

**GREEK ORTHODOX
NATIONAL PHILOPTOCHOS SOCIETY, INC.**



BYLAWS

AMENDED 2020



GREEK ORTHODOX ARCHDIOCESE OF AMERICA

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MISSION STATEMENT

The Greek Orthodox Ladies Philoptochos Society, Inc., is the duly accredited women's philanthropic society of the Greek Orthodox Archdiocese of America. The mission of the Society shall be:

- To help the poor, the destitute, the hungry, the aged, the sick, the unemployed, the orphaned, the imprisoned, the widowed, the handicapped, the victims of disasters, to undertake the burial of impoverished persons and to offer assistance to anyone who may need the help of the Church through fund raising efforts; and
- To promote the charitable, benevolent, and philanthropic purposes of the Greek Orthodox Archdiocese of America, through instructional programs, presentations, lectures, seminars and other educational resources;
- To preserve and perpetuate Orthodox Christian concepts and the Orthodox Christian Family, and through them, to promote the Greek Orthodox Faith and traditions, in accordance with its doctrines, canons, discipline, divine worship, usages and customs;
- To promote participation in the activities of the Greek Orthodox community, with the cooperation of the Parish Priest and the Parish Council.

The charitable work of the Society shall be performed with discretion, courtesy and kindness.

ARTICLE I:
NAME

The name of the society shall be the Greek Orthodox Ladies Philoptochos Society, Inc., hereinafter referred to as the Society.

ARTICLE II: **OFFICES**

The Society shall have its principal office located at such place within the State of New York, as the National Philoptochos Board of Directors may determine. The Society may also maintain offices at such other places, within or without the State of New York, as the National Philoptochos Board of Directors may, from time to time, determine and as business may require.

ARTICLE III: **NATIONAL BOARD OF DIRECTORS**

SECTION 1: THE NATIONAL PHILOPTOCHOS BOARD OF DIRECTORS

1. Duties and Responsibilities

The National Philoptochos Board of Directors (“the National Board”) shall be the governing body of the Society. In consultation with the Archbishop of America, the National Board shall have the authority to act on behalf of the Society between National Philoptochos Biennial Conventions, and may authorize spending consistent with the approved budget, make recommendations to the Society and perform such other duties as are specified in these Bylaws.

2. Composition

The National Board shall be comprised of two classes of members:

- a. Regular, voting members of the Board, as follows:
 - i. The Archbishop of America, who shall act as Chairman;
 - ii. Members appointed by the Archbishop of America, who shall collectively constitute at least fifty one percent of the total membership of the National Board;
 - iii. Members appointed by the Archbishop of America, in consultation with the presiding hierarchs of the Metropolises of the Archdiocese of America;
 - iv. Metropolis Philoptochos Board Presidents; and
 - v. The immediate Past President of the National Board.

- b. Honorary, non-voting members, as follows:
 - i. Past National Board Presidents, except the immediate Past President;
 - ii. Members appointed by the Archbishop, in recognition of their longstanding, honorable service to the National Philoptochos Board; and
 - iii. President of the Presbyteres Sisterhood.

3. Term of Office

The term of office shall be two years.

4. Qualifications

Regular and Honorary members of the National Board must be:

- a. A steward, in good standing, in a parish; and

- b. A full member of the Society, who has fulfilled her current Christian Stewardship commitment, and has been in good standing with a Philoptochos Chapter, for a minimum of two years.

5. Mode of Participation in Meetings

Any member or members of the Board of Directors may participate in meeting of the National Board and the National Executive Board by means of telephone, video, or similar communication devices which allows all person participating to hear each other and such participation in the meeting shall be deemed present in person.

SECTION 2: THE NATIONAL PHILOPTOCHOS EXECUTIVE BOARD

1. Powers and Responsibilities

- a. The National Philoptochos Executive Board (“the National Executive Board”) shall, between meetings of the National Board, have the general supervision of the affairs of the Society, shall authorize spending consistent with the approved budget, shall make recommendations to the Society and perform such other duties as are specified in these Bylaws.
- b. No action of the National Executive Board shall conflict with any action taken by the National Board or a National Philoptochos Biennial Convention.

2. Composition

The National Executive Board shall be comprised of:

- a. The Chairman, the Archbishop of America;
- b. The President;
- c. The First Vice President;
- d. The Second Vice President;
- e. The Third Vice President;
- f. The Secretary;
- g. The Treasurer;
- h. The Assistant Treasurer;
- i. The Advisor to the National Board, who shall be the immediate past president; and
- j. The Presidents of the Metropolis Philoptochos Board of Directors.

3. Voting Privileges

All members of the National Executive Board shall have voting privileges at meetings of the National Executive Board.

4. Selection of Officers

- a. The President of the National Board shall be appointed by the Archbishop of America.

- b. The selection of all other officers, except the Chairman and the Advisor to the Board, shall be ratified by members of the National Board at the first meeting following the National Philoptochos Biennial Convention.

5. Term of Office

- a. The term of office shall be two years.
- b. No officer shall hold more than one office concurrently.
- c. An officer shall not hold the same office for more than two consecutive terms, unless the Chairman, the Archbishop of America, waives this restriction.

6. Duties of Officer

The duties of the officers of the National Board shall be as follows;

- a. **Chairman:** The Chairman, the Archbishop of America, may, in his discretion, provide vision and direction as to the programs of the Society.
- b. **President:** The President shall act as the chief executive officer of the Society and shall perform such duties as devolve by law, and as are usual to the office. The President shall preside over the Board's meetings and shall serve as ex-officio, non- voting, member of all standing and special committees, except the President shall not be an ex- officio member of the Audit committee.
- c. **First Vice President:** The First Vice President shall perform such other duties as are usual to the office of Vice President and shall assume and perform all duties of the President, during the absence or disability of the President and until such time as a successor to the President is appointed. The First Vice President shall also chair the Legislative Committee.
- d. **Second Vice President:** The Second Vice President shall assume and perform all duties of the First Vice President, during the absence or disability of the First Vice President and shall perform such other duties as are usual to the office of First Vice President until such time as a successor to the First Vice President is elected.
- e. **Third Vice President:** The Third Vice President shall assume and perform all duties of the Second Vice President, during the absence or disability of the Second Vice President and shall perform such other duties as are usual to the office of Second Vice President until such time as a successor to the Second Vice President is elected.
- f. **Secretary:** The Secretary shall keep and maintain the minutes of all

meetings of the National Board and shall perform such duties as are usual to that office. Greek translation of minutes shall be made available upon request.

- g. Treasurer:** The Treasurer shall make full financial reports at all meetings of the National Board and at the National Biennial Philoptochos Conventions, and such other interim reports as the National Board may direct and shall perform such duties as are usual to that office. The Treasurer shall serve as Chair of the Finance and Budget Committee and shall obtain audits of the Society's financial records on an annual basis by a Certified Public Accountant.
- h. Assistant Treasurer:** The Assistant Treasurer shall assume and perform all duties of the Treasurer, during the absence or disability of the Treasurer and shall perform such other duties as are usual to the office of Treasurer until such time as a successor to the Treasurer is elected.
- i. Advisor to the National Board:** The Advisor to the National Board shall advise the President, officers and members of the National Board.

SECTION 3: APPOINTED POSITIONS

All appointed positions shall be filled by appointment by the National Board President. Appointed positions shall include, but are not limited to, a parliamentarian, legal advisor, and a protocol officer.

SECTION 4: NATIONAL PHILOPTOCHOS OFFICE

1. Director

The National Executive Board, with the approval of the Chairman, the Archbishop of America, shall employ a Director of the National Philoptochos Office.

2. Office Guidelines

The Director shall abide by guidelines, as adopted by the National Board.

3. Duties of Director

- a.** The Director shall have such duties and responsibilities as shall be determined, from time to time, by the National Board.
- b.** The Director shall attend all meetings of the National Board and the National Philoptochos Biennial Convention and may be required to attend meetings of the National Executive Board and other committees.

SECTION 5: MEETINGS

1. Frequency

There shall be a minimum of three regular meetings of the National Board yearly.

2. Notice and Agenda

- a. All reasonable efforts will be made to send notice and agenda of regular annual meetings to members no later than forty-five days prior to the meetings.
- b. Failure to comply with this requirement shall not affect the validity of actions taken by the National Board.

3. Special Meetings

- a. Special Meetings of the National Board may be called by the Chairman, the President, or by one-fifth of the members of the National Board.
- b. Special Meetings of the National Executive Board may be called by the Chairman, the President, or by one-fifth of the members of the National Executive Board.
- c. Notice and agenda requirements shall not apply to these meetings.

4. Quorum

A quorum for all meetings shall consist of one half plus one of the voting members.

SECTION 6: TERMINATION AND VACANCIES

1. Absence

Absence of a National Board member from three meetings in one term, for reasons other than illness or family emergency, shall be equivalent to resignation.

2. Resignation

An officer or member may resign from the National Board by serving written notice upon the Chairman, the President and/or Secretary. The resigning member shall surrender all books, records and property of the Society in her possession.

3. Vacancies

A vacancy, in those classes of membership described in Article III, Section 1, Paragraph 2, subparagraphs (a) (ii) and (a) (iii), shall be filled by the Chairman, the Archbishop of America.

SECTION 7: FINANCES

1. Per Capita Membership

The National Office shall receive a per capita membership payment, as established by the National Philoptochos Biennial Convention, for each parish chapter member, from the chapter treasury.

2. Allowance

A stipulated sum shall be budgeted for expenses incurred by the National President in fulfillment of her official duties.

3. Fundraising Activities

The National Board may sponsor appropriate fund-raising activities for the support of National Commitments, programs or projects, and/or the operational needs of the National Office.

SECTION 8: NATIONAL PHILOPTOCHOS BIENNIAL CONVENTION

1. National Philoptochos Biennial Convention

There shall be a National Philoptochos Biennial Convention, held in conjunction with the Clergy/Laity Congress, in even numbered years.

2. Voting Privileges

Each National Board member shall have one vote at the National Philoptochos Biennial Convention.

SECTION 9: COMPENSATION

No National Board member or officer of the Society shall receive, directly or indirectly, any salary, compensation or tangible benefit therefrom, either as such officer or director or in any other capacity, except as provided in Article III, Section 7, paragraph 2.

SECTION 10: INDEMNIFICATION

All Directors and officers of the Society, whether or not then in office, shall be indemnified by the Society against all costs, liabilities, judgments, and expenses actually and reasonably incurred by, or imposed upon them in connection with or arising out of any action, suit or proceeding in which they may be involved, directly or indirectly, or to which they may be made a party by reason of being or having been a Director or officer of this Society, or by reason or any action heretofore or hereafter at any time taken as a Director or officer of this Society (such expenses to include the cost of reasonable settlements made with a view to curtailment or avoidance of costs of litigation, or where a settlement is deemed for the best interest of the Society under its obligation or indemnity), except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to have been guilty of bad faith or fraud in the performance of their duty as such Director or officer, and the foregoing right of indemnification shall not be exclusive of other rights to which they may be entitled by agreement, by vote of the members, or otherwise.

ARTICLE IV:
METROPOLIS PHILOPTOCHOS
BOARD OF DIRECTORS

SECTION 1: THE METROPOLIS PHILOPTOCHOS BOARD OF DIRECTORS

1. Powers and Responsibilities

a. Authority to Act

The Metropolis Philoptochos Board of Directors (“the Metropolis Board”) shall act as a liaison between the National Board and the parish chapters and shall, in consultation with the presiding hierarch, act on behalf of the Metropolis Philoptochos chapters between Metropolis Philoptochos Biennial Conferences.

b. National Conventions and Commitment

The Metropolis Board shall be responsible for the implementation, promotion, and compliance with, decisions and resolutions adopted at the National Philoptochos Biennial Conventions and shall solicit chapter support for all National Commitments.

c. Metropolis Biennial Conference

The Metropolis Board shall execute the directives of the Metropolis Philoptochos Biennial Conference.

2. Composition

The Metropolis Philoptochos Board shall be comprised of:

a. Regular, voting members, as follows:

- i.** The presiding hierarch, who shall act as Chairman;
- ii.** Four members appointed by the presiding hierarch;
- iii.** Sixteen members elected by the Metropolis Philoptochos Biennial Conference; and
- iv.** The Advisor to the Board, who shall be the immediate past president.

b. Honorary, non-voting, members, as follows:

- i.** Former Metropolis Board presidents.

3. Term of Office

The term of office shall be two years.

4. Election of the Metropolis Board

Election of the Metropolis Board shall be conducted at the Biennial Metropolis Conference during odd numbered years.

5. Mode of Participation in Meetings

Any member or members of the Board of Directors may participate in meeting of the Metropolis Board and the National Executive Board by means of telephone, video, or similar communication devices which allows all person participating to hear each other and such participation in the meeting shall be deemed present in person.

SECTION 2: THE METROPOLIS PHILOPTOCHOS EXECUTIVE BOARD

1. Powers and Responsibilities

The Metropolis Philoptochos Executive Board (“the Metropolis Executive Board”) shall act on behalf of the Metropolis Philoptochos chapters between meetings of the Metropolis Board.

2. Composition

The Metropolis Executive Board shall be comprised of:

- a. The Chairman, the presiding hierarch;
- b. The President;
- c. The First Vice President;
- d. The Second Vice President;
- e. The Recording Secretary;
- f. The Corresponding Secretary;
- g. The Treasurer;
- h. The Assistant Treasurer; and
- i. The Advisor to the Board, who shall be the immediate past president.

3. Voting Privileges

All members of the Metropolis Executive Board, except the Chairman, shall have voting privileges at meetings of the Metropolis Executive Board.

4. Election of Officers

The Officers of the Metropolis Board, except the Chairman and the Advisor, shall be elected by the members of the Metropolis Board, following the election of the Metropolis Board.

5. Term of Office

- a. The term of office shall be two years.
- b. No officer shall hold more than one office concurrently.
- c. An elected officer shall not hold the same office for more than two consecutive terms.

6. Duties of Officers

The duties of the officers of the Metropolis Board shall be as follows:

- a. **Chairman:** The Chairman of the Metropolis Board may, in his discretion, provide direction and suggestions as to the programs of the Metropolis Philoptochos Board and chapters.
- b. **President:** The President shall act as the chief executive officer of the Metropolis Board and shall perform such duties as devolve by law, and as are usual to the office. The President shall preside over the Board's meetings and shall serve as ex-officio, non-voting, member of all standing and special committees, except the President shall not be an ex-officio member of the Audit committee.
- c. **First Vice President:** The First Vice President shall assume and perform all duties of the President, during the absence or disability of the President and shall perform such other duties as are usual to the office of Vice President until such time as a successor to the President is elected. The First Vice President shall also chair the Legislative Committee.
- d. **Second Vice President:** The Second Vice President shall assume and perform all duties of the First Vice President, during the absence or disability of the First Vice President and shall perform such other duties as are usual to the office of First Vice President until such time as a successor to the Second Vice President is elected. The Second Vice President shall chair the Family and Society Committee.
- e. **Recording Secretary:** The Secretary shall keep and maintain the minutes of all meetings of the Metropolis Board and shall perform such duties as are usual to that office. Greek translation of minutes shall be made available upon request.

- f. Corresponding Secretary:** The corresponding Secretary shall prepare all correspondence, dispatch all mailings from the Metropolis Board and shall provide formal notice of Metropolis Board meetings.
- g. Treasurer:** The Treasurer shall make full financial reports at all meetings of the Metropolis Board and at the Metropolis Philoptochos Biennial Conferences, and such other interim reports as the Metropolis Board may direct and shall perform such duties as are usual to that office.
- h. Assistant Treasurer:** The Assistant Treasurer shall assume and perform all duties of the Treasurer, during the absence or disability of the Treasurer and shall perform such other duties as are usual to the office of Treasurer until such time as a successor to the Treasurer is elected.
- i. Advisor to the Metropolis Board:** The Advisor to the Metropolis Board shall advise the President, Officers and members of the Metropolis Board.

SECTION 3: APPOINTED POSITIONS

All appointed positions shall be filled by appointment by the Metropolis Board President.

SECTION 4: MEETINGS

1. Frequency

There shall be a minimum of two regular meetings of the Metropolis Board yearly.

2. Notice and Agenda

- a.** All reasonable efforts will be made to send notice and agenda of regular meetings to members no later than thirty days prior to the meetings.
- b.** Failure to comply with this requirement shall not affect the validity of actions taken by the Metropolis Board.

3. Special Meetings

- a.** Special Meetings of the Metropolis Board may be called by the Chairman, the President, or by one-fifth of the members of the Metropolis Board.
- b.** Special Meetings of the Metropolis Executive Board may be called by the Chairman, the President, or by one-fifth of the members of the Metropolis Executive Board.
- c.** Notice and agenda requirements shall not apply to these meetings.

4. Quorum

A quorum for any meeting shall consist of one half plus one of the voting members.

SECTION 5: TERMINATION AND VACANCIES

1. Absence

Absence of a Metropolitan Board member from three meetings in one term, for reasons other than illness or family emergency, shall be equivalent to resignation.

2. Resignation

Any officer or member of the Metropolis Board may resign by serving written notice to the Presiding Hierarch, the President and/or the Secretary. The resigning member shall surrender all books, records and property of the Metropolis Board in her possession.

3. Vacancies

Vacancies on the Metropolis Board shall be filled by the presiding hierarch.

SECTION 6: FINANCES

1. Per Capita Membership

The Metropolis Board shall receive a per capita membership amount, as established by the Metropolis Philoptochos Biennial Conference, for each parish chapter member from the chapter treasury.

2. Allowance

A stipulated sum shall be budgeted for expenses incurred by the Metropolis President in fulfillment of her official duties.

3. Fundraising Activities

The Metropolis Board may sponsor fund raising activities benefiting the Society for the support of the National and Metropolis Commitments and Projects.

4. Audit

Prior to the commencement of a new term, an audit of the Metropolis Board's financial books and records, shall be performed by a three-member panel, none of

whom shall be Metropolis Board members, or by a Certified Public Accountant, who is not a member of the Metropolis Board.

SECTION 7: METROPOLIS BIENNIAL CONFERENCE

1. Frequency

There shall be a Metropolis Philoptochos Biennial Conference in the year prior to the National Philoptochos Biennial Conference.

2. Election of the Metropolis Philoptochos Board

a. Qualifications: A candidate for election to the Metropolis Board must be:

- i.** A member in good standing in a parish; and
- ii.** A member in good standing in a Philoptochos chapter for a minimum of two years; and
- iii.** A member who served a local chapter in an elected capacity for at least one full term.

b. Election Procedures: Election of the Metropolis Philoptochos Board shall be conducted during “odd” numbered years at the Metropolis Philoptochos Biennial Conference, in accordance with procedures and standards promulgated by the Metropolis Philoptochos Biennial Conference and filed with the National Philoptochos Office.

3. Voting Privileges

Each Metropolis Board Member shall have one vote at the Metropolis Biennial Conference.

4. Quorum

The quorum of a Metropolis Conference shall consist of one half plus one of the registered delegates to the Conference.

SECTION 8: NATIONAL PHILOPTOCHOS BIENNIAL CONVENTION

1. Metropolis Board Delegates

a. The Metropolis President and not less than (2) two and no more than (4) four additional Board members, elected by the Metropolis Board, shall be the five delegates for the Metropolis Board to the National Philoptochos Biennial Convention.

- b. In the event that the Metropolis Board President is unable to attend the National Philoptochos Biennial Convention, the next ranking officer shall serve as the delegate.

2. Registration and Other Related Costs

The registration for up to the five delegates shall be paid by the Metropolis Treasury. Any additional expenses may, in the Metropolis Board's discretion, be paid by the Metropolis Board Treasury.

3. Voting Privileges

Each Metropolis Board delegate shall have one vote at the National Philoptochos Biennial Convention.

ARTICLE V: **PARISH CHAPTER**

SECTION 1: THE PARISH CHAPTER

1. Parish Chapter

Each Parish of the Greek Orthodox Archdiocese of America shall have a Chapter of the Society.

2. Charter and Chapter Numbers

A National Chapter Number and Charter Number shall be issued by the National Office.

3. Spiritual Advisor

The Parish Priest shall act as the spiritual advisor of the chapter.

SECTION 2: MEMBERSHIP QUALIFICATIONS

1. Full Membership

Women of the Greek Orthodox Faith, of at least 18 years of age, shall be eligible for full membership in the Society.

2. Associate Membership

- a. An Associate Member shall enjoy all privileges of membership, except the right to vote or hold office.
- b. The following persons shall be eligible for associate membership:
 - i. A non-Greek Orthodox woman married to a Greek Orthodox man.
 - ii. Greek Orthodox men.
 - iii. A non-Greek Orthodox man married to a Greek Orthodox woman.

SECTION 3: CHAPTER PHILOPTOCHOS BOARD OF DIRECTORS

1. Composition

Each chapter shall have a Chapter Philoptochos Board of Directors (“Chapter

Board”), with an odd number of directors of not more than twenty-one and not less than seven members, as follows:

- a. A chapter with less than twenty members shall have seven Directors;
- b. A chapter with twenty-one to forty-nine members shall have not less than seven and not more than fifteen Directors;
- c. A chapter with fifty to ninety-nine members shall have not less than seven and not more than seventeen Directors;
- d. A chapter with one hundred to one hundred ninety-nine members, shall have nineteen Directors; and
- e. A chapter with more than two hundred members shall have twenty-one Directors.

2. Qualifications for Election to the Chapter Board

A member of the Chapter Board shall:

- a. Be a full member of the Society;
- b. Be a member in good standing with the parish and chapter for a period at least one full year prior to the date of election to the Chapter Board;
- c. Have attended a minimum of four meetings of the Chapter in the previous year; and
- d. Be present at the election meeting unless reasonable cause for such absence is provided.

3. Exclusivity

A person may be a member of multiple chapters but can serve on the Chapter Board of only one chapter.

SECTION 4: ELECTION OF PHILOPTOCHOS CHAPTER BOARD OF DIRECTORS

1. Frequency

The Chapter Board shall be elected at a general meeting, held for that purpose, in the month of May, in the year prior to the National Philoptochos Biennial Convention.

2. Procedure

The election procedure shall be as follows:

- a. Notice of the Election Meeting shall be given in writing to all eligible members thirty days prior to the date of the Election Meeting;
- b. A Screening Committee shall be appointed by the President four months

prior to the Election Meeting. The Screening Committee shall ascertain eligibility for the election of all full members of the Society.

- c. An Election Committee, consisting of a Chairman and two Tellers, none of whom may be prospective nominees for election, shall be appointed by the President prior to the Election Meeting.
- d. The Election Meeting shall be presided over by the Election Chairman.
- e. Following the administration of the Oath of Office by the parish priest to the newly elected Board of Directors, the members of the Chapter Board shall meet to elect the Officers. The Advisor to the Board, or in her absence the election Chairman, shall preside at the election meeting.

3. Eligibility to Vote

- a. A full member who has fulfilled her financial commitment to the chapter for the current year is eligible to vote in an election.
- b. A new full member may vote if enrolled at least three months prior to the Election Meeting.

4. Validity of Election

- a. A member who contests an election, for cause, shall send a written protest to the National President, within seven days of the election.
- b. The protest shall be signed by the contesting member and shall set forth the alleged impropriety in the election process.
- c. The National Philoptochos President shall examine the allegations and shall render a final decision.

5. Ratification Process

- a. Within 14 days of the election of the Chapter Board and officers, a notification of the names of the newly elected chapter Board and Officers, shall be sent to the National Office for ratification. This notification shall be signed by the Election Chairman and the Parish Priest. In the event that either party declines or is unable to sign the notification, the notification shall be forwarded to the National Office with a statement explaining the missing signature.

- b. The Oath of Office shall be as follows:

I do solemnly swear that I will uphold the dogma, teaching, tradition, holy canons, worship and moral principles of the Greek Orthodox Church, as well as the Constitutional Charter, discipline and regulations of the Greek Orthodox Archdiocese of America, and that I will fulfill faithfully and sincerely the duties and obligations required of the Board of Directors of the Philoptochos Society, so help me God.

SECTION 5: CHAPTER PHILOPTOCHOS EXECUTIVE BOARD

1. Composition

The Chapter Philoptochos Executive Board (“the Chapter Executive Board”) shall be comprised of:

- a. The President;
- b. The First Vice President;
- c. The Second Vice President;
- d. The Recording Secretary;
- e. The Corresponding Secretary;
- f. The Treasurer;
- g. The Assistant Treasurer; and
- h. The Advisor to the Board, who shall be the immediate past president.

2. Election of Officers

Following the administration of the Oath of Office by the parish priest to the newly elected Board of Directors, the members of the Chapter Board shall meet to elect the Officers. The Advisor to the Board, or in her absence the Election Chairman, shall preside at the election meeting.

3. Additional Qualifications

In addition to the qualifications for election to the Chapter Board, the President must have served on the Chapter Board for a minimum of two years prior to the election. This requirement shall not apply to newly organized chapters.

4. Term of Office

- a. The term of office shall be two years.
- b. No officer shall hold more than one office concurrently.
- c. An elected officer shall not hold the same office for more than two consecutive terms.

5. Duties of Officers

The duties of the officers of the Chapter Board shall be as follows:

- a. **President:** The President shall act as the chief executive officer of the Chapter Board and shall perform such duties as devolve by law, and as are usual to the office. The President shall preside over the Board's meetings and shall serve as ex-officio, non-voting, member of all standing and special committees, except the President shall not be an ex-officio member of the Audit committee.
- b. **First Vice President:** The First Vice President shall perform such duties as are usual to the office of Vice President and shall assume and perform all duties of the President, during the absence or disability of the President until such time as a successor to the President is elected. The First Vice President shall also serve as chairperson of the Legislative Committee.
- c. **Second Vice President:** The Second Vice President shall assume and perform all duties of the First Vice President, during the absence or disability of the First Vice President and shall perform such other duties as are usual to the office of First Vice President until such time as a successor to the Second Vice President is elected. The Second Vice President shall chair the Family and Society Committee.
- d. **Recording Secretary:** The Secretary shall keep and maintain the minutes of all meetings of the Chapter Board and shall perform such duties as are usual to that office. Greek translation of minutes shall be made available upon request.
- e. **Corresponding Secretary:** The Corresponding Secretary shall prepare all correspondence, dispatch all mailings from the Chapter Board and shall provide formal notice of Chapter Board meetings.
- f. **Treasurer:** The Treasurer shall make full financial reports at all meetings of the Chapter Board and at the meetings of the full membership, and such other interim reports as the Chapter Board may direct and shall perform such duties as are usual to that office.
- g. **Assistant Treasurer:** The Assistant Treasurer shall assume and perform all duties of the Treasurer, during the absence or disability of the Treasurer and shall perform such other duties as are usual to the office of Treasurer until such time as a successor to the Treasurer is elected.
- h. **Advisor to the Chapter Board:** The Advisor to the Chapter Board, who shall be the immediate past president, shall advise the President, Officers and members of the Chapter.

SECTION 6: APPOINTED POSITIONS

All appointed positions shall be filled by appointment by the Chapter President.

SECTION 7: MEETINGS

1. General Membership Meetings

a. Frequency

There shall be a minimum of six general meetings of the entire chapter membership yearly.

b. Notice

Notice of general meetings shall be provided to the Parish Priest and members at least five days prior to scheduled meetings.

c. Quorum

A quorum for all general meetings shall be determined by each chapter by taking into consideration the average attendance of the membership.

d. Special Meetings

Special Meetings of the general membership may be called by the President, the Secretary or by one fifth of the membership of the chapter. Notice requirements shall not apply to these meetings.

e. Mode of Participating in Meetings

Any member or members of the Board of Directors may participate in meeting of the Parish Chapter Board and the National Executive Board by means of telephone, video, or similar communication devices which allows all person participating to hear each other and such participation in the meeting shall be deemed present in person.

2. Chapter Board Meetings

a. Frequency

There shall be a minimum of six regular meetings of the Board yearly.

b. Notice

Notice of meetings shall be provided to the Parish Priest and members at

least five days prior to scheduled meetings.

c. **Quorum**

A quorum shall consist of one-half of the eligible voting members plus one.

d. **Special Meetings**

Special meetings of the Chapter Board may be called by the President, the Secretary or by one-fifth of the members of the Chapter Board. Notice and agenda requirements shall not apply to these meetings.

3. **Chapter Executive Board Meetings**

a. **Notice**

Notice of meetings shall be provided to the Parish Priest and members at least five days prior to scheduled meetings.

b. **Quorum**

A quorum shall consist of one-half of the eligible voting members plus one.

c. **Special Meetings**

Special meetings of the Chapter Executive Board may be called by the President, the Secretary or by one-fifth of the members of the Chapter Executive Board. Notice and agenda requirements shall not apply to these meetings.

SECTION 8: TERMINATION AND VACANCIES

1. **Absence**

Absence of a Chapter Board member from three meetings in one term, for reasons other than illness or family emergency, shall be equivalent to resignation.

2. **Resignation**

Any officer or member of the Chapter Board may resign by serving written notice to the President or the Secretary. The resigning member shall surrender all books, records and property of the Chapter in her possession.

3. Vacancies

In the event of a vacancy on the Chapter Board, the first runner-up in the preceding Chapter Board elections shall be the successor. In the absence of a runner-up, a special election may be conducted to fill the vacancy.

SECTION 9: FINANCES

1. Financial Controls

- a. All funds shall be under the exclusive control of the individual chapter.
- b. Each chapter shall approve an annual budget.
- c. Prior to the commencement of a new term, an audit of the chapter financial books and records, shall be performed by a three-member panel, none of whom shall be Chapter Board members, or by a Certified Public Accountant, who is not a member of the Chapter Board.

2. Authorized Use

Each chapter shall use its funds to further the mission of the Society. Such funds are collected to alleviate the suffering and needs of mankind and not for long term investment.

3. Reserve Fund

Each chapter must maintain a reserve fund for emergency charitable needs, not to exceed five thousand dollars.

SECTION 10: CHRISTIAN STEWARDSHIP COMMITMENT TO MEMBERSHIP

Christian Stewardship shall be the means by which members shall fulfill financial, service and spiritual commitment to membership, with each member contributing a fair share of time, talents and resources, according to that member's faithfulness and willingness to give.

1. Financial Stewardship Offering

Financial commitment to membership shall be fulfilled on a Fair Share Christian Stewardship basis according to each member's faithfulness and willingness to give. Financial commitment to membership shall be submitted to the Chapter treasury at the start of the calendar year.

2. National Per Capita

A per capita payment established and approved at a National Convention shall be

remitted annually for each member by the Chapter Treasury to the National Office at the start of the calendar year and continuing as Stewardship offerings are received.

3. Metropolis Per Capita

A per capita amount established and approved at a Metropolis Conference shall be remitted annually for each member by the Chapter Treasury to the Metropolis Office at the start of the calendar year and continually as Stewardship offerings are received.

SECTION 11: NATIONAL PHILANTHROPIES

Each chapter is obligated to support National Philoptochos Commitments, programs and projects.

SECTION 12: NATIONAL PHILOPTOCHOS BIENNIAL CONVENTION

1. Eligibility to Participate

A chapter in good standing with the National and Metropolis Boards shall be eligible to participate in the National Philoptochos Biennial Conventions.

2. Representation

A chapter may have up to three delegates to the National Philoptochos Biennial Convention.

a. The Chapter Board President shall be a chapter delegate to the National Philoptochos Biennial Convention. In the event that the Chapter Board President is unable to attend, the next ranking officer shall serve as the delegate.

b. Up to two additional delegates may be elected, from among the full members, at a general meeting of the membership.

3. Expenses

a. The Chapter Treasury shall pay for transportation costs and registration fees for the Delegate-President or the substituting officer who serves in her place.

b. Expenses for the additional delegates may, in the chapter's discretion, be paid by the Chapter Treasury.

SECTION 13: METROPOLIS BIENNIAL CONFERENCE

Chapters in good standing are eligible to participate in the Metropolis Philoptochos Biennial Conference based on the same terms and conditions as set forth for delegates to the National Philoptochos Biennial Convention in Article V, Section 12.

SECTION 14: NEWLY ORGANIZED CHAPTERS

In newly organized chapters, an interim Chapter Board shall be established, in consultation with the National and Metropolis Boards. The Interim Board shall serve until the next regularly scheduled election for chapter boards, but, in any event, not less than one year.

SECTION 15: DISSOLUTION OF A CHAPTER

In the event that the dissolution of a chapter is determined to be in the best interests of all relevant parties, the chapter's financial assets, after payment of all outstanding debts and National and Metropolis Commitments, shall be equitably distributed between the National Board Treasury and the Metropolis Board Treasury.

ARTICLE VI: **GENERAL PROVISIONS**

SECTION 1: PATRON SAINTS

The Saints Cosmas and Damianos, the Unmercenaries, shall be the Patron Saints of the Society and their Feast Day shall be observed by members of the Society.

SECTION 2: STANDING COMMITTEES

The following standing committees shall be established as applicable to all levels of the Society:

1. Audit
2. Family and Society
3. Finance
4. History
5. Membership
6. National Commitments
7. Program Social Services

SECTION 3: CENSURE OF CHAPTER OR MEMBER

1. Any member who conducts herself in a manner contrary to the best interests of the Society, shall be subject to censure and/or other appropriate action, following investigation by the National Philoptochos Board.
2. Any chapter that conducts its affairs in a manner contrary to the best interests of the Society, shall be subject to censure and/or other appropriate action, following investigation by the National Philoptochos Board.
3. Upon completion of the investigation, the findings shall be reported to the National President, and, if appropriate, to the Presiding Hierarch of the Philoptochos member or chapter being investigated. Amendments to these Bylaws shall be made only by a vote of two-thirds (2/3) of the delegates present at a business meeting at the National Philoptochos Biennial Convention, subject to approval by the Archbishop. However, if the National Board Secretary does not receive notice of objection from the Archbishop within 60 days after receiving notice of a proposed amendment, such amendment shall be deemed approved.

SECTION 4: BYLAWS

1. Amendments

Amendments to these Bylaws shall be made only by a vote of two-thirds (2/3) of the delegates present at a business meeting at the National Philoptochos Biennial Convention, subject to approval by the Archbishop. However, if the National Board Secretary does not receive notice of objection from the Archbishop within 60 days after receiving notice of proposed Amendment, such Amendment shall be deemed approved.

2. Interpretation

In the event that interpretation of these Bylaws shall be necessary for any reason, the interpretation shall be made by the National President in consultation with the Legal Advisor. The English language text of these Bylaws shall be deemed the official text for all purposes.

3. Violation

A willful disregard or violation of these Bylaws by any member of the Society shall be grounds for immediate removal upon review by the National Board.

4. Waiver

- a. Requests from a Metropolis Board or a local chapter for a waiver of any provision of the Society's Bylaws shall be addressed, in writing, to and shall be determined by, the National President who shall provide a written response to such requests.
- b. No more than one waiver shall be granted where an elected officer seeks to serve a consecutive term in excess of the limitations stated in Article IV, Section 2, Paragraph 5 (c) or Article V, Section 5, Paragraph 4 (c).

5. Effective Date

These Bylaws are effective as of August 22, 2020.

SECTION 5: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order – Newly Revised shall govern the Society in all cases to which they are applicable and to which they are not inconsistent with the Bylaws and any special rules of order the Society may adopt.