both in the United States and our country Ethiopia.
- 2.8** It makes an effort to provide necessary assistance to victims of natural disasters and in in cases emergency.
- 2.9** It affirms the spiritual authority of His Grace Archbishop Abune Barnabas, member of the exiled lawful Holy Synod, the archbishop of the Southern California diocese. It also affirms that Mount Zion Virgin Mary Ethiopian Orthodox Tewahedo Cathedral is the seat of his episcopacy.

## **ARTICLE 3.0**

### **INTERPRETATION AND GENERAL RULES**

#### **3.1 Interpretation**

- 3.1.1** Within this bylaw, the terms 'General Assembly' and 'Members General Assembly' are in use to indicate the Church's members general assembly. The terms will be applied interchangeably.

**3.1.2** In this bylaw, the usage of the male gender in language is gender-inclusive.

**3.1.3.** The faithful in this bylaw are those believers who are periodically present in the church for prayers or use the spiritual services of the church.

**3.1.4** This bylaw is referring to the church when referring to the church's members as one body or assembly. Members are those in the church registry, and **paying** (permanent) members in good standing with its criteria.

**3.1.5** In this bylaw, the term Parish Council is a joint council of the clergy, in charge of religious affairs, the Elders (caretakers) committee, in charge of the church's peace and unity, and the Board of Directors who are in charge of running the church's day-to-day business.

**3.1.6** In this bylaw, the term **Board of Directors** refers to the highest executive body or leadership under the general assembly hereafter referred to as the Administrative Board.

**3.1.7** In this bylaw, the term Elders (caretakers) committee, which is under the General Assembly, is a body that maintains the church's peace, Harmony and unity.

**3.1.8** In this bylaw, the term clergy, or clergy council refers to our fathers, the clergy who permanently serve the church and answer to the General Assembly.

### **3.2 General Rules**

**3.2.1** Mount Zion Virgin Mary Ethiopian Orthodox Tewahedo Cathedral, (hereafter referred to as the church, the cathedral, Virgin Mary Church, Debre Tsion Dingil Mariam Cathedral), is an institution in the city of Los Angeles, which has been duly incorporated as a spiritual unit under and by virtue of an act of the legislature of the State of California for the purposes stated in its Certificate of Incorporation.

**3.2.2** The church will be organized and operated exclusively as a charitable organization within the meaning of Section 501(c) (3) of the United States Internal Revenue Code. The church will not be conducted or operated for profit.

**3.2.3** Regarding Mount Zion Virgin Mary Ethiopian Orthodox Cathedral's administrative affairs, it is independent, self-governed, and no outside body will interfere in its internal affairs. The Ethiopian Orthodox Tewahedo Church and synod here and in Ethiopia, has no say regarding the financial, and administrative matters of Virgin Mary Church.

**3.2.4** No officer of the Church will receive or become entitled to receive compensation for serving as a board, committee or council member, except for expenses incurred in conducting the Church's affairs or in carrying out its purposes.

**3.2.5** Following the adoption of these bylaws by vote of two-thirds (2/3) of the members of the Church, these bylaws will become the standing rules for operation, execution, and drawing guidelines for work procedures. All members will abide by these bylaws and subsequent amendments.

**3.2.6** No one, including the Administrative Board or committee members, as a group or individually will amend or interpret these bylaws independent of the concurrence of the assembly of the church members for any purpose. In case of disagreement over interpretation of any part of these bylaws, the issue will be presented by the Chairperson of the Board to the Parish Council for discussion and presented by the Board chair to the general assembly for final decision. To amend the bylaws the articles 12.4.1 and 18.1.2 will be implemented.

**3.2.7** The Church or its members acting on its behalf; will not endorse or campaign for political candidates or participate in any political activities, nor use church money or tangible property for any political use.

**3.2.8** Any servant of the church with authority will refrain from acts listed below that could possibly create conflicts of interest

**3.2.8.1** The Church will not engage in contractual bids or commercial activities with businesses administered by members of the executive board.

**3.2.8.2** During administrative board's meeting regarding the salary of a clergyman, no direct monetary beneficiary will participate in such discussions nor will they vote.

**3.2.8.3** Any member of the administrative board is barred from participating in discussions of payment of a clergyman if related to the mentioned clergy.

**3.2.9** The Church will adhere to the laws of the State of California, under the article of incorporation, under the laws in relation to the Federal laws of the United States of America to protect the rights and freedom of members of the church in their ownership and jurisdictional interests.

**3.2.10** Major Affairs pertaining to the church will be discussed by the Parish Council and then will be presented to the general assembly by the board chairperson for a final decision.

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## **ARTICLE 4.0**

### **Seat of Episcopacy**

**4.1** Mount Zion Virgin Mary Ethiopian Orthodox Tewahedo Cathedral receives its spiritual service from the lawful synod in exile. The church is the episcopal seat of His Grace Archbishop Abune Barnabas; Any and all spiritual, and clerical matters arising within the church will be decided by the Arch Bishop, and the Church's general assembly.

**4.2** The need to add a clergyman to the church, will be presented by the church's clergy council to the Parish Council. After confirming the moral character and competence of the candidate clergyman, the Arch Bishop in conjunction with the general assembly will make the affirmation. If and when issues of termination of a clergyman or suspension of clerical authority arise, the matter will be studied by the Parish Council and will be presented for a decision to the Arch Bishop. The Arch Bishop's decision will then be presented to the church's general assembly for a final administrative decision that will be affirmed by the voting of two-thirds of the members.

**4.3** The Arch Bishop will give spiritual directives at any time he deems appropriate. He opens general assembly meetings with prayer. He gives fatherly advise and consoles the faithful. He may consult and/or with the Parish Council and/or the general assembly for the spiritual growth of the cathedral.

**4.4** Being an episcopal seat, Virgin Mary Cathedral, within its means, may provide assistance to the Holy Synod. It may also assist towards the growth of the episcopal office and the fulfillment of his apostolic mission.

**4.5** The relationship between Virgin Mary Cathedral and the lawful Holy Synod in North America, through the Arch Bishop solely regards spiritual affairs. The Synod may not interfere in any internal administrative and financial matters of the church. The full authority regarding all assets and properties lies is vested within the general assembly.

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## **ARTICLE 5.0**

### **MEMBERSHIP**

**5.1 Member:** Any person who qualifies to the church membership is expected to fulfill the following:

**5.1.1** Believe in the faith, doctrine, canons, teachings and tradition of the Orthodox Tewahedo Church of Ethiopia

**5.1.2** Accept and practice the provisions of these Bylaws

**5.1.3** Be accepted and duly registered in the membership record book, with monthly membership dues paid, qualifies as a member of the Church.

**5.2 Participation:** Members are expected to participate in all church activities in various capacities. Any member has to be in good standing according to 5.1.3 to vote. For a member to be elected and serve as a board member and committee of elders (care taker), one has to serve as a permanent member for 5 years in good standing in accordance to article 5.1.3

**5.3 Resignation:** Any member has the right to terminate his or her membership for any reason by notifying in writing, to the Board. The Board, if necessary, shall examine the cause of the resignation and take appropriate action.

**5.4 Disqualification:** A member shall be initially advised by the elders committee, if he or she is in violation of the norms and practices of the Church as stipulated in these Bylaws. If the elders' committee action is ineffective, under article 16 of this bylaw, a disciplinary action will take place.

**5.5 Reinstatement:** A member who has voluntarily resigned shall resume membership by filling out the membership form. A member disqualified or his/her membership terminated shall apply to the board in writing to be reinstated as a member. The Board shall review the application and take the appropriate action.

**5.6 Membership payment:**

**5.6.1 Member dues:** are set by the Board and approved by the General assembly. The Board shall notify a member if he or she is delinquent on monthly payments for four months. Six non-payments shall disqualify the member from exercising his or her voting rights, unless otherwise exempted by the Board.

**5.6.2 Pledge:** A member is expected to pay his or her pledged amount regularly according to his or her commitment.

**5.7 Exemption due to hardship:** A member has to present cause to the Board in writing if unable to pay membership dues. The Board, after a careful evaluation of the circumstances surrounding an applicant, can exempt a member from membership payments for a period of up to one year. To those who go past the indicated period, what is indicated on article 5.6.1 will be implemented.

**5.8 Honorary membership:** Upon the recommendation of the Board and the approval of the General Assembly, honorary membership may be bestowed on a non-member who is recognized as having rendered outstanding, pioneering or exceptional contribution to the welfare and progress of the Church.

**5.9 Identification:** Membership identification shall be issued to each member.

**5.10 Voting Rights:** Any permanent (paying) member has the right to vote at all church meetings if he or she is at least 18 years old, has been a member of the Church for a minimum of six months and regarding dues the member has to be in compliance according to article 5.6.1 of the bylaw.

**5.11** Regarding maintaining confidentiality of members' personal information: All and any personal information gathered to benefit and serve the Church will be confidential. It is strictly forbidden to use personal information without the consent or knowledge of the member outside of the church matters for personal or other use or decimation. Individual violating this will be liable under the privacy act under the laws of the state of California. The church will not be held liable for intentional acts committed by individual or individuals.

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## **ARTICLE 6.0**

### **GENERAL MEETINGS OF THE ASSEMBLY**

**6.1 Definition:** The term General Assembly refers to; an assembly of members of Debre Tsion Virgin Mary Cathedral who are registered permanent paying members according to Article 5.1, church administration, and leading with powers to decree and implement such decisions, also with full purview and power over physical and liquid assets of the church.

**6.1.0** General Assembly's authority and responsibility

**6.1.1** The General Assembly elects the church's administrative board and Election Committee.

**6.1.2** The General Assembly elects the church's elders (care taker) committee and Election Committee.

**6.1.3** The General Assembly will assign or terminate the clergy based on the recommendation given by the Parish Council.

**6.1.4** The General Assembly makes a decisions regarding purchasing or selling of Church properties.

**6.1.5** The General Assembly approves semi-annual financial reports, annual financial reports, and the budget presented by the Administrative Board.

**6.1.6** The General Assembly will discuss and make a final decision on budgetary expenditures that the Administrative Board will make beyond the appropriated amount on the annual budget.

**6.1.7** The General Assembly will discuss and makes decisions regarding church affairs; expenditures over \$5000 or travel per-diems over \$500 and salary raise over 5%.

**6.1.8** The General Assembly discusses and makes decisions on issues presented by the Parish Council.

**6.1.9** The General Assembly will hear financial reports presented by Auditors and issues directives on matters as needed.

**6.1.10** The General Assembly will approve an amendment of the bylaw presented by the study committee appointed by the Parish Council.

**6.1.11** The General Assembly maintains and protects Church wealth and property.

**6.1.12** The General Assembly will discuss and make decision upon hearing report presented by elders committee regarding members who disturb the peace and tranquility of the church.

**6.2 Guidelines:** The following guidelines shall be used as the basic requirements to facilitate all meetings of the General Assembly.

**6.2.1 Announcement and Agenda:** Any meeting must be announced at least two weeks before it is held. Said announcement shall be made along with the meeting agenda by any of the following means:

**6.2.1.1** By letter,

**6.2.1.2** By two verbal announcements made by a Board member inside the church,

**6.2.1.3** By written announcement posted on the Church bulletin board.

**6.2.1.4** By the Church's Media Center, email and telephone and other similar means.

**6.2.2 Location:** Meetings shall be held on the premise of the Church or at another convenient location.

**6.2.3 Meeting Roster:** All Church members attending meetings are required to write their names on the meeting roster.

**6.2.4 Quorum:** A simple majority shall constitute a quorum. A simple majority is defined as fifty percent (50%+1) of the total number of members plus one member. If a quorum is not attained the first time, a second meeting shall be called within two (2) weeks, and those members responding to the second call, regardless of their number, shall be considered a quorum unless, it is decided otherwise by the majority of members present.

**6.2.5 Votes:**

**6.2.5.1** All resolutions shall require a simple majority vote, 50%+1, except in cases otherwise specifically provided in these Bylaws. Abstentions shall be noted and recorded.

**6.2.5.2** Votes shall be cast by secret ballots unless the chairperson finds that a show of hands is appropriate and no objection is made. The chairperson shall announce the results of the ballot.

**6.2.5.3** Each member will have one vote.

**6.2.5.4** At any given Church election, absentee ballots, (votes of members who are not present in person at the time), have to be received in a sealed envelope with their election choice notated on the prepared official ballot form to the election committee a day before the election date. Those members physically present on Election Day will return their sealed envelope to the election committee.

**6.2.5.5** The ballot count will be supervised by election committee members, and it will occur in the presence of four (4) observers that are elected by the General Assembly.

**6.2.6 Minutes:** All meetings shall have minutes. Meeting attendance rosters shall be appended to minutes.

**6.3 Procedure of Conducting Meetings**

**6.3.1** All meetings must be conducted in accordance with the terms and provisions of these Bylaws and commonly accepted parliamentary procedures.

**6.3.2** All meetings shall be conducted under a presiding Chairperson.

**6.3.3** All meetings shall have an agenda, which shall be read by the Chairperson. New agenda items may be introduced at the meeting for consideration.

**6.3.4** Minutes of the meeting shall be taken by the designated person. Before starting the new business, the minutes from the previous meeting must be read and approved as required.

**6.3.5** The duties of the Chairperson at a meeting are:

**6.3.5.1** Call the meeting to order.

**6.3.5.2** Conduct the meeting in an orderly and disciplined manner limiting the discussion within the agenda.

**6.3.5.3** Announce ballot results.

**6.3.5.4** Halt or postpone the meeting when circumstances dictate.

**6.3.5.5** Adjourn the meeting.

#### **6.4 Annual Meeting**

**6.4.1** The purpose of the annual meeting is to discuss the overall activities, actions and accomplishments of the Church during the fiscal year as well as review recommended programs of action for the new fiscal year.

**6.4.2** The fiscal year of the Church shall be January 1<sup>st</sup> through Dec. 31<sup>st</sup>.

**6.4.3** Budget for the next fiscal year shall be presented for approval in the beginning of November.

**6.4.4** Annual Budget Report meeting will be presented in the month of March.

**6.4.5** Long and short term goals and objectives shall be presented for approval.

**6.4.6** The Administrative Board will call a meeting once a year, two weeks before the commencement of the Lent and Fast. A day of discussion on Church unity, peace and love will take place.

#### **6.5 Special Meetings**

**6.5.1** Special meetings shall be held if the need arises, depending on the weight of the issue and situation.

**6.5.2** Special meetings shall be called if any one of the following criteria is met.

**6.5.2.1** If the Administrative Board decides for a special meeting to be called.

**6.5.2.2** If one-third (1/3) of the members request in writing for such a meeting.

**6.5.2.3** If the Church's Parish Council requests the need of the meeting in writing.

**6.5.2.4** If expenditure not included in the budget and exceeding \$5,000.00 (five thousand dollar) is requested.

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## **ARTICLE 7.0**

### **Board of Directors' Election (Administrative Board)**

- 7.1** Elections of the Administrative Board shall be conducted at the General Assembly
- 7.2** An absentee member may be a candidate for election provided his or her consent has been secured in writing.
- 7.3** Candidate who gets the majority vote from ballots casted is declared a winner. If two candidates get equal votes, the winner shall be selected by drawing lots.
- 7.4** **Election Committee**
- 7.4.1** An ad-hoc, temporary election committee shall be elected by the General Assembly for the purpose of electing Administrative Board members.
- 7.4.1.1** It will be the Elders (Caretakers) Committee authority and responsibility to have the Election Committee elected. It will confirm members with rights to elect and be elected, by coordinating with the Church's administrative board.
- 7.4.1.2** The recruiting procedure to pick the election committee is led by the chairperson of the Elders committee or a representative of the committee.
- 7.4.1.3** The Elders committee affirms that the recruiting process was free and just. It prepares an election directive to proceed in the election process with caution.
- 7.4.1.4** A clergy or member that was elected and served in the election committee, may get re-elected and serve in the next round of election. To be elected for the 3<sup>rd</sup> time, one has to sit out two election cycles or six (6) years.
- 7.4.2** The ad-hoc election committee shall consist of six (6) Church members and a representative from the council of clergy; in total a seven (7) members' election committee will resume work after electing their chairperson and secretary.
- 7.4.3** The election committee shall fulfill its responsibilities under these directives,
- 7.4.3.1** The election committee will verify members who qualify to elect or be elected. It will fall under the guidance of this bylaw article 8.3 and 11.6.
- 7.4.3.2** The Election Committee will recruit no less than fourteen (14) candidates from the general assembly and 3 (three) candidates from the youth, based on the election committee's criteria. The election committee will conduct the necessary interviews and will present to the general assembly, 11 (eleven) qualifying candidates from the general assembly and get seven (7) candidates elected. One (1) candidate will also be elected out of the three, (3) youth members presented to the general assembly. The clergy council will present a representative of the clergy to the election committee in writing. Additional clergy member may not participate in the election process as a candidate.
- 7.4.3.3** The General Assembly will be notified of the election result possibly the same day if not in the next weekly gathering. Those 8 (eight) members and 1 (one) clergy representative who received the most votes for election will be announced. The election committee chairperson will confirm the top vote recipient candidates but does not disclose the number of votes candidates received. The candidates will introduce themselves.

**7.4.3.4** During the administrative board's transition period, if any of the top eight (8) vote recipients, for any reason cannot serve, will be replaced by the consequent top vote recipient. If a youth candidate is unable to serve, the runner up candidate will be the replacement.

**7.4.3.5** The election committee will facilitate the first meeting of the 9 (nine) newly elected administrative board members. The newly elected administrative board, in the absence of the election committee will elect the administrative board chairperson, vice chairperson, secretary, accountant, and treasurer. The results will be reported to the election committee chairperson. The clergy representative will serve as a member of the administrative board.

**7.4.4.6** The election committee will introduce the new administrative board chairperson to the Church members. The rest of the board members are then introduced to the general assembly by the board chairperson. Subsequently, the administrative board members will be sworn in by the archbishop or the rector of the cathedral.

**7.4.4.7** The Election Committee will ensure that the outgoing Board hand- over complete and all properties, assets, records and other documents of the Church to the new administrative board.

**7.4.4.8** Ensure that all relevant documents are signed by all parties and witnessed by the election committee chairperson, the rector, and one other election committee member. Regarding bank record signatures; previous signatory members and new elected candidates shall have power of transfer at the bank within a week by presenting an official letter displaying a seal of the church.

**7.4.4.9** Hand over the election documents to the new administrative board.

**7.4.5** The Committee shall use the following timeline to expedite the above activities.

**7.4.5.1** Election of the nominating committee shall be conducted the first Sunday of August.

**7.4.5.2** Candidates to the administrative board membership shall be selected by the middle of the month of November

**7.4.5.3** Board members' election shall be conducted by the end of November.

**7.4.5.4** New Board members shall be introduced and sworn in office by the first week of December.

**7.4.5.5** Transfer of documents shall be finalized by the last week of December.

**7.4.5.6** The new administrative board shall assume its official duty on the first day of the month of January.

**7.4.5.7** The election committee shall hand over election documents to the new administrative board by the first (1<sup>st</sup>) of February.

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## **ARTICLE 8.0**

### **BOARD OF DIRECTORS (ADMINISTRATIVE BOARD MEMBERS)**

**8.1 Election:** The Administrative Board Members of the Church shall be elected by the General Assembly except as stated in section 8.11.2 of this bylaw and the clergy representative.

**8.2** The Administrative Board is one of the bodies that constitutes the Parish Council and is the highest executive body under the General Assembly that will execute the decisions made by the Parish council and the General Assembly.

**8.3 Qualification:** A person, who has been a member of the Church at least five (5) consecutive years and is not an honorary member or exempted member; is eligible to be a candidate for Administrative Board membership. The clergy representative candidates qualify due to the spiritual service offer.

**8.4** Incumbent Board members are eligible for reelection for another term. A total of two, consecutive terms of office is permitted. They have to wait for 6 years to serve more than two terms. A chairperson can only serve as such for one term, three years only. After that he or she can serve only in another capacity.

**8.5 Term:** The Administrative Board members' term of office shall be three years with January 1 (one) as the date set for starting service.

**8.6 Composition:** The total number of the Administrative Board shall compose of nine (9) members.

**8.7 Committees:** The Administrative Board may establish functional committees stated on article 13 and provisional committees as needed from the general assembly to facilitate its activities.

**8.8 Compensation:** The Administrative Board members shall serve without pay or compensation of any kind for willingly being elected and rendering service as administrative board members.

**8.9 Duties and Responsibilities:** The Administrative Board's fundamental duties are to plan, operate, and monitor the administrative, financial affairs as well as the various necessary services for the members of the Church and for the community. The Board shall execute its duties in accordance with this Bylaw.

Such duties shall include but are not limited to the following:

**8.9.1 Administration:** The Administrative Board shall plan and execute the day-to-day, short term and long-term administrative functions of the church. When major issues arise the Administrative board will consult with the Parish Council and present it to the general assembly for final decision and implement it.

**8.9.2 Services:** The Administrative Board shall consult with clergy council and provide the necessary guidance to promote religious, educational and community services.

**8.9.3 Financial:** The Administrative Board shall be responsible for:

**8.9.3.1** Collecting donations, dues, offerings, and other receivables.

**8.9.3.2** Handling payments and expenditures within the limitations set by these Bylaws.

**8.9.3.3 Preparing:** and presenting annual budget and financial reports in writing to the General Assembly for approval.

**8.9.3.4** Maintaining all relevant financial documents of account including receipts, bank statements, monthly payments and the like.

**8.9.3.5** Conducting the necessary internal auditing as well as facilitating the activities of auditors.

**8.9.3.6** Establishing guidelines for operational check and balance system to avoid any accounting pitfalls.

**8.9.3.7** Making sure that annual audit reports are presented to the members on timely basis.

**8.9.3.8** Investing the Church fund, as necessary, in accordance with the State of California guidelines applicable to Non-Profit Organizations.

**8.9.4 Property:** The Administrative Board shall safeguard and protect all moveable and fixed properties and assets of the Church according to article 13.5.7 and ensure their implementation.

**8.9.5 Legal:** The Administrative Board shall protect the legal rights of the Church before the court and make the necessary arrangement and actions on behalf of the Church on all legal issues. The Board shall represent and make contractual agreements including purchase and sale of properties in accordance with these Bylaws.

**8.9.6 Church Servants:** The Administrative Board has the responsibility to execute the appointment and termination of the clergies and other personnel based on the recommendation made by the Parish Council and presented to the general assembly for final decision. The administrative board will execute the appointment and termination of the clergies and other personnel in accordance to Federal and State laws and these bylaws. Clergy appointment, benefits, and termination shall be implemented according to article 12.4.2 and 12.4.3

**8.9.7 Records:** The Administrative Board shall keep and maintain all the records within the Church offices. The administrative board's meeting minutes will be properly filed and retained according to article 17.

**8.9.8 Seal:** The Administrative Board shall maintain the proper use of the official seal of the Church and make sure that the seal does not leave the church office premise. The seal shall depict the Holy Cross, the Holy Mother St. Mary and our lord Jesus Christ. It will incorporate the name of the Church in Amharic and English.

**8.9.9 Representation:** The Administrative Board or its representative shall represent the Church in all meetings, seminars and the like.

**8.9.10 Resolutions:** The Administrative Board shall execute and implement all resolutions adopted by the Parish council and the General Assembly.

**8.9.11 Use of the Chancel:** The administrative board will make the weekly announcement from the church's chancel. If the message is concerning spiritual matter the clergy will make the announcement. If there is a need for any discussion, it will take place after Holy Liturgy services.

**8.10 Limitations:** The following limitations shall be observed by the Administrative Board unless otherwise a change is requested and approved by the General assembly.

**8.10.1** Any unbudgeted expenditure above \$5,000.00 (five thousand dollars) requires approval from the General assembly.

**8.10.2** Stipends above \$500.00 (five hundred dollars) per person and annual allowance increments above 5% shall be approved by the General Assembly.

**8.10.3** Deviation from the overall appropriated annual budget by over 10% shall be justified in writing to the General Assembly.

**8.10.4 Signatories:** The Chairperson, the Vice Chairperson, and the Treasurer shall sign checks and other documents related to finance. A minimum of two signatures is required for each approval. The documents shall enclose amount and purpose of expenditure; also date and name of recipient.

## **8.11 Vacancies:**

**8.11.1** The Administrative Board is automatically dissolved if five (5) of its members are unable to perform their duties or voluntarily resign at the same time. Under such circumstances the Elders Committee as stated in article 11.8.5 will perform a double administrative duty. The elders committee will urgently establish an election committee. A new Administrative Board will be elected within three months. Until new Administrative Board is elected the chairperson and secretary of the elders committee shall be able to sign on checks and financial documents.

**8.11.2** For every Administrative Board vacancy, the administrative board will introduce to the members the alternate candidates with the highest votes. The Clergies will then administer oath of and the alternates will resume their duties, but their terms will end at the same time as the current administrative board term.

**8.12 Meetings:** The Board shall meet regularly at least once a month. All meetings shall be conducted according to the provisions of these Bylaws.

**8.13 Removal from office:** Any member or members of the Administrative Board shall be removed from office if one-third (1/3) of the total registered members of the Church petition in writing to convene a General Assembly, which shall make the decision for removal by a simple majority vote of 50% +1.

**8.14 Removal from assignment:** Any administrative board member may be removed from his or her assigned duty or duties if two-third (2/3) of the administrative board members lose confidence due to neglect of duty. The administrative board members may elect another Board member to fill the position.

## **8.15 Conflicts that might arise among the Administrative Board Members:**

Any conflict that might arise among the administrative board members shall be mediated and resolved within the administrative board. Any issue that cannot be resolved within the administrative board shall first be referred to the Elders Committee to seek solution. If the committee could not resolve the issue, it will be presented to the Parish council for discussions. The chairperson of the elders committee will present the recommendation made by the Parish Council to the General assembly for discussion and ratification.

**8.16 Structure Of the Administrative Board:** The Administrative Board members and their respective duties and responsibilities shall be as follows:

- a. Chairperson
- b. Vice Chairperson
- c. General Secretary
- d. Chief Accountant
- e. Treasurer
- f. The other four board members

### **8.16.1 Chairperson**

**8.16.1.1** The role of the Chairperson is to lead the Administrative Board in accordance to this Bylaw.

**8.16.1.2** The Chairperson shall preside on and conduct all meetings in accordance to this Bylaw.

**8.16.1.3** Shall coordinate the agenda of all meetings and invite members to regular and special meetings.

**8.16.1.4** Shall obtain approval and mandate from the majority of the Administrative Board members on major negotiations and participation of meetings with different organizations on behalf of the Church. Insures jobs are performed under warranties and by entities holding legal licenses.

**8.16.1.5** Makes presentations and or reports to the General Assembly on behalf of the Administrative Board.

**8.16.1.6** Shall have only one vote like any member of the Administrative Board in any meeting or decision-making matters.

**8.16.1.7** Shall ensure the implementation of all recommendations and action items.

## **8.16.2 Vice Chairperson**

**8.16.2.1** Shall perform the duties of the Chairperson in his/her absence.

**8.16.2.2** Has only one vote like all Administrative Board members.

**8.16.2.3** Will be assigned to be in charge of specific tasks and projects.

## **8.16.3 General Secretary**

**8.16.3.1** Will perform secretarial duties at all Administrative Board meetings and General Assemblies.

**8.16.3.2** Shall be responsible to follow up the progress and status of implementation of major decisions.

**8.16.3.3** Transmits promptly all relevant communications to church members and the board members.

**8.16.3.4** Prepares meeting agendas and keeps all minutes of the Administrative Board and the General Assembly.

**8.16.3.5** Shall preside over all Administrative Board meetings in the absence of the Chairperson and the Vice Chairperson.

## **8.16.4 Chief Accountant**

**8.16.4.1 Qualification:** The Chief accountant should preferably be acquainted with the basic concepts of accounting and finance. In the absence of such qualified Administrative Board member, however, the Administrative Board shall solicit volunteer church members trained in the field to assist the chief accountant in his/her activities.

**8.16.4.2** The Chief Accountant keeps records of all assets and liabilities of the Church in accordance with accepted accounting principles.

**8.16.4.3** Ensures that adequate internal control system is exercised within the accounting section of the Church.

**8.16.4.4** Keeps all financial documents in a safe and orderly manner for reference by authorized personnel of the church and for examination by auditors.

- 8.16.4.5** Checks, prepares and ascertains that all payments are paid in a timely manner and within the approved budget.
- 8.16.4.6** Ascertains that all receivable or collections are received and receipts are issued.
- 8.16.4.7** Prepares semi-annual and annual financial reports for presentation by the Administrative Board to the General assembly.
- 8.16.4.8** Prepares and makes available all relevant financial documents to Auditors.
- 8.16.4.9** Implements Auditors' recommendations regarding the bookkeeping.
- 8.16.4.10** Verifies that all payment checks and finance related agreements are properly signed by designated administrative board signatories.
- 8.16.4.11** Prepares bank reconciliation statements on monthly basis and submits reports to the administrative board every month for review and action.

**8.16.5 Treasurer**

- 8.16.5.1** The Treasurer is in charge of keeping and maintaining all records and properties of the church.
- 8.16.5.2** Prepares annual budget in consultation with the Administrative Board Chairperson and other appropriate officials of the church and submits it to the Administrative Board for approval and makes final presentation to the General Assembly.
- 8.16.5.3** Deposits cash and checks within one week into the church bank Accounts.
- 8.16.5.4** Properly maintains the Church petty cash within the amount approved by the Administrative Board.
- 8.16.5.5** Plans and controls investment and cash flow of the Church.

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**ARTICLE 9.0**

**AUDITORS**

- 9.1** Two volunteer auditors shall be selected from the General Assembly, excluding the administrative board members, the council of clergy, and the Elders committee members, during the administrative board's elections. If volunteers are not found within the membership, then outside volunteers will be assigned to perform the auditing. The Elders committee shall present outside auditors to the General Assembly, according to article 11.7.3.
- 9.2** Auditors are accountable to the General Assembly.
- 9.3** Auditors shall be professional accountants working on fee basis or volunteers willing to render services free of charge.
- 9.4** Auditing shall be conducted at the end of every fiscal year, unless otherwise the general assembly calls for an emergency auditing.

- 9.5 After completing auditing the church accounts, auditors shall discuss the results of their auditing with the administrative board prior to making a presentation to the General Assembly.
- 9.6 Audit report shall be submitted to the regular or special session of the General Assembly within three months after the end of the fiscal year being audited. The administrative board will implement the recommendations of the auditors.
- 9.7 Copy of audit report shall be distributed to the General Assembly by Auditors, in collaboration with the administrative board. Comments by the administrative board regarding the audit could be attached as an addendum to the audit and be submitted to the general assembly together with the audit report. If questions arise from the report the administrative board will address those questions.

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**ARTICLE 10**

**THE CLERGY**

- 10.1 The Clergy of Virgin Mary Cathedral provide spiritual services in the church and shepherd the flock as God ordained them to be spiritual leaders.
- 10.2 The clergy of Virgin Mary Cathedral are the church's servants and spiritual leaders. Thus, they are permanent members of the church.
- 10.3 The Clergy answers to the general assembly.
- 10.4 All members of the Clergy shall observe and adhere to the church dogma, Canons, Rules, and provisions of this Bylaw.
- 10.5 The duties and responsibilities of the Clergy include, but are not limited to, the following:
  - 10.5.1 Performing all Church religious ceremonies: Liturgies, matrimonies, baptisms, funerals, and all other relevant services.
  - 10.5.2 Teaching the central tenet of the church, which is the Gospel.
  - 10.5.3 Discipling future clergy in the faith. They also visit, comfort, and encourage parishioners.
  - 10.5.4 Without neglecting their formal duties at the cathedral, fulfilling their apostolic mission they may spread the Gospel throughout the world.
  - 10.5.5 Consulting with their spiritual children about religious growth, attracting new members, and in general for the growth of church activities.
- 10.6 The Clergy will, in good faith, teach the word of God without outside influence. The Arch Bishop, and the clerical council will evaluate clerical matters. The clergy will council parishioners and provide social support during weekly office hours.
- 10.7 The clergy will make their voice heard on behalf of those suffering under cruelty and subjugation. They will cry towards God. They will admonish abusers and those committing injustice. The Cathedral's clergy represent God and the people of God; as such they may not be member of any political party.
- 10.8 The Parish Council has the authority to assign clergy for church services and if necessary terminate them. It will be implemented according to article 12.4.2

**10.9** Clergy stipends and benefits are implemented according to article 12.4.3

**10.10** Since the clergy upstandingly serve the Church; during their illness and old age the church, according to its abilities, will provide necessary assistance.

**10.11 Virgin Mary Cathedral Clergy Council**

**10.11.1** The clergy Council refers to the Virgin Mary Cathedral fathers and the Arch Deacon.

**10.11.2** The Parish Council members consist of the Clergy Council members, the Cathedral's administrative Board members, and the Elders' committee members. No more than seven clergy can participate in the Parish Council.

**10.11.3** The clergy council will elect their chairman and secretary. They will have quarterly meetings. They will hold emergency meetings as needed.

**10.11.4** The Clergy council will present a candidate to be the Parish's rector at Virgin Mary as spiritual administrator. The Arch Bishop will confirm his candidacy.

**10.11.5** The clergy council, every three years, will present a candidate to represent the clergy as a member in the church's administrative Board. This candidate must at least have a five-year history of church service at the cathedral. After two consecutive terms if this clergyman wishes to serve another term, he must sit out one term.

**10.11.6** The clergy council implements the church's religious services and Biblical Teachings in coordination with the rector, and the main preacher. This will be conducted according to plans and agendas presented and discussed in the clergy council meetings.

**10.11.7** It implements decisions relating to clergy and religious services rendered by the Cathedral Parish council and administrative board.

**10.11.8** To preserve the perfect unity of the sanctuary, the council of clergy will request for additional clergy as needed. The parish council will determine this necessity and then present it to the general assembly.

**10.11.8.1** The clergy council will evaluate the competency of the clergyman assigned for service and the Archbishop will affirm it. The administrative board will process the assignment of the clergyman for service under Federal, state and local laws.

**10.11.8.2** The clergyman assigned for service has to fill out a service contract form indicating his service responsibilities. At least two (2) weeks of advance notice to the administrative board or clergy council needs to be submitted if a clergy decides to voluntarily leave his position of service.

**10.11.9** A clergyman will be relieved of his duties only when two-thirds of the General Assembly vote in agreement after the clergy council and parish council conduct discussions and present them their recommendations. If religious misconduct and doctrinal issues arise, the archbishop will examine and render his decision. If it is related to administrative matters, the parish council will present its decision to the General Assembly for a final resolution.

**10.12 The Cathedral's Rector (የዲብር አለቃ)**

**10.12.1** The rector (Yedebr Aleqa) of the Cathedral will be selected by the council of clergy from amongst themselves and will be confirmed by the Archbishop

- 10.12.2 The clergyman chosen for the rector position must have served for more than 10 years in the Cathedral. If such a candidate is unavailable, a clergyman with the seniority amongst the clergy will be chosen.
- 10.12.3 The Cathedral's rector will lead church's spiritual administrative affairs and clergy council.
- 10.12.4 At the parish council meeting the rector will present clerical, spiritual matters, and plans discussed at the clergy council for confirmation.
- 10.12.5 The rector will give directives to the clergy to implement spiritual matters presented by the Administrative Board.
- 10.12.6 The rector provides spiritual leadership to the schools that the church administers and other spiritual entities, associations and committees.
- 10.12.7 As mentioned on article 10.5.1 the rector will sign the baptismal, Holy matrimony Certificates. In addition he will sign on spiritual letters that will be sent out of the office representing the Church along with the Administrative Board Chairperson.
- 10.12.8 As decreed on article 8.16.5.1 along with the treasurer of the cathedral, the rector will oversee the church's spiritual and religious assets.

**10.13** The Cathedral's vice Spiritual Administrator

- 10.13.1 When presented by the council of clergy, the Archbishop will confirm a clergyman to be appointed as vice rector.
- 10.13.2 The Cathedral's vice rector will serve as the secretary of the clergy council.
- 10.13.3 In the absence of the Cathedral's rector the vice-rector will serve in his position.

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**ARTICLE 11.0**

**ELDERS COMMITTEE**

- 11.1 **Objective:** The objective of constituting this body herein after referred to, as "*Elders*" is to safeguard and promote, in collaboration with the Board, the unity and integrity of the Church and that of its parishioners.
- 11.2 **Election:** The Elders of the Church shall be elected from the members of the Church by the General Assembly.
- 11.3 **Administration of election:** The election of the Elders shall be administered by the Board. A special nominating committee, composed of five (5) Church members shall be elected by the General Assembly. The nominating committee, in coordination with the Board shall present eleven (11) candidate Elders to the General Assembly for election. After the election, the Board Chairperson shall introduce the members of the elected Elders before the General assembly. Members of the Elders shall elect their own Chairperson. The Church Elders shall be composed of seven (7) members.
- 11.4 **Election time:** The Elders' election will commence in mid March and will end in May.
- 11.5 **Term:** Term lasts for three years and commences beginning of June.

- 11.6 Qualification:** Candidates to the membership of Church Elders shall be registered members of the Church. They shall be knowledgeable about the culture and tradition of the Ethiopian Orthodox Tewahedo Church; must have been regularly attending and actively participating in Church services; must have experience serving the Church in official capacity, and must demonstrate personal integrity, maturity, and moral conviction. They must demonstrate good interpersonal relationship with both the clergy and parishioners.
- 11.7 Responsibility:** The main responsibility of the Elders is to protect and safeguard the peaceful existence and unity of the Church.
- 11.7.2** The Board will conduct elections according to article 7.4 to elect the Election Committee.
- 11.7.3** If volunteer auditors are not found within the membership, it will provide paid or volunteer outside auditors.
- 11.7.4** The Elders committee has responsibility of carrying on disciplinary rules stated under article **16**.
- 11.7.4** It consults in vital issues in coordination with clergy council and Board administration as a member of Board of Trustees.
- 11.8 Functions:** The functions of Elders are as outlined below:
- 11.8.1** To mediate and/or arbitrate when there is misunderstanding, conflict, polarization and the like that may arise amongst parishioners, families, elected individuals, the Board, the Clergy.
- 11.8.2** To ascertain that the Bylaw of the Church is not violated.
- 11.8.3** To raise issues of major concern about the Church, with their written recommendation, for consideration by the Board.
- 11.8.4** To suggest ideas to the Board on how to achieve a goal in the development and growth of the Church.
- 11.8.5** The Elders shall act as temporary caretakers of the Church in case of an extreme emergency where the Board for some reason ceases to function and the operation of the Church is jeopardized. As stated on article 8.11.1
- 11.8.6** To look into and seek solutions for grievances submitted by the members against officers, clergy, and members of the Church in handling their Church duties and responsibilities.
- 11.8.7** Serve as an official representative of the Board in dealing with matters of relationships with other Churches and organizations when requested to do so by the Board.
- 11.9** In the event that mediation and arbitration efforts referred in Article 11.8.1 fail and the conflict is deemed detrimental to the integrity and unity of the Church and that of its parishioners, it shall be presented by the Elders to the General Assembly, which will be called to session by the Board. The Board for resolution shall present any conflict that may occur between the Board and the elders to the general assembly. The general assembly shall resolve the issue by two thirds (2/3) ballot vote.
- 11.10 Vacancy:** In case of vacancy, the alternate with the most votes will be substituted. In case of equal vote getters, it will be decided by a draw. The substitute member term ends with the members of the committee.
- 11.11 Re-election:** Incumbent members of Elders are eligible for re-election for a second term of office. No re-election, after two consecutive terms, is allowed.

**11.12 Removal from office:** An Elder can be removed from office if one quarter (1/4) of Church members petition in writing to convene the General Assembly of Church members, which shall decide on the issue by a simple majority vote.

## **ARTICLE 12.0**

### **Parish Council**

**12.1 Title and definition:** Under this Bylaw the term "Parish Council" is a joint council of the leading entities at Virgin Mary Cathedral who serve in different roles and have responsibility within the church. This council is comprised of the clergy council that oversees religious matters, the Elders committee that is the caretaker of peace and unity of the church, and the administrative board that oversees the administrative affairs of the church, together who consult in unison.

**12.2 Parish council Members and accountability:** The clergy council, the Elders' committee and the Administrative Board members are all members of the Parish council. This parish council answers only to the General Assembly.

**12.3 The Parish Council's Objectives:** The Parish council consults on all major matters of the cathedral. If the matter needs approval of the General Assembly, the matter will be presented to the general assembly through the Administrative board for final decision.

#### **12.4 Parish Council's Responsibilities and Duties**

**12.4.1** When amendments to the Bylaw are presented by the administrative board, elders committee, clergy council, or one third of the parishioners in writing, the parish council consults and through the administrative board will present the matter to the general assembly for discussion and decision. When the general assembly makes the decision to amend the bylaw, the parish council will appoint no more than 15 people from the general assembly to study the issues involved in the amendment. The parish council may invite some volunteers to serve in the committee. The parish council will appoint those it considers competent under the following criteria:

**12.4.1.1** Members with more than five years of church membership.

**12.4.1.2** Those who participated in leadership role, bylaw amendments and other church services.

**12.4.1.3** Those with an in depth understanding of the church bylaw, possibly those who have legal expertise.

**12.4.2** It will be the responsibility of the parish council to assign or terminate clergymen who serve the church. The decision will become final only when it is ratified by two thirds (2/3) vote of the General Assembly.

**12.4.3** Based on the study presented by the administrative board regarding raises of clergy stipends and benefits; meaning insurance, social security benefits, transportation per diems and other miscellaneous expenses, after the administrative board and the elders' committee consult, they will conduct discussions with the clergy council regarding their decision.

**12.4.4** The three bodies within the parish council: Clergy council, elderly committee and administrative board will discuss matters that they could not resolve their individual committees. The parish council will also discuss about matters relating to conflicts that arise from external relations of the church and similarly on matters that relate to long term and short term plans of the church leading to growth. Discussions will also take place on matters that could cause extensive cost and liability to the church. Matters will be presented to the General Assembly for decision.

**12.5 Meeting Schedule:** The parish council will conduct its regular meetings twice a year: at the start of the year and mid year. If the need arises any of the three entities within the parish council, the clergy council, administrative board, or the elders' committee will request for an emergency meeting. The meeting will be called through the administrative board.

**12.6** At every meeting conducted by the parish council, depending on the subject matter will be chaired by an individual selected by the three entities. The parish council's secretary will be elected from the members of the parish council. The secretary's term lasts for 3(three) years and the term will end concurrently with term of the parish council. The parish council meeting procedures will adhere to the bylaw article concerning procedure of conducting meetings.

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## **ARTICLE 13.0**

### **SPIRITUAL COMMITTEES**

**13.1 Formation of Spiritual Committees:** The administrative board may appoint ad-hoc and standing committees from the general assembly to facilitate the execution of its duties.

**13.2 Accountability:** Each committee shall be accountable to the church's administrative board and each committee will be lead by a designated administrative board member or his/her designee. The committees must abide by this Bylaw.

**13.3 Structure:** Each committee shall have an administrative board member as either a chairperson or an administrative board representative. It shall have a secretary and other positions as deemed necessary. All committee members shall be selected from the Church members only.

**13.4 Term:** The committee members' term of office shall end along with that of the administrative board members.

**13.5** The following list provides some of the standing committees that will be needed to serve the needs of the church. These committees as needed can establish sub committees.

#### **13.5.1 Spiritual Educational Affairs Committee (SEAC)**

**13.5.1.1** SEAC shall be appointed by the administrative board.

**13.5.1.2** SEAC shall be headed by the administrative board's clergy representative.

**13.5.1.3** SEAC shall include members of the clergy and church members

**13.5.1.4** SEAC shall coordinate and provide education on religion, academic subjects, as well as cultural programs and services to adults, the youth, and children of the church and the community at large.

#### **13.5.2 Spiritual Relief and Assistance Committee (SRAAC)**

**13.5.2.1** Members of the SRAAC shall be appointed by the administrative board.

**13.5.2.2** The committee shall consist of an administrative board member, and few members selected from amongst the church members.

**13. 5.2.3** Responsibilities and functions of the committee shall include the following.

- a. Pursue the well-being of the Ethiopian community and others and provide relief and assistance during sickness, sorrow, death and time of need.
- b. The committee shall study and make proposals on how the church could put available resources in providing needed assistance.
- c. Approach relief organizations, government agencies, and others to network with them to establish a relief operation by the church.
- d. Establish closer relationships with other relief organizations regardless of their religious beliefs.
- e. Build and keep updated data bank of information and guidelines to help new Ethiopian immigrants and/or others trying to settle in the greater Los Angeles Area.

### **13.5.3 Spiritual Children and Youth Affairs committee (SCYAC)**

**13.5.3.1** Members of SCYAC shall be appointed by the administrative board

**13.5.3.2** SCYAC shall be composed of one of each, representative from, Educational affair committee, the clergy council, and three youth members selected from amongst the church members.

**13.5.3.3** The committee shall be headed by the clergy representative of the administrative board. Any other member of the committee may be elected as its secretary

**13.5.3.4** Responsibilities and functions of the committee shall include the following:

- a. Help instill spiritual and moral values in the youth members who cherish their Ethiopian traditional and religious practices as expressed in the Ethiopian Orthodox Tewahedo Church.
- b. Assist in the establishment of youth associations, clubs, church choir, and the like.
- c. Chart out strategies and programs to attract the youth, and create purpose and desire to come and participate in the activities of the church.
- d. In cooperation with relevant committees, organize educational, recreational, and cultural programs to fit the various age groups and implement them.
- e. Provide youth guidance, counseling and consultation services. .
- f. Encourage and help secure moral, monetary, and material support to youth choir, and associations.
- G. Help the youth organize, and develop leadership skills through spiritual process.
- H. Encourage the youth to participate in fund raising activities to enhance the church revenue. Encourage the youth to participate and assist in religious and social activities of Virgin Mary Church, other sister Churches, as well as organizations.
- I. To enhance the contribution of the youth in both religious and social affairs. To bring and gather the youth that strayed from the Ethiopian Orthodox Tewahedo church will be one of its duties.

#### **13.5.4 Spiritual Public Relations and Social Affairs Committee (SPRSAC)**

**13.5.5.1** Members of SPRSAC shall be appointed by the administrative board.

**13.5.5.2** The Committee shall be composed of church members.

**13.5.5.3** The Committee shall be headed by an administrative board member.

**13.5.5.4** Responsibilities and functions of the committee shall include the following,

**a.** Encourage and promote closer and harmonious relationship amongst members

**b.** Develop programs aimed at enhancing the participation of members in church activities.

**c.** Reach out to all the Ethiopian expatriates in Greater Los Angeles and adjoining cities and spread out word, about the activities of the church of Virgin Mary and its stance of unity and harmonious relationship and make all efforts to attract them to the church.

**d.** Plan and help implement creative ideas aimed at increasing membership of the church.

**e.,** Periodically, disseminate information among the general public about the Faith tradition, history and culture of the Ethiopian Orthodox Tewahedo Church, utilizing all possible and suitable media.

**f.** Prepare and distribute such publications as brochure, fliers, invitations, and coordinate the necessary arrangements and protocol for religious holiday activities and functions of the church.

**g.** Welcome church guests and visitors and introduce them to the congregation.

**h.** Collaborate with and support the Finance and Fund Raising Committee in its fund raising activities and all other possible ways.

**i.** Notify the members of social events of good tidings as well as such adversities as illness and deaths that are of concern to the members.

#### **13.5.6 Spiritual Finance and Fund Raising Committee (SFFRC)**

**13.5.6.1** Members of this Committee shall be appointed by the administrative board.

**13.5.6.2** The committee shall consist of members selected from church members.

**13.5.6.3** The committee shall be headed by the administration board's treasurer.

**13.5.6.4 Any** and all church fund raising activities must be approved by the administrative board. It has to also be coordinated by the fund raising and finance committee.

**13.5.6.5** Responsibilities and functions of the committee shall include the following:

**a.** Develop contact with different philanthropic organizations and private donors, and solicit their monetary and material assistance.

**b.** Plan, recommend and help execute fund raising activities.

**c.** Explore and recommend investment opportunities and advise the administrative board.

**d.** Develop and recommend new projects that could generate revenue for the church.

- e. Help develop and recommend internal working system that will expedite financial operation of the church.
- f. Explore and recommend cost saving ideas for routine and non-routine activities.
- g. Help establish goodwill, confidence and excellent relationship with donors.

### **13.5.7 Spiritual Asset Custodial Administration Committee (SACAC)**

**13.5.7.1** This committee will report to the administrative board. The committee will function under the administrative board treasurer or administrative board representative.

**13.5.7.2** With the exception of Holy religious objects (Newaye Qidiset) it will confirm all assets/properties belonging to the church are recorded and accounted for. A full audit is performed once a year.

**13.5.7.3** It assures church assets are maintained properly and are in good condition.

**13.5.7.4** It reports to the administrative board maintenance requests and performs necessary upgrades on damaged or worn out items.

**13.5.7.5** It oversees leasing and loaning church properties contracts.

**13.5.7.6** It rents out possible church rental properties or real estate. It assures tenant pays appropriate lease payment on time. It manages and maintains damaged properties by tenants.

## **ARTICLE 14**

### **'TSEWA' Fellowships**

**14.1** All fellowships of the youth and adults that are established under the umbrella of the Church; shall adhere to the Orthodox Church traditions as (Tsewa) fellowships.

**14.2** This fellowships must have spiritual titles and content. Their bylaws shall be cohesive with the church bylaws.

**14.3** The fellowships' bylaw will be placed for reference in the administrative board's office.

**14.4** fellowship members under the cathedral's umbrella are expected to be church members.

## **ARTICLE 15.0**

### **CHURCH PROPERTIES**

**15.1** The properties and assets of the Church of Virgin Mary shall be used solely for the fulfillment of the religious objectives and purposes of its incorporation.

**15.2** If Church leaders/officers or any of its personnel misuse the Church funds or any of its property, they will be held accountable and shall be prosecuted to the fullest extent of the law.

**15.3** All Church properties, moveable and immovable, including promissory notes and securities, having a market value of more than \$5,000.00, (five thousand dollars) shall be bought, sold or exchanged only if the general assembly approves it by the recommendations of the Parish Council.

**15.4** When and if Virgin Mary Ethiopian Orthodox Tewahedo Cathedral stops offering services and closes its doors, members of the church are not eligible to receive monetary or property share and may not claim

eligibility of any sort. Once the church pays off its debts, the remaining amount of money and property will be distributed amongst the Ethiopian Orthodox Churches in the United States of America that have the same objectives in serving the Ethiopian diaspora.

**15.5** No member of the church including clergy, once voluntarily or involuntarily leave the Church; shall not request for a refund or return of items voluntarily donated to the church.

## **ARTICLE 16.0**

### **DISCIPLINE**

**16.1** Whenever a church member, an elected, or appointed officer, commits a violation of this bylaw initially shall be counseled by the elders committee. If the issue presented to the elders, is not resolved by the committee, it will be referred to the Parish Council for further investigation. The Elders committee will take action per Article 16.2 or submit report to the General Assembly; whose decision on the report shall be binding.

**16.2** The disciplinary measures that can be taken by the Elders Committee without seeking approval from the General Assembly are:

**16.2.1** A warning

**16.2.2** A reprimand; oral or written

**16.3** The disciplinary measures that require approval by the General Assembly are:

**16.3.1** Give the individual the opportunity to resign voluntarily

**16.3.2** Relive from responsibility

**16.3.3** Denial of the right to vote, to elect, and to be elected

**16.3.4** Banning from membership of the Church

**16.4** No individual, as a result of disciplinary measure, may be denied the right to worship, but the individual will not be allowed to make any suggestions, or comments regarding church services.

**16.5** Disciplinary issues of the clergy shall be resolved by the Parish Council, when presented by the clergy council. If the matter gets to a point of termination, the General Assembly will make the decision by 2/3<sup>rd</sup> (two third) of the majority vote.

**16.6** It is strictly forbidden to stop or hinder any church services. If an individual or a group acts to disrupt or hinder church services, the church will reserve its rights to hold liable the responsible parties under local, State of California and Federal laws.

## **ARTICLE 17.0**

### **RECORDS AND REPORTS**

**17.1** A copy of the Articles of incorporation and of this Bylaw, as amended to date, shall be kept by the administrative board at the main office of the church and shall be open to examination by members and prospective members of the church at all reasonable hours. The bylaw shall also be posted on the official Church website.

**17.2** The accounting books, records, and minutes of proceedings of the administrative board members and any committee meetings shall be kept by pertinent administrative board officers as provided in Article 8.9.7 at the main office of the church, or at such a place within the church as designated by the administrative board.

**17.3** Any of the above mentioned church documents could be examined by Church members upon inquiry and if the inquiry is satisfactory. The administrative board is not obligated to comply and may deny access if it is against the interest of the church.

**17.4** The Church documents shall be kept in a proper filing system and cannot be given out on loan to anyone.

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**ARTICLE 18.0**

**MISCELLANEOUS**

**18.1 Entry into Force**

**18.1.1** This Bylaw shall come into force upon adoption by a vote of two-third (2/3) majority of the General Assembly. After two General Assembly meeting calls are made and 2/3 members are not present; article 6.2.4 will be adopted.

**18.1.2** Articles of Amendments to this Bylaw shall be adopted by a vote of two third (2/3) of the General Assembly. The amendment process shall be conducted according to article 12.4.1 After two calls for general meetings if 2/3<sup>rd</sup> members are not present, then article 6.2.4 will be adopted.

**18.1.3** A translation of this Bylaw into English shall be recorded under the laws of the State Government of California as required by Law.

**18.2 Liabilities indemnification:**

In the absence of fraud and bad faith, the Board members, officers, and members of the church, and each of them, shall not be personally liable for any debts, obligations or liabilities of the church. Each administrative board member and officer of the church shall be entitled, without further act or deed on his or her part or on the part of the church, to be held harmless against and to indemnification from the organization against all claims, liabilities, fines or penalties imposed upon or asserted against him/her by reason of his or her being or having been an administrative board member or officer; provided however that no such exoneration or indemnification shall extend to any case in which any liability, fine or penalty is imposed upon him or her by reason of the final judgment of a court of competent jurisdiction adjudging him/her guilty of gross negligence, bad faith, willful and fraudulent misconduct or any criminal offense.

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