



**BYLAWS
OF
SV. IVAN RILSKI BULGARIAN ORTHODOX CHURCH**

As duly adopted by the Church Council
on the date: _____

Prepared by
Wagenmaker & Oberly, LLC

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1 DEFINITIONS

The following terms used in these Bylaws shall have the meanings set forth below.

1.1 Act

“Act” means the Illinois General Not for Profit Corporation Act of 1986, as amended.

1.2 Church

“Church” means Sv. Ivan Rilski Bulgarian Orthodox Church, an Illinois not-for-profit corporation.

1.3 Church Council

“Church Council” or “Council” means the governing body that manage the affairs, business and legal matters of the Church and has the power of a Board of Directors under the Act.

1.4 Diocesan Member

“Diocesan Member” means Bulgarian Eastern Orthodox Diocese of the U.S.A., Canada, and Australia, a New York not-for-profit corporation.

1.5 Metropolitan

“Metropolitan” means the administrator of the Bulgarian Eastern Orthodox Diocese of the U.S.A., Canada, and Australia.

1.6 Parish Members

“Parish Members” means collectively the Voting and Nonvoting Members of the Church.

1.7 Society Member

“Society Member” means Bulgarian Heritage Society, an Illinois not-for-profit corporation.

1.8 Trustee

“Trustee” or “Trustees” means the members of the Church Council vested with the powers of directors under the Act.

2 CORPORATE OFFICES

The Church shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Church may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Church Council.

3 CORPORATE PURPOSES AND STATEMENT OF FAITH

3.1 Corporate Purposes

As set forth in the Articles of Incorporation, the Church is organized and operated exclusively for charitable, religious, educational, and scientific purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the "Code"). More specifically, the Church is organized and operated to establish and administer the parish of Sv. Ivan Rilski Bulgarian Orthodox Church.

3.2 Statement of Faith

The Church is autocephalous in all matters of life, government, and administration and equal in rights to other Bulgarian Orthodox Churches governed by the Metropolitan.

The Church is an integral part of the Bulgarian Patriarchy and recognizes the Holy Synod of the Bulgarian Orthodox Church as its primate.

The Church preaches, advances, and follows the teachings of Christianity as expressed through the Eastern Orthodox Church and the religious tenets, doctrines, observances, and culture associated with that faith.

4 MEMBERSHIP

4.1 Membership Classes

There shall be four classes of Members, one (1) Diocesan Member which shall be the sole Diocesan Member, one (1) Society Member which shall be the sole Society Member, and two (2) classes of Parish Members: Voting and Nonvoting.

4.1.1 Diocesan Member

The Bulgarian Eastern Orthodox Dioceses of the U.S.A., Canada, and Australia shall be the sole Diocesan Member and shall have the rights and responsibilities as set forth in these Bylaws.

4.1.2 Society Member

The Bulgarian Heritage Society shall be the sole Society Member and shall have the rights and responsibilities as set forth in these Bylaws.

4.1.3 Parish Members

The Parish Members shall consist of Voting and Nonvoting Members. Parish Members are invited to take an active role in the life of the Church including by joining Advisory Committees as further described in Section 8.3 below.

4.1.3.1 Voting Members

Voting Members shall be those natural persons who:

- a. are baptized and recognized as such by the Diocesan Member;
- b. have paid dues by making a minimum donation of \$150 dollars between January 1st and April 1st of the current calendar year; and
- c. have paid dues in the calendar year prior to the Annual Meeting at which an election shall take place.

4.1.3.2 Nonvoting Members

Nonvoting Members shall be all other Parish Members who have not paid, or are not current, in their dues. Nonvoting Members shall not have any voting rights pursuant to these Bylaws or under the Act. They shall not vote, nor be counted for purposes of notice, quorum, or manner of acting. Nonvoting Members may, at the discretion of the Church Council, receive notice of meetings of the Voting Members, but such notice shall not be required.

4.2 Voting Rights

Voting Members shall be entitled to one (1) vote on each matter reserved to the Voting Membership in these Bylaws. More specifically, the approval of the individual Voting Members shall be required for election and removal of Class A and Class B Trustees.

4.3 Suspension and Termination of Voting Rights

If a Voting Member fails to pay annual dues by the due date, as set forth in Section 4.1.2.1 above, or otherwise fail to meet the requirements for membership as may be established by the Council, then such member's voting rights shall be automatically suspended, and such member shall be considered a Nonvoting Member as set forth in these Bylaws.

4.4 Resignation

Any Parish Member may resign at any time by giving written notice to the Secretary of the Church. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein.

5 ACTIONS OF SOCIETY MEMBER

5.1 Voting Rights

The Society Member shall be entitled to one (1) vote on each matter reserved to the Society Member in these Bylaws. More specifically, the approval of the Society Member shall be required for the following actions of the Church:

- a. Appointment of the Class C Trustee;
- b. Removal of the Class C Trustee;
- c. Amendment to these Bylaws that affects the Society Member's right to appoint or remove the Class C Trustee.

5.2 Manner of Acting

The Society Member shall exercise its voting rights in the form of a corporate resolution approved by the Society Member and certified by the Society Member's authorized officer. The written resolution shall have the same effect as an informal action of the Society Member in accordance with 805 ILCS 105/107.10. The Society Member's resolution shall be delivered to the Secretary of the Church and shall be effective upon receipt unless another effective date is specified therein.

6 MEETING AND ACTIONS OF PARISH MEMBERS

6.1 Annual Meetings

An Annual Meeting of the Parish shall be held on the second Sunday of April of each calendar year at such time and place as may be designated by the Council for the purpose of electing Trustees and addressing other membership matters as may be determined by the Council.

In the event that the Annual Meeting of the Parish falls on the same day as the Orthodox Easter, the meeting shall be held on the third Sunday of April.

At the annual meeting, the President and Treasurer shall report on the activities and financial condition of the Church.

6.2 Special Meetings

Special Meetings may be called by the President, the Council, or ten percent (10%) of the Voting Members. The person or persons authorized to call special meetings of the Parish Members may fix any place for holding any special meeting of the Parish Members called by them. The purpose for with a Special Meeting is called shall be stated in the notice.

6.3 Notice

6.3.1 Time

Except as otherwise provided herein, written notice of any meeting of the Parish Members, stating the place, day, and hour of the meeting and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered to the Voting Members not less than five (5) nor more than sixty (60) days prior to the date of the scheduled meeting.

6.3.2 Email

Notice requirements may be satisfied by sending an email communication in a timely manner to each Voting Member's email address on the Church's records.

6.3.3 Extraordinary Notice

Notice of no less than twenty (20) days shall be provided to Voting Members for meetings of the Parish Members called for the purposes of amending the Articles or Bylaws, removing a Trustee, or as otherwise required under the Act.

6.3.4 Waiver

Notice of any meeting of the Parish Members may be waived in writing or electronically, by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Voting Member at any meeting shall constitute a waiver of notice of such meeting, except where a Voting Member attends a meeting for the expressed purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Parish Members, need be specified in the notice or waiver of such meeting, unless specifically required by these Bylaws.

6.4 Quorum

Voting Members holding one-tenth (1/10) of the votes entitled to be cast on a matter, represented in person shall constitute a quorum for consideration of such matter at a meeting of Parish Members.

6.5 Manner of Acting

The act of a majority of the Voting Members present and voting at a duly convened meeting of the Parish Members shall be the act of the Parish Members unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. Voting Members may not vote by proxy or under any other power of attorney.

6.6 Voting by Written or Electronic Ballot

6.6.1 Notice, Ballot Requirements, and Voting Period

Provided the Church Council has approved the Voting Members to vote on a matter by acting without a meeting and voting by written or electronic ballot, Voting Members may vote on any matters submitted to the Voting Members by the Church Council, whether at a duly called Parish Member meeting or otherwise, by ballot in person, by mail, or by e-mail, as may be prescribed by the Church Council, and such voting may commence before an annual or special meeting takes place, provided that:

- a. the Church delivers a written or electronic ballot to every Parish Member entitled to vote on the matter setting forth the proposed action and providing an opportunity to vote for or against the proposed action at least five (5) days prior to the effective date of such informal action;
- b. the ballot indicates the number of responses needed to meet quorum, the percentage required for manner of acting, and the time by which a ballot must be received by the Church to be counted.
- c. Voting must remain open for not less than five (5) days from the date the ballots are delivered; provided, however, in the case of a removal of one or more Trustees, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered.
- d. A written or electronic ballot may not be revoked.

6.6.2 Approval by Ballot

Approval by written or electronic ballot is valid only:

- a. when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and
- b. when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

6.7 Telephone/Videoconference Meeting

Any meeting of the Parish Members may be conducted simultaneously in multiple locations if the Parish Members are effectively connected by telephonic, videoconference, or other communications equipment. Parish Members may participate in and act at any meeting through the use of such equipment, provided all persons participating in the meeting can communicate with each other simultaneously. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

6.8 Action Without a Meeting

Any action which may be taken at a meeting of Parish Members may be taken without a meeting if a consent in writing setting forth the action so taken is approved in writing by all of the Voting Members entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one (1) or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from a Voting Member's email address shall be sufficient to constitute written consent. All the approvals evidencing the consent shall be delivered to the Church's Secretary to be filed in the Church's records. The action taken shall be effective when all the Parish Members entitled to vote have approved the consent unless the consent specifies a different effective date.

7 CHURCH COUNCIL

7.1 General Powers

The affairs, business, and all legal matters of the Church shall be managed by its Church Council, which shall have all the powers of a Board of Directors under the Act.

7.2 Number and Tenure

The Church Council shall be composed of five (5) Trustees, who have the power of directors under the Act, and may be increased to ten (10), by a resolution of the Church Council without amending the Bylaws. These Bylaws may be amended to change the minimum and maximum number of Trustees, but in no case shall the number be less than three (3).

Each Trustee shall hold office for a term of two (2) years unless the Council shall expressly resolve to elect a Trustee for a shorter term. Trustees may serve consecutive terms without limit.

Trustees's terms shall be staggered so that three (3) Trustees are up for election at the Annual Meeting of the Parish during even years, and two (2) Trustees are up for election at the Annual Meeting of the Parish during odd years. For the purpose of staggering, the Trustees shall be divided into three classes: Class A, consisting of two (2) Trustees, Class B, consisting of two (2) Trustees, and Class C consisting of one (1) Trustee. The Class A Trustees and Class C Trustee shall be elected at the Annual Meeting of the Parish in even number years, and the Class B Trustees shall be elected at the Annual Meeting of the Parish in odd number years.

7.3 Nomination & Qualification

Those who seek to be Trustees of the Church must personally affirm the Church's statement of purpose and statement of faith, be baptized and recognized as such by Diocesan Member, must abide in all respects with the policies of the Church, and must characterize personal commitment to the values of the Church.

The Parish Members and Society Member shall nominate Trustees as set forth below in Section 7.4. Trustees need not be Parish Members.

7.4 Election

The Nomination Advisory Board shall accept nominations for Trustees between eight (8) to five (5) weeks prior to the election. The Nomination Advisory Board shall then finalize the nominations and send the Voting Members ballots via electronic or regular mail three (3) weeks prior to the election.

Class A and Class B Trustees shall be elected at the Annual Meeting of the Parish by a majority vote, or otherwise as set forth below in Section 7.7. The Class C Trustee shall be elected by corporate resolution of the Society Member delivered to the Secretary at the Annual Meeting of the Parish. Newly elected Trustees shall be blessed by the Priest after the Divine Liturgy on the first Sunday as practicable following the election.

Each Trustee shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided.

7.5 Fiduciary Duties

The following fiduciary duties apply to Trustees of the Church:

7.5.1 Duty of Care

Trustees ultimately hold full non-delegable responsibility for the Church's actions and well-being. Trustees are required to carry out their Council responsibilities with careful attentiveness and dedication – attending meetings, actively participating in Council deliberations, seeking outside counsel and guidance as appropriate, and ensuring that all state and federal taxes, registrations, returns, and other financial reports required under applicable laws are timely filed.

7.5.2 Duty of Loyalty

Trustees must always act in the best interests of the Church. This applies not only to decisions that involve their own personal or business loyalties, but also those of other key employees, Trustees, and officers involved in the Church. Trustees shall comply at all times with any Conflict of Interest Policy adopted by the Council; and shall refrain from making non-program loans, gifts, or advances to any person, except as permitted under the Act.

7.5.3 Duty of Obedience

Trustees are required to ensure that the Church's activities adhere and conform to the corporate purposes set forth at Section 3 above; and to utilize the assets of the Church for the best interest of the Church's beneficiaries. They are to avoid wasting charitable assets. This includes, but is not limited to incurring penalties, fines, and unnecessary taxes and costs.

Each Trustee shall annually affirm compliance with the policies of the Church, including any adopted Conflict of Interest and Confidentiality Policies, and may require the Church's officers and key employees to do so as well.

7.6 Resignation and Removal

Any Trustee may resign at any time by giving written notice to the President of the Council. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any Class A or Class B Trustee may be removed with or without cause at any time by the affirmative vote of two-thirds of the votes present and voted at a Parish Member meeting. A Class C Trustee may be removed with or without cause by corporate resolution of the Society Member.

7.7 Vacancies

Any vacancy occurring in the Church Council, including by reason of resignation or removal of a Trustee, shall be filled by the class of members entitled to elect that Trustee as soon as is practicable. A Trustee so elected to fill a vacancy may be elected for the unexpired term of his or her predecessor in office.

7.8 Compensation

Trustees shall not receive compensation for their services as Trustees. This limitation shall not preclude any Trustees from serving the Church, however, in any other capacity and receiving reasonable compensation in

consideration for the same. By resolution of the Church Council, expenses of attendance, if any, may be reimbursed for a meeting of the Council.

7.9 Confidentiality

As part of their fiduciary duties owed to the Church, all Trustees, officers, and key employees of the Church are expected to maintain appropriate confidentiality of information related to the Church. This information includes, but is not limited to:

- a. donor and supporter lists and related records;
- b. fundraising strategies;
- c. financial information about the Church;
- d. organizational plans;
- e. marketing information;
- f. expense information;
- g. personnel matters; and
- h. all credentials used to access physical or digital media containing information related to the Church and any software or services owned, leased, subscribed to, or used by the Church for the Church's purposes, which includes, but is not limited to: computer login credentials, including identification and passwords; email login credentials, including identification and passwords; serial numbers or software keys for local copies of software; and cloud-based services login identification and passwords.

The expectation of confidentiality is intended to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Church.

Notwithstanding any Dispute Resolution Policy adopted by the Council, the Church may enforce this provision as it deems appropriate (including mediation and arbitration at its option), and it shall be entitled to recover attorneys' fees and costs against those found liable for violating this provision.

8 MEETINGS OF THE CHURCH COUNCIL

8.1 Regular Meetings

An annual meeting of the Council shall be held at such time and place as may be designated by the President in accordance with the notice provisions herein below, for the purpose of approving an annual budget, for election of officers, and for the transaction of such other business as may come before the meeting.

8.2 Special Meeting

Special meetings of the Church Council may be called by, or at the request of, the President or any two Trustees. The person or persons authorized to call special meetings of the Church Council may fix any place for holding any special meeting of the Church Council called by them.

8.3 Notice

8.3.1 Time

Except as otherwise provided herein, written notice of any meeting of the Church Council shall be delivered not fewer than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting.

Parish Members shall also be notified through the Church's communication channels of any meeting of the Church Council.

8.3.2 Email

Notice requirements may be satisfied by sending an email communication in a timely manner to the Trustee's email address on the Church's records. Telephone communications may be useful for establishing the time and place of meeting but shall not be used in lieu of the email notice. At any duly convened meeting of the Council a resolution may be approved concerning future meetings of the Council. Timely emailing of the Council minutes to each Trustee may qualify as notice of the next meeting of the Council if the minute concerning the meeting is clearly set forth and concise in its composition.

8.3.3 Extraordinary Notice

Notice of no less than twenty days shall be provided for meetings of Trustees called for the purposes of amending the Articles or Bylaws or as otherwise required under the Act.

8.3.4 Waiver

Notice of any meeting of the Church Council may be waived in writing or electronically, by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the expressed purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Church Council, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these Bylaws.

8.4 Parish Member Attendance at Church Council Meeting

At each meeting of the Church Council, there shall be a dedicated time for Parish Member attendance before the Church Council enters an Executive Session.

8.5 Quorum

A majority of the Trustees then in office shall constitute a quorum for the transaction of the business at any meeting of the Church Council, provided that if fewer than half of the Trustees are present at the said meeting, a majority of the Trustees present may adjourn the meeting to another time without further notice.

8.6 Manner of Acting

The act of a majority of the Trustees present and voting at a duly convened meeting shall be the act of the Church unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. All references to a vote of the Trustees of these Bylaws shall mean Trustees present and voting at a duly convened meeting. Trustees may not vote by proxy or under any other power of attorney.

8.7 Telephone/Videoconference Meeting

Any meeting of the Trustees may be conducted simultaneously in multiple locations if the Trustees are effectively connected by telephonic, videoconference, or other communications equipment. Trustees or non-Trustee committee members may participate in and act at any meeting of the Council or committee through the use of such equipment, provided all persons participating in the meeting can communicate with each other simultaneously. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

8.8 Action Without a Meeting

Any action which may be taken at a meeting of the Church Council or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken is approved in writing by all of the Trustees or all of the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one (1) or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from a Trustee's email address shall be sufficient to constitute written consent. All the approvals evidencing the consent shall be delivered to the Church's Secretary to be filed in the Church's records. The action taken shall be effective when all the Trustees or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

Every act of the Council that took place at a meeting in accordance with Section 7.6 or by unanimous consent in accordance with this Section 7.8 shall be posted within seven (7) days of meeting or consent.

9 COMMITTEES

9.1 Appointment of Committees and Committee Members

The Church's Council shall have the power to appoint standing and special committees by a resolution of the Council. The resolution of the Council creating the standing or special committee shall specify:

- a) the task(s) assigned to the committee;
- b) whether or not the committee has authority to act on behalf of the Church (see Sections 8.2 and 8.3); and
- c) the duration of the committee, which may be generalized to a period necessary to bring the matter to full resolution.

Unless otherwise designated by the Council, all committee members shall be appointed for one (1) year terms by the Council beginning each year at the Council's Annual Meeting. The Council shall also designate an individual to serve as chair of the committee.

9.2 Committees with Corporate Authority

The Church Council may appoint committees that are delegated certain authority generally reserved to the Council, provided such authority is not prohibited for delegation under the Act. Committees with corporate authority shall be composed of two (2) or more Trustees; a majority of its membership must be Trustees; and all the committee members shall serve at the pleasure of the Council.

9.3 Committees Without Corporate Authority

The Church Council may appoint committees without corporate authority. These committees will generally be responsible for investigating, reporting, and advising the Council on certain activities and programs as well as making recommendations to the Church Council or officers for approval. The committees shall not have authority to bind the Church. For purposes of clarity, committees without corporate authority should be identified as advisory boards, commissions, task forces, or similar names. These committees shall be composed of seven (7) members including (1) Trustee and otherwise open to all other Parish Members.

9.4 Committee Meetings

Meetings of any committee may be called by the President of the Church, the chairperson of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting, and otherwise in accordance with Section 7.3.

9.5 Resignation and Removal

Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Secretary of the Church. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Church Council.

9.6 Quorum and Manner of Acting

Unless otherwise provided in the resolution of the Council designating a committee, a majority of a committee's members shall constitute a quorum. The act of a majority of committee members present at a meeting with a quorum shall be the act of the committee. A committee may otherwise conduct its meetings and act in accordance with Sections 7.7 and 7.8.

10 OFFICERS AND AGENTS

10.1 Officers

The officers of the Church shall consist of a:

- a) President;
- b) Secretary; and
- c) Treasurer.

A Vice-President and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Council.

Any two (2) or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person concurrently. Trustees may simultaneously serve as officers, but simultaneous service on the Council shall only be a required qualification for the President and any elected Vice President. The Secretary and Treasurer of the Church may or may not be Trustees.

10.2 Election and Term of Office

The officers of the Church shall be elected by the Council for a term of one (1) year at the annual meeting of the Church Council. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not in itself create contract rights.

10.3 President

The President shall be a Trustee. Subject to the control of the Council, the President shall preside at all meetings of the Council as chair of the Council. The President may sign documents on behalf of the corporation, as provided below in Section 11. The President shall discharge all duties incident to the office of President and such other duties as may be assigned to him or her by the Council from time to time.

10.4 Vice President

If elected, the Vice President shall exercise all of the functions of President during the absence or disability of the President. He or she shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Council.

10.5 Secretary

The Secretary shall ensure that:

- a) the minutes of the Council and committee meetings are properly kept in one or more books provided for that purpose;
- b) all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) all corporate records, including all notices and voting records, whether in electronic or paper form are properly maintained; and
- d) in general, all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Council are properly discharged.

10.6 Treasurer

The Treasurer shall ensure that:

- a) the financial books of the Church are properly maintained;
- b) regular books of account are maintained and are made available for inspection at all times to the Trustees of the Church;
- c) an account of the financial condition of the Church is rendered to the Council from time to time, as may be required of him or her; and
- d) in general, all duties incident to the office of Treasurer, and such other duties as may be assigned to him or her by the President or by the Council are properly discharged.

10.7 Delegation of Authority

In case of the absence of any officer of the Church, or for any other reason that it may deem sufficient, the Council may either delegate the powers or duties of such officer to any Trustee or employee of the Church, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the Council concurs therein.

10.8 Removal

Any officer or agent may be removed by the Church Council whenever, in its judgment, the best interest of the Church shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

11 PRIEST

11.1 Description

The Priest is a servant of God and the spiritual leader of the Church. It is his obligation to assist the church administration in guiding and coordinating all church activities.

11.2 General Powers

The Priest shall be the principal religious teacher and leader of the Church. The Priest shall oversee all of the Church's worship services, programs, and religious activities. The Priest shall also have the voting rights of a Voting Member as provided in Section 4.2.

11.3 Relationship to Diocesan Member

When it is necessary to select a new Priest, the Church Council shall submit a written request to the Metropolitan to propose candidates for the Priest. At a special meeting of the Parish Members observed by a representative of the Diocesan Member, the Parish Members shall decide which of the candidates they desire as their Priest. The Parish Members shall inform the Metropolitan of their choice in writing and request his blessing and approval of the accepted candidate, and that he appoint the candidate as the Priest, if no canonical obstacle for the proposed candidate exists.

The Priest must obtain the blessing of the Metropolitan and the approval of the President of the Church for every absence from his regular parish service or from the Church Community. In all matters involving Church Canons, Spiritual Functions, and Priestly Rights and Duties, the Priest shall be under the canonical supervision of the Metropolitan.

11.4 Professional Obligations

The Priest must maintain the dignity of his personal life and see to the spiritual needs and enlightenment of his parishioners, and encourage them to come to Church regularly and to receive the Holy Sacraments of Penance and Holy Communion.

More specifically, the Priest shall officiate regularly at Feast Day and Sunday services, administer the Holy Sacraments and rites to the parishioners, preach and teach regularly, and extend true pastoral charity and gentleness and give aid to everyone who comes to him for advice and help. The Priest shall encourage appropriate social activities and conduct himself with reverence and respect towards the authority of the Metropolitan.

The Parish Priest shall care for and keep in good order all records of Baptisms, Marriages, and Funerals.

11.5 Tenure

The Priest shall not be subject to a term of office.

11.6 Qualifications

The Priest must be canonically ordained. He shall abide by all Canons of the Holy Eastern Orthodox Church; observe the Constitutions and Bylaws of the Diocesan Member; and the Constitutions and Bylaws of the Church. The Priest shall not be involved in any activities which are incompatible with his pastoral office and dignity.

12 FINANCIAL POLICIES

12.1 Fiscal Year

The fiscal year of the Church shall be from January 1st to December 31st.

12.2 Sale of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Church outside the normal course of business may be made by the Council upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Council; provided, however, that a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Church shall be authorized only upon a majority of the Trustees then in office.

12.3 Contracts

The President may sign contracts, along with another officer of the Church, provided, however, that the Council has authorized him or her, any other officer or officers, or agent or agents to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Church, individually or together, and such authority may be general or confined to specific instances.

12.4 Loans

No loans shall be contracted on behalf of the Church and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Council. Such authority may be general or confined to specific instances.

12.5 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Church, shall be signed by such officer or officers, agent or agents of the Church and in such manner as shall from time to time be determined by resolution of the Council.

12.6 Deposits

All funds of the Church not otherwise employed shall be deposited from time to time to the credit of the Church in such banks, trust companies or other depositories as the Council may select.

13 INDEMNIFICATION OF TRUSTEES AND OFFICERS

To the fullest extent permitted by law, the Church shall have powers to indemnify any Trustee, officer, former Trustee or officer of the Church, or any person who may have served at its request as a Trustee or officer of another entity or joint venture, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such Trustee or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of a duty.

Such indemnification shall not be deemed exclusive of any other rights to which such Trustee or officer may be entitled, under agreement, recommendation of the Church Council, or otherwise. No indemnification or advancement of expenses shall be made under this Section if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 501(c)(3) or Section 4958 of the Code or the Treasury Regulations promulgated thereunder; (ii) a provision of the Church's Articles of Incorporation or these Bylaws; (iii) applicable state law; or (iv) a resolution of the Church Council or other proper corporate action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses.

14 CORPORATE LIMITATIONS

14.1 Prohibition Against Private Benefit and Inurement

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its Trustees, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

14.2 Political Activity

No substantial part of the activities of the Church shall be to attempt to influence legislation by propaganda or otherwise, and the Church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

14.3 Other Prohibitions

The Church shall not carry on any other activities not permitted to be carried on:

- a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or
- b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

14.4 Dissolution

Upon dissolution of the Church, the Church Council shall, after paying or making provision for the payment of all of the liabilities of the Church, dispose of all of the assets of the Church, exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Church Council shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Church is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

15 MISCELLANEOUS

15.1 Books and Records

The Church shall keep correct and complete books and records of account, minutes of the proceedings of its Council and committees, and a record of the names and addresses of all Council and committee members. All books and records of the Church may be inspected by a Trustee, or his or her agent or attorney, at any reasonable time.

15.2 Amendments

The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new Articles and Bylaws may be adopted by a majority of the Trustees then in office. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all Trustees per the requirements of Section 8.3 herein, and shall identify the persons proposing the amendment.

The foregoing notwithstanding, notice of a proposed amendment affecting the Society Member's voting or removal rights shall be given in writing to the Society Member per the requirements of Section 8.3 herein, and the proposed amendment must be approved by the Society Member and a majority of the Trustees then in office.

The Church shall submit new or amended Bylaws to the Metropolitan for his canonical examination, blessing and approval.

15.3 Corporate Acquisition, Consolidation, Merger, or Dissolution

In the event of a proposed acquisition, consolidation, merger or dissolution, the Church Council shall adopt a plan setting forth the terms and conditions of the proposed transaction and such other provisions with respect to the proposed transaction as are deemed necessary under applicable state law or desirable. No

acquisition, merger, or other dissolution shall be adopted unless approved by a majority of the Trustees then in office.

15.4 Seal

The Church shall not maintain a corporate seal.

15.5 Inconsistencies with Articles of Incorporation

If any provision of these Bylaws is inconsistent with a provision of the Church's Articles of Incorporation, as amended from time to time, the Articles of Incorporation shall govern.

15.6 Severability

The invalidity or unenforceability of any provision in these Bylaws shall not affect the validity or enforceability of the remaining provisions.

CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, being a duly elected officer of Sv. Ivan Rilski Bulgarian Orthodox Church, an Illinois not-for-profit corporation, hereby certifies that the attached Bylaws were adopted by the official act of the Church Council and the same do constitute the Bylaws of the Church.

Date

Signature

Title