

**BYLAWS**  
**OF THE ANTIOCHIAN ORTHODOX CHRISTIAN WOMEN OF NORTH AMERICA**

**PREFACE**

These Bylaws are a restatement and revision of the Bylaws adopted and approved upon the establishment of the organization known as the Antiochian Orthodox Christian Women of North America, as amended and revised from time to time. Any reference in this document to the "Original Bylaws" shall be considered a reference to the establishing document. Any reference in this document to "these Bylaws" shall refer to the Bylaws as herein restated and revised in their entirety. These Bylaws shall supersede and replace the Original Bylaws and all amendments and revisions thereto. The revision and restatement of the Bylaws is undertaken concurrently with a revision and restatement of the Constitution of this organization. Any reference in these Bylaws to "the Constitution" shall be deemed to refer to the Constitution as revised and restated concurrently herewith.

**ARTICLE I**

**NAME**

1. The name of this organization is the ANTIOCHIAN ORTHODOX CHRISTIAN WOMEN OF NORTH AMERICA (hereinafter the "Antiochian Women").

**ARTICLE II**

**NORTH AMERICAN BOARD**

1. The North American Board of the Antiochian Women (the "NAB") shall consist of (1) the Officers as defined in Article III of these Bylaws, (2) the Coordinators of the Standing Committees described in Articles XI – XV of these Bylaws, (3) the President of each Diocese described in Article IV, Section 1B, of the Constitution, and (4) the Immediate Past President of the NAB.
2. The President of each Diocese plus five (5) delegates designated by the Diocesan Board of each such Diocese (the "Diocesan Delegates") shall be the official delegation of that Diocese to the NAB, provided, however, that:
  - (i) Each outgoing Diocesan President or her designated representative shall be the official delegate of that Diocese to the Archdiocesan General Assembly; and
  - (ii) The outgoing Diocesan President or her designated representative shall present her report for that Diocese at the Annual Meeting of the NAB.
3. The purposes of the NAB are as follows:

(a) To foster, promote and facilitate the purposes of the Antiochian Women as described in the Constitution;

(b) To develop within the NAB, its committees and delegates, a sense of sisterhood, and a spirit of Christian concern and service to the Church and to the community-at-large;

(c) To coordinate such charitable activities of the women of the Archdiocese as are appropriate, as determined by the NAB.

4. Except as otherwise specifically provided in the Constitution or these Bylaws, the proceedings of the NAB shall be based upon the will of the majority.

5. The NAB may adopt other rules and regulations, not inconsistent with the Constitution and these Bylaws, when such rules are deemed necessary for the proper conduct of the financial affairs and general welfare of the Antiochian Women.

6. The NAB shall have the power to interpret these Bylaws and any rules it may promulgate.

### **ARTICLE III**

#### **OFFICERS**

1. The elected officers of the NAB shall include a President, Vice-President, Recording Secretary, Treasurer, and Public Relations Director. A Corresponding Secretary may be appointed by the President.

2. All officers shall be of good moral reputation and in good spiritual standing in the Parish to which they belong, and shall be members of the Member Chapter in the parish to which they belong.

### **ARTICLE IV**

#### **THE EXECUTIVE COMMITTEE**

1. An Executive Committee comprised of the elected Officers, Immediate Past President and Coordinators of the Standing Committees of the NAB shall be responsible for the routine administration of the Antiochian Women and the carrying out of the policies set by the NAB. This Executive Committee shall meet as often as deemed necessary by the President.

2. The Executive Committee shall fill any vacancies in its membership as a result of death or resignation.

3. The proceedings of the Executive Committee shall be based upon the will of the majority. The minutes of all sessions shall be printed and circulated to the Executive Committee, Diocesan Presidents, and Coordinators of Special Committees.

## **ARTICLE V**

### **PRESIDENT**

1. The President shall preside at all meetings, regular and special, and shall observe the prescribed parliamentary procedures as found in "Robert's Rules of Order."
2. The President shall attend such meetings of the Board of Trustees of the Archdiocese as directed by the Metropolitan Primate of the Archdiocese.
3. The President, with the advice of the Officers, shall appoint the Coordinators of the Standing Committees and Special Committees.
4. The President shall not enter into any contractual relationships on behalf of the Antiochian Women, unless authorized to do so by official action of the NAB or the Executive Committee, within the scope of their powers as set forth in the Constitution and these Bylaws.
5. The President may convene meetings of the Executive Committee as the necessity for such meetings may arise.
6. The President, when in the Chair, shall not have the right to make a motion, second a motion, engage in debate, or vote on a motion, except in the case of a tie in the voting, in which event the President shall cast the deciding vote.
7. The President shall have the right to make a motion, second a motion, or engage in debate, provided that she first surrender the Chair to the Vice President or, in the absence of the Vice President, any other available officer.
8. The President shall be an ex-officio member of every committee, Standing or Special.
9. The President shall sign, with the Recording Secretary, all contracts, legal documents, etc., in the name of the Antiochian Women, when properly authorized to do so by the NAB or the Executive Committee.
10. The President shall be a co-signatory with the Treasurer on all checks and drafts.

## **ARTICLE VI**

### **VICE PRESIDENT**

1. The Vice President, in the absence of the President, shall perform the duties of the President and shall be entitled to the prerogatives of the President. Additionally, the Vice President shall be an ex-officio member of every committee.
2. The Vice President shall carry out any and all other duties that might be assigned to her from time to time by the President.

3. The Vice President shall become a co-signer on the bank accounts of the NAB, in the event of any case of need and/or the resignation or death of the President and/or Treasurer of the NAB.

## **ARTICLE VII**

### **SECRETARIES**

1. The Recording Secretary shall:

(a) Take minutes of all sessions of the NAB and the Executive Committee;

(b) Sign, with the President, all contracts, legal documents (excepting those drafts or obligations designated as the responsibility of the Treasurer in Article IX of these Bylaws), or other documents necessary or proper to the conduct of business of the Antiochian Women, in the name of the Antiochian Women when properly authorized by the NAB or the Executive Committee; the Recording Secretary shall be the custodian of the archives of the Antiochian Women;

(c) Take a roll call of the NAB and Diocesan Delegates at meetings of the NAB;

(d) Keep all records of the Antiochian Women and maintain a current roster of all NAB and Diocesan Officers and Coordinators of Standing Committees and Special Committees; and,

(e) Maintain the archives of the Antiochian Women, which archives are stored at the Antiochian Village Heritage and Learning Center in Ligonier, Pennsylvania.

2. The Corresponding Secretary shall conduct all correspondence delegated to her by the NAB President. She shall send out all notices for meetings and shall perform such other duties as may be assigned by the President.

## **ARTICLE VIII**

### **TREASURER**

1. The Treasurer shall:

(a) Receive all monies paid to the Antiochian Women and shall issue receipts for same;

(b) Deposit such funds into an accredited banking institution which has been authorized by the NAB or the Executive Committee;

(c) Keep an accurate balanced account of all receipts and disbursements, and shall give detailed reports of the same at each meeting of the NAB. The Treasurer shall also present a general report at meetings of the Executive Committee;

(d) Provide annual statements to the Subsidiary Organizations. The Treasurer shall maintain a list of all Subsidiary Organizations in good financial standing. Such list shall be made available at the Regular Meetings of the NAB for the purpose of authorizing the seating of the delegations of the Subsidiary Organizations;

(e) Within five (5) weeks of the completion of her term, provide to the incoming Treasurer all books, records, ledgers and funds of the Antiochian Women;

(f) Provide to the incoming Treasurer and to the Finance Committee a transitional statement detailing the financial transactions of the Antiochian Women and informing the incoming Treasurer of the sources and required disposition of funds; and

(g) Deliver to the Recording Secretary all books, financial records and ledgers to be maintained at the Antiochian Women's archives.

2. The Treasurer shall be a co-signatory with the President on all checks and drafts. She shall not issue any check not properly authorized by the NAB or the Executive Committee. All payments shall be made by check. All checks shall be numbered and issued in numerical sequence.

3. The Treasurer shall keep the Antiochian Women's financial records current and available for inspection at all times.

4. The Treasurer shall be an ex-officio member of the Finance Committee.

## ARTICLE IX

### PUBLIC RELATIONS DIRECTOR

1. The Public Relations Director shall promote and publicize the Antiochian Women, its affairs, purposes, programs and projects. Periodically, she shall prepare and send out informational newsletters to the Dioceses and to the Member Chapters. She shall arrange for the submission of articles to The Word magazine as often as space is made available by the editor of The Word. She shall also issue news releases as appropriate.

2. The Public Relations Director shall work closely with all Coordinators of Standing Committees and Special Committees to assist in the proper publicity for any regular and special projects, events, etc.

## ARTICLE X

### SPIRITUAL ADVISOR

A Spiritual Advisor to the Antiochian Women is appointed by the Metropolitan Primate of the Archdiocese. The Spiritual Advisor shall be consulted by the President, by the NAB and by the Officers and Coordinators of the Standing Committees, as necessary or appropriate, shall be invited to all Regular Meetings of the NAB, and shall be kept informed of the activities of the NAB. The Spiritual Advisor shall not have a vote. The responsibilities of the Spiritual Advisor

shall be those assigned to him by the Metropolitan Primate of the Archdiocese. The Officers and Coordinators of the NAB shall look to the Spiritual Advisor for guidance and spiritual support in connection with fulfilling the purposes of the Antiochian Women.

## ARTICLE XI

### THE RELIGIOUS COMMITTEE

It shall be the responsibility of the Religious Committee to promote and encourage participation in spiritual activities throughout the Subsidiary Organizations and within the NAB, including, but not limited to, retreats, special programs for women, and, with the assistance and guidance of the appropriate Spiritual Advisor and local parish priests, adult Christian education programs or special programs observing specific Feasts and Fasts of the Liturgical calendar of the Church. It shall be the responsibility of the Religious Committee to promote Antiochian Orthodox culture, preserving the religious traditions of the Church.

## ARTICLE XII

### THE HUMANITARIAN COMMITTEE

It shall be the responsibility of the Humanitarian Committee to promote and encourage projects and programs of their own design, or already existing programs, which are humanitarian in nature, provided, however, that such programs are consistent with the purposes of the Archdiocese.

## ARTICLE XIII

### THE PROJECTS COMMITTEE

1. The Projects Committee shall devise, organize and implement methods for the raising of funds for the project(s) which have been adopted by the NAB (the "NAB Project").
2. The Member Chapters shall be encouraged to hold one (1) fundraising event per year with the entire proceeds of that event dedicated to the specific NAB Project(s) for that year.

## ARTICLE XIV

### THE MEMBERSHIP COMMITTEE

1. The responsibility of the Membership Committee is to devise and implement programs aimed at growth of membership, including both an increase of individual women belonging to Member Chapters, and an increase in the number of Member Chapters participating in each Diocese.
2. The Membership Committee shall maintain membership records.

3. The Membership Committee shall be responsible for verifying the applications of Subsidiary Organizations desiring membership and shall recommend to the Executive Committee the acceptance or rejection of such applications based upon its findings.

## **ARTICLE XV**

### **THE FINANCE COMMITTEE**

1. It shall be the responsibility of the Finance Committee to prepare the annual budget of the Antiochian Women for presentation at the Regular Summer Meeting of the NAB.
2. In preparing such budget, the Finance Committee shall consult with the Executive Committee.
3. The Finance Committee shall be charged with the annual auditing of the books and financial records of the Antiochian Women as kept by the Treasurer.

## **ARTICLE XVI**

### **THE NOMINATING COMMITTEE**

1. No later than the Mid-Winter Meeting immediately preceding the Regular Summer Meeting of the NAB coinciding with the Biennial Convention of the Archdiocese, the President shall appoint a special Nominating Committee composed of three (3) members of the NAB.
2. The Nominating Committee shall nominate at least one (1) person for each elected office as provided for in Article VI, Section 1 of the Constitution, each of which nominees shall (1) be a member in good standing of a Member Chapter of the Antiochian Women, as defined in Article IV of the Constitution, and (2) be approved by the pastor of the parish to which the nominated person belongs. Any nominee for the position of President and Vice President must have served as a member of the NAB Executive Committee for two (2) two-year terms.

## **ARTICLE XVII**

### **ELECTION OF OFFICERS**

1. During the Regular Summer Meeting of the NAB that coincides with the Biennial Convention of the Archdiocese, and in the proper Order of Business, the President shall call upon the Coordinator of the Nominating Committee to present its report and its slate of nominees.
2. Additional nominations may be made from the floor by any member of the NAB, provided that (a) the office for which such nomination(s) is made conforms to Article VI, Section 1 of the Constitution, (b) such person nominated is a member in good standing of a Member Chapter of the Antiochian Women, as defined in Article IV of the Constitution, and (c) such nomination be approved in writing by the pastor of the parish to which the nominated person belongs.

3. Elections shall be by secret ballot.
4. Officers shall be elected by a majority of the NAB and Diocesan Delegates voting in person at said meeting.

## **ARTICLE XVIII**

### **QUORUM, VOTING AND PROXY VOTING**

1. At least three (3) members of the Executive Committee plus two (2) Coordinators of Standing Committees, plus a total of twelve (12) delegates from at least four (4) Dioceses shall constitute a quorum at any meeting of the NAB.
2. Each member of the NAB as defined in Article II, Section 1 of these Bylaws, except as otherwise limited herein, and each Diocesan Delegate as defined in Article II, Section 2 of these Bylaws, is entitled to a vote on matters before the NAB.
3. Proxy votes may be cast only on issues which have been submitted to the Dioceses in advance of a meeting of the NAB, by representatives of any Diocese for which the full number of delegates permitted by the Constitution and these Bylaws are not present, provided that (a) the Diocese has at least three (3) delegates present at the meeting for which proxy votes are sought to be cast, and (b) a written proxy authorization, signed by an Officer of the Diocese and by the Spiritual Advisor to the Diocese is submitted to the NAB President and the NAB Recording Secretary at the beginning of the meeting.

## **ARTICLE XIX**

### **ADDITIONAL RESPONSIBILITIES OF OFFICERS**

1. The responsibilities of the Officers and Coordinators of Standing Committees are those set forth in the Constitution and these Bylaws together with guidelines for each office or position established by the NAB from time to time.
2. Each Officer and Coordinator of Standing Committees shall, within five (5) weeks after completion of her term in office, deliver to her successor the following:
  - (a) A complete copy of the Constitution and Bylaws, together with any amendments thereto;
  - (b) The current Guidelines for that office or position, including Travel and Reimbursement policies; and
  - (c) All records pertinent to that office, including but not limited to, correspondence, minutes and program materials.

## **ARTICLE XX**

### **FINANCES**



1. Every Member Chapter annually shall pay Diocesan dues in the amount designated by each Diocese according to the budgetary needs of each such Diocese. Of this amount, each Diocese shall remit to the Treasurer, as annual dues to the NAB, such amount as designated by the NAB, with the approval of the Metropolitan Primate. Dues are due and payable on January 15 of each year.

2. The Executive Committee may deny the voting privileges of any Diocese for which dues are delinquent until the payment of such dues have been made.

3. The Executive Committee may, without specific authorization by the NAB, authorize the expenditure of up to, and including, \$500 for purposes and programs as supported by the Constitution and Bylaws, the organization, and the Archdiocese.

## ARTICLE XXI

### AMENDMENTS

Any section of these Bylaws may be amended, altered, or repealed by a majority vote of the members of the NAB in attendance at any Regular or Special Meeting called for that purpose at which a quorum is present, and in preparation thereof, a copy of the proposed amendment(s), alteration(s), or revision(s), is given in the call for such meeting at least thirty (30) days before the meeting. However, all such amendments, alterations or revisions are subject to the approval of the Metropolitan Primate of the Archdiocese.

Approved at the Chancery of The Self-Ruled Antiochian  
Orthodox Christian Archdiocese of North America  
Englewood, NJ, this 5<sup>th</sup> day of MAY, 2015.

By: \_\_\_\_\_

*Metropolitan Joseph*  
Metropolitan JOSEPH, Primate

