

Re: Summary of Bylaws Changes

Clergy of the Western Diocese, Diocesan Delegates, Diocesan Officers, Parish Council Chairs,

We have completed a set of Revised Bylaws which are intended to follow a simplification and reorganization effort that was undertaken on behalf of the Western Diocese's operations, properties and parishes. At the direction of the Diocesan Council, the Committee is circulating these drafts documents with a request to submit your comments and questions, no later than **June 30**, 2021, to the Committee (Dn. Jeff Hazarian will accept them on behalf of the Committee at hyegolfer@me.com) to allow sufficient time for the Committee's response and possible modification to the Revised Bylaws prior to sending out a notice to adopt them at a 2021 Special Diocesan Assembly Meeting to be scheduled the fall of 2021. Detailed discussion regarding the Revised Bylaws will be in order at the Special Diocesan Assembly Meeting; however, it will be most efficient if your specific inquiries and comments be directed to the Committee at this time so that the Meeting agenda is not unduly impacted. A two-thirds (2/3) vote approval of the voting members at the Special Diocesan Assembly Meeting will be required to set in motion the adoption of these Revised Bylaws.

We have prepared the accompanying summary of major items of significance between the current Bylaws and the proposed Bylaws for the reorganized operations and property management. The summary reflects items that in the mind of the Committee could reasonably be considered significant changes, however, all reviewers of this information may have different opinions on what is significant. Therefore, this summary is provided to supplement, and not to be a substitute for, your review of the Restated By-Laws.

We have also prepared the accompanying matrix showing where the current Bylaws provisions are presented in the restated documents (copies attached) to ease your review of the respective proposed Bylaws.

The set of proposed Bylaws is the result of the Bylaws Committee working together in a common cause supporting the diocesan and parish governance needs. The set of proposed Bylaws and this accompanying Summary of Bylaws Changes as presented do not, and are not intended to, constitute legal advice or legal opinion issued on behalf of the Committee or any of its members.

Summarized Items of Significance between current By-Laws and proposed set of Bylaws

References to Bylaws sections shown below are to the proposed Bylaws for the respective organization (Diocese Operations “DO”, Property Management “PO”, or Parish “PA”).

- **Overall reorganization:** Separation of the management of the Western Diocese into 3 distinct types of organizations, each of which will be set up as nonprofit religious corporations:
 - All consecrated properties, which traditionally have had their title transferred from Parishes to the Western Diocese, will be held by the Property Management organization PM§1.3. The Property Management Bylaws will be ratified by the Diocesan Assembly prior to the reorganization.
 - The consecrated properties will be leased for a \$1/year to the respective Parish for their use. The leases will be triple net with the Parish responsible for payment of building insurance, maintenance and any relevant property taxes that may arise.
 - All operations at the Western Diocese level, including management of ordained clergy assigned to and throughout the Western Diocese, will be conducted by the Diocese Operations organization. DO§1.3 The Diocesan Operations Bylaws will be ratified by the Diocesan Assembly prior to the reorganization.
 - All operations at the individual Parish level, including management of any Parish employees or independent contractors, will be conducted the Parish organizations, each with their own set of Bylaws. PA§1.3 The initial draft of these Bylaws will be as ratified by the Diocesan Assembly prior to the reorganization, and subject to further modification by each Parish.
- **Electronic meetings:** Use of electronic means for Annual Diocesan or Parish Assembly and Special Diocesan or Parish Assembly meetings of the Diocesan Operations and the Parishes is now permitted by the Bylaws. DO§§3.3, 3.4; PA§§3.3, 3.4
- **Notices by email:** The proposed Bylaws clarifies that the Diocese Operations and the Parishes may use emails for the purposes of sending out Notices to members. DO§3.8; PA§3.8
- **Quorum of Annual and Special Parish Assembly Meetings:** Quorum is set at one-third of the Voting Members (as it is today), however, if quorum is not achieved, then at a new date for the Parish Assembly, one-fourth of the Voting Members shall be the quorum for the meeting. PA§3.9 Quorum for Diocesan Annual and Special Assemblies remains unchanged.

- **Presiding Officials:** The Primate and the Parish Priest shall fill the new role of Presiding Official in the Diocese Operations and Parishes, respectively. This role is not an officer position and is focused on the Presiding Official being present at all meetings of the Diocese Operations or Parish, respectively, with the exception of the Auditing Committees of the organizations. Their presence is to supervise the orderliness of the meeting and proper observance of the Bylaws and canons of the Armenian Church. DO§§5.1, 5.10, 9.3; PA§§5.1, 5.10, 9.3
- **Diocesan Council Chair and Parish Council Chair acting as President:** When necessary, by third parties for approval or consent, the respective Council Chairs shall represent their organizations as its general manager or president. DO§8.7, PA§8.7 The Properties Management has a similar provision for its Board of Directors Chair. PM§6.7
- **Diocesan Council and Parish interaction:** The Diocesan Council role is modified to consent rather than approval in many situations presented in the Parish Bylaws; indicating that the Diocesan Council is agreeing with the decisions of the Parish rather than giving permission to the Parish to take actions. Examples found in PA§§2.3(d), 4.3(b),(e),(g), 6.1(f).
- **Indemnification:** The proposed Bylaws update and expand the indemnification protections to the fullest possible for serving as an officer of the Diocesan Operations, Parishes, and Property Management organizations, with references to the nonprofit religious corporation statutes. PA§10.1, DO§10.1, PM§7.1
- **Incorporation of Parishes:** The proposed Bylaws require incorporation of Parishes as nonprofit religious corporations established in the state in which they reside.
- **Authorities of Diocesan and Parish Assemblies, and Diocesan and Parish Councils in monetary matters:** The proposed Bylaws provide for increased authorities of the Parish Assemblies in monetary matters and provide the Diocesan and Parish Councils increased spending and borrowing limits in operations. PA§4.2(h), DO§4.2(g)
- **Diocesan and Parish Council actions without meeting:** Provisions have been made to permit the Diocesan and Parish Councils to take actions upon the written consent of their members without being required to come together in a meeting. PA§7.11, DO§7.11 The Property Management has a similar provision for its Board of Directors. PM§4.11

Emergency Powers: Each of the organizations has provisions for functioning during emergencies, such as the government declared emergency conditions for the pandemic. PA§12, D

| Reference Table of Existing Bylaws Provisions to Proposed Bylaws | | | |
|--|----------------------|--------------------------|--------------------------|
| Current Bylaws of the Diocese | Parish Bylaws | Operations Bylaws | Properties Bylaws |
| Sec 1 Canonical Order/Name | | 1.1, 1.3 | |
| Sec 2 Organization & Jurisdiction | | 1.3 | |
| Sec 3 Headquarters of Diocese | | 1.2 | |
| Sec 4 Primate/Legislative/Administrative Authorities in Diocese and Parishes | | 1.3, 4.1, 6.1, 9.3 | |
| Sec 5 Communicant | 2.1 | 2.1 | |
| Sec 6 Constituting a Parish | 6.2 | | |
| Sec 7 Voting Member | 2.2 | | |
| Sec 8 Application for Voting Member | 2.2 | | |
| Sec 9 Pledge Application/Rights | 2.3 | | |
| Sec 10 Pledge Member Acts/Removal | 2.3 | | |
| Sec 11 Reapply for Voting Member | 2.3 | | |
| Sec 12 Parish Assembly | 4.1 | | |
| Sec 13 Parish Assembly Duties/Powers | 4.2 | | |
| Sec 14 Parish Assembly President | 5.1, 5.10 | | |
| Sec 15 Parish Assembly Officers | 5.1, 5.2, 5.3 | | |
| Sec 16 Parish Assembly Chair | 5.7 | | |
| Sec 17 Parish Assembly Vice-Chair | 5.8 | | |
| Sec 18 Parish Assembly Secretary | 5.9 | | |
| Sec 19 Annual/Special Meetings Parish Assembly | 3.1 | | |
| Sec 20 Special Parish Assembly Meeting | 3.5 | | |
| Sec 21 Parish Assembly Quorum | 3.9 | | |
| Sec 22 Parish Assembly Attendance | 3.3, 3.4, 3.9 | | |
| Sec 23 Parish Assembly Balloting | 3.10, 3.11, 3.14 | | |
| Sec 24 Parish Assembly Reporting | 5.7 | | |
| Sec 25 Parish Assembly Complaints | | | |
| Sec 26 Nominating Committee – Parish Assembly | 5.11 | | |
| Sec 27 Auditing Committee – Parish Assembly | 3.16 | | |
| Sec 28 Diocesan Dues | 4.2 | 6.2 | |
| Sec 29 Parish Council | 6.1 | | |
| Sec 30 Parish Council Size | 6.3 | | |
| Sec 31 Parish Council Members Election | 6.4 | | |
| Sec 32 Parish Council Absences | 6.7 | | |

| Reference Table of Existing Bylaws Provisions to Proposed Bylaws | | | |
|---|----------------------|--------------------------|--------------------------|
| Current Bylaws of the Diocese | Parish Bylaws | Operations Bylaws | Properties Bylaws |
| Sec 33 Parish Council Vacancies | 6.8 | | |
| Sec 34 Parish Council Serve | 6.4 | | |
| Sec 35 Transfer of Bank Accounts | 8.10 (partial) | | |
| Sec 36 Parish Council Powers/Duties | 6.2 | | |
| Sec 37 Parish Council Officers | 8.1 | | |
| Sec 38 Parish Council Meetings/Agenda | 7.1 to 7.11 | | |
| Sec 39 Official Seal | 6.2 | | |
| Sec 40 Formation of Parish Organizations | 6.2 | | |
| Sec 41 Parish Council/Parish Assembly/Delegates Meeting | 6.2 | | |
| Sec 42 Parish Council/Delegates Meeting | 6.2 | | |
| Sec 43 Complaints Re: Parish Council | 6.10 | | |
| Sec 44 Parish Council Disputes | 6.10 | | |
| Sec 45 Complaints Re: Primate/Diocesan Council | | 4.2, 6.10 | |
| Sec 46 Dissolution of Parish Council | 6.11 | | |
| Sec 47 Parish Council Contrary Acts | 6.11 | | |
| Sec 48 Parish Priest Vacancy | 9.1 | | |
| Sec 49 Parish Priest President | 9.3, 9.4 | | |
| Sec 50 Asst Parish Priest | 9.1 | | |
| Sec 51 Parish Priest Age 70 | 9.1 | | |
| Sec 52 Parish Priest Removal | 9.2 | | |
| Sec 53 Parish Priest Stipend | 6.2 | | |
| Sec 54 Parish Priest Duties/Powers | 9.4 | | |
| Sec 55 Choirmaster/School Superintendent | 9.4 | | |
| Sec 56 Parish Sacraments | 9.4 | | |
| Sec 57 Parish Priest Resign | 9.2 | | |
| Sec 58 Parish Priest Allegations | | 9.4 | |
| Sec 59 Diocesan Assembly | | 4.1 | |
| Sec 60 Delegates Requirements | | 2.2 | |
| Sec 61 Delegates Number | | 2.2 | |
| Sec 62 Delegates Terms | | 2.3, 2.4 | |
| Sec 63 Diocesan Assembly Powers/Duties | | 4.2 | |
| Sec 64 Diocesan Assembly Special Meetings | | 3.5 | |
| Sec 65 Diocesan Assembly Opening | | 3.9 | |
| Sec 66 Diocesan Assembly Ex-officio President | | 5.1, 5.10 | |
| Sec 67 Diocesan Assembly Officer Not Diocesan Council Member | | 5.1 | |

| Reference Table of Existing Bylaws Provisions to Proposed Bylaws | | | |
|---|----------------------|----------------------------|--------------------------|
| Current Bylaws of the Diocese | Parish Bylaws | Operations Bylaws | Properties Bylaws |
| Sec 68 Diocesan Assembly Annual Meeting | | 3.1 to 3.4 | |
| Sec 69 Diocesan Assembly Notice | | 3.6 | |
| Sec 70 Diocesan Assembly Officers | | 5.1 | |
| Sec 71 Diocesan Assembly Agenda | | 3.1 | |
| Sec 72 Diocesan Assembly Closed Session | | 3.5 | |
| Sec 73 Diocesan Assembly Quorum | | 3.9 | |
| Sec 74 Diocesan Assembly Delegate Registration/Vote | | 3.10, 3.11 | |
| Sec 75 Diocesan Assembly – Parish Nonpayment of Dues | | 3.9 | |
| Sec 76 Diocesan Assembly Relations with Catholicos | | 4.2 | |
| Sec 77 Diocesan Council | | 6.1 | |
| Sec 78 Diocesan Council Powers/Duties | | 6.2 | |
| Sec 79 Diocesan Council Officers | | 8.1 to 8.6 | |
| Sec 80 Diocesan Council Chairman | | 8.7 | |
| Sec 81 Diocesan Council Vice-Chairman | | 8.8 | |
| Sec 82 Diocesan Council Secretary | | 8.9 | |
| Sec 83 Diocesan Council Treasurer | | 8.10 | |
| Sec 84 Diocesan Council Meetings | | 7.1 to 7.4, 7.6 to 7.11 | |
| Sec 85 Diocesan Council Special Meetings | | 7.5 | |
| Sec 86 Diocesan Council Disputes | | 6.10, 6.11 | |
| Sec 87 Primate | | 9.1 | |
| Sec 88 Primate Vacancy | | 9.1 | |
| Sec 89 Primate Eligibility | | 9.1 | |
| Sec 90 Primate Candidates | | 9.1 | |
| Sec 91 Primate Election | | 9.1 | |
| Sec 92 Primate Ballot | | 9.1 | |
| Sec 93 Primate Term | | 9.1 | |
| Sec 94 Vicar Appointment | | 9.1 | |
| Sec 95 Diocese Relations with Catholicos | | 4.2 | |
| Sec 96 Primate Duties/Powers | | 9.3, 9.4 | |
| Sec 97 Primate Termination | | 9.2 | |
| Sec 98 Robert’s Rules of Order | | 13.3 | |
| Sec 99 Balloting | | 3.10, 3.14, 9.1 | |
| Sec 100 Plurality Vote | | 3.10 | |
| Sec 101 Ejection of Members | | 2.3 | |

| Reference Table of Existing Bylaws Provisions to Proposed Bylaws | | | |
|--|---------------|----------------------|---------------------|
| Current Bylaws of the Diocese | Parish Bylaws | Operations Bylaws | Properties Bylaws |
| Sec 102 Terms Diocesan Assembly, Diocesan Council, Parish Assembly, Parish Council and Audit Committee | | 3.10, 5.12, 6.4, 9.1 | |
| Sec 103 Eligibility to Hold Elective Office | | 2.4, 5.12, 6.3 | |
| Sec 104 Retiring from Meeting During Discussion | | 9.2, 13.3 | |
| Sec 105 Clergyman Assuming Office | | 13.3 | |
| Sec 106 Subordinate Parish Organizations for Fund Raising | | n/a | |
| Sec 107 Raising Funds | | n/a | |
| Sec 108 New Parish Territories | | 6.2 | |
| Sec 109 Incorporation of Diocese | | Preamble | Already established |
| Sec 110 Parish Requirement to Incorporate | Preamble | | |
| Sec 111 Title to Consecrated Properties | 13.1 – 13.2 | 13.1 – 13.2 | 1.3, 10.1 – 10.2 |
| Sec 112 Parish Dissolution Vesting | 1.6 | 1.5 | 1.6 |
| Sec 113 Parish Dissolution Abandonment | 1.6 | 1.5 | 1.6 |
| Sec 114 Bylaws Ratification | n/a | n/a | n/a |
| Sec 115 Bylaws Effectiveness | n/a | n/a | n/a |
| Sec 116 Bylaws Amendment | 14.1 | 14.1 | 11.1 |
| Sec 117 Bank Accounts | 6.2 | 6.2 | |
| Definitions: | | | |
| Catholicos | 1.3 | 1.3 | 10.2 |
| Diocese | 1.3 | 1.3 | 1.3 |
| Primate | | 9.3 | |
| Parish Priest | 9.3 | | |
| President | n/a | 8.7 | n/a |
| Locum Tenens | | 9.1 | |
| Casting Lot | n/a | n/a | n/a |

Bylaws
[Consecrated Name of Parish]
of the Armenian Church of North America

A California Nonprofit Religious Corporation

{Parishes in other states must establish religious corporations and have lawyers
admitted to practice in their state modify these Bylaws where necessary to comply
with their state statutes}

Section 1: Organization and Jurisdiction of the Parish

1.1 Name. The name of this corporation is the [Consecrated Name of Parish] of the Armenian Church of North America (“Parish”).

1.2 Principal Office. The principal office for the transaction of the activities and affairs of this Parish is located at [street address]. The Board of Directors of the Parish (the “Parish Council”) may change the location of the principal office. Any such change of location must be noted by the Secretary of the Parish on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

1.3 Purpose. The purpose of this Parish is to [state purposes exactly as in the articles of incorporation]. In the context of these general purposes, this Parish is to operate under the spiritual authority of the Western Diocese Operations of the Armenian Church of North America (“Western Diocese”). In the context of these general purposes, the Parish constitutes a spiritual and administrative unity, as established by Jesus Christ through the Holy Apostles St. Thaddeus and St. Bartholomew, and as such the Parish is an indivisible part of the Holy Armenian Apostolic Church, the headquarters of which is the Mother See of Holy Etchmiadzin. All matters pertaining to creed, rites, order and discipline of the Armenian Church remain subject to the Supreme Ecclesiastical authority of His Holiness the Supreme Patriarch and Catholicos of All Armenians at Holy Etchmiadzin. (“Armenian Church”), the headquarters of which is the Mother See of Holy Etchmiadzin in the Republic of Armenia. The Parish may accept contributions of any kind, type, nature and description in the discretion of the parish council, including not limited to money, securities, real estate and other tangible and intangible property, gifts, bequests, and donations. The properties of this Parish shall be held in trust for the purposes stated above, but with full power to sell, exchange, encumber or otherwise dispose of the same, subject to the rights of the creditors, if any, of this Corporation, and the restrictions included in these Bylaws. This Corporation has been formed for the purposes described above, and it shall be nonprofit and non-partisan.

1.4 Construction; Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

1.5 Subordinate Corporation. This Parish is a separate yet integral subordinate of the Western Diocese. The Bylaws of the Western Diocese as it may be amended from time to time is incorporated by reference into these Bylaws. If any conflict arises between the Bylaws of the Western Diocese and these Bylaws, the Bylaws of the Western Diocese shall prevail. The Secretary of the Parish shall keep a copy of the Bylaws of the Western Diocese with these Bylaws.

1.6 Irrevocable Dedication of Assets. This Parish’s assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the Parish, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Parish Council member or officer of the Parish. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Parish shall be distributed to and paid over to the Western Diocese. If the Western Diocese is not then in existence, distribution shall be made to the primary nonprofit organization which then supports the activities of the Western Diocese as enumerated in these Bylaws and is under the jurisdiction of The Armenian Church and that has established its exempt status under Internal Revenue Code §501(c)(3).

Section 2: Membership

2.1 Communicants. The Parish shall admit individuals to a single class of nonvoting members who have been baptized and chrismated in the Armenian Church, and accept her doctrines, canons and rites (“Communicants”). The Parish may refer to Communicants as “members,” even though those persons are not Voting Members as defined above. No such reference shall constitute anyone as a member with the meaning of CA Corporations Code §5056. References in these Bylaws to “Voting Members” are not references to such associated persons.

2.2 Voting Membership. This Parish shall have one class of Voting Members. Any Communicant who is 18 years or older, and not a Voting Member of another church, shall be eligible for Voting Membership on i) approval of the membership application by the Parish Council and ii) payment of the Minimum Annual Pledge established by the Parish Assembly under Section 4.2(d) (the “Minimum Annual Pledge”).

(a) The Voting Membership application, signed by the Communicant who is not transferring membership subject to Section 2.2(c), containing the following statement,

must be presented, in person, to the Parish Priest or in his absence to a member of the Parish Council.

“I hereby apply for Voting Membership in [insert name of church and city](the “Parish”), and attest that I have been baptized, and have been chrismated in the Armenian Church, and that I accept the doctrines, hierarchical authority, canons, and rites thereof, and that I am not a Voting Member of another church. I promise to attend church, faithfully fulfill my obligations to the church and to adhere to the Parish Bylaws.”

(b) The Parish Council shall accept or reject the applicant for Voting Membership in writing, which shall include the date of acceptance or rejection, within sixty days after submission of the application to the Parish Council.

(c) Voting Members who have paid the required Minimum Annual Pledges in accordance with these Bylaws and who are not suspended shall be Voting Members in good standing.

(d) No person may be a Voting Member in more than one parish of the Armenian Church at the same time. A Voting Member of another parish may transfer to this Parish upon submitting a certificate of good standing to the Parish Priest of this Parish or in his absence to a member of the Parish Council, signed by the Parish Priest of the transferee's church.

2.3 Voting Membership Obligations, Suspension and Termination.

(a) Voting Members shall submit a pledge card year to the Parish designating the amount pledged as their contribution toward the annual Parish budget (the Voting Member's Annual Pledge). The Voting Member's Annual Pledge shall be equal to or greater than the Minimum Annual Pledge, and must be paid in full by the end of each calendar year.

(b) Newly approved Voting Members shall immediately pay the Minimum Annual Pledge upon receipt of the notification of approved membership.

(c) Voting Members who have not paid the Minimum Annual Pledge in accordance with Section 2.3(a) shall be suspended from exercising Voting Member's Privileges, until such time all Minimum Annual Pledges in arrears are paid in full. A suspended Voting Member who has not paid the Minimum Annual Pledge in full for 2 consecutive years shall be required to satisfy the 6 month membership requirement applicable to newly approved dues before regaining the Voting Member's right to vote at the Parish Assembly. A person whose membership is suspended shall not be Voting Members during the period of suspension.

(d) Voting Members who act in contravention of these Bylaws, engage in conduct seriously prejudicial to the Parish's purposes and interests, or the commitment shown in Section 2.2(a) may be deprived of Voting Membership by a two-thirds vote of the Parish Assembly and the concurrence of the Diocesan Council of the Western Diocese (the "Diocesan Council").

(e) Voting Members may be deprived of Voting Membership after a Court of Clergy, consisting of 3 clergymen designated by the Primate of the Western Diocese, has been completed a proper investigation and concluded that the Voting Member acted contrary to the canons of the Armenian Church. The Voting Member deprived under this subsection shall have the right to appeal to the Primate. The Primate shall make a final decision and inform the Parish, which shall then implement the decision. A person deprived of Voting Membership pursuant to this subsection may reapply for Voting Membership after satisfying all the requirements set by the Court of Clergy and the Primate.

(f) Any action challenging termination of Voting Membership must be commenced within 1 year after the date of termination.

(g) A Voting Membership shall terminate upon written resignation of the Voting Member submitted to the Parish Priest or any Parish Council member.

2.4 Voting Membership Privileges.

(a) A Voting Member shall have the right to vote, as set forth in these Bylaws, at the Parish Assembly provided that (i) they have maintained adherence to these Bylaws, (ii) 6 months have elapsed since the Voting Member's application was accepted, and (iii) payment of the Minimum Annual Pledge has been received by the Parish in accordance with the timing outlined in Sections 2.3(a) or 2.3(b).

(b) Eligibility for nomination and election to all elective offices in the Parish is set as any Voting Member in good standing, not employed by the Parish at the time of or within the 5 years preceding an election, and provided also that 1 year has elapsed since the Voting Member's application was accepted. Eligibility for election to the Audit Committee is subject to additional conditions shown in Section 5.12, and eligibility for election as a Diocesan Delegate is limited to those Communicants who have attained the age of 25 years. All elections are subject to the further conditions set in Section 3.10 in these Bylaws.

Section 3: Parish Assembly Meetings

3.1 Annual Parish Assembly. A general meeting of the Voting Members is to be held annually (the "Annual Parish Assembly"), no later than the second Sunday in February, at such time, and on no less than 10 days' notice, as the Parish Council

may determine. The Annual Parish Assembly shall conduct the affairs and general elections of the Parish in accordance with these Bylaws.

3.2 Place of Parish Assembly. The Annual Parish Assembly shall be held at or nearby the Parish's principal location. The Parish Council may authorize Voting Members who are not present in person to participate by electronic transmission or electronic video communication.

3.3 Authority for Electronic Meetings. The Parish Council may adopt guidelines and procedures for Voting Members not physically present in person to participate in a Parish Assembly Meeting by electronic transmission or by electronic video screen communication. Those participating by electronic means shall be deemed present in person, and may vote at the Parish Assembly Meeting, subject to the requirements of these Bylaws.

(a) Adoption of electronic means is also subject to satisfying the requirements of this California Corporations Code §20(b); the consent to the transmission has been preceded by or includes a clear written statement to the Voting Member as to (i) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (ii) the procedures the recipient must use to withdraw consent.

3.4 Requirements for Electronic Meetings. A Parish Assembly may be conducted, in whole or in part, by electronic transmission by and to the Parish or by electronic video screen communication (1) if the Parish implements reasonable measures to provide Voting Members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Voting Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any Voting Member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the Parish. Any request by a Parish to a Voting Member pursuant to Corporations Code §20(b) for consent to conduct a meeting of Voting Members by electronic transmission by and to the Parish shall include a notice that absent consent of the Voting Member pursuant to Corporations Code §20(b), the meeting shall be held at a physical location in accordance with Section 3.1 of these Bylaws.

3.5 Special Parish Assembly. A Special Parish Assembly called by any person or persons entitled to call a Special Parish Assembly shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Parish Council Chair. The Parish Council Chair, or designated representative, receiving the request shall give notice to the Voting Members entitled to vote, under Section 2.4 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Parish Council. If the

notice is not given within 20 days after the request is received, the person or person requesting the meeting may give the notice. Nothing in this Section shall be interpreted as limiting, fixing, or affecting the time at which a Parish Assembly may be held when the meeting is called by the Parish Council.

(a) Those entitled to call a Special Parish Assembly are any of the following: (i) the Primate of the Western Diocese, (ii) the Diocesan Council of the Western Diocese, (iii) the Parish Priest, (iv) the Parish Assembly Officers, with the consent of the Parish Priest, (v) the Parish Council, or (vi) the written request of at least 5% of the Voting Members.

(b) No business, other than the business that was stated in the notice of the Special Parish Assembly, may be transacted at a Special Parish Assembly.

(c) The Parish Assembly, by majority vote of the quorum attending the meeting, may decide to hold a closed meeting, restricting attendance to Voting Members and clergy of the Western Diocese only.

3.6 Written Notice Required. Whenever Voting Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Sections 3.6 to 3.8 of these Bylaws, to each Voting Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Parish or electronic video screen communication, if any, by which Voting Members may participate in the meeting. For the Annual Parish Assembly, the notice shall state the matters that the Parish Assembly Officers, at the time notice is given, intends to present for action by the Voting Members, including as a minimum, the agenda of the meeting, the annual financial statements of the Parish, and the individuals nominated for election as provided in Section 5.11 of these Bylaws. The notice of the Annual Parish Assembly at which elections are to be held shall include the names of all persons who are nominees when notice is given. For a Special Parish Assembly, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. Except as provided in Section 3.7 of these Bylaws, any proper matter may be presented at the meeting.

3.7 Notice of Certain Agenda Items. Approval by the Voting Members of any of the following proposals, other than by unanimous approval by those entitled by those entitled to vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal: (i) removing a Parish Council Member without cause; (ii) amending the articles of incorporation; (iii) adopting, amending, or repealing Bylaws; (iv) adopting or amending a merger agreement; or (v) electing to wind up and dissolve the Parish.

3.8 Manner of Giving Notice. Notice of any Annual or Special Parish Assembly shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the Parish, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Voting Member entitled to vote, at the address of that Voting Member as it appears on the Parish rolls or at the address given by the Voting Member to the Parish for purposes of notice.

3.9 Quorum. One-third of the members shall constitute a quorum for the transaction of business at an Annual or Special Parish Assembly meeting. If quorum is not achieved at an Annual or Special Parish Assembly, a new date for the Parish Assembly may be scheduled at least 2 weeks later, which shall have a quorum of one-fourth of the Voting Members of the Parish.

(a) Before the opening of an Annual or Special Parish Assembly, each Voting Member shall sign a written register in the presence of the Parish Assembly Secretary, and the each name on the register shall be confirmed by the Parish Council Treasurer as having satisfied the eligibility to vote under Section 2.4 of these Bylaws. If a member attends the meeting electronically, the Parish Assembly Secretary shall record that member's attendance in the register.

3.10 Eligibility and Manner of Voting.

(a) Each Voting Member entitled to vote under Section 2.4 of these Bylaws may cast one vote on each matters submitted to a vote of the Voting Members. Voting Members may not cumulate votes for the election of Parish Assembly Officers, Diocesan Delegates and alternates, Parish Council members, and Audit Committee members (collectively "Parish Officers").

(b) Voting may be by voice or by ballot, except that any election of Parish Officers must be by secret ballot if demanded before the voting begins by any Voting Member at the Annual Parish Assembly.

(c) In addition to the eligible candidate names placed into nomination for positions standing election by the Voting Members at the Annual Parish Assembly by the Nominating Committee subject to Section 5.11, any Voting Member present at the Annual Parish Assembly may place eligible candidate names in nomination.

(d) Parish Officers shall be elected at each Annual Parish Assembly, to hold office in accordance with the provisions of these Bylaws. However, if any position is not filled by election at an Annual Parish Assembly, they may be elected at any Special Parish Assembly held for that purpose or by written ballot. Each person elected, including a person elected to fill a vacancy or elected at a Special Parish Assembly or by written

ballot, shall hold office until expiration of the term for which elected and until a qualified successor is elected.

(e) Except for the election of the Parish Priest at a Parish Assembly, the candidate receiving the plurality vote shall be elected; the alternates shall be those who received the next highest votes short of election.

(f) The Parish Officers shall be eligible for re-election for 2 consecutive terms of office, after which at least 1 year shall elapse before becoming eligible for election.

3.11 Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the Parish Assembly, entitled to vote and voting on any matter, shall be deemed the act of the Voting Members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Religious Corporation Law, these Bylaws or by the articles of incorporation.

(a) Decisions must be passed by a vote of two-thirds of the Voting Members present and voting, and the consent of the Diocesan Council of the Western Diocese for the: (i) removal of the Parish Priest from office, (ii) recommendation to purchase, sell, transfer, mortgage, encumber, or lease real property, (iii) sale of sacred vessels, and (iv) use the Reserve Fund.

3.12 Waiver of Notice or Consent. The transactions of any meeting of Voting Members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (i) a quorum is present either in person, and (ii) either before or after the meeting, each Voting Member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 3.7 of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A Voting Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

3.13 Action by Unanimous Written Consent. Any action required or permitted to be taken by the Voting Members may be taken without a meeting, if all Voting Members consent in writing to the action. The written consent or consents shall be

filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Voting Members.

3.14 Action by Written Ballot. Any action that Voting Members may take at any general meeting or special meeting of Voting Members may be taken without a meeting if (1) the written ballot of every Voting Member is solicited, (2) the required number of signed approvals setting forth the action so taken is received, and (3) the requirements of Sections 3.8 to 3.11 of these Bylaws are satisfied.

(a) Solicitations of written ballots shall indicate the time by which the ballot must be returned in order to be counted.

(b) Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) A written ballot may not be revoked.

3.15 Record Dates. For purposes of establishing the Voting Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Parish Council may, in advance, fix a record date. The record date so fixed for (i) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting; (ii) Voting at a meeting shall be no more than 60 days before the date of the meeting; (iii) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and (iv) Taking any other action shall be no more than 60 days before that action.

If not otherwise fixed by the Parish Council, the record date for determining Voting Members entitled to receive notice of a meeting of Voting Members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Parish Council, the record date for determining Voting Members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Parish Council, the record date for determining Voting Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the Parish Council, the record date for determining Voting Members entitled to exercise any rights with respect to any other lawful action shall be

the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

(a) For purposes of Sections 3.15 of these Bylaws, a person holding a Voting Membership at the close of business on the record date shall be a Voting Member of record.

3.16 Complaints. A Voting Member questioning the legality of a Parish Assembly, its resolutions or elections shall first state the complaint at the time of the meeting to the Parish Assembly Chair, and if still dissatisfied, shall then present the complaint in writing within 7 days of the Parish Assembly to the Diocesan Council requesting disposition. Any decision of the Diocesan Council regarding the complaint shall be final.

3.17 Adjournment. Any Parish Assembly, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Voting Members represented at the meeting in person.

Section 4: Parish Assembly Powers

4.1 General Powers of the Parish Assembly. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or these Bylaws, and in accordance with the religious principles of the Armenian Church, the Parish's legislative authority is vested in the Parish Assembly.

4.2 Specific Powers of the Parish Assembly. Without prejudice to the general powers set forth in Section 4.1 of these Bylaws, but subject to the same limitations, the Parish Assembly shall have the power to do the following:

(a) Recommend the appointment or removal of the Parish Priest or his assistant(s) to the Primate.

(b) Elect or remove the Parish Officers. The election results must be submitted at the conclusion of each Parish Assembly to the Diocesan Council for their consent.

(c) Receive the accounts and annual written reports of the Parish Priest, the Parish Council and subordinate Parish groups for all activities during the preceding year.

(d) Approve the annual Parish budget, and the Minimum Annual Pledge amount for the Parish Voting Members.

(e) Create and determine the use of a Reserve Fund, with the consent of the Diocesan Council and subject to the following provisions:

The Reserve Fund may receive specific donations or bequests and surplus funds administered by the Parish Council. The Parish Council may, at any time, transfer funds into the Reserve Fund.

Proposed uses of the Reserve Fund shall be submitted to the Parish Council for its review and recommendation before presentation at the next Annual or Special Parish Assembly for disposition by vote of the Parish Assembly. Investment documents, resulting from Fund uses approved by the Parish Assembly, shall be signed by the required officers of the Parish Council.

Reserve Fund management decisions involving liquid, non-speculative, short-term investments, may be made without Parish Assembly approval. At the option of the Parish Assembly, the Reserve Fund may be managed by the Parish Council or by a Reserve Fund Board. If a Reserve Fund Board is established, it shall consist of a minimum of 4 members elected at the Annual Parish Assembly with staggered terms of office not exceeding 4 years. The Parish Council Chair shall be ex-officio member of any Reserve Fund Board. The Reserve Fund Board shall be subordinate to the Parish Assembly and must submit an annual written report including an audited financial report to the Annual Parish Assembly.

(f) Recommend the purchase, sale, mortgage, encumbrance, transfer, lease, exchange, or improvement of real property for the use of the Parish. All official loan or title documents shall be signed by required officers of the Parish Council.

(g) The Parish Assembly may create and use a Building Fund for fulfilling the purposes shown in Section 4.2(f) of these Bylaws, subject to the consent of the Diocesan Council. The Building Fund shall have as its goal, the financing of a property improvement project, real property acquisition, or reduction of an existing indebtedness and may include specific donations and bequests.

At the option of the Parish Assembly, Building Funds and projects may be managed, by a Building Committee appointed by the Parish Council or elected by the Parish Assembly. If elected by the Parish Assembly, the Building Committee shall consist of a minimum of 4 elected members, each with a 2-year term and possible reelection for one additional consecutive 2-year term. The Parish Council Chair shall be ex-officio member of the Building Committee.

The Building Committee shall be responsible for raising and managing funds, and may also be assigned the responsibility for managing the Building Project. The Building Committee shall be subordinate to the Parish Assembly with administrative oversight by the Parish Council in all phases of its activities. The elected Building Committee is subordinate to the Parish Assembly, and must submit an annual written report including an audited financial report to the Annual Parish Assembly.

The Building Committee and Building Fund shall be disbanded by the Parish Assembly after the goal has been reached, and after submission of a final report, or by vote of the Parish Assembly. Any remaining Building Funds shall be turned over to the Parish Council.

(h) Authorize the Parish Council to borrow money for any Parish need. The Parish Council must obtain the consent of the Parish Assembly to increase the total indebtedness of the Parish for any amount exceeding \$50,000 that was not included in the approved budget during each calendar year.

(i) Adopt resolutions to be submitted to the Diocesan Assembly and receive the reports of the Diocesan Delegates.

(j) Suspend or expel any Voting Member in accordance with Section 2.3(c) of these Bylaws.

(k) Ensure that the Parish make timely payment to the Western Diocese of any annual dues required

Section 5: Parish Assembly Officers and the Presiding Official

5.1 Elected Officers and Presiding Official. The elected officers of the Parish Assembly shall be a Chair, a Vice Chair, and a Secretary (“Parish Assembly Officers”). The Parish Assembly, may also have such other officers as may be appointed under Section 5.3 of these Bylaws. The Parish Priest, or in his absence the Assistant Priest, or if neither is present then a designee of the Primate, shall serve as the Presiding Official of the Parish Assembly.

Any number of Parish Assembly offices may be held by the same person, except that no member of the Parish Council Member shall also serve as a Parish Assembly Officer.

5.2 Election of Officers. The Parish Assembly Officers, except any appointed under Section 5.3 of these Bylaws, shall be elected annually by the Annual Parish Assembly and shall serve at the pleasure of the Parish Assembly.

5.3 Additional Officers. The Parish Assembly may appoint and authorize the Parish Assembly Chair to appoint any other officers that the Parish Assembly may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in these Bylaws or established by the Parish Assembly.

5.4 Removal of Officers. Without prejudice to the rights of any Parish Assembly Officer under an employment contract, the Parish Assembly may remove any Parish Assembly Officer with or without cause.

5.5 Resignation of Officers. Any Parish Assembly Officer may resign at any time by giving written notice to the Parish Assembly Chair or any other Parish Assembly Officer if the Chair is resigning. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Parish under any contract to which the Parish Assembly Officer is a party.

5.6 Vacancies. A vacancy in any Parish Assembly Office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

5.7 Responsibilities of Chair. The Parish Assembly Chair shall conduct the Parish Assembly meetings in accordance with the provisions of these Bylaws and shall exercise and perform such other powers and duties as the Parish Assembly may assign from time to time. The Parish Assembly Chair shall appoint a Balloting Committee consisting of at least 3 Voting Members present at a Parish Assembly meeting, who shall collect, count and tabulate any balloted votes. The Parish Assembly Chair shall submit to the Western Diocese all reports and approved minutes, signed by the Parish Assembly Officers and the Presiding Official, requested by the Diocesan Council, no later than the earlier of i) 2 weeks from the date of an Annual or Special Parish Assembly or ii) March 5th of the year for an Annual Parish Meeting.

5.8 Responsibilities of Vice Chair. The Parish Assembly Vice Chair shall fill the duties of the Chair if the Chair is absent or disabled. When so acting, a Vice Chair shall have all powers of and be subject to all restrictions on the Chair. The Vice Chair shall have such other powers and duties as the Parish Assembly or these Bylaws may require.

5.9 Responsibilities of Secretary. The Parish Assembly Secretary shall keep or cause to be kept, at the Parish's principal office or such other place as the Parish Council may direct, a book of minutes and accompanying registry of Voting Members present, of all Parish Assembly meetings, proceedings, and actions of the Parish Assembly, and of committees of the Parish Assembly. The minutes of Parish Assembly meetings shall include the time and place that the meeting was held; whether the meeting was annual or special, and, if special, how authorized; the notice given; and the number of Voting Members present at Parish Assembly and Parish Assembly committee meetings.

The Parish Assembly Secretary shall give, or cause to be given, notice of all Parish Assembly meeting that these Bylaws require to be given.

5.10 Responsibilities of Presiding Official. The Presiding Official must be present at all Parish Assembly meetings until adjournment of the meeting, except when the Parish Assembly is considering exercising its powers in Section 4.2(a). The Presiding Official shall supervise the orderliness of the meeting and proper observance of these Bylaws and the canons of the Armenian Church. The Presiding Official may adjourn the meeting, if the Chair fails or refuses to do so, upon any improper conduct, disorderliness or violation of these Bylaws or the canons of the Armenian Church.

5.11 Composition and Responsibilities of Nominating Committee. The Nominating Committee of the Parish Assembly shall consist of the Parish Priest, Parish Council members, Parish Assembly Officers and the Diocesan Delegates. The Nominating Committee shall meet at 30 days in advance of the Annual Parish Assembly and prepare a list of nominees consisting of, preferably, twice the number necessary to fill each of the Parish Officer positions that will be elected by the Voting Members at the Annual Parish Assembly. The nominees will be submitted to the Voting Members in the notice as provided in Section 3.6 of these Bylaws.

5.12 Composition and Responsibilities of Audit Committee. The Audit Committee of the Parish Assembly shall consist of 3 Voting Members, who shall serve staggered 3 year terms. The first such election shall be for initial 3, 2 and 1 year terms, respectively corresponding to the number of votes received by the 3 candidates receiving the highest votes. The Audit Committee shall regularly examine the books of the Parish Council every 3 months and submit its written report of its findings, with recommendations, to the Parish Council and then to the Annual Parish Assembly. The Audit Committee shall have the right to conduct special investigations, and in case of suspected misappropriations of funds, other abuses or irregularities, report the same, in writing, to the Parish Council. The Audit Committee shall present its report to the Parish Assembly Officers, who may call a Special Parish Assembly to consider the Audit Committee report. A member of the Audit Committee shall not be eligible to serve concurrently on the Parish Council

Section 6: Parish Council Powers and Terms

6.1 General Powers of Parish Council. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or these Bylaws, and in accordance with the religious principles of the Armenian Church, the Parish's temporal activities, business, and administrative affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Parish Council.

6.2 Specific Powers of Parish Council. Without prejudice to the general powers set forth in Section 6.1 of these Bylaws, but subject to the same limitations, the Parish Council shall have the power and duty to do the following:

(a) Assist the Parish Priest in ensuring the proper and regular performance of Church services. Appoint one or more Parish Council members to be present as the Parish Council representative(s) and help initiate each of the Church services, including liturgical services, weddings and funerals. Plan and organize annual programs for public celebrations of (1) Vartanatz in February; (2) Martyrs' Day in April; and (3) the Month of Culture in October.

(b) Receive Clergy appointed by the Primate to temporarily perform the Parish's spiritual activities and assume presiding official duties, until a Parish Priest is installed in accordance with the provisions of these Bylaws.

(c) Implement the decisions of the Parish Assembly.

(d) Administer and direct the temporal activities, business and administrative affairs of the Parish, including the affairs of subordinate organizations.

(e) Responsible for the review or preparation, and submission of all annual reports of the Parish:

Examine and approve, annually, the accounts of its subordinate organizations and committees and supervise and regulate their financial and administrative affairs.

As custodian of all Parish property, take an annual inventory of all Church properties and possessions, with a copy of the same sent to the Diocesan Council.

Present to the Parish Assembly its annual report of activities including reports of all subordinate organizations and committees, with a copy of the same sent to the Primate.

Present to the Parish Assembly its annual financial statement along with the Auditing Committee's report on the same, with a copy sent to the Primate.

Prepare the Parish's annual budget for the current year along with its recommendation for a Minimum Annual Pledge amount, and submit them to the Parish Assembly for approval.

(f) Collect the Voting Members' pledges and all other income of the Parish, and explore and develop new sources of income. Sources of income include such items as the general donations, specific donations from sacraments, candles, and liturgical items, financial enterprises operating with the consent of the Diocesan Council, and disbursement from endowment funds.

(g) Prepare recommendations to the Parish Assembly for the purchase, improvement, sale, or repair of real property and the borrowing of money in accordance with these Bylaws. Execute all transfers of real property to the Diocese made in compliance with Section 111. The Parish Council, however, shall have the authority on its own to make improvements, or incur expenses for maintenance and repairs not already included in the approved annual budget, in an amount not to exceed 10 percent of the approved annual budget.

(h) Act as the only group authorized by these Bylaws to bind the Parish to contractual relationships with all third parties; with the approval of all contractual relationships including banking agreements to be signified by the signature of two elected officers of the Parish Council. The Parish Priest, as the Presiding Official of the Parish Council, is not an elected officer, does not have the right to vote, and is prohibited from representing or entering into contractual relationships with third parties on behalf of the Parish.

(k) Shall organize and/or approve the formation of all Parish organizations (including schools of the Parish) and the election of their respective officers. The Parish Council shall coordinate and supervise their activities.

The Parish Council shall hold at least 2 joint meetings in the year with the officers of the subordinate organizations to discuss the good and welfare of the Parish and formulate plans for their activities. The Chair of the Parish Council shall act as chair for the joint meetings, with minutes kept as part of the official Parish Council records. Only the members of the Parish Council shall vote on matters requiring resolution by vote at the joint meeting.

The Parish Council shall hold at least 1 joint meeting each year with the Parish Assembly Officers and Diocesan Delegates to discuss the affairs of the Parish. The Chair of the Parish Council shall act as chair for the joint meeting.

(h) Record and maintain in an official registry the names and addresses of all communicants and Voting Members of the Parish. Maintain a list of the names and addresses of Armenian families residing within the community, with a copy available to the Diocese upon their request.

(i) Ensure timely payment of any annual dues to the Diocese ("Diocesan Dues") as established by the Diocese, within the calendar year in which they are payable.

(j) Exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws, consistent with these Bylaws and the Bylaws of the Western Diocese.

(k) Keep and affix the official seal in the name of the Parish on behalf of the Parish on all official documents.

(l) The Parish Council shall determine the stipend of the Parish Priest and other terms (housing, car, insurance, etc.) subject to the approval of the Parish Assembly.

6.3 Number and Qualifications of Parish Council members and its Presiding Official. The Parish Council shall consist of at least 5 but no more than 15 elected Parish Council members, maintaining an odd number, unless changed by amendment to these Bylaws. The exact number of Parish Council members shall be fixed, within those limits, by a resolution adopted by the Nominating Committee of the Parish. The Parish

Priest, or in his absence the Assistant Priest, or if neither is present then a designee of the Primate, shall serve as the Presiding Official of the Parish Council.

6.4 Election of Parish Council members and Terms. One-half of the elected members of the Parish Council shall be elected at each annual meeting of the Parish Assembly. The elected members of the Parish Council shall hold office for a two-year period. The elected members of the Parish Council shall serve staggered terms. In case of the election of an entire Parish Council at a Parish Assembly, the majority of Parish Council members receiving the highest votes shall serve 2 year terms, and the minority shall serve a 1 year term. Two alternates shall be elected annually to fill any vacancy that may occur in the Parish Council during the year subject to Section 4.6 of these Bylaws (the Alternates). An alternate called to serve on the Parish Council shall complete the term of office of the vacated position, provided that the alternate's term shall end at the next Annual Parish Assembly, at which time an election shall be held to elect a member of the Parish Council for a period of time that maintains the staggered terms.

6.5 Vacancies on Parish Council. A vacancy or vacancies on the Parish Council shall occur in the event of (a) the death, removal, or resignation of any Parish Council member; (b) the declaration by Parish Council resolution of a vacancy of the office of a Parish Council member who has been convicted of a felony or declared of unsound mind by a court order; (c) the removal of a Parish Council member by a Superior Court under Corporations Code §9223 for fraudulent acts; (d) the increase of the authorized number of Parish Council members; or (e) the failure at any Parish Assembly at which any Parish Council member or Parish Council members are to be elected, to elect the number of Parish Council members to be elected at that meeting.

6.6 Resignation of Parish Council members. Any Parish Council member may resign by giving written notice to the chair of the Parish Council or the Secretary of the Parish Council. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Parish Council member's resignation is effective at a later time, the Parish Council may elect a successor to take office as of the date when the resignation becomes effective.

No Parish Council member may resign when the Parish would be left without a duly elected Parish Council member.

6.7 Removal of Parish Council members. Any elected Parish Council member may be removed, with or without cause, by the vote of two-thirds of the members of the entire Parish Council at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Section 4.6. A Parish Council ex-officio member may be removed with cause upon (a) the vote of two-thirds of the members of the Parish Assembly at a special meeting called for that purpose, or at a regular Parish Assembly meeting,

provided that notice of that meeting and of the removal questions are given as provided in Section 4.6, and (b) the ratification by the Diocesan Council of the Western Diocese. Any vacancy caused by the removal of a Parish Council member shall be filled first by an Alternate as provided in Section 6.4, or if none available by the Parish Council as provided in Section 6.8 of these Bylaws.

Any Parish Council member who does not attend three successive Parish Council meetings without providing good cause will automatically be removed from the Parish Council without Parish Council resolution unless:

(a) The Parish Council member requests a leave of absence for a limited period of time, and the leave is approved by the Parish Council members at a regular or special Parish Council meeting. If such leave is granted, the number of Parish Council members will be reduced by one in determining whether a quorum is or is not present;

(b) The Parish Council member suffers from an illness or disability which prevents the member from attending meetings and the Parish Council by resolution waives the automatic removal procedure of this subsection; or

(c) The Parish Council by resolution of the majority of Parish Council members agrees to reinstate the Parish Council member who has missed three meetings.

6.8 Vacancies Filled by Parish Council. Vacancies on the Parish Council may be filled by approval of the Parish Council or, if the number of Parish Council members then in office is less than a quorum, by (1) the unanimous written consent of the Parish Council members then in office, (2) the affirmative vote of a majority of the Parish Council members then in office at a meeting held according to notice or waivers of notice complying with Corporations Code 9211, or (3) a sole remaining Parish Council member. Parish Council members elected to fill vacancies pursuant to Section 6.8 shall take office upon the approval of the Primate and ratification by the Diocesan Council of the Western Diocese.

6.9 No Vacancy on Reduction of Number of Parish Council members. Any reduction of the authorized number of Parish Council members shall not result in any Parish Council member being removed before the member's term of office expires.

6.10 Complaints and Disputes. Complaints concerning the Parish Council as a body, or against any of its members, must be submitted in writing first to the Parish Council. If the complainant is not satisfied with the reply received, then written complaint must be made through the Parish Priest, or in his absence, directly to the Parish Assembly Officers for disposition.

Any disputes arising between the Parish Council members and the Parish Priest must be submitted to the Diocesan Council for settlement and final decision.

6.11 Dissolution of the Parish Council. A Parish Council shall be considered dissolved when it loses its majority by resignation or other cause, in which case a new election shall be held. If the newly elected Parish Council members also resign or it becomes impossible to form a Parish Council, the Parish Assembly Officers shall appoint a temporary Parish Council. Another election of Parish Council members shall then be held by the Parish Assembly within 3 months of the appointment of the temporary Parish Council.

In the event that the Parish Council acts contrary to the provisions of these Bylaws, the Diocesan Council shall call the matter to the attention of the Parish Council. If, in the sole determination of the Diocesan Council, the Parish Council has not successfully resolved the situation, the Diocesan Council shall have the right to dissolve the Parish Council and call for a new election by the Parish Assembly.

Section 7: Parish Council Meetings

7.1 Location of Parish Council Meetings. Meetings of the Parish Council shall be held at any place within or outside California that has been designated by resolution of the Parish Council or in the notice of the meeting or, if not so designated, at the principal office of the Parish. The Parish Council may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

7.2 Meetings by Telecommunication. Any Parish Council meeting may be held by telephone conference, audio-video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the Parish Council, including the capacity to vote, and to propose, or to interpose an objection to, a specific action to be taken by the Parish.

7.3 Annual Meeting of Parish Council. The Parish Council shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business. Annual meetings of the Parish Council shall be held upon the conclusion of the Annual Parish Assembly.

7.4 Regular Meetings of Parish Council. Regular meetings of the Parish Council shall be held at least once a month, with the date and place set by the Parish Council.

7.5 Special Meetings. Special meetings of the Parish Council for any purpose may be called at any time by the Chair of the Parish Council, Vice-Chair, the Secretary, or any two (2) Parish Council members.

7.6 Notice of Meetings. Notice of the time and place of annual and special meetings shall be given to each Parish Council member by one or more of the following methods: (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Parish Council member or to a person at the Parish Council member's office who would reasonably be expected to communicate that notice promptly to the Parish Council member; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the Parish Council member's address or telephone number as shown on the Parish's records.

Notices sent by first-class mail shall be deposited in the United States mails at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Parish's principal office. The notice need not specify the purpose of the meeting.

7.7 Quorum. A majority of the authorized number of Parish Council members shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Parish Council members present at a duly held meeting at which a quorum is present shall be an act of the Parish Council. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Parish Council members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7.8 Waiver of Notice. Notice of a meeting need not be given to any Parish Council member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Parish Council member who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to that Parish Council member.

7.9 Adjournment. A majority of the Parish Council members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

7.10 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Parish Council members who were not present at the time of the adjournment.

7.11 Parish Council Action Without Meeting. An action required or permitted to be taken by the Parish Council may be taken without a meeting if all Parish Council members individually or collectively consent in writing to that action and if, subject to Corporations Code §9224(a), the number of Parish Council members then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Parish Council. The action by written consent shall have the same force and effect as an unanimous vote of the Parish Council members. For purposes of Corporations Code §9211(b) only, “all Parish Council members” does not include an “interested Parish Council member” as defined in subdivision Corporations Code §9243(a) or a common Parish Council member as described in Corporations Code §9244(a) who abstains in writing from providing consent, when (i) the facts described in Corporations Code §9243(d)(2) or (d)(2) are established or the provisions of Corporations Code §9244(a)(1) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions, is included in the written consent or consents executed by the noninterested or noncommon Parish Council members or in other records of the Parish; and (iii) the noninterested or noncommon Parish Council members, approve the action by a vote that is sufficient without counting the votes of the interested Parish Council members or common Parish Council members.

7.12 Parish Council Member Compensation. Parish Council members and members of committees of the Parish Council shall not receive compensation for their services as Parish Council members, but may be reimbursed for reasonable expenses they incur on behalf of the Corporation, as the Parish Council may establish by resolution to be just and reasonable as to the Parish at the time that the resolution is adopted.

7.13 Parish Council Member Voting. Each Parish Council member shall have one vote on each matter presented to the Parish Council for action. No Parish Council member may vote by proxy.

Section 8: Parish Council Officers

8.1 Officers. The officers of the Parish shall be a Chair of the Board, a Vice Chair, a Secretary, and a Treasurer. The Parish, at the Parish Council’s discretion, may also have such other officers as may be appointed under Section 9.3 of these Bylaws.

Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the Chair of the Parish Council.

8.2 Election of Officers. The officers of this Parish, except any appointed under Section 6.3 of these Bylaws, shall be chosen annually by the Parish Council and shall serve at the pleasure of the Parish Council.

8.3 Additional Officers. The Parish Council may appoint and authorize the chair of the Parish Council to appoint any other officers that the Parish may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the Parish Council.

8.4 Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Parish Council may remove any officer with or without cause. An officer who was not chosen by the Parish Council may be removed by any other officer on whom the Parish Council confers the power of removal.

8.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the Parish Council. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Parish under any contract to which the officer is a party.

8.6 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

8.7 Responsibilities of Parish Council Chair. The Chair of the Parish Council shall conduct all Parish Council meetings in accordance with these Bylaws, and shall exercise and perform such other powers and duties as the Parish Council may assign from time to time. The Chair of the Parish Council shall also be an ex-officio member of all Parish organizations, except the Audit Committee, with all powers of a member of such organizations including the right to vote. Subject to such supervisory powers as the Parish Council, the Chair of the Board shall represent the Parish as its general manager or president where consent or approval of the president is required by third parties. The Chair of the Board shall have such other powers and duties as the Parish Council or the Bylaws may require.

8.8 Responsibilities of Parish Council Vice Chair. The Vice Chair of the Board shall fill the duties of the Chair if the Chair is absent or disabled. When so acting, a Vice Chair shall have all powers of and be subject to all restrictions on the Chair. The Vice Chair shall have such other powers and duties as the Parish Council or the Bylaws may require.

8.9 Responsibilities of Secretary. The Secretary shall keep or cause to be kept, at the Parish's principal office or such other place as the Parish Council may direct, a book of minutes of all meetings, proceedings, and actions of the Parish Council, of committees of the Parish Council, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Parish Council and committee meetings; and the number of members present or represented at members' meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and Bylaws, as amended to date.

The Secretary shall keep or cause to be kept, at the Parish's principal office or at a place determined by resolution of the Parish Council, a record of the Parish's members, showing each member's name, address, and class of membership.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Parish Council, and of committees of the Parish Council that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Parish Council or the Bylaws may require.

8.10 Responsibilities of Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Parish's properties and transactions. The Treasurer shall send or cause to be given to the members and Parish Council members such financial statements and reports as are required to be given by law, by these Bylaws, or by the Parish Council. The books of account shall be open to inspection by any Parish Council member at all reasonable times.

The Treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Parish with such depositories as the Parish Council may designate; (2) disburse the Parish's funds as the Parish Council may order; (3) render to the president, chair of the Parish Council, if any, and the Parish Council, when requested, an account of all transactions as treasurer and of the financial condition of the Parish; and (4) have such other powers and perform such other duties as the Parish Council or the Bylaws may require.

If required by the Parish Council, the treasurer shall give the Parish a bond in the amount and with the surety or sureties specified by the Parish Council for faithful performance of the duties of the office and for restoration to the Parish of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

8.11 Contracts with Parish Council members. No Parish Council member of this Parish nor any other corporation, firm, association, or other entity in which one or more of this Parish's Parish Council members are Parish Council members or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with the Parish unless (1) the transaction is approved or ratified in good faith by the members other than the Parish Council members, after notice and disclosure to the members of the material facts concerning the transaction and the Parish Council member's interest in the transaction, or (2) (a) the material facts regarding such Parish Council member's financial interest in such contract or transaction or regarding such common Parish Council membership, officer status, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all Parish Council members before consideration by the Parish Council of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Parish Council members then in office, or if greater, by a vote sufficient for that purpose without counting the vote of the interested Parish Council members; (3) before authorizing or approving the transaction, the Parish Council considers and in good faith decides after reasonable investigation that the Parish could not obtain a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the Parish's religious purposes; and (4) this Parish enters into the transaction for its own benefit or for the benefit of the organization, and the transaction is fair and reasonable to this Parish or was in furtherance of its religious purposes at the time the transaction is entered into.

This Section does not apply to a transaction that is part of a public, charitable, or religious program of this Parish if it (1) is approved or authorized by the Parish in good faith and without unjustified favoritism and (2) results in a benefit to one or more Parish Council members or their families because they are in the class of persons intended to be benefited by the public, charitable, or religious program of this corporation.

Section 9: Parish Priest

9.1 Appointment of the Parish Priest. When there is a vacancy in the office of the Parish Priest, the Primate of the Western Diocese with concurrence of the Parish Council shall appoint a clergyman to serve in the Parish. The Primate has the sole authority to communicate with, and determine the availability of clergymen for the office of Parish Priest; however, the Parish Council may submit names to the Primate for consideration. The Primate shall submit the name of a clergyman, or the name of a candidate for priesthood, together with his resume to the Parish Council in order to present the same to the Parish Assembly. Between six (6) months and one (1) year after the Primate appoints a Parish Priest, the Parish Assembly shall vote by secret ballot and by majority of the Voting Members present, a resolution to accept the appointment of the Priest. The results of the vote shall be presented to the Primate for confirmation.

If more than one clergyman has been assigned to a Parish, by appointment or approval in accordance with Section 9.1, one shall be designated as the Parish Priest and the other (s) as Assistant (s) under the immediate authority of the Parish Priest.

The Parish Priest, who has not yet attained the age of 70 years, shall hold office so long as no serious disagreements arise with respect to his responsibilities or until he is reassigned or removed at the sole discretion of the Primate under Section 9.2. When there are unresolved disagreements between the Parish Priest and the Parish Council, or complaints by Parish members about the Parish Priest, the provisions of Sections 6.1 or 9.2 shall apply.

9.2 Resignation or Removal of the Parish Priest. The Parish Priest may resign, or be removed, or reassigned by the Primate, or be presented for removal from his office by two-thirds vote of the Parish Assembly, a quorum as specified in Section 3.9, being in attendance. The Parish Assembly shall submit its recommendation for removal of the Parish Priest to the Primate for ratification.

9.3 Spiritual Head and Presiding Official. The Parish Priest, appointed and/or approved in accordance with Section 9.1 and confirmed by the Primate, shall be the spiritual head of the Parish and the Presiding Official of each of its organizations and committees, with the exception of the Auditing Committee.

All meetings of the Parish Council and other Parish subordinate organizations, with the exception of the Auditing Committee, shall be called with the knowledge and consent of the Parish Priest and shall be held with him as the Presiding Official. In case of his absence, his assistant or the chair of the organization shall be the Presiding Official at the meeting and report its decisions to the Parish Priest.

9.4 Specific Powers of Parish Priest. Without prejudice to the general powers set forth in Section 9.3 of these Bylaws, but subject to the same limitations, the Parish Priest shall have the power and duty to do the following:

(a) Conduct religious services and administer the Sacraments in accordance with the canons and traditions of the Armenian Church.

(b) Visit the people of the Parish, to comfort the sick, the needy and the bereaved of his flock.

(c) Perform all the good deeds prescribed in the Holy Scriptures and by Ecclesiastical Councils and Holy Fathers of our Church for the advancement of spiritual life and good order in the Parish.

(d) Issue Certificates of Baptism and/or Chrismation and Marriage on forms supplied by the Diocesan Office.

(e) Keep a permanent record of all baptisms, marriages and deaths.

(f) Promote and supervise the Choir, Altar Servers; (Deacons, Candle-Bearers, etc.) Sunday School and Armenian Language School.

(g) Preside at all meetings of the Parish Assembly, the Parish Council, and all other Parish organizations and committees, to guide, direct and encourage them to promote the spirit and traditions of our Holy Church.

(h) Ensure by careful supervision, the proper observance of the provisions of these Bylaws and the proper execution of the decisions of the Parish Assembly and the instructions of the Primate.

(i) Present annually a report of his activities to the Parish Assembly and to the Primate.

(j) Expend funds designated by the Parish Council, and on behalf of the Parish, during the ordinary course of providing pastoral services to the community; however the Parish Priest has no authority, orally or in writing, to bind the Parish or the Parish Council by his signature to any contractual relationship with third parties.

(k) Appoint and remove the Choirmaster(s), sacristan(s), church school superintendent(s) and office worker(s), with the consent of the Parish Council.

(l) In a Parish without an appointed Parish Priest, the Parish Council, subject to the authorization of the Primate, may invite a clergyman to officiate at Sacraments and rites.

Section 10: Indemnification and Insurance

10.1 Indemnification. To the fullest extent permitted by law, this Parish shall indemnify its Parish Council members and officers, and may indemnify employees and other persons described in Corporations Code 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Parish, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in these Bylaws, shall have the same meaning as in that section of the Corporations Code.

On written request to the Parish Council by any person seeking indemnification under Corporations Code 9246(b) or 9246(c), the Parish Council shall promptly decide under Corporations Code 9246(e) whether the applicable standard of conduct set forth in Corporations Code 9246(b) or 9246(c) has been met and, if so, the Parish Council shall authorize indemnification. If the Parish Council cannot authorize indemnification,

because the number of Parish Council members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Parish Council members who are not parties to that proceeding, the Parish Council shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code 9246(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Parish Council in a specific instance, expenses incurred by a person seeking indemnification under Section 7.1 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Parish before final disposition of the proceeding, on receipt by the Parish of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Parish for those expenses.

10.2 Insurance. This Parish shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Parish Council members, employees, and other agents, to cover any liability asserted against or incurred by any officer, Parish Council member, employee, or agent in such capacity or arising from the officer's, Parish Council member's, employee's, or agent's status as such.

Section 11: Administrative Items

11.1 Corporate Records. This corporation shall keep in perpetuity the following:

- (a) Adequate and correct books and records of account;
- (b) Minutes of the proceedings of its members, Parish Council, and committees of the Parish Council; and
- (c) A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

11.2 Voting Members' Inspection Rights. Every Voting Member shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Parish for a purpose reasonably related to the Voting Member's interests as a Voting Member.

Section 12: Emergency Powers

12.1 Emergency. The emergency Bylaws provisions of this section are adopted in accordance with Corporations Code 9151(g). Notwithstanding anything to the contrary in these Bylaws, this section applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 3.8 and 3.9 for the Parish Assembly, or Sections 7.6 and 7.7 for the Parish Council, of these Bylaws:

(a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;

(b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(c) An act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

(d) A state of emergency proclaimed by the governor of the state in which one or more Parish Council members are resident, or by the President of the United States.

12.2 Emergency Actions. During an emergency, the provisions of Corporations Code 9140(n) will not apply to the Parish. The Parish Assembly and Parish Council may not take any actions during an emergency that would be inconsistent with the terms of these Bylaws.

Section 13 General Provisions

13.1 Operation of Consecrated Properties. Title to all consecrated real property and appurtenant structures of a Parish, including, but not limited to school, social hall, auditorium, libraries, office and parsonage wherever located shall be transferred to the Western Diocese Properties of the Armenian Church of North America ("Properties Management Company. In exchange for the conveyance of Consecrated Properties to the Parish, the Parish shall have the right to lease (in triple net lease format) the Consecrated Properties for the benefit of the Parish for one dollar per year as long as the Parish is in compliance with the Bylaws of the Western Diocese. Pursuant to the lease terms, the Parish shall provide the funds to purchase the Consecrated Properties and shall pay, when due, all promissory note payments, insurance premiums, repairs and obligations related to the Consecrated Properties.

All other Parish properties, non-consecrated real or personal, shall be vested in the name of the Parish.

13.2 Conveyance of Consecrated Properties. A conveyance made pursuant to the provisions of Section 13.1, in the form of a Grant Deed subject to the following conditions, covenants and restrictions, shall be deemed to be in compliance with Section 13.1:

(a) The Grantee (also known as the Parish), its successors or representatives, shall not sell, transfer, assign, lease, exchange, encumber, hypothecate, mortgage, pledge or otherwise alienate or dispose of the property without the express written consent of the Parish Assembly of the Grantor Parish, for whose beneficial use and enjoyment the property is held. Any such transfer by the Grantee shall only take place upon the Grantee's receipt of notice of consent by either 1) a two-thirds majority of the Grantor Parish's voting members present at a duly convened meeting of the Parish Assembly and/or 2) with two-thirds majority of such quorum as shall be required under the Bylaws of the Grantee. In no event shall such quorum for purposes of conveyance under this subsection be comprised of less than one-third of the paid membership of the Parish.

(b) The Grantee and Grantor Parish, and their respective successors, shall at all times be subject to the Supreme Ecclesiastical authority of the Supreme Patriarch Catholicos of All Armenians in Holy Etchmiadzin. If either the Grantee or the Grantor Parish, or their respective successors, disaffiliates with, or fails to recognize the spiritual and Ecclesiastical authority and jurisdiction of the Supreme Patriarch Catholicos of All Armenians in Holy Etchmiadzin, the party remaining faithful shall have the power to terminate this Grant Deed in the manner prescribed by law. In the event of such termination, title to the property shall become vested in either the Grantee or Grantor Parish, or their respective successors, remaining faithful to and recognizing the spiritual and Ecclesiastical authority and jurisdiction of the Supreme Patriarch Catholicos of All Armenians in Holy Etchmiadzin;

(c) Any amendments, modifications or changes to the Bylaws of the Grantee, or its successors, shall not abrogate any conditions, covenants or restrictions of this Section 13.

Section 14 Amendment of the Bylaws

14.1 Amendments. These Bylaws may be amended by at the Annual Parish Assembly or Special Parish Assembly, provided the proposed amendments are mailed to the Voting Members at least one (1) month prior to such meeting. Amendments may be proposed by the Parish Council. Such amendments shall be adopted by the two-thirds vote of the Voting Members present and voting. The amendments adopted by the Parish Assembly shall become effective immediately, except where an amendment

involves the Parish Priest, Diocesan Assembly or Diocesan Council. Amendments involving the Parish Priest, Diocesan Assembly or Diocesan Council shall become effect upon the ratification of the Diocesan Assembly of the Western Diocese. No amendment may become effective that significantly alters the purposes set forth in Section 1.3 of these Bylaws.

Bylaws
Western Diocese Operations
of the Armenian Church of North America
A California Nonprofit Religious Corporation

Section 1: Organization and Jurisdiction of the Diocese Operations

1.1 Name. The name of this corporation is the Western Diocese Operations of the Armenian Church of North America (“Diocese Operations”).

1.2 Principal Office. The principal office for the transaction of the activities and affairs of this Diocese Operations is located at 3325 N. Glenoaks Blvd., Burbank, California. The Board of Directors of the Diocese Operations (the “Diocese Council”) may change the location of the principal office. Any such change of location must be noted by the Secretary of the Diocese Operations on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

1.3 Purpose. The general purpose of this Diocese Operations is to handle the secular affairs of those Armenian Churches in the Western United States of America and other western territory of North America (separately “Parishes”; collectively “Western Diocese”) who recognize and owe allegiance to the Catholicos of All Armenians and the Holy See at Etchmiadzin, Armenia (“Catholicos”). The Diocese Operations constitutes a spiritual and administrative unity, as established by Jesus Christ through the Holy Apostles St. Thaddeus and St. Bartholomew, and as such the Diocese Operations is an indivisible part of the Holy Armenian Apostolic Church, the headquarters of which is the Mother See of Holy Etchmiadzin (“Armenian Church”). All matters pertaining to creed, rites, order and discipline of the Armenian Church remain subject to the Supreme Ecclesiastical authority of the Catholicos. In the context of these general purposes, the Diocese Operations shall supervise the maintenance of the Diocese and Parish hierarchy; represent the Catholicos and to act as a liaison body between the Catholicos and the Parishes; establish and maintain Parishes with all activities incidental to the purposes of a church and place of worship, including charitable and religious educational purposes; assist in the education and training of new priests to serve Parishes; see that the Parishes are operated and religious services rendered in accordance with the doctrines, creed, dogmas, canons and rites of the Armenian Church; establish, maintain and conduct schools for religious and/or academic instruction and to further religious, charitable and educational work. The Operations may accept contributions of any kind, type, nature and description in the discretion of the Operations council, including not limited to money, securities, real estate and other tangible and intangible property, gifts, bequests, and donations. This

Corporation has been formed for the purposes described above, and it shall be nonprofit and non-partisan.

1.4 Construction; Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

1.5 Irrevocable Dedication of Assets. This Diocese Operations’ assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the Diocese Operations, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Diocesan Council member or officer of the Diocese Operations. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Diocese Operations shall be distributed to and paid over to the primary nonprofit organization which then supports the activities of the Diocese Operations as enumerated in these Bylaws and is under the jurisdiction of the Armenian Church and that has established its exempt status under Internal Revenue Code §501(c)(3).

Section 2: Membership

2.1 Communicants. The Diocese Operations shall admit individuals to a single class of nonvoting members, those who have been baptized and chrismated in the Armenian Church, and accept her doctrines, canons and rites (“Communicants”). The Diocese Operations may refer to Communicants as “members,” even though those persons are not voting members of the Diocese Operations as defined below. No such reference shall constitute anyone as a member with the meaning of CA Corporations Code §5056. References in these Bylaws to “Diocesan Delegates” are not references to such associated persons.

2.2 Voting Membership. The Diocese Operations shall have one class of voting members (“Diocesan Delegates” or “Voting Members of the Diocese”). Diocesan Delegates shall consist of lay delegates elected by the Parishes (in accordance with these Bylaws and the approved Parish Bylaws), Diocesan Council Members and Diocesan Assembly Officers elected subject to these Bylaws, all Priests holding office under the jurisdiction of the Diocese Operations, and as ex-officio Voting Members the Parish Council Chairs or in their absence the Parish Council Vice Chairs of the Parishes.

(a) The number of elected lay delegates entitled to be Diocesan Delegates from each Parish shall be in proportion to the number of Parish Voting Members (as defined in the approved bylaws of the Parishes):

| Voting Members of a Parish | Number of lay delegates eligible as Diocesan Delegates |
|-----------------------------------|---|
| Up to 50 | 1 |
| 51 to 100 | 2 |
| 101 to 150 | 3 |
| 151 to 200 | 4 |
| 201 to 250 | 5 |
| 251 to 300 | 6 |
| 301 to 350 | 7 |
| 351 to 400 | 8 |
| 401 to 450 | 9 |
| 451 or more | 10 |

2.3 Voting Membership Obligations, Suspension and Termination.

(a) Diocesan Delegates who act in contravention of these Bylaws or the doctrines, canons and rites described in Section 2.1 may be deprived of Voting Membership by a 2/3 vote of the Diocese Assembly.

(b) Diocesan Delegates may be deprived of Voting Membership after a Court of Clergy, consisting of 3 clergymen designated by the Primate of the Diocese, has been completed a proper investigation and concluded that the Diocesan Delegate acted contrary to the canons of the Armenian Church or has engaged in conduct materially and seriously prejudicial to the Diocese Operations' purposes and interests. The deprived Delegate shall have the right to appeal to the Primate. The Primate shall make a final decision and inform the Diocese Operations, which shall then implement the decision. Any action challenging termination of Voting Membership must be commenced within 1 year after the date of termination.

2.4 Voting Membership Privileges.

(a) A Diocesan Delegate shall have the right to vote, as set forth in these Bylaws, at the Diocesan Assembly provided that (i) they have maintained adherence to these Bylaws, and (ii) payment of the Minimum Annual Pledge has been received by the Diocese Operations in accordance with the timing outlined in their Parish Bylaws.

(b) Eligibility for nomination and election as an officer of the Diocesan Assembly officer is set as any Diocesan Delegate in good standing, and provided that any additional eligibility conditions be met for specific positions as shown in these Bylaws. Eligibility for nomination and election as member of the Diocesan Council is set as any Parish Voting Member who has attained the age of 25 years, has had previous or current experience on a Parish Council, is in good standing, and provided that any

additional eligibility conditions be met for specific positions as shown in these Bylaws. All elections are subject to the further conditions set in Section 3.10 in these Bylaws.

Section 3: Diocesan Assembly Meetings

3.1 Annual Diocesan Assembly. A general meeting of the Diocesan Delegates is to be held annually (the “Annual Diocesan Assembly”), on the weekend of either the first or third Sunday in May, at such time, and on such notice, if any, as the majority of the members of the Diocesan Council and the officers of the Diocesan Assembly may determine. The Annual Diocesan Assembly shall conduct the affairs and general elections of the Diocese Operations in accordance with these Bylaws. The agenda of the Diocesan Assembly shall be prepared by the members of the Diocesan Council and the officers of the Diocesan Assembly.

3.2 Place of Diocesan Assembly. The Annual Diocesan Assembly shall be held at such location and time as set by the majority vote of the members of the Diocesan Council and the officers of the Diocesan Assembly. The officers of the Diocesan Assembly may authorize Diocesan Delegates who are not present in person to participate by electronic transmission or electronic video communication.

3.3 Authority for Electronic Meetings. If authorized by the Diocesan Assembly Officers in their sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and guidelines and procedures the Diocesan Assembly Officers may adopt, Diocesan Delegates not physically present in person at a Diocesan Assembly Meeting may, by electronic transmission by and to the Diocese Operations or by electronic video screen communication, participate in a Diocesan Assembly Meeting, be deemed present in person, and vote at a Diocesan Assembly Meeting whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Diocese Operations or by electronic video screen communication, subject to the requirements of these Bylaws.

3.4 Requirements for Electronic Meetings. A Diocesan Assembly may be conducted, in whole or in part, by electronic transmission by and to the Diocese Operations or by electronic video screen communication (1) if the Diocese Operations implements reasonable measures to provide Diocesan Delegates in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Diocesan Delegates, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any Diocesan Delegate votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the Diocesan. Any request by a Diocese Operations to a Diocesan Delegate pursuant to Corporations Code §20(b) for consent to conduct a meeting of Diocesan Delegates by electronic transmission by and to the Diocese Operations shall include a notice that absent consent of the Diocesan

Delegate pursuant to Corporations Code §20(b), the meeting shall be held at a physical location in accordance with Section 3.1 of these Bylaws.

3.5 Special Diocesan Assembly. A Special Diocesan Assembly called by any person or persons entitled to call a Special Diocesan Assembly shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Diocesan Council Chair. The Diocesan Assembly Chair receiving the request shall cause notice to be given promptly to the Diocesan Delegates entitled to vote, under Section 2.4 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by a majority vote of the members of the Diocesan Council and the officers of the Diocesan Assembly. If the notice is not given within 20 days after the request is received, the person or person requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a Diocesan Assembly may be held when the meeting is called by the Diocesan Council.

(a) Those entitled to call a Special Diocesan Assembly are any of the following: (i) the Catholicos, (ii) the Primate of the Western Diocese, (iii) the Diocesan Council, (iv) the Diocesan Assembly Officers, or (v) the written request of at least 1/3 of the Diocesan Delegates.

(b) No business, other than the business that was set forth in the notice of the Special Diocesan Assembly, may be transacted at a Special Diocesan Assembly.

(c) The Diocesan Assembly may decide to hold a closed meeting, restricting attendance to Diocesan Delegates and clergy of the Western Diocese only.

3.6 Written Notice Required. Whenever Diocesan Delegates are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Sections 3.6 to 3.8 of these Bylaws, to each Diocesan Delegate entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Diocesan or electronic video screen communication, if any, by which Diocesan Delegates may participate in the meeting. For the Annual Diocesan Assembly, the notice shall state the matters that the Diocesan Assembly Officers, at the time notice is given, intends to present for action by the Diocesan Delegates, including as a minimum, the agenda of the meeting, the annual financial statements of the Diocesan, and the individuals nominated for election as provided in Section 5.11 of these Bylaws. For a Special Diocesan Assembly, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of the Annual Diocesan Assembly at which elections are to be held shall include the names of all persons who are nominees when notice is given. Except as provided in Section 3.6 of these bylaws, any proper matter may be presented at the meeting.

3.7 Notice of Certain Agenda Items. Approval by the Diocesan Delegates of any of the following proposals, other than by unanimous approval by those entitled by those entitled to vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal: (i) removing a Diocesan Council Member without cause; (ii) amending the articles of incorporation; (iii) adopting, amending, or repealing Bylaws; (iv) adopting or amending a merger agreement; or (v) electing to wind up and dissolve the Western Diocese.

3.8 Manner of Giving Notice. Notice of any Annual or Special Diocesan Assembly shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the Diocesan, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Diocesan Delegate entitled to vote, at the address of that Diocesan Delegate as it appears on the Western Diocese rolls or at the address given by the Diocesan Delegate to the Diocese Operations for purposes of notice.

3.9 Quorum. A majority of the members shall constitute a quorum for the transaction of business at an Annual or Special Diocesan Assembly meeting.

(a) Prior to the opening of an Annual or Special Diocesan Assembly, each lay delegate (or in their absence the elected alternate) shall present a credential signed by the Parish Priest to the Diocesan Assembly Secretary. After verification by the Diocesan Assembly Secretary (subject to the further conditions in Section 3.9(b) of these Bylaws), each lay delegate, along with each Diocesan Council member, Diocesan Assembly Officer, Parish Council Chair (or in their absence, the Parish Council Vice Chair) and Priest holding office in the Western Diocese, shall sign a written register in the presence of the Diocesan Assembly Secretary.

(b) A Parish which has not paid its Diocesan Dues for the previous calendar year, as provided in Section 6.2(l), and for reasons other than financial hardship, shall not be allowed to have its Diocesan Delegates participate and vote in the Diocesan Assembly, provided the Diocesan Council has notified the Parish of its dues balance payable by December 1st of the previous calendar year. The Parish Priest and Parish Council Chair may be participate as guests however shall not have a vote at the Diocesan Assembly.

A Parish that has either i) not paid its Diocesan Dues, as provided in Section 6.2(l) or ii) has determined that it will not be able to pay its Diocesan Dues when payable for reasons of financial hardship, shall promptly notify the Diocesan Council of the hardship claim prior to the Parish Assembly. The Parish Council shall inform the Parish Assembly of the delinquency and submit a written claim of financial hardship, along with all financial reports of the Parish Council and major Parish organizations, to the Diocesan Council for its review no later than 45 days prior to the Diocesan Assembly. The Parish Council shall also inform its Parish Assembly of the delinquency

and the claim of financial hardship. The Diocesan Council shall then determine whether the financial hardship claim warrants entering into negotiation with the Parish Council for the possible modification of Diocesan Dues payable and/or a deferred payment plan for the payment of modified Diocesan Dues. If such agreement is reached, the Parish shall be informed by the Diocesan Council no later than 21 days before the Diocesan Assembly that its Diocesan Delegates may participate and vote at the Diocesan Assembly based on a valid financial hardship in the Parish. Any modification of the Diocesan Dues approved by the Diocesan Council shall not be assessed to the remaining Parishes.

If an agreement is not reached between the Parish Council and the Diocesan Council regarding the delinquent dues, or if a prior delinquent dues agreement plan is in default, then the issue shall be presented at the opening of the Diocesan Assembly by the Diocesan Council. The delinquent Parish may be represented by its Parish Priest and the Parish Council Chair for the purpose of presenting its case to the Diocesan Assembly. The Parish Diocesan Delegates may attend at the risk of not being allowed to participate. If the Diocesan Assembly, by majority vote, allows either the Parish Priest, or Parish Council Chairman, or the Parish Diocesan Delegates to participate and vote during the remainder of the Assembly, then the amount of delinquent Diocesan Dues still payable by the Parish shall be added to the total Dues to be assessed as payable by all the Parishes for the current year. If, and when, the delinquent Parish pays any such added past delinquent dues, then the amount so paid shall be deducted from the total to be assessed to all the Parishes in the following calendar year.

3.10 Eligibility and Manner of Voting.

(a) Each Diocesan Delegate entitled to vote under Section 2.4 of these Bylaws may cast one vote on each matters submitted to a vote of the Diocesan Delegates. Diocesan Delegates may not cumulate votes for the election of Diocesan Assembly Officers, Diocesan Council members and alternates, and Audit Committee members (collectively "Diocesan Officers").

(b) Voting may be by voice or by ballot, except that any election of Diocesan Officers must be by secret ballot if demanded before the voting begins by any Diocesan Delegate at the Annual Diocesan Assembly.

(c) In addition to the eligible candidate names placed into nomination for positions standing election by the Diocesan Delegates at the Annual Diocesan Assembly by the Nominating Committee subject to Section 5.11, any Diocesan Delegate present at the Annual Diocesan Assembly may place eligible candidate names in nomination.

(d) Diocesan Officers shall be elected at each Annual Diocesan Assembly, to hold office in accordance with the provisions of these Bylaws. However, if any position is not filled by election at an Annual Diocesan Assembly, they may be elected at any

Special Diocesan Assembly held for that purpose or by written ballot. Each person elected, including a person elected to fill a vacancy or elected at a Special Diocesan Assembly or by written ballot, shall hold office until expiration of the term for which elected and until a qualified successor is elected.

(e) Except for the election of the Primate at a Diocesan Assembly, the candidate receiving the plurality vote shall be elected; the alternates shall be those who received the next highest votes short of election.

(f) The Diocesan Officers shall be eligible for re-election for 2 consecutive terms of office, after which at least 1 year shall elapse before becoming eligible for election.

3.11 Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the Diocesan Assembly, entitled to vote and voting on any matter, shall be deemed the act of the Diocesan Delegates unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Religious Corporation Law, these Bylaws or by the articles of incorporation.

(a) Decisions must be passed by a vote of 2/3 of the Diocesan Delegates present and voting for the: (i) removal of the Primate from office, and (ii) sale of sacred vessels.

3.12 Waiver of Notice or Consent. The transactions of any meeting of Diocesan Delegates, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (i) a quorum is present either in person, and (ii) either before or after the meeting, each Diocesan Delegate entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 3.7 of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A Diocesan Delegate's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

3.13 Action by Unanimous Written Consent. Any action required or permitted to be taken by the Diocesan Delegates may be taken without a meeting, if all Diocesan Delegates consent in writing to the action. The written consent or consents shall be

filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Diocesan Delegates.

3.14 Action by Written Ballot. Any action that Diocesan Delegates may take at any general meeting or special meeting of Diocesan Delegates may be taken without a meeting if (1) the written ballot of every Diocesan Delegate is solicited, (2) the required number of signed approvals setting forth the action so taken is received, and (3) the requirements of Sections 3.8 to 3.11 of these Bylaws are satisfied.

(a) Solicitations of written ballots shall indicate the time by which the ballot must be returned in order to be counted.

(b) Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) A written ballot may not be revoked.

3.15 Record Dates. For purposes of establishing the Diocesan Delegates entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Diocesan Council may, in advance, fix a record date. The record date so fixed for (i) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting; (ii) Voting at a meeting shall be no more than 60 days before the date of the meeting; (iii) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and (iv) Taking any other action shall be no more than 60 days before that action.

If not otherwise fixed by the Diocesan Council, the record date for determining Diocesan Delegates entitled to receive notice of a meeting of Diocesan Delegates shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Diocesan Council, the record date for determining Diocesan Delegates entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Diocesan Council, the record date for determining Diocesan Delegates entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the Diocesan Council, the record date for determining Diocesan Delegates entitled to exercise any rights with respect to any other lawful

action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

(a) For purposes of Sections 3.15 of these bylaws, a person holding the office of Diocesan Delegate at the close of business on the record date shall be a Diocesan Delegate of record.

3.16 Complaints. A Diocesan Delegate questioning the legality of a Diocesan Assembly, its resolutions or elections shall first state the complaint at the time of the meeting to the Diocesan Assembly Chair, and if still dissatisfied, shall then present the complaint in writing within 7 days of the Diocesan Assembly to the Diocesan Council requesting disposition. Any decision of the Diocesan Council regarding the complaint shall be final.

3.17 Adjournment. Any Diocesan Assembly, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Diocesan Delegates represented at the meeting in person.

Section 4: Diocesan Assembly Powers

4.1 General Powers of the Diocesan Assembly. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or these Bylaws, and in accordance with the religious principles of the Armenian Church, the Diocesan's legislative authority is vested in the Diocesan Assembly.

4.2 Specific Powers of the Diocesan Assembly. Without prejudice to the general powers set forth in Section 4.1 of these Bylaws, but subject to the same limitations, the Diocesan Assembly shall have the power to do the following:

(a) See that the provisions of these Bylaws are observed by the Parishes and Diocesan Operations.

(b) Elect or remove: (i) the Primate from office, (ii) the Diocesan Officers and their alternate(s), and (iii) delegates or representatives to attend national or world ecclesiastical meeting when called by the Catholicos and to provide for the necessary travel expenses of the delegates or representatives.

(c) Investigate and resolve any complaints against:

(i) the Primate, referred to the Diocesan Assembly by the Diocesan Council, or by any other official body, after giving the Primate an opportunity to be heard;

(ii) a member of the Diocesan Council, or the Diocesan Council as a whole, made by any Parish Council and presented by the Diocesan Delegates of said Parish;

- (iii) an officer of the Diocesan Assembly, made by any Diocesan Delegate.
- (d) Receive the accounts and annual written reports of the Primate, the Diocesan Council and subordinate Diocesan groups for all activities during the preceding year.
- (e) Examine and approve the annual budget of the Diocese Operations presented by the Diocesan Council.
- (f) Approve the purchase, sale, mortgage, encumbrance, transfer, lease, exchange, construction, or improvement of real property for the use of the Diocese Operations. All official loan or title documents shall be signed by required officers of the Diocesan Council. Title to all Consecrated Property purchased by the Diocesan Operations, as defined in the Bylaws of the Western Diocese Properties of the Armenian Church of North America (“Properties Management Company”), shall be transferred to the Properties Management Company and leased back subject to Sections 13.1 and 10.1 of these Bylaws and the Bylaws of the Properties Management Company, respectively.
- (g) Authorize the Diocesan Council to borrow money for any Diocesan need. The Diocesan Council must obtain the consent of the Diocesan Assembly to increase the total indebtedness of the Diocesan Operations in an amount exceeding \$100,000 during each calendar year.
- (h) Suspend or expel any Diocesan Delegate in accordance with Section 2.3(c) of these Bylaws.
- (i) Ensure that the Diocese Operations makes timely payment to the Holy Church in Etchmiadzin of any annual or special dues on behalf of the Western Diocese required by the Holy Church.
- (j) Relations between the Diocesan Operations and the Catholicos shall be maintained through the Primate, who shall also send a report of all resolutions adopted by the Diocesan Assembly together with an annual report of the Diocesan Council. A copy of all official communications concerning the Diocesan Operations between the Primate and the Catholicos shall be provided by the Primate to the Diocesan Council.

Section 5: Diocesan Assembly Officers and the Presiding Official

5.1 Elected Officers and Presiding Official. The elected officers of the Diocesan Assembly shall be a Chair, Vice Chair, Secretary, and Assistant Secretary (“Diocesan Assembly Officers”). The Diocesan Assembly, may also have such other officers as may be appointed under Section 5.3 of these Bylaws. The Primate, or in his absence the Vicar or Locum Tenens, shall serve as the Presiding Official of the Diocesan Assembly.

Any number of Diocesan Assembly offices may be held by the same person, except that no member of the Diocesan Council Member shall also serve as a Diocesan

Assembly Officer. A candidate for Diocesan Assembly Officer must be a Diocesan Delegate at the time of its election. The Parish of a Diocesan Assembly Officer or Diocesan Council Member who is concurrently serving a term as an elected lay delegate shall be entitled to have an alternate delegate participate as a Diocesan Delegate.

5.2 Election of Officers. The Diocesan Assembly Officers, except any appointed under Section 5.3 of these Bylaws, shall be elected annually by the Annual Diocesan Assembly, hold office until their successors are elected, and shall serve at the pleasure of the Diocesan Assembly.

5.3 Additional Officers. The Diocesan Assembly may appoint and authorize the Diocesan Assembly Chair to appoint any other officers that the Diocesan Assembly may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in these Bylaws or established by the Diocesan Assembly.

5.4 Removal of Officers. Without prejudice to the rights of any Diocesan Assembly Officer under an employment contract, the Diocesan Assembly may remove any Diocesan Assembly Officer with or without cause.

5.5 Resignation of Officers. Any Diocesan Assembly Officer may resign at any time by giving written notice to the Diocesan Assembly Chair or any other Diocesan Assembly Officer if the Chair is resigning. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Diocesan under any contract to which the Diocesan Assembly Officer is a party.

5.6 Vacancies. A vacancy in any Diocesan Assembly Office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

5.7 Responsibilities of Chair. The Diocesan Assembly Chair shall conduct the Diocesan Assembly meetings in accordance with the provisions of these Bylaws and shall exercise and perform such other powers and duties as the Diocesan Assembly may assign from time to time. The Diocesan Assembly Chair shall ensure that the Diocesan Assembly Officers appoint at or prior to the Annual Diocesan Assembly meeting, (i) a Parliamentary Committee consisting of 3 Diocesan Delegates to conduct the tasks of a parliamentarian, (ii) a Resolutions Committee consisting of 3 Diocesan Delegates to review and recommend actions on proposed resolutions presented to the Diocesan Assembly for a vote, (iii) an Acknowledgement Committee consisting of 3 Diocesan Delegates to prepare the acknowledgements on behalf of the Diocesan

Assembly for exemplary work, and (iv) a Balloting Committee consisting of at least 3 Diocesan Delegates present at a Diocesan Assembly meeting, who shall collect, count and tabulate any balloted votes.

5.8 Responsibilities of Vice Chair. The Diocesan Assembly Vice Chair shall fulfill the duties of the Chair if the Chair is absent or disabled. When so acting, a Vice Chair shall have all powers of and be subject to all restrictions on the Chair. The Vice Chair shall have such other powers and duties as the Diocesan Assembly or these Bylaws may require.

5.9 Responsibilities of Secretary and Assistant Secretary. The Diocesan Assembly Secretary shall keep or cause to be kept, at the Diocesan's principal office or such other place as the Diocesan Council may direct, a book of minutes and accompanying registry of Diocesan Delegates present, of all Diocesan Assembly meetings, proceedings, and actions of the Diocesan Assembly, and of committees of the Diocesan Assembly. The minutes of Diocesan Assembly meetings shall include the time and place that the meeting was held; whether the meeting was annual or special, and, if special, how authorized; the notice given; and the number of Diocesan Delegates present at Diocesan Assembly and Diocesan Assembly committee meetings. The Diocesan Assistant Secretary shall keep a book of minutes of the Diocesan Assembly meetings written in Armenian, which shall accurately reflect the minutes written in English by the Diocesan Assembly Secretary.

The Diocesan Assembly Secretary shall give, or cause to be given, notice of all Diocesan Assembly meeting that these Bylaws require to be given.

5.10 Responsibilities of Presiding Official. The Presiding Official must be present at all Diocesan Assembly meetings until adjournment of the meeting, except as provided in Section 13.3. The Presiding Official shall supervise the orderliness of the meeting and proper observance of these Bylaws and the canons of the Armenian Church. The Presiding Official may adjourn the meeting, if the Chair fails or refuses to do so, upon any improper conduct, disorderliness or violation of these Bylaws or the canons of the Armenian Church.

5.11 Composition and Responsibilities of Nominating Committee. At least 2 months prior to the Annual Diocesan Assembly, the Diocesan Assembly Officers shall appoint a Nominating Committee of the Diocesan Assembly consisting of 3 Diocesan Delegates. The Nominating Committee shall meet and prepare a list of nominees consisting of, preferably, twice the number necessary to fill each of the Diocesan Officer positions that will be elected by the Diocesan Delegates at the Annual Diocesan Assembly. The nominees will be submitted to the Diocesan Delegates in the notice as provided in Section 3.6 of these Bylaws.

5.12 Composition and Responsibilities of Audit Committee. The Audit Committee of the Diocesan Assembly shall consist of 3 Diocesan Delegates, who shall serve staggered 3 year. The first such election shall be for initial 3, 2 and 1 year terms, respectively corresponding to the number of votes received by the 3 candidates receiving the highest votes. The Audit Committee shall regularly examine the books of the Diocesan Council every 3 months and submit its written report of its findings, with recommendations, to the Diocesan Council and then to the Annual Diocesan Assembly. The Audit Committee shall have the right to conduct special investigations, and in case of suspected misappropriations of funds, other abuses or irregularities, report the same, in writing, to the Diocesan Council. The Audit Committee shall present its report to the Diocesan Assembly Officers, who may call a Special Diocesan Assembly to consider the Audit Committee report. A member of the Audit Committee shall not be eligible to serve concurrently on the Diocesan Council.

Section 6: Diocesan Council Powers and Terms

6.1 General Powers of Diocesan Council. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or these Bylaws, and in accordance with the religious principles of the Armenian Church, the Diocesan's temporal activities, business, and administrative affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Diocesan Council.

6.2 Specific Powers of Diocesan Council. Without prejudice to the general powers set forth in Section 6.1 of these Bylaws, but subject to the same limitations, the Diocesan Council shall have the power and duty to do the following:

(a) Assist the Primate in ensuring the proper and regular performance of Church services throughout the Diocese. Approve the organization of new Parishes with a minimum of 25 communicants within a community and geographically subdivide large Parishes with the consent of the involved Parishes.

(b) Elect a Locum Tenens for the Diocese when the office of the Primate becomes vacant. Within 90 days of the election of the Locum Tenens, in consultation with the Catholicos, prepare a trinomial list of candidates for the office of the Primate, and submit it to the Catholicos for his final approval, and then present it to the Diocesan Assembly for election of the Primate.

(c) Implement the decisions of the Diocesan Assembly.

(d) Administer and direct the temporal activities, business, and administrative affairs of the Diocesan Operations, including the affairs of subordinate organizations.

(e) Establish, organize and approve proposals to form new Parishes, or various other church community organizations.

(f) Examine and resolve disputes and complaints arising regarding the Diocesan organizations, Parishes, and Parish schools.

(g) Receive and confirm the decisions and elections of Parish Assemblies. The Diocesan Council shall notify the respective Parish Assemblies if the decisions or elections are rejected because they are contrary to these Bylaws or the canons and rules of the Armenian Church.

(h) Responsible for the preparation and presentation of its annual report of activities including reports of all subordinate organizations and committees.

(i) Examine and approve, annually, the accounts of the its subordinate organizations and committees and supervise and regulate their financial and administrative affairs.

(j) Maintain a uniform bookkeeping system for all Parishes. Receive and periodically audit the annual reports of the Parishes.

(k) Present to the Diocesan Assembly its annual financial statement along with the Auditing Committee's report on the same.

(l) Present the Diocesan Operations' annual budget to the Diocesan Assembly, specifying the amount of Diocesan Dues to be contributed by each Parish as provided in the Parish Bylaws, for approval. The amount of Diocesan Dues assessed each Parish shall be determined by a formula prepared by the Diocesan Council, subject to the approval of the Diocesan Assembly.

(m) Approve the establishment and closure of all bank or investment accounts of the Diocesan Operations.

(n) Allocate, annually, 4% of the Diocesan Operations budget (excluding all special allocations) to the Holy Church in Etchmiadzin as 'St. Gregory's mite.'

(o) Administer a Stewardship Program for the benefit of the Diocese that shall have the following objectives: The Stewardship Funds may be used for initial phases of continuing Diocesan programs, donations or loans to Parishes in need, and special single donations for unique programs. The Funds shall not be used for normal operating expenses of the Diocesan Operations.

(i) Steward membership shall be extended to those who contribute \$100 or more annually to the Stewardship Funds. The Diocesan Council may appoint sub-committees from among the Stewards for various service functions.

(ii) The Stewardship Fund shall be managed by the Diocesan Council subject to budget approval by the Diocesan Assembly. The Diocesan Council may authorize expenditures from the Stewardship Funds in the current year in an amount not exceeding the Stewardship funds collected in the previous year; expenditures in excess of such amount shall require the approval of the Diocesan Assembly.

(p) Act as the only group authorized by these Bylaws to bind the Diocesan Operations to contractual relationships with all third parties; with the approval of all contractual relationships including banking agreements to be signified by the signature of two elected officers of the Diocesan Council. The Primate, as the Presiding Official of the Diocesan Council, is not an elected Diocesan Officer and prohibited from representing or entering into contractual relationships with third parties on behalf of the Diocesan Operations.

(q) Exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws, consistent with these Bylaws and the Bylaws of the Western Diocese.

(r) Keep and affix the official seal in the name of the Diocesan Operations on behalf of the Diocesan Operations on all official documents.

(s) The Diocesan Council shall determine the stipend of the Primate and other terms (housing, car, insurance, etc.) subject to the approval of the Diocesan Assembly.

6.3 Number and Qualifications of Diocesan Council members and its Presiding Official. The Diocesan Council shall consist of 15 elected Diocesan Council members, unless changed by amendment to these Bylaws. The 15 members shall be made up 5 clergymen and 10 laypersons. Of the 10 laypersons, at least one (1) shall be elected from each of the 5 geographical regions of the Diocese; namely, Northern California, Central California, Southern California, Northwest USA, and Southwest USA. The assignment of California Parishes to the 3 California regions shall be approved by the Diocesan Council. The states are assigned to the Northwest USA and Southwest USA regions as follows: Northwest USA to include Alaska, Hawaii, Idaho, Montana, Oregon, Utah, and Washington; Southwest USA to include Arizona, Colorado, Nevada, New Mexico, and Wyoming. The Primate, or in his absence the Locum Tenens or Vicar, shall serve as the Presiding Official of the Diocesan Council.

6.4 Election of Diocesan Council members and Terms. Each year, 2 or 3 clergymen, as the case may be, and 5 laypersons shall be elected to Diocesan Council at each annual meeting of the Diocesan Assembly. The elected members of the Diocesan Council shall hold office for a two-year period. The elected members of the Diocesan Council shall serve staggered terms. In case of the election of an entire Diocesan Council at a Diocesan Assembly, the 3 clergymen and 5 laypersons who receive the highest votes shall serve 2 year terms, and the remaining elected members shall serve a 1 year term. Two alternates shall be elected annually to fill any vacancy that may occur in the Diocesan Council during the year subject to Section 4.6 of these Bylaws (the Alternates). An alternate called to serve on the Diocesan Council shall complete the term of office of the vacated position, provided that the alternate's term shall end at the next Annual Diocesan Assembly, at which time an election shall

be held to elect a member of the Diocesan Council for a period of time that maintains the staggered terms.

6.5 Vacancies on Diocesan Council. A vacancy or vacancies on the Diocesan Council shall occur in the event of (a) the death, removal, or resignation of any Diocesan Council member; (b) the declaration by Diocesan Council resolution of a vacancy of the office of a Diocesan Council member who has been convicted of a felony or declared of unsound mind by a court order; (c) the removal of a Diocesan Council member by a Superior Court under Corporations Code §9223 for fraudulent acts; (d) the increase of the authorized number of Diocesan Council members; or (e) the failure at any Diocesan Assembly at which any Diocesan Council member or Diocesan Council members are to be elected, to elect the number of Diocesan Council members to be elected at that meeting.

6.6 Resignation of Diocesan Council members. Any Diocesan Council member may resign by giving written notice to the chair of the Diocesan Council or the Secretary of the Diocesan Council. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Diocesan Council member's resignation is effective at a later time, the Diocesan Council may elect a successor to take office as of the date when the resignation becomes effective.

No Diocesan Council member may resign when the Diocesan would be left without a duly elected Diocesan Council member.

6.7 Removal of Diocesan Council members. Any elected Diocesan Council member may be removed, with or without cause, by the vote of two-thirds of the members of the Diocesan Assembly at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Section 4.6. Any vacancy caused by the removal of a Diocesan Council member shall be filled first by an Alternate as provided in Section 6.4, or if none available by the Diocesan Council as provided in Section 6.8 of these Bylaws.

Any Diocesan Council member who does not attend three successive Diocesan Council meetings without providing good cause will automatically be removed from the Diocesan Council without Diocesan Council resolution unless:

(a) The Diocesan Council member requests a leave of absence for a limited period of time, and the leave is approved by the Diocesan Council members at a regular or special Diocesan Council meeting. If such leave is granted, the number of Diocesan Council members will be reduced by one in determining whether a quorum is or is not present;

(b) The Diocesan Council member suffers from an illness or disability which prevents the member from attending meetings and the Diocesan Council by resolution waives the automatic removal procedure of this subsection; or

(c) The Diocesan Council by resolution of the majority of Diocesan Council members agrees to reinstate the Diocesan Council member who has missed three meetings.

6.8 Vacancies Filled by Diocesan Council. Vacancies on the Diocesan Council, not filled by Alternates subject to Section 6.4, may be filled by approval of the Diocesan Council or, if the number of Diocesan Council members then in office is less than a quorum, by (1) the unanimous written consent of the Diocesan Council members then in office, (2) the affirmative vote of a majority of the Diocesan Council members then in office at a meeting held according to notice or waivers of notice complying with Corporations Code 9211, or (3) a sole remaining Diocesan Council member. Diocesan Council members elected to fill vacancies pursuant to Section 6.8 shall take office upon the approval of the Primate and ratification by the Diocesan Council of the Western Diocese.

6.9 No Vacancy on Reduction of Number of Diocesan Council members. Any reduction of the authorized number of Diocesan Council members shall not result in any Diocesan Council member being removed before the member's term of office expires.

6.10 Complaints and Disputes. Complaints concerning the Diocesan Council as a body, or against any of its members, must be submitted in writing first to the Diocesan Council. If the complainant is not satisfied with the reply received, then written complaint must be made through the Parish's Diocesan Delegates directly to the Diocesan Assembly for disposition.

Any disputes arising between the Diocesan Council members and the Primate must be submitted to the Diocesan Assembly for settlement and final decision.

The Diocesan Council shall submit any unresolved complaint against the Primate and/or the Diocesan Council, or against any of the Diocesan Council members in writing to the Diocesan Assembly for disposition.

6.11 Dissolution of the Diocesan Council. A Diocesan Council shall be considered dissolved with it loses its majority by resignation or other cause, in which case new election shall be held. If the newly elected Diocesan Council members also resign or it becomes impossible to form a Diocesan Council, the Primate and the Diocesan Assembly Officers shall appoint a temporary Diocesan Council. Another election of Diocesan Council members shall then be held by the Diocesan Assembly within 6 months of the appointment of the temporary Diocesan Council.

In the event that the Diocesan Council acts contrary to the provisions of these Bylaws or the canons of the Armenian Church, the Diocesan Assembly Officers shall call the matter to the attention of the Diocesan Council. If, in the sole determination of the Diocesan Assembly Officers and the Primate, the Diocesan Council has not successfully resolved the situation, the Diocesan Assembly Officers and the Primate shall have the right to dissolve the Diocesan Council and call for a new election by the Diocesan Assembly.

Section 7: Diocesan Council Meetings

7.1 Location of Diocesan Council Meetings. Meetings of the Diocesan Council shall be held at any place within or outside California that has been designated by resolution of the Diocesan Council or in the notice of the meeting or, if not so designated, at the principal office of the Diocesan. The Diocesan Council may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

7.2 Meetings by Telecommunication. Any Diocesan Council meeting may be held by telephone conference, audio-video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the Diocesan Council, including the capacity to vote, and to propose, or to interpose an objection to, a specific action to be taken by the Diocesan.

7.3 Annual Meeting of Diocesan Council. The Diocesan Council shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business. Annual meetings of the Diocesan Council shall be held upon the conclusion of the Annual Diocesan Assembly.

7.4 Regular Meetings of Diocesan Council. Unless otherwise determined after collaboration between the Primate and the Chair of Diocesan Council, regular meetings of the Diocesan Council shall be held at least once a month, with the date and place set by the Diocesan Council.

7.5 Special Meetings. Special meetings of the Diocesan Council for any purpose may be called at any time by the Chair of the Diocesan Council, Vice-Chair, the Secretary, or any two (2) Diocesan Council members.

7.6 Notice of Meetings. Notice of the time and place of annual and special meetings shall be given to each Diocesan Council member by one or more of the

following methods: (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Diocesan Council member or to a person at the Diocesan Council member's office who would reasonably be expected to communicate that notice promptly to the Diocesan Council member; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the Diocesan Council member's address or telephone number as shown on the Diocesan's records.

Notices sent by first-class mail shall be deposited in the United States mails at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Diocesan's principal office. The notice need not specify the purpose of the meeting.

7.7 Quorum. A majority of the authorized number of Diocesan Council members shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Diocesan Council members present at a duly held meeting at which a quorum is present shall be an act of the Diocesan Council. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Diocesan Council members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7.8 Waiver of Notice. Notice of a meeting need not be given to any Diocesan Council member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Diocesan Council member who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to that Diocesan Council member.

7.9 Adjournment. A majority of the Diocesan Council members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

7.10 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time

of the adjourned meeting, to the Diocesan Council members who were not present at the time of the adjournment.

7.11 Diocesan Council Action Without Meeting. An action required or permitted to be taken by the Diocesan Council may be taken without a meeting if all Diocesan Council members individually or collectively consent in writing to that action and if, subject to Corporations Code §9224(a), the number of Diocesan Council members then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Diocesan Council. The action by written consent shall have the same force and effect as an unanimous vote of the Diocesan Council members. For purposes of Corporations Code §9211(b) only, “all Diocesan Council members” does not include an “interested Diocesan Council member” as defined in subdivision Corporations Code §9243(a) or a common Diocesan Council member as described in Corporations Code §9244(a) who abstains in writing from providing consent, when (i) the facts described in Corporations Code §9243(d)(2) or (d)(2) are established or the provisions of Corporations Code §9244(a)(1) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions, is included in the written consent or consents executed by the noninterested or noncommon Diocesan Council members or in other records of the Diocesan; and (iii) the noninterested or noncommon Diocesan Council members, approve the action by a vote that is sufficient without counting the votes of the interested Diocesan Council members or common Diocesan Council members.

7.12 Diocesan Council member Compensation. Diocesan Council members and members of committees of the Diocesan Council shall not receive compensation for their services as Diocesan Council members, but may be reimbursed for reasonable expenses they incur on behalf of the Corporation, as the Diocesan Council may establish by resolution to be just and reasonable as to the Diocesan Operations at the time that the resolution is adopted.

7.13 Diocesan Council member Voting. Each Diocesan Council member shall have one vote on each matter presented to the Diocesan Council for action. No Diocesan Council member may vote by proxy.

Section 8: Diocesan Council Officers

8.1 Officers. The officers of this Diocesan shall be a Chair of the Council, a Vice Chair, a Secretary, and a Treasurer. The Diocesan, at the Diocesan Council’s discretion, may also have such other officers as may be appointed under Section 9.3 of these Bylaws.

Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the Chair of the Diocesan Council.

8.2 Election of Officers. The officers of the Diocesan Council, except any appointed under Section 8.3 of these Bylaws, shall be chosen annually by the Diocesan Council and shall serve at the pleasure of the Diocesan Council.

8.3 Additional Officers. The Diocesan Council may appoint and authorize the chair of the Diocesan Council to appoint any other officers that the Diocesan Council may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Diocesan Council.

8.4 Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Diocesan Council may remove any officer with or without cause.

8.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the Diocesan Council. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Diocesan Operations under any contract to which the officer is a party.

8.6 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

8.7 Responsibilities of Diocesan Council Chair. The Chair of the Diocesan Council shall announce the agenda of Diocesan Council meetings, conduct all Diocesan Council meetings in accordance with these Bylaws, and shall exercise and perform such other powers and duties as the Diocesan Council may assign from time to time. Subject to such supervisory powers as the Diocesan Council, the Chair of the Diocesan Council shall represent the Diocesan as its general manager or president where consent or approval of the president is required by third parties. The Chair of the Diocesan Council shall have such other powers and duties as the Diocesan Council or the bylaws may require.

8.8 Responsibilities of Diocesan Council Vice Chair. The Vice Chair of the Board shall fill the duties of the Chair if the Chair is absent or disabled. When so acting, a Vice Chair shall have all powers of and be subject to all restrictions on the Chair. The Vice Chair shall have such other powers and duties as the Diocesan Council or the bylaws may require.

8.9 Responsibilities of Secretary. The Secretary shall keep or cause to be kept, at the Diocesan Operations' principal office or such other place as the Diocesan Council may direct, a book of minutes of all meetings, proceedings, and actions of the

Diocesan Council, of committees of the Diocesan Council, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Diocesan Council and committee meetings; and the number of members present or represented at members' meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Diocesan Council, and of committees of the Diocesan Council that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Diocesan Council or the bylaws may require.

8.10 Responsibilities of Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Diocesan Operations' properties and transactions. The Treasurer shall send or cause to be given to the members and Diocesan Council members such financial statements and reports as are required to be given by law, by these Bylaws, or by the Diocesan Council. The books of account shall be open to inspection by any Diocesan Council member at all reasonable times.

The Treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Diocesan with such depositories as the Diocesan Council may designate; (2) disburse the Diocesan Operations' funds as the Diocesan Council may order; (3) render to the Chair of the Diocesan Council, and the Diocesan Council, when requested, an account of all transactions as Treasurer and of the financial condition of the Diocesan Operations; and (4) have such other powers and perform such other duties as the Diocesan Council or the bylaws may require.

If required by the Diocesan Council, the Treasurer shall give the Diocesan a bond in the amount and with the surety or sureties specified by the Diocesan Council for faithful performance of the duties of the office and for restoration to the Diocesan of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

8.11 Contracts with Diocesan Council members. No Diocesan Council member of this Diocesan nor any other corporation, firm, association, or other entity in which one or more of this Diocesan's Diocesan Council members are Diocesan Council members or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Diocesan unless (1) the transaction is approved or ratified in good faith by the members other than the Diocesan Council members,

after notice and disclosure to the members of the material facts concerning the transaction and the Diocesan Council member's interest in the transaction, or (2) (a) the material facts regarding such Diocesan Council member's financial interest in such contract or transaction or regarding such common Diocesan Council membership, officer status, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all Diocesan Council members before consideration by the Diocesan Council of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Diocesan Council members then in office, or if greater, by a vote sufficient for that purpose without counting the vote of the interested Diocesan Council members; (3) before authorizing or approving the transaction, the Diocesan Council considers and in good faith decides after reasonable investigation that the Diocesan Operations could not obtain a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the Diocesan Operations' religious purposes; and (4) this Diocesan Operations enters into the transaction for its own benefit or for the benefit of the organization, and the transaction is fair and reasonable to this Diocesan Operations or was in furtherance of its religious purposes at the time the transaction is entered into.

This Section does not apply to a transaction that is part of a public, charitable, or religious program of this Diocesan Operations if it (1) is approved or authorized by the Diocesan Assembly in good faith and without unjustified favoritism and (2) results in a benefit to one or more Diocesan Council members or their families because they are in the class of persons intended to be benefited by the public, charitable, or religious program of this corporation.

Section 9: Primate

9.1 Election and Term of the Primate, Locum Tenens and Vicar. When there is a vacancy in the office of the Primate, the Diocesan Council shall elect a Locum Tenens from among the clergy of the Diocese and submit the name to the Catholicos for approval.

The Locum Tenens shall have the duties, rights and powers of the Primate until a Primate is elected by the Diocesan Assembly and assumes office.

Within 90 days of the election of the Locum Tenens, in consultation with the Catholicos, prepare a trinomial list of candidates for the office of the Primate, and submit it to the Catholicos for his final approval, and then present it to the Diocesan Assembly for election of the Primate. Only celibate clergymen serving under the jurisdiction of the Armenian Church and who are at least 35 years of age are eligible to be elected Primate.

The Primate is elected from among the list of 3 candidates approved by the Catholicos. The list shall be mailed to the Diocesan Delegates one month prior to the date of the Annual or Special Diocesan Assembly at which the election will be held.

The Primate shall be elected on a secret ballot by a majority vote of the Diocesan Delegates, provided that 2/3 of the Diocesan Delegates are present and voting. If no candidate receives a majority vote on the first ballot, a second ballot shall be cast for the 2 candidates who received the most votes on the first ballot. The candidate receiving the majority vote on the second ballot shall be Primate-Elect. The Primate-Elect shall assume the office of Primate upon confirmation by the Catholicos.

The term of office for the Primate is 7 years. Upon expiration of his 6th year in office of each term, the Diocesan Assembly at its next Annual Diocesan Assembly meeting, shall by 2/3 vote of the Diocesan Delegates present and voting retain the incumbent for an additional 7 year term or lacking a 2/3 vote schedule a new election. The results of this vote shall be reported to the Catholicos by the Diocesan Assembly Officers. In case of the need for a new election, that election shall be held at the following Annual Diocesan Assembly meeting. The Primate shall remain in office until conclusion of his term and the successful conclusion of the new election. The Primate may continue in office for as many 7-year terms as the Diocesan Assembly determines under this Section, however upon attaining the age of 70 years, written permission of the Catholicos to extend the Primate's term of office shall be required.

The Primate, in consultation with the Diocesan Council, may appoint a Vicar from among the clergyman in the Diocese to direct the affairs of the Diocesan clergy in the absence of the Primate, or to assist or represent him when necessary.

9.2 Resignation or Removal of the Diocesan Primate. The Primate may resign, be removed for inability to perform his duties due to serious illness or because practices of the Primate are against the canons and statutes of the Armenian Church, be reassigned by the Catholicos, or be presented for removal from his office for justifiable cause by two-thirds vote of the Diocesan Assembly, a quorum as specified in Section 3.9, being in attendance. The process for voting to remove a Primate shall begin with a written report sent to the Diocesan Council, who then together with the clergy of the Diocese shall conduct an investigation to determine whether to call a Special Diocesan Assembly meeting. Such a Special Diocesan Assembly meeting shall include both the Primate and the complainants stating their case, after which the Primate and complainants shall retire from the meeting while the Diocesan Assembly determines what action should be taken. The Diocesan Assembly Chair and Secretary shall submit the Diocesan Assembly's report of the charges and any recommendation for removal of the Primate to the Catholicos for final determination. The Primate may assert his right of defense before the ecclesiastical courts of the Armenian Church.

9.3 Spiritual Head and Presiding Official. The elected Primate shall be the spiritual head of the Diocesan Operations and the Presiding Official of each of its organizations and committees, with the exception of the Auditing Committee.

The Primate's decisions in all religious, ritual and clergy disciplinary matters shall be final within the general requirements of the canons and statutes of the Armenian Church.

As the representative of the Catholicos, he shall maintain official relations with other churches, institutions, organizations, and with civil and governmental authorities.

All meetings of the Diocesan Assembly, Diocesan Council and other Diocesan subordinate organizations, with the exception of the Auditing Committee, shall be called with the knowledge and consent of the Primate and shall be held with him as the Presiding Official. In case of his absence, his Vicar or the Locum Tenens shall be the Presiding Official at the meetings.

9.4 Specific Powers of Primate. Without prejudice to the general powers set forth in Section 9.3 of these Bylaws, but subject to the same limitations, the Primate shall have the power and duty to do the following:

(a) Perform the duties as the spiritual leader of the Diocese in accordance with the dominical, apostolic and ecclesiastical teachings, statutes and canons of the Armenian Church, by exercising his hierarchical authority.

(b) Exercise vigilance for the preservation and observance of the canons and doctrines of the Armenian Church; strengthen the spiritual life in the Parishes; ensue the regular and proper celebration of the rites of the Church with authorized music; and to investigate complaints against any clergyman in the Diocese and make proper disposition thereof. Make every effort to assign a Priest to each Parish. Visit periodically the Parishes and in cases of emergency take appropriate action with a subsequent report of his actions to the Diocesan Council. Provide permission for the publication of religious books for use in the Diocese.

(c) Investigate and take appropriate action with the Diocesan Council, in conjunction with the executive bodies concerned, against any officer or organization that is determined guilty of conduct contrary to the spirit and principles of the Armenian Church and the provisions of these Bylaws.

(d) Ordain clergymen with the knowledge of the Diocesan Council; ordain deacons upon the recommendation of the Parish Priest; consecrate churches within the Diocese; provided in all cases that the Primate is a bishop. If the Primate is not a bishop, he shall inform the Diocesan Council of his select of a bishop to conduct the ordinations and consecrations, after which an invitation shall be extended to the bishop.

(e) Conduct an annual conference of all clergymen of the Diocese for the purpose of discussion and instruction in religious, ritual and disciplinary matters.

(f) Devise special plans for providing means for the care of the aged and needy clergymen, and put such plans in effect in accordance with the decisions of the Diocesan Assembly.

(g) Petition the Catholicos for the granting of conferment and promotion to clergymen of merit, as well as petition for an award, with the recommendation of the Diocesan Council, on behalf of persons who have performed exemplary services in the Diocese.

(h) Recommend the appointment of the Diocesan staff members to the Diocesan Council. Such staff members shall be subject to the direction of the Primate and may be relieved or transferred from their duties by the Diocesan Council upon the recommendation of the Primate.

(i) Appoint a Court of Clergy, composed of 3 priests, who shall investigate serious complaints against any clergyman in the Diocese and report their findings to the Primate for his disposition under these and the Parish Bylaws.

(j) Perform such other duties as may pertain to his office, or within his jurisdiction in accordance with the canons and statutes of the Armenian Church, or such other additional duties as the Diocesan Assembly may prescribe.

Section 10: Indemnification and Insurance

10.1 Indemnification. To the fullest extent permitted by law, the Diocesan Operations shall indemnify its Diocesan Council members and officers, and may indemnify employees and other persons described in Corporations Code 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Diocesan, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Diocesan Council by any person seeking indemnification under Corporations Code 9246(b) or 9246(c), the Diocesan Council shall promptly decide under Corporations Code 9246(e) whether the applicable standard of conduct set forth in Corporations Code 9246(b) or 9246(c) has been met and, if so, the Diocesan Council shall authorize indemnification. If the Diocesan Council cannot authorize indemnification, because the number of Diocesan Council members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Diocesan Council members who are not parties to that proceeding, the Diocesan Council shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code 9246(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Diocesan Council in a specific instance, expenses incurred by a person seeking

indemnification under Section 7.1 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Diocesan Operations before final disposition of the proceeding, on receipt by the Diocesan of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Diocesan for those expenses.

10.2 Insurance. This Diocesan Operations shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Diocesan Assembly officers, Diocesan Council members, employees, and other agents, to cover any liability asserted against or incurred by any officer, Diocesan Council member, employee, or agent in such capacity or arising from the Diocesan Assembly officer's, Diocesan Council member's, employee's, or agent's status as such.

Section 11: Administrative Items

11.1 Corporate Records. This corporation shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Minutes of the proceedings of the Diocesan Assembly, Diocesan Council, and committees of the Diocesan Council; and
- (c) A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

11.2 Diocesan Delegates' Inspection Rights. Every Diocesan Delegate shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Diocesan for a purpose reasonably related to the Diocesan Delegate's interests as a Diocesan Delegate.

Section 12: Emergency Powers

12.1 Emergency. The emergency bylaw provisions of this section are adopted in accordance with Corporations Code 9151(g). Notwithstanding anything to the contrary herein, this section applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 3.8 and 3.9 for the Diocesan Assembly, or Sections 7.6 and 7.7 for the Diocesan Council, of these Bylaws:

(a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;

(b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(c) An act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

(d) A state of emergency proclaimed by the governor of the state in which one or more Diocesan Council members are resident, or by the President of the United States.

12.2 Emergency Actions. During an emergency, the provisions of Corporations Code 9140(n) will not apply to the Diocesan. The Diocesan Assembly and Diocesan Council may not take any actions during an emergency that would be inconsistent with the terms of these Bylaws.

Section 13 Consecrated Properties and General Provisions

13.1 Operation of Consecrated Properties. Title to all consecrated real property and appurtenant structures of the Diocesan Operations, including, but not limited to school, social hall, auditorium, libraries, office and parsonage wherever located shall be transferred to the Western Diocese Properties of the Armenian Church of North America ("Properties Management Company"). In exchange for the conveyance of Consecrated Properties to the Diocesan, the Diocesan Operations shall have the right to lease (in triple net lease format) the Consecrated Properties for the benefit of the Diocesan Operations for one dollar per year as long as it is in compliance with the Bylaws of the Western Diocese. Pursuant to the lease terms, the Diocesan Operations shall provide the funds to purchase the Consecrated Properties and shall pay, when due, all promissory note payments, insurance premiums, repairs and obligations related thereto.

All other Diocesan Operations properties, real or personal, shall be vested in the name of the Diocesan Operations.

13.2 Conveyance of Consecrated Properties. A conveyance made pursuant to the provisions of Section 13.1, in the form of a Grant Deed subject to the following conditions, covenants and restrictions, shall be deemed to be in compliance with Section 13.1:

(a) The Grantee (also known as the Properties Management Company), its successors or representatives, shall not sell, transfer, assign, lease, exchange, encumber, hypothecate, mortgage, pledge or otherwise alienate or dispose of the property without the express written consent of the Diocesan Assembly, for whose beneficial use and enjoyment the property is held. Any such transfer by the Grantee shall only take place upon the Grantee's receipt of notice of consent by either 1) a two-thirds majority of the Diocesan Delegates present at a duly convened meeting of the Diocesan Assembly and/or 2) with two-thirds majority of such quorum as shall be required under the Bylaws of the Grantee. In no event shall such quorum for purposes of conveyance under this subsection be comprised of less than one-third of the Diocesan Delegates.

(b) The Grantee and Grantor, and their respective successors, shall at all times be subject to the Supreme Ecclesiastical authority of the Supreme Patriarch Catholicos of All Armenians in Holy Etchmiadzin. If either the Grantee or the Grantor, or their respective successors, disaffiliates with, or fails to recognize the spiritual and Ecclesiastical authority and jurisdiction of the Supreme Patriarch Catholicos of All Armenians in Holy Etchmiadzin, the party remaining faithful shall have the power to terminate this Grant Deed in the manner prescribed by law. In the event of such termination, title to the property shall become vested in either the Grantee or Grantor, or their respective successors, remaining faithful to and recognizing the spiritual and Ecclesiastical authority and jurisdiction of the Supreme Patriarch Catholicos of All Armenians in Holy Etchmiadzin;

(c) Any amendments, modifications or changes to the Bylaws of the Grantee, or its successors, shall not abrogate any conditions, covenants or restrictions of this Section 13.

13.3 General Provisions.

(a) Robert's Rules of Order shall apply in all cases not covered by the Bylaws.

(b) During any meeting when the matter under deliberation pertains to a person, said person shall retire from the room during discussion and voting, except as provided in these Bylaws.

(c) A clergyman from any Diocese in the Armenian Church may assume a position within this Diocese with the approval of the Primate.

(d) These Bylaws shall become effective upon approval of the Catholicos and shall supersede all previous Bylaws of the Diocesan Operations.

Section 14 Amendment of the Bylaws

14.1 Amendments. These Bylaws may be amended by at the Annual or at a Special Diocesan Assembly meeting, provided the proposed amendments are mailed to the Diocesan Delegates at least one (1) month prior to such meeting. Amendments may be proposed by the Primate, the Diocesan Council or the Diocesan Delegates. Such amendments shall be adopted by the two-thirds vote of the Diocesan Assembly present and voting. The amendments adopted by the Diocesan Assembly of the Western Diocese shall become effective upon the approval of the Catholicos, provided however that no amendment may be made which significantly alters the purposes set forth in Section 1.3 of these Bylaws.

Bylaws

Western Diocese Properties of the Armenian Church of North America

A California Nonprofit Religious Corporation

Section 1: Organization and Jurisdiction of the Properties Management Company

1.1 Name. The name of this corporation is the Western Diocese Properties of the Armenian Church of North America (“Properties Management Company”)

1.2 Principal Office. The principal office for the transaction of the activities and affairs of this Properties Management Company is located at 3325 N. Glenoaks Blvd., Burbank, California. The Board of Directors of the Properties Management Company may change the location of the principal office. Any such change of location must be noted by the Secretary of the Properties Management Company on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

1.3 Purpose. The purpose of this Properties Management Company is to manage and provide for the availability of consecrated properties for the benefit of Armenian Churches that operate under the spiritual authority of the Western Diocese Operations of the Armenian Church of North America (“Western Diocese”). In the context of these general purposes, the Properties Management Company shall establish and hold title to all consecrated real property and appurtenant structures of a duly constituted parish in the Western Diocese (“Parish”), including, but not limited to school, social hall, auditorium, libraries, office and parsonage wherever located (collectively “Consecrated Properties”), manage the caretaking and operation of the Consecrated Properties thereof, enter into leases of the Consecrated Properties with parishes of the Western Diocese to be used solely in support of the furtherance of the Western Diocese’s religious, educational, or charitable purposes as an indivisible part of the One Holy Apostolic Orthodox Armenian Church (“The Armenian Church”), the headquarters of which is the Mother See of Holy Etchmiadzin in the Republic of Armenia. The Corporation may accept contributions of any kind, type, nature and description in the discretion of the Board, including not limited to money, securities, real estate and other tangible and intangible property, gifts, bequests, and donations. The properties of this Corporation shall be held in trust for the purposes stated above, but with full power to sell, exchange, encumber or otherwise dispose of the same, subject to the rights of the creditors, if any, of this Corporation, and the restrictions included in these

Bylaws. This Corporation has been formed for the purposes described above, and it shall be nonprofit and non-partisan.

1.4 Construction; Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

1.5 Subordinate Corporation. This Properties Management Company is a separate yet integral subordinate of the Western Diocese. The Bylaws of the Western Diocese as it may be amended from time to time is incorporated by reference into these Bylaws. If any conflict arises between the Bylaws of the Western Diocese and these Bylaws, the Bylaws of the Western Diocese shall prevail. The Secretary of the Properties Management Company shall keep a copy of the Bylaws of the Western Diocese with these Bylaws.

1.6 Irrevocable Dedication of Assets. This Properties Management Company’s assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the Properties Management Company, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Board of Directors member or officer of the Properties Management Company. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Properties Management Company shall be distributed to and paid over to the Western Diocese. If the Western Diocese is not then in existence, distribution shall be made to the primary nonprofit organization which then supports the activities of the Western Diocese as enumerated in these Bylaws and is under the jurisdiction of The Armenian Church and that has established its exempt status under Internal Revenue Code §501(c)(3).

Section 2: Membership

2.1 Membership. This Properties Management Company shall have no members.

Section 3: Directors

3.1 General Powers of Board of Directors. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or these Bylaws, and in accordance with the religious principles of the Armenian Church, the Properties Management Company’s temporal activities, business, and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

3.2 Specific Powers of Board of Directors. Without prejudice to the general powers set forth in Section 3.1 of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to do the following:

(a) Appoint and remove, at the pleasure of the Board of Directors, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.

(b) Conduct, manage, and control the Properties Management Company's temporal affairs and activities and make such rules and regulations for this purpose, consistent with law, the articles of incorporation, and these Bylaws, as the Board of Directors deems best.

(c) Borrow money and incur indebtedness on the Properties Management Company's behalf, and cause to be executed and delivered for the Properties Management Company's purposes, in the Properties Management Company's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(d) To exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws, consistent with the Bylaws of the Western Diocese.

3.3 Number and Qualifications of Board of Directors members. The Board of Directors shall consist of at least _ [number] _ but no more than _ [number] _ Board of Directors members unless changed by amendment to these Bylaws. The exact number of Board of Directors members shall be fixed, within those limits, by a resolution adopted by the Board of Directors. No more than one-third of the Directors may also be members of the Western Diocese Diocesan Council. The Primate of the Western Diocese and the Chair of the Diocesan Council shall be ex-officio members of the Board of Directors. If a Director of the Properties Management Company becomes the Chair of the Diocesan Council, the Diocesan Council may designate an additional member of the Diocesan Council to serve as an ex-officio member. If at any time the position of Primate is vacant , the Locum Tenens shall act in his place; if the position of Chair of the Diocesan Council is vacant, the Vice Chair of the Diocesan Council shall act in place of the Chair as the ex-officio member. Ex-officio members of the Board of Directors shall have all rights, duties, and responsibilities of elected Directors, specifically including voting rights. Board of Directors members must be (i) at least 21 years of age, (ii) a communicant of the Armenian Church and (iii) a member in good standing of a Parish as defined in the Bylaws of the Western Diocese.

3.4 Nominations by Committee. The chair of the Board of Directors shall appoint a committee to nominate qualified candidates for election to the Board of Directors at

least 90 days before the date of any election of Board of Directors members. The nominating committee shall make its report at least 30 days before the date of the election, or at such other time as the Board of Directors may set. The Secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee. Each nominee must then be approved by the Primate and ratified by a majority vote of the Diocesan Assembly of the Western Diocese. Upon approval of the Primate and the Diocesan Assembly, the final listing of nominees shall be forwarded by the Secretary to members of the Board of Directors.

3.5 Election of Board of Directors members and Terms. One-third of the members of the Board of Directors who are not ex-officio members shall be elected at each annual meeting of the Board of Directors. The elected members of the Board of Directors shall hold office for a three-year period. The elected members of the Board of Directors shall serve staggered terms, with the initial terms as stated in Exhibit A. However, if Board of Directors members are not elected at an annual meeting, they may be elected at any special members' meeting held for that purpose. Each Board of Directors member, including a Board of Directors member elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor is elected and qualified. The ex-officio members of the Board of Directors shall hold office for so long as the ex-officio member shall hold the qualifying office and meet the qualifications listed in Section 3.3 of these Bylaws.

3.6 Vacancies on Board of Directors. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, removal, or resignation of any Board of Directors member; provided that an ex-officio member of the Board may be removed upon cessation of holding the office that qualified them for the Board of Directors; (b) the declaration by Board of Directors resolution of a vacancy of the office of a Board of Directors member who has been convicted of a felony or declared of unsound mind by a court order; (c) the removal of a Board of Directors member by a Superior Court under Corporations Code §9223 for fraudulent acts; (d) the increase of the authorized number of Board of Directors members; or (e) the failure at any meeting at which any Board of Directors member or Board of Directors members are to be elected, to elect the number of Board of Directors members to be elected at that meeting.

3.7 Resignation of Board of Directors members. Any Board of Directors member may resign by giving written notice to the chair of the Board of Directors or the Secretary of the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Board of Directors member's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

No Board of Directors member may resign when the Properties Management Company would be left without a duly elected Board of Directors member or Board of Directors members.

3.8 Removal of Board of Directors members. Any elected Board of Directors member may be removed, with or without cause, by the vote of two-thirds of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Section 4.6. A Board of Directors ex-officio member may be removed with cause upon (a) the vote of two-thirds of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Section 4.6, and (b) the ratification by the Diocesan Council of the Western Diocese. Any vacancy caused by the removal of a Board of Directors member shall be filled as provided in Section 3.9.

Any Board of Directors member who does not attend three successive Board of Directors meetings without providing good cause will automatically be removed from the Board of Directors without Board of Directors resolution unless:

(A) The Board of Directors member requests a leave of absence for a limited period of time, and the leave is approved by the Board of Directors members at a regular or special meeting. If such leave is granted, the number of Board of Directors members will be reduced by one in determining whether a quorum is or is not present;

(B) The Board of Directors member suffers from an illness or disability which prevents the member from attending meetings and the Board of Directors by resolution waives the automatic removal procedure of this subsection; or

(C) The Board of Directors by resolution of the majority of Board of Directors members agrees to reinstate the Board of Directors member who has missed three meetings.

3.9 Vacancies Filled by Board of Directors. Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of Board of Directors members then in office is less than a quorum, by (1) the unanimous written consent of the Board of Directors members then in office, (2) the affirmative vote of a majority of the Board of Directors members then in office at a meeting held according to notice or waivers of notice complying with Corporations Code 9211, or (3) a sole remaining Board of Directors member. Board of Directors members elected to fill vacancies pursuant to Section 3.9 shall take office upon the approval of the Primate and ratification by the Diocesan Council of the Western Diocese.

3.10 No Vacancy on Reduction of Number of Board of Directors members. Any reduction of the authorized number of Board of Directors members shall not result

in any Board of Directors member being removed before the member's term of office expires.

Section 4: Meetings

4.1 Location of Board of Directors Meetings. Meetings of the Board of Directors shall be held at any place within or outside California that has been designated by resolution of the Board of Directors or in the notice of the meeting or, if not so designated, at the principal office of the Properties Management Company.

4.2 Meetings by Telecommunication. Any Board of Directors meeting may be held by telephone conference, audio-video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the Board of Directors, including the capacity to vote, and to propose, or to interpose an objection to, a specific action to be taken by the Properties Management Company.

4.3 Annual Meeting of Board of Directors. The Board of Directors shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business. Annual meetings of the Board shall be held on such date and at such times as may be fixed by the Board.

4.4 Regular Meetings of Board of Directors. Other general meetings of the Board of Directors may be held when and where the Board of Directors may designate from time to time.

4.5 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the chair of the Board of Directors, or any vice president, the Secretary, or any two (2) Board of Directors members.

4.6 Notice of Meetings. Notice of the time and place of annual and special meetings shall be given to each Board of Directors member by one or more of the following methods: (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Board of Directors member or to a person at the Board of Directors member's office who would reasonably be expected to communicate that notice promptly to the Board of Directors member; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the

Board of Directors member's address or telephone number as shown on the Properties Management Company's records.

Notices sent by first-class mail shall be deposited in the United States mails at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Properties Management Company's principal office. The notice need not specify the purpose of the meeting.

4.7 Quorum. A majority of the authorized number of Board of Directors members shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Board of Directors members present at a duly held meeting at which a quorum is present shall be an act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Board of Directors members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

4.8 Waiver of Notice. Notice of a meeting need not be given to any Board of Directors member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Board of Directors member who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to that Board of Directors member.

4.9 Adjournment. A majority of the Board of Directors members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

4.10 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Board of Directors members who were not present at the time of the adjournment.

4.11 Board of Directors Action Without Meeting. An action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Board of Directors members individually or collectively consent in writing to that action and if, subject to Corporations Code §9224(a), the number of Board of Directors members

then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. The action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors members. For purposes of Corporations Code §9211(b) only, “all Board of Directors members” does not include an “interested Board of Directors member” as defined in subdivision Corporations Code §9243(a) or a common Board of Directors member as described in Corporations Code §9244(a) who abstains in writing from providing consent, when (i) the facts described in Corporations Code §9243(d)(2) or (d)(2) are established or the provisions of Corporations Code §9244(a)(1) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions, is included in the written consent or consents executed by the noninterested or noncommon Board of Directors members or in other records of the Properties Management Company; and (iii) the noninterested or noncommon Board of Directors members, approve the action by a vote that is sufficient without counting the votes of the interested Board of Directors members or common Board of Directors members.

4.12 Board of Directors member Compensation. Board of Directors members and members of committees of the Board of Directors shall not receive compensation for their services as Board of Directors members, but may be reimbursed for reasonable expenses they incur on behalf of the Corporation, as the Board of Directors may establish by resolution to be just and reasonable as to the Properties Management Company at the time that the resolution is adopted.

4.13 Board of Directors member Voting. Each Board of Directors member shall have one vote on each matter presented to the Board of Directors for action. No Board of Directors member may vote by proxy.

Section 5: Creation and Powers of Committees

5.1 Board of Directors Committees. The Board of Directors, by resolution adopted by a majority of the Board of Directors members then in office, may create one or more committees, each consisting of two or more Board of Directors members and no one who is not a Board of Directors member, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be by majority vote of the Board of Directors members then in office. The Board of Directors may appoint one or more Board of Directors members as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board of Directors, to the extent provided in the Board of Directors resolution, except that no committee may do the following:

(a) Take any final action on any matter that, under the California Nonprofit Religious Corporation Law, also requires approval of the members or approval of a majority of all members;

- (b) Fill vacancies on the Board of Directors or any committee of the Board of Directors;
- (c) Fix compensation of the Board of Directors members for serving on the Board of Directors or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors; or
- (g) Approve any contract or transaction to which the corporation is a party and in which one or more of its Board of Directors members has a material financial interest, except as special approval is provided for in Corporations Code §5233(d)(3).

5.2 Audit Committee. The Properties Management Company shall have an audit committee consisting of at least two (2) Board of Directors members, and may include nonvoting advisors. Board of Directors members who are employees or officers of the Properties Management Company or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Properties Management Company (other than for service as Board of Directors member) may not serve on the audit committee. The audit committee shall perform the duties and adhere to the guidelines set forth in the Properties Management Company's audit committee charter as amended from time to time by the Board of Directors. Such duties include, but are not limited to:

- (a) Assisting the Board of Directors in choosing an independent auditor and recommending termination of the auditor, if necessary;
- (b) Negotiating the auditor's compensation;
- (c) Conferring with the auditor regarding the Properties Management Company's financial affairs; and
- (d) Reviewing and accepting or rejecting the audit.

Members of the audit committee shall not receive compensation for their service on the audit committee. If the Properties Management Company has a finance committee, a majority of the members of the audit committee may not concurrently serve as members of the finance committee, and the chair of the audit committee may not serve on the finance committee.

5.4 Executive Committee. Pursuant to Section 5.1 of these Bylaws, the Board of Directors may appoint two or more Board of Directors members of the Properties

Management Company to serve as the executive committee of the Board of Directors. The executive committee, unless limited by a resolution of the Board of Directors, shall have and may exercise all the authority of the Board of Directors in the management of the business and affairs of the Properties Management Company between meetings of the Board of Directors; provided, however, that the executive committee shall not have the authority of the Board of Directors in reference to those matters enumerated in Section 5.1. All actions of the executive committee shall be reported to and ratified by the full Board of Directors at the next duly scheduled Board of Directors meeting.

5.5 Investment Committee. This Properties Management Company shall have an investment committee comprised of not less than three Board of Directors members. The primary purpose of the investment committee is to develop and approve investment objectives and policies on investing the assets of the Properties Management Company. The committee shall act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of like character and with like aims to accomplish the purposes of the institution. Individual investments shall be considered as part of an overall investment strategy. The committee shall consider the impact of an investment on the Properties Management Company's programs supporting the availability of Consecrated Properties for use by the Western Diocese, present and future financial requirements, expected total return, general economic conditions, the appropriate level of risk, appropriate levels of income, growth and long-term net appreciation, and the probable safety of the funds. The committee may retain professional money managers, and shall develop an investment policy that shall be reconsidered at least annually, in light of the changing needs of the Properties Management Company, economic conditions, and any other factors that may affect the Properties Management Company's tolerance of risk and need for income. The committee may recommend the retention of property contributed by a donor (whether or not it produces income), and a donor's request should be a factor in making the determination of whether to sell a particular asset contributed by a donor.

5.6 Committee Meetings. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board of Directors actions, except that the time for general meetings of Board of Directors committees and the calling of special meetings of Board of Directors committees may be set either by Board of Directors resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Section 6: Officers

6.1 Officers. The officers of this Properties Management Company shall be a Chair of the Board, a Vice Chair, a Secretary, and a Treasurer. The Properties Management Company, at the Board of Directors' discretion, may also have such other officers as may be appointed under Section 6.3 of these Bylaws.

Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the Chair of the Board of Directors.

6.2 Election of Officers. The officers of this Properties Management Company, except any appointed under Section 6.3 of these Bylaws, shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board of Directors.

6.3 Additional Officers. The Board of Directors may appoint and authorize the chair of the Board of Directors to appoint any other officers that the Properties Management Company may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board of Directors.

6.4 Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause. An officer who was not chosen by the Board of Directors may be removed by any other officer on whom the Board of Directors confers the power of removal.

6.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Properties Management Company under any contract to which the officer is a party.

6.6 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

6.7 Responsibilities of Board of Directors Chair. The Chair of the Board preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. The Chair of the Board of Directors shall also be the chief executive officer and shall have the powers and duties of the president of the Properties Management Company set forth in these Bylaws. Subject to such supervisory powers as the Board of Directors, the Chair of the Board shall be the general manager of the Properties Management Company and shall supervise, direct, and control the Properties Management Company's activities, affairs, and officers. The Chair shall preside at all Board of Directors meetings. The Chair of

the Board shall have such other powers and duties as the Board of Directors or the bylaws may require.

6.8 Responsibilities of Board of Directors Vice Chair. The Vice Chair of the Board shall fill the duties of the Chair if the Chair is absent or disabled. When so acting, a Vice Chair shall have all powers of and be subject to all restrictions on the Chair. The Vice Chair shall have such other powers and duties as the Board of Directors or the bylaws may require.

6.9 Responsibilities of Secretary. The Secretary shall keep or cause to be kept, at the Properties Management Company's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board of Directors, of committees of the Board of Directors, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board of Directors and committee meetings; and the number of members present or represented at members' meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall keep or cause to be kept, at the Properties Management Company's principal office or at a place determined by resolution of the Board of Directors, a record of the Properties Management Company's members, showing each member's name, address, and class of membership.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board of Directors, and of committees of the Board of Directors that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

6.10 Responsibilities of Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Properties Management Company's properties and transactions. The Treasurer shall send or cause to be given to the members and Board of Directors members such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board of Directors. The books of account shall be open to inspection by any Board of Directors member at all reasonable times.

The Treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Properties Management Company with such depositories as the Board of Directors may designate; (2) disburse the Properties Management Company's funds as the Board of Directors may order; (3) render to the

president, chair of the Board of Directors, if any, and the Board of Directors, when requested, an account of all transactions as treasurer and of the financial condition of the Properties Management Company; and (4) have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

If required by the Board of Directors, the treasurer shall give the Properties Management Company a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the Properties Management Company of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

6.11 Contracts with Board of Directors members. No Board of Directors member of this Properties Management Company nor any other corporation, firm, association, or other entity in which one or more of this Properties Management Company's Board of Directors members are Board of Directors members or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Properties Management Company unless (1) the transaction is approved or ratified in good faith by the members other than the Board of Directors members, after notice and disclosure to the members of the material facts concerning the transaction and the Board of Directors member's interest in the transaction, or (2) (a) the material facts regarding such Board of Directors member's financial interest in such contract or transaction or regarding such common Board of Directors membership, officer status, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all Board of Directors members before consideration by the Board of Directors of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board of Directors members then in office, or if greater, by a vote sufficient for that purpose without counting the vote of the interested Board of Directors members; (3) before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the Properties Management Company could not obtain a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the Properties Management Company's religious purposes; and (4) this Properties Management Company enters into the transaction for its own benefit or for the benefit of the organization, and the transaction is fair and reasonable to this Properties Management Company or was in furtherance of its religious purposes at the time the transaction is entered into.

This Section does not apply to a transaction that is part of a public, charitable, or religious program of this Properties Management Company if it (1) is approved or authorized by the Properties Management Company in good faith and without unjustified favoritism and (2) results in a benefit to one or more Board of Directors

members or their families because they are in the class of persons intended to be benefited by the public, charitable, or religious program of this corporation.

Section 7: Indemnification and Insurance

7.1 Indemnification. To the fullest extent permitted by law, this Properties Management Company shall indemnify its Board of Directors members and officers, and may indemnify employees and other persons described in Corporations Code 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Properties Management Company, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code 9246(b) or 9246(c), the Board of Directors shall promptly decide under Corporations Code 9246(e) whether the applicable standard of conduct set forth in Corporations Code 9246(b) or 9246(c) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification, because the number of Board of Directors members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Board of Directors members who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code 9246(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Section 7.1 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Properties Management Company before final disposition of the proceeding, on receipt by the Properties Management Company of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Properties Management Company for those expenses.

7.2 Insurance. This Properties Management Company shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Board of Directors members, employees, and other agents, to cover any liability asserted against or incurred by any officer, Board of Directors member, employee, or agent in such capacity or arising from the officer's, Board of Directors member's, employee's, or agent's status as such.

Section 8: Administrative Items

8.1 Corporate Records. This corporation shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Minutes of the proceedings of its members, Board of Directors, and committees of the Board of Directors; and
- (c) A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

8.2 Board of Directors members' Inspection Rights. Every Board of Directors member shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Properties Management Company for a purpose reasonably related to the Board of Directors member's interests as a Board of Directors member.

Section 9: Emergency Powers

9.1 Emergency. The emergency bylaw provisions of this section are adopted in accordance with Corporations Code 9151(g). Notwithstanding anything to the contrary herein, this section applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 4.7 and 4.10 of these Bylaws:

- (a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;
- (b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- (c) An act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

(d) A state of emergency proclaimed by the governor of the state in which one or more Board of Directors members are resident, or by the President of the United States.

9.2 Emergency Actions. During an emergency, the provisions of Corporations Code 9140(n) will not apply to the Properties Management Company. The Board of Directors may not take any actions during an emergency that would be inconsistent with the terms of these Bylaws.

Section 10 General Provisions

10.1 Operation of Consecrated Properties. Title to all consecrated real property and appurtenant structures of a Parish, including, but not limited to school, social hall, auditorium, libraries, office and parsonage wherever located shall be vested in the name of the Properties Management Company under the sole management of this Corporation. All other Parish properties, real or personal, shall be vested in the name of each Parish. In exchange for the conveyance of Consecrated Properties to the Properties Management Company, the Parish shall have the right to lease (in triple net lease format) the Consecrated Properties for the benefit of the Parish for one dollar per year as long as it is in compliance with the Bylaws of the Western Diocese. Pursuant to the lease terms, the Parish shall provide the funds to purchase the Consecrated Properties and shall pay, when due, all promissory note payments, insurance premiums, repairs and obligations related thereto.

10.2 Conveyance of Consecrated Properties. A conveyance made pursuant to the provisions of Section 10.1, in the form of a Grant Deed subject to the following conditions, covenants and restrictions, shall be deemed to be in compliance with Section 10.1:

(a) The Grantee (also known as the Properties Management Company), its successors or representatives, shall not sell, transfer, assign, lease, exchange, encumber, hypothecate, mortgage, pledge or otherwise alienate or dispose of the property without the express written consent of the Parish Assembly of the Grantor Parish, for whose beneficial use and enjoyment the property is held. Any such transfer by the Grantee shall only take place upon the Grantee's receipt of notice of consent by either 1) a two-thirds majority of the Grantor Parish's voting members present at a duly convened meeting of the Parish Assembly and/or 2) with two-thirds majority of such quorum as shall be required under the Bylaws of the Grantee. In no event shall such quorum for purposes of conveyance under this subsection be comprised of less than one-third of the paid membership of the Parish.

(b) The Grantee and Grantor Parish, and their respective successors, shall at all times be subject to the Supreme Ecclesiastical authority of the Supreme Patriarch Catholicos of All Armenians in Holy Etchmiadzin. If either the Grantee or the Grantor

Parish, or their respective successors, disaffiliates with, or fails to recognize the spiritual and Ecclesiastical authority and jurisdiction of the Supreme Patriarch Catholicos of All Armenians in Holy Etchmiadzin, the party remaining faithful shall have the power to terminate this Grant Deed in the manner prescribed by law. In the event of such termination, title to the property shall become vested in either the Grantee or Grantor Parish, or their respective successors, remaining faithful to and recognizing the spiritual and Ecclesiastical authority and jurisdiction of the Supreme Patriarch Catholicos of All Armenians in Holy Etchmiadzin;

(c) Any amendments, modifications or changes to the bylaws of the Grantee, or its successors, shall not abrogate any conditions, covenants or restrictions of this Section 10.

Section 11 Amendment of the Bylaws

11.1 Amendments. These Bylaws may be amended by at the annual or at a special meeting of the Directors, provided the proposed amendments are mailed to the Directors at least one (1) month prior to such meeting. Amendments may be proposed by the Board of Directors. Such amendments shall be adopted by the two-thirds vote of the Directors present and voting. The amendments adopted by the Directors shall become effective upon the ratification of the Diocesan Assembly of the Western Diocese, provided however that no amendment may be made which significantly alters the purposes set forth in Section 1.3 of these Bylaws.

BYLAWS
WESTERN DIOCESE
OF THE
ARMENIAN CHURCH OF NORTH
AMERICA

ARTICLE I

Canonical Order and Name of the Diocese

1. The name of this Diocese shall be the Western Diocese of the Armenian Church of North America. The Armenian Churches within the Diocese constitute a spiritual and administrative unity, as established by Jesus Christ through the Holy Apostles St. Thaddeus and St. Bartholomew, and as such duly accept and abide by the statutes and canons of the One, Holy, Apostolic, Orthodox and Catholic Armenian Church, (hereafter referred to as the Armenian Church). The Diocese is an indivisible part of the Holy Armenian Apostolic Church, the headquarters of which is the Mother See of Holy Etchmiadzin. All matters pertaining to creed, rites, order and discipline of the Armenian Church remain subject to the Supreme Ecclesiastical authority of His Holiness the Supreme Patriarch and Catholicos of All Armenians at Holy Etchmiadzin.

ARTICLE II

ORGANIZATION AND JURISDICTION OF THE DIOCESE

2. The Diocese consists of all parishes, religious communities, and affiliate bodies located in the Western United States within the state of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, Oregon, New Mexico, Utah, Washington, and Wyoming. The Diocese of the Armenian Church of Mexico was transferred to operate under the jurisdiction of the Western Diocese by the Pontifical Encyclical (No. 877) of His Holiness Karekin II, Supreme Patriarch and Catholicos of All Armenians dated November 21, 2014. Included are the following administrative bodies.

(a) Parish Assembly

(b) Parish Council

(c) Diocesan Assembly

(d) Diocesan Council

3. The Headquarters of the Diocese shall be located in such city within the Diocese as
Incorporating the 2019 ratified amendments to the Diocesan Bylaws.

may be designated by the Diocesan Assembly.

4. (a) The Primate derives his authority to function in this Diocese from His Holiness the Catholicos. The Parish Priest derives his authority to serve in this Diocese from the Primate. The Parish Priest is appointed or removed from his position by the Primate in consultation with the Diocesan and Parish Councils.
- (b) All legislative authority of the Diocese rests in the Diocesan Assembly functioning under the Presidency of the Primate, or of his Vicar or under the Locum Tenens.
- (c) All Administrative authority of the Diocese is vested in the Diocesan Council functioning under the Presidency of the Primate, (hereafter referred to as Diocesan Council). The Diocesan Council derives its authority from the Diocesan Assembly.
- (d) All authority in a parish is vested in the Parish Assembly functioning under the Presidency of the Parish Priest.
- (e) All administrative authority in a parish is vested in the Parish Council functioning under the Presidency of the Parish Priest, (hereafter referred to as the Parish Council). The Parish Council derives its authority from the Parish Assembly.

ARTICLE III

ORGANIZATION OF A PARISH

CHAPTER I - PARISH MEMBERSHIP

5. A communicant of the Armenian Church shall:
 - (a) Be baptized and chrismated in the Armenian Church, or if canonically baptized, be chrismated in the Armenian Church; and
 - (b) Accept her doctrines, canons and rites.
6. A minimum of twenty-five (25) communicants in a community may constitute a parish upon confirmation by the Diocesan Council
7. (a) A communicant becomes a voting member (hereafter referred to as a member) of a parish when he or she reaches the age of eighteen (18), his or her application has been formally accepted by the Parish Council, and he or she has paid the minimum annual pledge as established by the Parish Assembly. The Parish Council shall accept or reject the applicant in writing, which shall include the date of acceptance or rejection, within sixty (60) days after submission of the application to the Parish as provided in Section 8.
- (b) A new member shall have the right to vote at the Parish Assembly provided that six (6) months, have elapsed since his membership was formally accepted.
- (c) Subject to Section 27(d), any member of the Parish in good standing (members who have paid the required dues and adhered to these Bylaws), not employed by the Parish at the time of or within the past five years preceding the election, shall

be eligible for nomination to any elective office in the Parish, provided also that one year has elapsed since his membership was formally accepted.

8. A communicant, to become a member, must sign the application and commitment form containing the following statement and present it, in person, to the Priest or in his absence to a member of the Parish Council.

“I hereby apply for membership in (insert name of church and city), and I attest that I have been baptized, and have been chrismated in the Armenian Church, and that I accept the doctrines, hierarchical authority, canons, and rites thereof, and that I am not a member of another church. I promise to attend church, and faithfully fulfill my obligations to the church and to adhere to the Bylaws of the Diocese.”

9. Every member shall sign a pledge card each year, on which he shall designate the amount of his pledge as his contribution toward the annual budget of the Parish, and specify the terms of payment which shall be paid or postmarked by calendar year end December 31st of that year. The pledge shall be equal or greater than the minimum annual pledge specified in (a) below. In order to participate and vote in the Annual or any Special Parish Assembly, the member shall have paid at least the minimum annual pledge by December 31 of the prior year. New members' right to vote shall satisfy the six (6) month requirement specified in 7 (b).
 - (a) The minimum annual pledge to be paid by members shall be as determined by the Diocesan Assembly. This amount may be increased by the Parish Assembly.
 - (b) A member who has not paid his minimum pledge in full for two (2) consecutive years shall be considered a new member subject to the provisions of Section 7.
10. (a) A member acting in contravention of these Bylaws or the application and commitment form of Section 8 may be deprived of Parish membership by the two-thirds (2/3) vote of the Parish Assembly and the approval of the Diocesan Council.
 - (b) A member acting contrary to the canons of the Armenian Church may be deprived of his membership after a Court of Clergy, consisting of three (3) clergymen designated by the Primate, has made a proper investigation. The deprived member shall have the right to appeal to the Primate. The final decision shall be made by the Primate who shall inform the Parish of his action.
 - (c) No person may be a member in more than one Parish of the Armenian Church at the same time.
 - (d) A member may transfer his membership from one Parish to another after securing a certificate of good standing signed by his Parish Priest.
11. A person deprived of membership pursuant to Section 10 may reapply for membership in any Parish of the Diocese, after satisfying all the requirements set forth by the court of Clergy and the Primate.

CHAPTER II - PARISH ASSEMBLY

12. A meeting of the members of a Parish shall constitute the Parish Assembly, which shall conduct the affairs of the Parish in accordance with these Bylaws.

13. Duties and Powers of the Parish Assembly.

The Parish Assembly shall:

- (a) Recommend the appointment or removal of the Parish Priest or his assistant(s) to the Primate.
- (b) Elect or remove member(s) of the Parish Council.
- (c) Elect delegates and two alternates to the Diocesan Assembly. The alternates shall be those who receive the highest votes short of election. An alternate shall substitute for a delegate in the Diocesan Assembly.
- (d) Elect the officers of the Parish Assembly.
- (e) Elect an Auditing Committee.
- (f) Receive the accounts and annual written reports of the Parish Priest, the Parish Council and subordinate Parish groups for all activities during the preceding year.
- (g) Approve the budget of the Parish for the ensuing year.
- (h) Create and determine the use of a Reserve Fund, with the approval of the Diocesan Council and subject to the following provisions.
 - 1. The Reserve Fund may receive specific donations or bequests and surplus funds administered by the Parish Council. The Parish Council may, at any time, transfer funds into the Reserve Fund.
 - 2. Proposed uses of the Reserve Fund shall be submitted to the Parish Council for its review and recommendation before presentation at the next regular or special Parish Assembly for disposition by vote of the Parish Assembly. Reserve Fund management decisions involving liquid, non-speculative, short-term investments, may be made without Parish Assembly approval. Investment documents, resulting from Fund uses approved by the Parish Assembly, shall be signed by the required officers of the Parish Council.
 - 3.
 - 4. At the option of the Parish Assembly, the Reserve Fund may be managed by the Parish Council or by a Reserve Fund Board elected by the Parish Assembly. The Board shall consist of a minimum of three (3) elected members with terms of office not exceeding four (4) years. Liaison with the Parish Council shall be conducted through the Parish Council Chairman, who shall be ex-officio a

member of the Board.

- (i) Recommended the purchase, sale, mortgage, encumbrance, transfer, except for transfers made to the Diocese in compliance with Section 111, lease, exchange, or improvement of real property for the use of the parish and the creation and use of a building fund to the Diocesan Council.

1. The Building Fund shall have as its goal, the financing of a property improvement project, real property acquisition, or reduction of an existing indebtedness and may include specific donations and bequests.
2. At the option of the Parish Assembly, building funds and projects may be managed, by a Building Committee appointed by the Parish Council or by a Building committee elected by the Parish Assembly.

The elected Building Committee shall consist of a minimum of three (3) elected members for a term of two (2) years each and may be re-appointed or re-elected for additional terms of two (2) years each. Liaison with the Parish Council shall be conducted through the Parish Council Chairman, who shall be ex-officio a member of the Building Committee.

3. The Building Committee shall be responsible for raising and managing funds; may also be assigned the responsibility for managing the Building Project. The Building Committee shall be responsible to the Parish Assembly through the Parish Council in all phases of its activities.
 4. All official loan or title documents shall be signed by required officers of the Diocesan Council.
 5. The elected Building Committee is responsible to the Parish Assembly, and must prepare, as a minimum, an annual report including an audited financial report.
 6. The Building Committee and Building Fund shall be disbanded by the Parish Assembly after the goal has been reached, and after submission of a final report, or by vote of the Parish Assembly. Any remaining Building Funds shall be turned over to the Parish Council
- (j) Authorize the Parish Council to borrow money for any Parish need. The Parish Assembly must obtain the approval of the Diocesan Council to increase the total indebtedness of the Parish in an amount exceeding \$30,000 (thirty-thousand dollars) during each calendar year.
 - (k) Adopt resolutions to be submitted to the Diocesan Assembly and receive the reports of the delegates to the Diocesan Assembly.
 - (l) Suspend or expel any member in accordance with Section 10 of these Bylaws.

14. Parish Assembly Officers

The Parish Priest is the ex-officio President of the Parish Assembly. In his absence,

the Assistant Priest shall preside. When neither is present or when a Parish does not have a Priest, the Primate shall designate who shall serve as President. In the event that the Primate, or his Vicar, is present at a meeting, he shall preside over the meeting.

The duties and powers of the President shall be to:

- (a) Remain present until the adjournment of the meeting, except as provided in Section 104.
 - (b) Supervise the orderliness of the meeting and proper observance of the Bylaws.
 - (c) Adjourn the meeting, if the Chairman fails or refused to do so, upon any improper conduct, disorderliness or violation of those Bylaws.
 - (d) Sign the approved minutes of a Parish Assembly.
15. The elected officers of the parish Assembly shall be the Chairman, the Vice Chairman and the Secretary. They shall be elected for a nominal term of one (1) year starting after the adjournment of the Annual Parish Assembly during which they are elected. No member of the Parish Council shall be an officer of the Parish Assembly.
16. The duties and powers of the Chairman shall be to:
- (a) Conduct the meetings of the Parish Assembly in accordance with the provisions of these Bylaws.
 - (b) Sign the minutes of the Parish Assembly after their approval by the same Assembly.
 - (c) Perform such additional duties as the Parish Assembly prescribes.
 - (d) Appoint a Balloting committee consisting of at least three (3) members selected from members of the Parish Assembly, who shall collect, count and tabulate the votes.
 - (e) Submit all reports and minutes of the Assembly as required by Section 24.
17. The duties of the Vice-Chairman shall be to perform all the duties of the Chairman in his absence.
18. The duties of the Secretary shall be to record and sign the minutes of the Parish Assembly.
19. Annual and Special Meetings:
- The regular annual meeting of the Parish Assembly shall take place in the month of January, and no later than the second Sunday in February of each year, for the purpose of transacting its regular business and holding annual elections, subject to the following provisions.

- (a) The notice of the Parish Assembly shall be in writing and shall be mailed at least ten (10) days prior to the date of the meeting. The notice shall include, as a minimum, the agenda of the meeting, the annual financial statement of the Parish, and the sample ballot. The notice must bear the name of the President and the elected officers of the Parish Assembly and must be mailed to all members.
 - (b) The Parish Assembly may have the following order of business at its regular meetings:
 - 1. Registration of members.
 - 2. Call to Order.
 - 3. Opening Prayer.
 - 4. Adoption of agenda.
 - 5. Reading of minutes of previous meeting.
 - 6. Report of the Parish Priest.
 - 7. Report of the Parish Council, including the subordinate organizations.
 - 8. Financial statement of the Parish Council.
 - 9. Report of the Auditing Committee.
 - 10. Report of the special committees.
 - 11. Report of the delegates to the Diocesan Assembly.
 - 12. Old Business.
 - 13. Correspondence.
 - 14. Adoption of Annual Budget.
 - 15. New Business.
 - 16. Election of Officers.
 - 17. Adjournment.
 - (c) In any Parish, the Assembly may hold its regular annual meeting in two (2) sessions, if it is so decided four (4) weeks prior to that date of the meeting by the Majority vote of the Nominating Committee. If such a decision is made, the First Session shall take place on the day specified in Section 19 (a) as the day of the regular meeting of the Parish Assembly, and the Second Session shall take place no later than the second (2nd) Sunday in February of each year, and shall be limited to the unfinished business of the published agenda. In both sessions, the quorum specified in Section 21 (a) is required.
20. (a) A Special Parish Assembly shall be called at the request of any of the following:
- 1. The Primate;
 - 2. The Diocesan Council;
 - 3. The Parish Priest;
 - 4. The Parish Assembly Officers, with the consent of the Parish Priest;
 - 5. The Parish Council;
 - 6. The written request of at least twenty per cent (20%) of the members. If such requested special meeting is not called, the requesting group may notify the Primate.
- (b) Notice of a Special Parish Assembly shall be in writing, containing the proposed agenda of the meeting, and be signed by the President and Officers of the Parish

Assembly or the Primate when so requested. Notices shall be mailed to the members at least ten (10) days prior to the date of the Special Meeting.

21. Quorum

- (a) In a duly called Parish Assembly, one-third (1/3) of the members of the Parish shall constitute a quorum, and decisions other than elections (Sec. 99-100) shall be made by a majority of the members constituting a quorum who are present and voting.
- (b) [Intentionally left blank]
- (c) In order to accomplish any of the following, the decision of the Parish Assembly must be made at a meeting where there is present a quorum of one-third (1/3) and the decisions must be passed by a vote of two-thirds (2/3) of the members present and voting, and the decisions must be approved by the Primate and Diocesan Council; to remove the Parish Priest from office, to recommend purchase, sale, transfer, mortgage, encumber, lease, exchange, or borrow money, sell sacred vessels, and to use the Reserve Fund.
- (d) The total membership number to be used to determine the quorum for the Annual or any Special Parish Assembly shall be based on the number of Parish members who have paid their minimum pledge on December 31 of the prior year plus any additional new members that satisfy the six (6) month membership requirement of 7 (b) at the time of the Assembly. The quorum for the Annual or any Special Parish Assembly shall be composed of those members registering for the Assembly and satisfying the requirements of Section 9.

22. Attendance

- (a) Before the opening of any Parish Assembly Meeting, each member shall register in the presence of the Secretary of the Parish Assembly. This list of names shall be confirmed by the Treasurer of the Parish Council to verify whether or not the registered members have paid their annual pledge according to these Bylaws.
- (b) The Parish Assembly may decide to have a closed meeting, restricting the attendance to members only.

23. Balloting

Balloting shall proceed as follows:

- (a) Each member shall be given a ballot, which shall be personally cast at the time of elections.
- (b) Each member shall mark only as many as there are positions to be filled. Should there be more names marked than required in any section of the ballot, said section only shall be void.
- (c) In the event of a tie vote during any election of officers, the tie shall be broken

by the casting of lot.

24. Reporting

Reporting shall be as follows:

- (a) The results of an election shall be forwarded to the Primate for approval, immediately following the Parish Assembly but no later than March 5 for annual election results.
- (b) All reports, as well as those decisions of the Parish Assembly requiring approval, shall be forwarded to the Primate for approval by the Diocesan Council no later than the earlier of a) within two (2) weeks from the date of the meeting, or b) March 5th of the year of the meeting.
- (c) All reports shall be in writing and shall be signed by the President and the Officers of the Parish Assembly.

25. Complaints

A member having complaints against the legality of a Parish Assembly, its resolutions or elections shall first state his complaint at the time of the meeting to the Chairman, and if still dissatisfied, he shall then present the matter in writing, to the Primate for disposition within seven (7) days of the date of the meeting.

26. Committee; Duties and Powers

The Nominating Committee of the Parish Assembly shall consist of the Parish Priest, the Parish Council, the Officers of the Parish Assembly and the Diocesan Delegates. It shall meet at least thirty (30) days in advance of the annual Parish Assembly and prepare a list of nominees consisting of, preferably, twice the number necessary to fill each position.

27. Auditing Committee

The Auditing Committee shall:

- (a) Consist of three (3) members, who shall serve for a staggered term of three (3) years. The first such election shall be for initial terms of three (3), two (2), and one (1) year (s) respectively corresponding to the number of votes received by the three (3) candidates receiving the highest votes.
- (b) Regularly examine the books of the Parish Council, every three (3) months and at the end of each fiscal year report its findings in writing, with recommendations, first to the Parish Council and then to annual meeting of the Parish Assembly.
- (c) Have the right to conduct special investigations, and in case of misappropriation of funds or other abuses or irregularities, report the same, in writing, first to the Parish Council. The Committee shall also present its report to the officers of the Parish Assembly, who may call a special Parish Assembly to consider the report of the Auditing Committee.

- (d) A member of the Auditing Committee shall not be eligible to serve concurrently on the Parish Council.

28. Diocesan Dues

The Parish shall pay its annual dues to the Diocese known as the Diocesan Dues, which shall include the parish's annual contribution to the Mother See of Holy Etchmiadzin. New parishes shall be exempt for the first two (2) regular dues paying years. The amount of such dues shall be set forth in the Diocesan Budget for a given calendar year as approved by the Diocesan Assembly held in the previous year, or as modified by the Diocesan Assembly held in the current year.

CHAPTER III - PARISH COUNCIL

29. The Parish Council, as the administrative authority of the Parish [Section 4(e)], shall administer and direct the affairs and activities of the Parish, including the affairs of subordinate organizations, and shall be the custodian of all property belonging to the Parish. At a meeting, the presence of the majority of the members of the Parish Council shall constitute a quorum. In the absence of the President, the Parish Council may meet by the invitation of the Parish Council Chairman with the approval of the absent President or the Primate.
30. The Parish Assembly shall elect a Parish Council from among its members to consist of not less the five (5) nor more than fifteen (15) members as determined by the Nominating Committee.
31. The members of the Parish Council shall be elected for a staggered term of two (2) years and their election shall be subject to the approval of the Diocesan Council. In case of the election of an entire Parish Council at one time, the majority of the Councilmen who receive the highest votes shall serve for a term of two (2) years, and the minority shall have a one-year (1) term. At each election two (2) alternates, designated as first and second alternates, shall be elected to fill any vacancy that may occur in the Council during the year. An alternate called to serve on the Parish Council shall complete the term of office of his predecessor provided that, if the unexpired term is for more than one (1) year, the alternate shall serve only until the next election, at which time a member shall be elected for one (1) year.
32. If a member of the Parish Council is unable to attend a meeting he must notify the President or the Chairman and may be excused prior to the meeting. When a member has three (3) consecutive unexcused absences from Parish Council meetings, and/or, in the opinion of the two-thirds (2/3) of the Parish Council members, is neglectful of his duties, shall be deemed to have resigned and shall be so notified by the Parish Council.
33. In the event of a vacancy in the Parish Council, due to death or resignation, which remains unfilled due to the lack of alternates:

~~(a) The remaining members of the Parish Council shall, by majority vote, appoint a~~
Incorporating the 2019 ratified amendments to the Diocesan Bylaws.

successor to complete the term of the deceased or resigned member, subject to the approval of the appointee by the Diocesan Council.

- (b) However, the total number of alternates and members elected under Section 33(a) simultaneously serving on the Parish Council may not exceed 50% of the total members that would constitute the Parish Council. A Special Parish Assembly shall be convened to elect members to fill the additional vacancy(ies).

34. Members of the Parish Council shall continue to serve until their elected successors are confirmed by the Diocesan Council and assume their duties.

35. The transfer of all accounts between officers of an outgoing and incoming Parish Council shall be done in the presence of the Parish Priest at a Parish Council meeting. After the accounts have been verified, the officers shall sign the record of the transaction.

36. The powers and duties of the Parish Council shall be:

- (a) To help the Parish Priest in ensuring the proper and regular performance of Church services.

- (b) To carry out the decisions of the Parish Assembly.

- (c) To present to the Parish Assembly its Annual Report of activities including reports of all subordinate organizations and committees and to send a copy of the same to the Primate.

- (d) To present to the Parish Assembly its Annual Financial Statement after it is duly examined and approved by the Auditing Committee, and to send a copy of the same to the Primate.

- (e) To prepare the Annual Budget of the parish for the current year and submit it to the Parish Assembly for approval.

- (f) To examine and approve, annually, the accounts of its subordinate organizations and committees and super- vise and regulate their financial and administrative affairs.

- (g) To collect regularly the pledges of members and all other income of the Parish and explore and develop new sources of revenue. The sources of revenue include such items: as the sale of candles, liturgical items and literature; sacraments; donations; membership dues; financial enterprise operating with the approval of the Diocesan Council; and endowment funds.

- (h) To attend church services regularly. (By special arrangement, one or more members of the Parish Council shall attend church services from its start in order to take care of various church duties).

(i) To appoint one or more members from the Council, or a representative, to be
Incorporating the 2019 ratified amendments to the Diocesan Bylaws.

present in the church during weddings and funerals.

- (j) To establish, supervise and give moral and financial support to all schools of the Parish.
 - (k) To record and maintain in a special book the names and addresses of all members of the Parish.
 - (l) To maintain a list of the names and addresses of Armenians residing within the community. A copy of said list shall be forwarded to the Diocesan Office.
 - (m) To receive a Priest, appointed by the Primate to take charge of the Parish until a Priest is instated in his position in accordance with the Bylaws.
 - (n) To take an annual inventory of all Church properties and possessions and send a copy of the same to the Diocesan Council.
 - (o) To recommend to the Parish Assembly the purchase, improvement, sale, or repair of real property and the borrowing of money in accordance with these Bylaws. The Parish Council, however, shall have the authority on its own to make improvements, or incur expenses for maintenance and repairs not already included in the approved annual budget, in an amount not to exceed 10 percent of the approved annual budget.
 - (p) To plan and organize each year, programs for public celebrations of three (3) main events in our national history. (1) Vartanatz in February; (2) Martyrs' Day in April; and (3) the Month of Culture in October.
 - (q) To collect Diocesan Dues within the calendar year in which they are payable.
 - (r) To execute all transfers of real property to the Diocese made in compliance with Section 111.
 - (s) To bind the Parish to contractual relationships with third parties by the signature of two elected officers of the Parish Council. The Parish Priest, although serving as the President, is not an elected officer.
37. The parish council shall annually elect, from among its members a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. The Council may elect an Assistant Secretary, and Assistant Treasurer, and any other officer as it may find necessary.
- (a) The Chairman shall conduct all Parish Council meetings according to these Bylaws.
 - (b) The Vice-Chairman shall perform the duties of the Chairman in his absence.
 - (c) The Secretary shall keep the Minutes of all meetings of the Parish Council.
 - (d) The Treasurer shall collect all Parish membership pledges/dues, income, gifts and

donations and deposit such funds in one or more bank or investment accounts in the name of the Parish. All disbursements from these accounts shall be made by check bearing the signatures of any two (2) authorized Parish Council lay officers or members. The Treasurer shall make monthly financial reports to the Parish Council and an annual Financial Report and Proposed Budget to the Parish Assembly which have been approved by the Parish Council. The Treasurer shall keep a separate account for the specific funds that have been designated by their donors.

38. The Parish Council shall meet at least once a month. The President, the Chairman, and the Secretary shall prepare the agenda for the meetings, invite the members to the meeting and sign all official documents. The Parish Council shall have the following order of business at its regular meetings.
 - (a) Meeting called to order.
 - (b) Opening prayer.
 - (c) Roll Call and absentees noted.
 - (d) Reading and approval of Minutes of previous meeting.
 - (e) Report of the Parish Priest.
 - (f) Financial Report.
 - (g) Correspondence.
 - (h) Report of Standing Committees.
 - (i) Report of special meetings or committees.
 - (j) Action on applications of new members.
 - (k) Unfinished business.
 - (l) New Business.
 - (m) Adjournment
39. The Parish Council shall have an official seal in the name of the Church to be affixed to all official documents.
40. The Parish Council shall organize and/or approve the formation of Parish organizations and of committees and election of their officers, and shall coordinate and supervise their activities.
 - (a) The Chairman of the Parish Council shall be an ex-officio member of all church organizations, and may personally attend or be represented at their meetings.
 - (b) The Council shall hold at least two (2) joint meetings in the year with the officers of these subordinate organizations to discuss the good and welfare of the church and formulate plans for their activities. At these joint meetings, the Chairman of the Parish Council shall act as the Chairman.
41. The Parish Council shall hold at least one (1) joint meeting a year with the officers of the Parish Assembly and the Diocesan Delegates to discuss the affairs of the Parish. The Officers of the Parish Council shall be the Divan at these joint meetings. The minutes shall be entered as part of the Parish Council's records. At these meetings, only the members of the Parish Council shall vote on matters requiring resolution by vote.
42. The Parish Council shall hold at least two (2) meetings with the Diocesan Delegates

to discuss and prepare for and report on the Diocesan Assembly. These meetings, at the discretion of the Parish Council and with the agreement of the Diocesan Delegates, may be held in conjunction with the meeting held under the provisions of Section 41. These meetings shall be held at least one (1) month prior to and within one (1) month after the Diocesan Assembly.

43. Complaints concerning the Parish Council as a body, or against any one of its members, must be submitted in writing first to the Parish Council. If the complainant is not satisfied with the reply received, then the written complaint must be made through the Parish Priest, or, in his absence, directly to the Diocesan Council for disposition.
44. Any dispute arising between the members of the Parish Council and the Parish Priest must be submitted to the Diocesan Council for settlement. Its decision shall be final.
45. The Parish Council shall submit any complaint against the Primate and the Diocesan Council or against any member thereof in writing to the Diocesan Council, and if it does not satisfy the said Parish Council, then the Parish Council shall submit its complaint, through its delegates, to the Diocesan Assembly for decision.
46. A Parish Council shall be considered dissolved when it loses its majority by resignation or other cause, in which case new elections shall be held. If the newly elected members also resign or it becomes impossible to form a parish Council, the Diocesan Council shall, in consultation, with the Parish Priest and officers of the Parish Assembly, appoint a temporary Council. Within a period of six (6) months another election shall be held by the Parish Assembly.
47. In the event a Parish Council acts contrary to the provisions of these Bylaws, the Diocesan Council shall call the matter to the attention of the parish Council. If the Parish Council does not correct itself, the Diocesan Council shall have the right to dissolve the Parish Council and call for a new election.

CHAPTER IV - Parish Priest

48. (a) When there is a vacancy in the office of the Parish Priest, the Primate with concurrence of the Parish Council shall appoint a clergyman to serve in the parish.
 - (b) Only the Primate has the authority to communicate with, and determine the availability of clergymen for the office of Parish Priest; however, the Parish Council may submit names to the Primate for consideration.
 - (c) In the process of appointing a Parish Priest, the Primate shall submit the name of a clergyman, or the name of a candidate for priesthood, together with his resume to the Parish Council in order to present the same to the Parish Assembly.
 - (d) Between six (6) months and one (1) year after the Primate appoints a Parish Priest, the Parish Assembly shall vote by secret ballot and by majority of the members present, a quorum as specified in Section 21(a) being in attendance, in order to

approve the appointment of the Priest. Then the results of the vote shall be presented to the Primate for ratification.

49. (a) The Parish Priest, appointed and/or approved in accordance with Section 48 and confirmed by the Primate, shall be the head of the Parish and the President of each of its organizations and committees, with the exception of the Auditing Committee.

(b) All meetings of the Parish Council and other Parish subordinate organizations, with the exception of the Auditing Committee, shall be called with the knowledge and consent of the Parish Priest and shall be held under his Presidency. In case of his absence, his assistant or the Chairman of the organization shall preside over the meeting and report its decision to the Parish Priest for his approval.

50. If more than one (1) clergyman has been assigned to a Parish, by appointment or approval in accordance with Section 48, one shall be designated as the Parish Priest and the other (s) as Assistant (s) under the immediate authority of the Parish Priest.

51. The Parish Priest, who has not yet attained the age of seventy (70) years, shall hold office so long as no serious disagreements arise with respect to his responsibilities or until he is reassigned or removed at the sole discretion of the Primate under Section 52. Upon attaining the age of seventy (70) years, the Parish Priest shall be eligible for retirement and may only continue to hold office so long as the Primate agrees, in accordance with section 4(a), to his continued assignment. When there are unresolved disagreements between the Parish Priest and the Parish Council, or complaints by Parish members about the Parish Priest, the provisions of Sections 44, 52, 57, 58 and other applicable provisions of these Bylaws shall apply.

52. The Priest of a Parish may resign, or be removed, or reassigned by the Primate, or be presented for removal from his office by two-thirds (2/3) vote of the Parish Assembly, a quorum as specified in Section 21(a) being in attendance. The Parish Assembly shall submit its recommendation for removal of the Parish Priest to the Primate for ratification.

53. The Parish Council is authorized to determine the stipend of the Parish Priest and other terms (housing, car, insurance, etc.) subject to the approval of the Parish Assembly as to the following year.

54. The Powers and Duties of the Parish Priest shall be:

(a) To conduct religious services and administer the Sacraments in accordance with the canons and traditions of the Armenian Church.

(b) To visit the people of the Parish, to comfort the sick, the needy and the bereaved of his flock.

(c) To perform all the good deeds prescribed in the Holy Scriptures and by Ecclesiastical Councils and Holy Fathers of our Church for the advancement of spiritual life and good order in the Parish.

- (d) To issue Certificates of Baptism and/or Chrismation and Marriage on forms supplied by the Diocesan Office.
 - (e) To keep a permanent record of all baptisms, marriages and deaths.
 - (f) To promote and supervise the Choir, Altar Servers; (Deacons, Candle-Bearers, etc.) Sunday School and Armenian Language School.
 - (g) To preside at all meetings of the Parish Assembly, the Parish Council, and all other Parish organizations and committees, to guide, direct and encourage them to promote the spirit and traditions of our Holy Church.
 - (h) To ensure by careful supervision, the proper observance of the provisions of these Bylaws and the proper execution of the decisions of the Parish Assembly and the instructions of the Primate.
 - (i) To present annually a report of his activities to the Parish Assembly and to the Primate.
 - (j) To expend funds of a limited amount to be designated by the Parish Council, and on behalf of the Parish, during the ordinary course of business; however the Parish Priest has not authority, orally or in writing, to bind the Parish or the Parish Council by his signature to any contractual relationship with third parties.
55. Choirmaster(s), sacristan(s), church school superintendent(s) and office worker(s) may be appointed and removed by the Parish Priest with the consent of the Parish Council.
56. (a) A Priest cannot officiate at Sacraments and rites in another Parish without the consent of the Parish Priest.
- (b) In a Parish where there is no Parish Priest, the Parish Council, upon the authorization of the Primate, may invite a clergyman to officiate at Sacraments and rites.
- (c) In communities where there is no organized Parish with a Council, a clergyman may officiate with the consent and/or the instruction of the Primate.
57. A Priest may resign from the Diocese only after he had obtained the written permission of the Primate.
58. Allegations that a Priest has acted contrary to the canons of the Church, or has committed deeds unbecoming of His Holy Order, shall be presented in writing to the Primate, along with pertinent evidence. The Primate shall immediately refer the matter to the Court of Clergy, appointed by him per 96(l), for further investigation and shall forward a copy of the allegations to the Priest and to the Court. The Primate, after

consulting the Court, may temporarily suspend the Priest from all priestly functions, with or without compensation, during the period of investigation of the allegations by the Court. The Court shall arrange for a hearing and the Primate shall notify said Priest of same at least fifteen (15) days prior to the hearing. The Priest shall appear at the hearing and present his side of the case. After due hearing, the Primate, in consultation with the Court, shall render his decision as to the disposition of the allegations and any action required and shall notify the Priest in writing of same. The decision of the Primate shall be final and he shall inform, as necessary, His Holiness the Catholicos of All Armenians of his action.

ARTICLE IV

ORGANIZATION OF THE DIOCESE

Chapter I - Diocesan Assembly

59. The Diocesan Assembly is the representative body of the Parishes and the highest legislative body of the Diocese.
60. (a) The Delegates of the Diocesan Assembly shall consist of lay delegates elected by the Parishes, Diocesan Council Members, Diocesan Assembly Officers, Parish Council Chairman or in its absence the Parish Council Vice Chairman, and all Priests holding office under the jurisdiction of the Diocese. All Delegates, except Priests holding office under the jurisdiction of the Diocese, shall be dues paying members pursuant to Section 9 of these Bylaws.
- (b) Any member of the parish within the jurisdiction of the Diocese who has attained the age of 25 years is eligible to be elected as a delegate to the Diocesan Assembly.
61. (a) Each Parish shall be entitled to have lay delegates in the Diocesan Assembly in proportion to the number of its members, as follows:

| <u>Members</u> | <u>Number of Delegates</u> |
|----------------|----------------------------|
| Up to 50 | 1 |
| 51 to 100 | 2 |
| 101 to 150 | 3 |
| 151 to 200 | 4 |
| 201 to 250 | 5 |
| 251 to 300 | 6 |
| 301 to 350 | 7 |
| 351 to 400 | 8 |
| 401 to 450 | 9 |
| 451 or more | 10 |

- (b) No Parish shall have more than ten (10) elected delegates.

- (c) The Chairman of the Parish Council, or in his absence the Vice-Chairman shall be ex-officio member of the Diocesan Assembly and shall enjoy all the rights and privileges of an elected delegate.
62. Delegates to the Diocesan Assembly shall be elected for a term of two (2) years. Alternate delegates shall be elected for a term of one (1) year. Each year, the term of office of one-half of the delegates from each Parish shall terminate.
63. The powers and duties of the Diocesan Assembly shall be:
- (a) To see that the provisions of these Bylaws are observed.
 - (b) To finalize and approve the agenda.
 - (c) To elect into or remove the Primate from his office in accordance with Sections 89 and 97.
 - (d) To elect or remove the member(s) of the Diocesan Council and their alternate(s).
 - (e) To elect an Auditing Committee consisting of three (3) members, excluding the Primate or Locum Tenens, who shall serve for a staggered term of three (3) years.
 - (1) In case of the election of an entire Auditing Committee at one time, the one (1) member who receives the highest votes shall serve for a term of three (3) years, and the minority shall have a one (1) year term.
 - (2) The duty of the Auditing Committee shall be to audit all accounts of the Diocesan Council and to report its findings to the Diocesan Assembly. As a minimum, an audit shall be conducted of the Diocesan accounts for the calendar year. In addition, an audit shall be conducted by the newly elected Auditing Committee within 90 days after a change in the office of Treasurer of the Diocesan Council. A member of the Diocesan Auditing Committee shall not be eligible to serve, during his or her term, concurrently on the Diocesan Council, as an Endowment Fund Trustee, or as Primate or Locum Tenens.
 - (f) To examine and approve the annual budget of the Diocese prepared by the Diocesan Council.
 - (g) To investigate and resolve any complaints against the Primate, referred to the Diocesan Assembly by the Diocesan Council, or by any other official body, after giving the Primate an opportunity to be heard.
 - (h) To investigate and resolve any complaints against a member of the Diocesan Council, or the Diocesan Council as a whole, made by any Parish Council and presented by the Diocesan Delegates of said Parish.
 - (i) To approve the purchase, sale, mortgage or exchange of real property, and the

construction of a building for the Diocese.

- (j) To elect delegates or representatives to attend national or world ecclesiastical meetings when called by His Holiness the Catholicos and to provide for the necessary travel expenses.
- (k) To determine the minimum annual dues to be paid to a Parish by each Parish member.
- (l) To amend the Bylaws of the Diocese, subject to the approval of His Holiness the Catholicos.

64. Special meetings of the Diocesan Assembly must be held upon any one of the following:

- (a) The recommendation of His Holiness the Catholicos.
- (b) The request of the Primate.
- (c) The request of the Diocesan Council.
- (d) The request of the officers of the Diocesan Assembly.
- (e) The written request of one-third (1/3) of the delegates.

65. The regular and special meetings of the Diocesan Assembly shall be opened by the Primate or, in his absence, his Vicar, or the Locum Tenens.

66. (a) The Primate of the Diocese is the ex-officio President of the Assembly. The elected officers of the Diocesan Assembly shall be a Chairman, Vice-Chairman, Secretary and Assistant Secretary who shall be elected by the Diocesan Assembly at its annual meeting and shall hold office until their successors are elected.

(b) A candidate for Diocesan Assembly Officer must be a Delegate of the Assembly at the time of its election.

(c) The Parish of an Assembly Officer or Diocesan Council member who is concurrently serving a term as an elected lay delegate shall be entitled to an alternate delegate vote in the place of the Officer's or Diocesan Council member's delegate vote.

67. No member of the Diocesan Council shall be an officer of the Diocesan Assembly.

68. The Diocesan Assembly shall hold its annual meeting on the weekend of either the first or third Sunday in May, as determined by the Diocesan Council and the officers of the Diocesan Assembly no later than two (2) months prior to the meeting.

69. The notice of the annual or special meetings of the Diocesan Assembly provided by Section 78 (o), shall be mailed or sent by email transmission to each Delegate at least thirty (30) days prior to the date of the meeting, provided, however, in case of an emergency, notice shall be mailed, sent by email transmission, or otherwise given as soon as reasonably possible.
70. The officers of the Diocesan Assembly shall:
- (a) At least two (2) months prior to the annual Diocesan Assembly meeting, appoint a Nominating Committee of three (3) members whose duties shall be to meet and prepare a sample ballot listing the names of the candidates for all elective offices. The ballot so prepared shall be mailed to the Diocesan delegates together with the notice of the Diocesan Assembly meeting. At least two (2) names shall be presented for each office. Additional nominations from the floor shall be entertained at the Diocesan Assembly meeting prior to the casting of votes.
 - (b) Appoint at or prior to the date of the annual Diocesan Assembly meeting:
 - (1) A Parliamentary Committee consisting of three (3) members;
 - (2) A Resolutions Committee consisting of three (3) members;
 - (3) An Acknowledgment Committee consisting of three (3) members; and
 - (4) A Balloting Committee consisting of three (3) members.
 - (c) At the commencement of the Diocesan Assembly meeting, announce the names of all committee members.
71. The agenda of the Diocesan Assembly shall be prepared by the Diocesan Council and officers of the Diocesan Assembly.
72. Before the convening of the Diocesan Assembly, the Primate and the officers of the Assembly, under extenuating circumstances, may decide to have closed sessions of the Assembly. After the convening of the Assembly, the majority may decide to have an open or closed meeting.
73. A majority of the delegates of the Diocesan Assembly, present in person, shall constitute a quorum for the transaction of business.
74. (a) A delegate or his alternate shall present to the Officers of the Diocesan Assembly a credential signed by the parish Priest. After verification by the officers of the Diocesan Assembly, said delegate or the alternate, shall take his seat in the Assembly as a delegate. In case of any dispute, the Assembly shall decide whether the delegate is qualified or not, prior to conducting business.
- (b) Each delegate in the Diocesan Assembly shall have the right to one (1) vote which must be cast in person. The right to vote shall not be transferable.
75. (a) A Parish which has not paid its Diocesan Dues for the previous calendar year, as provided in Section 36
- (q), and for reasons other than financial hardship, shall not be allowed to have its Diocesan Delegates participate and vote in the Diocesan Assembly, provided
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the Diocesan Council has notified the Parish of its dues balance payable by December 1st, of the previous calendar year. The Parish Priest and Parish Council Chairman may participate but not vote at the Assembly.

- (b) A Parish that has either i) not paid its Diocesan Dues, as provided in Section 36(q) or ii) has determined that it will not be able to pay its Diocesan Dues when payable for reasons of financial hardship, shall promptly notify the Diocesan Council of the hardship claim prior to the Parish Assembly. The Diocesan Council shall inform the Parish of the amount of delinquency from the previous calendar year. The Parish Council shall inform the Parish Assembly of the delinquency and the claim of financial hardship. The Parish Council shall simultaneously submit all financial reports of the Parish council and major Parish organizations to the Diocesan Council for its review no later than twenty-one (21) days prior to the Diocesan Assembly. The Parish Council shall inform the Parish Assembly of the delinquency and the claim of financial hardship. The Diocesan Council shall then determine whether the financial hardship claim warrants entering into negotiation with the Parish Council for the possible modification of Diocesan Dues payable and/or a deferred payment plan for the payment of modified Diocesan Dues. If such agreement is reached, the parish shall be informed by the Diocesan Council no later than twenty-one (21) days before the Diocesan Assembly that its Parish Priest, Parish Council Chairman and Delegates may participate and vote at the Diocesan Assembly based on a valid financial hardship in the Parish. Any modification of the Diocesan Dues approved by the Diocesan Council shall not be assessed to the remaining Parishes.
- (c) For a Parish claiming financial hardship, if an agreement is not reached between the Parish Council and the Diocesan Council regarding the delinquent dues in accordance with the provisions of §75(b), or if a prior delinquent dues agreement plan is in default, then the issue shall be brought to the First Session of the Diocesan Assembly by the Diocesan Council. The delinquent Parish may be represented by the Parish Priest and the Parish Council Chairman for the purpose of presenting its case to the Diocesan Assembly. The Parish Diocesan Delegates may attend at the risk of not being allowed to participate. If the Diocesan Assembly, by majority vote, allows either the Parish Priest, or Parish Council Chairman, or the Parish Diocesan Delegates to participate and vote during the remainder of the Assembly, then the amount of delinquent Diocesan Dues still payable by the Parish shall be added to the total Dues to be assessed as payable by all the Parishes for the current year. If, and when, the delinquent Parish pays any such added past delinquent dues, then the amount so paid shall be deducted from the total to be assessed to all the Parishes in the following calendar year.

76. Relations between the Diocesan Assembly and His Holiness the Catholicos shall be maintained through the Primate in compliance with the provisions of Section 95.

CHAPTER II - DIOCESAN COUNCIL

77. The Diocesan Council, with the Primate as its President, is the Executive Body of the Diocese.

(a) The Diocesan Council shall consist of fifteen (15) members. The fifteen (15) members shall be made up of five (5) clergymen and ten (10) laymen. Of the ten (10) laymen, at least one (1) shall be elected from each of the five (5) geographical regions of California; namely, Northern California, Central California, Southern California, Northwest, and Southwest. The assignment of California Parishes to the three (3) California regions shall be approved by the Diocesan Council. The states are assigned to the Northwest and Southwest regions as follows: Northwest to include Alaska, Hawaii, Idaho, Montana, Oregon, Utah, and Washington; Southwest to include Arizona, Colorado, Nevada, New Mexico, and Wyoming. All members of the Diocesan Council shall be elected by secret ballot of the delegates of the Diocesan Assembly, such election to be held only at the time when a quorum is present.

(b) Quorum

1) Attendance. A majority of the members of the Diocesan Council shall be present at a Diocesan Council meeting, in person or by video or telephone conference, to constitute a quorum for the transaction of business. At least six members must be physically present at each meeting to achieve a quorum under any circumstance. A member may participate remotely no more than three times a year except for extenuating circumstances and with approval of the Diocesan Council Chairman or the Chairman's designee.

2) President of Meeting. The Primate or his Vicar shall preside over the Diocesan Council meetings. In the event the office of the Primate is vacated by resignation, removal, incapacity or death, the Locum Tenens shall preside over the Diocesan Council meetings. During Diocesan Council meetings, in the event of equal vote, the President has the decisive vote.

(c) Any member of any parish within the jurisdiction of the Diocese in good standing, not employed by any parish within the jurisdiction of the Diocese at the time of or within the past five years preceding an election, and who has attained the age of 25 years, shall be eligible for nomination to the Diocesan Council provided that said member has had previous or current experience on Parish Council.

(d) The members of the Diocesan Council shall be elected for a term of two (2) years. Each year two (2) or three (3) clergymen, as the case may be, and five (5) laymen shall be elected. In case of the election of an entire Diocesan Council at one time, the three (3) clergymen and five (5) laymen who receive the highest votes shall serve for a term of two (2) years and the term of the remaining members shall terminate at the end of the first year. At each election an alternate clergyman and two (2) alternate laymen, designated as first and second alternates, shall be

elected to fill any vacancy that may occur in the Council during the year. In addition to a vacancy caused by resignation or death of a Diocesan Council Members, a vacancy shall also be declared if the Diocesan Assembly is unable to elect a layman from one or more of the geographical regions. An alternate called to serve on the Diocesan Council shall complete the term of office of the vacant position, if the unexpired term is for more than one (1) year, the alternate shall serve only until the next election, at which time a member shall be elected for one (1) year.

- (e) Members of the Diocesan Council may participate in a meeting through use of conference telephone, or electronic video screen communication subject to the quorum requirements of Section 77(b). If a member of the Diocesan Council is unable to attend a meeting, he shall notify the President or the Chairman of that fact prior to the meeting and may be excused from attending. When a member has three (3) consecutive unexcused absences from the Diocesan Council meetings, and/or in the opinion of the two-thirds (2/3) of the Diocesan Council members, is neglectful of his duties, he shall be deemed to have resigned and shall be so notified by the Diocesan Council; thereafter, he shall cease being a member of the Diocesan Council.
- (f) When vacancies not caused by removal from office by the Diocesan Assembly occur on the Diocesan Council result in the number of Diocesan Council members to be below quorum are unfilled by the alternates, the remaining Diocesan Council members shall appoint interim Diocesan Council members to round out an interim Diocesan Council that would serve until the election is held by the Diocesan Assembly to replace all seats.

78. The powers and the duties of the Diocesan Council shall be:

- (a) To supervise the institutions and organizations of the Diocese and the activities of the officers thereof.
- (b) To confirm the decisions and elections of Parish Assemblies, or to reject such decisions and elections which are contrary to these Bylaws or the canons and rules of the Armenian Church, and to notify the Parish Assemblies of its decisions.
- (c) To supervise the educational activities of the various Parish schools.
- (d) To receive the annual reports of the Parishes.
- (e) To examine disputes arising among Church organizations or school bodies and their officers, to examine complaints made by them or against them, and to resolve such disputes and complaints.

(f) To elect a Locum Tenens for the Diocese when the office of the Primate

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becomes a vacant.

- (g) To within ninety (90) days of the election of the Locum Tenens, in consultation with His Holiness the Catholicos, prepare a trinomial list of candidates for the office of the Primate, and submit it to His Holiness the Catholicos for his approval, and then present it to the Diocesan Assembly for election.
- (h) To maintain a uniform bookkeeping system for all Parishes within the Diocese.
- (i) To devise ways and means to increase the revenue of the Diocese.
- (j) To audit periodically the books of the Parishes within the Diocese.
- (k) To allocate, annually, four percent (4%) of its [Annual] budget to the Mother See at Holy Etchmiadzin as 'St. Gregory's mite.' This 4% excludes all special allocations.
- (l) To see that the office of the Diocese is administered economically and to defray the expenses thereof within the limits of the budget adopted by the Diocesan Assembly.
- (m) To receive and examine the monthly reports of the Treasurer.
- (n) To submit to the Diocesan Assembly, annually, a detailed report of its activities and a financial statement.
- (o) To mail to each delegate of the Diocesan Assembly notices of the annual and special meetings of the Diocesan Assembly bearing the signatures of the Primate, Chairman and Secretary of the Diocesan Assembly, together with the agenda, and in case of the annual meeting, the annual financial statement and report of the Nominating Committee. (Sections 69-70).
- (p) To keep a file record of the legal description of each item of real property owned or used by the parishes throughout the Diocese.
- (q) To establish, organize and approve proposals to form new church communities, parishes or various other church community organizations.
- (r) To approve, or disapprove recommendations of the parish Assemblies to purchase, sell, mortgage, encumber, transfer, lease, exchange or improve real property and the creation and use of a Building Fund or a Reserve Fund. The Diocesan Council shall not initiate the purchase or sale of, or mortgage, or encumber parish real property without the consent of the involved Parish Assembly.
- (s) To prepare and submit to the Diocesan Assembly for approval an itemized Diocesan Budget for the following calendar year, specifying the individual amount of Diocesan Dues to be contributed by each parish, as provided in Section 28. The amount of dues assessed each parish shall be determined by a Diocesan Dues Formula

prepared by the Diocesan Council, which shall be approved by majority vote of a quorum of the Diocesan Assembly before it becomes effective.

(t) To administer a Stewardship Program for the benefit of the Western Diocese that shall have the following objectives:

(1) To create a Diocesan Stewardship Fund to enable the Diocese to bring to fruition some of its intermediate and long-range goals that would normally be beyond the scope of the annual operating budget.

(2) To organize a group of individuals willing to embrace the concept of Christian Stewardship for the benefit of the Diocese.

(3) The Stewardship Program shall be subject to the following provisions:

(a) Steward membership shall be extended to those who contribute \$100. (One-hundred dollars) or more annually, to the Stewardship Funds.

(b) The Diocesan Council may appoint sub-committees from among the Stewards for various service functions.

(c) The Stewardship Fund shall be managed by the Diocesan Council subject to budget approval by the Diocesan Assembly and the following requirements.

(i) Funds may be used for initial phases of continuing Diocesan Programs, donations or loans to Diocesan Parishes in need, and special single donations for unique programs.

(ii) Funds shall not be used for normal operating expenses of the Diocese.

(iii) The Diocesan Council may authorize expenditures from the Stewardship funds in the current year in an amount not exceeding the Stewardship funds collected in the previous year.

Expenditures in excess of such amount shall require approval of the Diocesan Assembly.

(u) To bind the Diocese into contractual relationships with third parties by the signature of two elected officer of the Diocesan Council.

(v) To elect delegates or representatives to attend Diocesan Representative Assembly and other ecclesiastical assemblies, with the exception of the National Ecclesiastical Assembly, when called by His Holiness the Catholicos if it is not possible to convene a Diocesan Assembly in a timely manner; and to provide for the necessary travel expenses.

79. The elected officers of the Diocesan Council shall be Chairman, a Vice-Chairman, a Secretary and a Treasurer, who shall be elected for a term of one (1) year.

80. The duties of the Chairman shall be:
- (a) To announce the agenda of the meeting.
 - (b) To conduct all meetings according to these Bylaws.
81. The duties of the Vice-Chairman shall be to perform all the duties of the Chairman in his absence.
82. The duties of the Secretary shall be:
- (a) To keep the Minutes of all meetings of the Diocesan Council.
 - (b) To keep all records of the Diocesan Council.
 - (c) To keep a permanent record of attendance for each meeting.
83. The duties of the Treasurer shall be:
- (a) To collect all Diocesan dues, income, gifts, and donations made for the use of the Diocese, and to deposit such funds in a bank in the name of the Western Diocese of the Armenian Church of North America.
 - (b) To make all disbursements by check bearing the signatures of any two (2) authorized officers.
 - (c) To make a monthly report of all receipts and disbursements to the Diocesan Council.
 - (d) To keep a separate record of all moneys collected within the Diocese for Patriarchal Sees which are under the spiritual jurisdiction of the Mother See at Holy Etchmiadzin, and to include a report thereof, in the annual Financial Statement of the Diocesan Council.
84. The Diocesan Council shall meet at least once a month to discuss matters pertaining to the welfare of the Diocese. The date of the regular monthly meeting shall be set by the majority vote of the Diocesan Council.
85. Special meetings may be called by the Primate, by the Chairman with the consent of the Primate, or at the written request of one-third (1/3) of the members of the Diocesan Council.
86. Any unresolved dispute arising between the Primate and the Diocesan Council must be submitted to the Diocesan Assembly for disposition.

CHAPTER III – THE PRIMATE

87. The Primate is the head of the Diocese and the representative of His Holiness the Catholicos. He is the President and Executive Leader of the Diocesan Assembly, the Diocesan Council, all Diocesan organizations and committees except for the Auditing Committee, and shall preside over their regular and special meetings. His decisions in all religious, ritual and disciplinary matters shall be final within the general requirements of the statutes and canons of the Armenian Church. As the representative of His Holiness the Catholicos, he shall maintain official relations with other churches, institutions, organizations and with civil and governmental authorities.
88. In the event of a vacancy in the office of the Primate, for any reason whatsoever, the Diocesan Council shall elect a Locum Tenens from among the clergy of the Diocese and submit the name to His Holiness the Catholicos for approval.
- (a) The Locum Tenens shall have the duties, rights and powers of the Primate until a Primate is elected by the Diocesan Assembly and assumes office.
 - (b) Within ninety (90) days of his election, the Locum Tenens and the Diocesan Council and in consultation with His Holiness the Catholicos, shall prepare a list of three (3) candidates and submit it to His Holiness the Catholicos for his approval. Then upon approval, they have to present the same to the Diocesan Assembly for the election of a Primate.
89. The Primate is elected:
- (a) From among the list of three (3) candidates submitted by the Diocesan Council and approved by the Catholicos
 - (b) From among the celibate clergyman serving under the jurisdiction of the Mother See of Holy Etchmiadzin, and who are at least thirty-five (35) years of age.
90. The list of three (3) candidates shall be mailed to the delegates one (1) month prior to the election date. The Diocesan Assembly may add other names to the list submitted in writing to the Diocesan Assembly, by the petition of at least one-third (1/3) of the delegates, and provided that the additional candidate(s)' consent has been received in writing.
91. The election of the Primate shall take place either in a special or in an annual Diocesan Assembly as decided by the Diocesan Council on the recommendation of its President.
92. The Primate of the Diocese shall be elected by secret ballot and by a majority vote of the delegates at a Diocesan Assembly, provided that two-thirds (2/3) of the delegates are present and voting. If no candidate receives a majority vote, a second ballot shall be cast for the two (2) candidates who received the most votes on the first ballot. The candidate receiving the majority vote shall be the Primate-Elect.

93. The Primate shall be elected for a term of seven (7) years.
- (a) On his first election, he shall assume office after his election has been confirmed by His Holiness the Catholicos or by the Locum Tenens of the Mother See at Holy Etchmiadzin.
 - (b) Upon the expiration of his sixth (6th) year in office of his current term, the Diocesan Assembly at its next annual meeting, shall decide by two-thirds (2/3) vote of the delegates present and voting either to keep the incumbent for an additional term of seven (7) years or have a new election.
 - (c) In either case, the decision of the Diocesan Assembly shall be reported to His Holiness the Catholicos.
 - (d) In case the decision of the Diocesan Assembly is to have a new election, that election shall be held at the following annual Assembly meeting. In the meantime, the incumbent shall continue in his office as the Primate.
 - (e) The Primate shall continue to stay in office for as many terms of seven (7) years as the Diocesan Assembly may decide in accordance with the provision of Section 93(b), however upon attaining the age of seventy years, written permission by the Catholicos to extend the Primate's term of office shall be required.
94. The Primate, in consultation with the Diocesan Council, may appoint a Vicar from among the clergymen in the Diocese to direct the affairs of the Diocesan Office in the absence of the Primate, or to assist or represent him when necessary.
95. The Primate shall maintain all relations between the Diocese and His Holiness the Catholicos to whom he shall also send a report on all resolutions adopted by the annual Diocesan Assembly together with the annual report of the Diocesan Council. The Primate shall furnish the Diocesan Council with copies of all official communications between himself and His Holiness the Catholicos, which concern the Diocese.
96. The duties, rights and powers of the Primate shall be:
- (a) To perform the duties as the spiritual leader of his Diocese in accordance with the dominical, apostolic and ecclesiastical teachings, statutes and canons, by exercising his hierarchical authority.
 - (b) To exercise vigilance for the preservation and observance of the canons and doctrines of the Armenian Church; to strengthen the spiritual life in the parishes; to ensure the regular and proper performance of the rites of the Church with authorized music; to investigate complaints against any clergyman in the Diocese and make proper disposition thereof.
 - (c) To make every effort for each parish to have its own priest.
 - (d) To visit periodically the churches and communities of the Diocese and in cases of emergency to take appropriate action and subsequently report his action to

the Diocesan Council.

- (e) To investigate and take appropriate action with the Diocesan Council, in conjunction with the executive bodies concerned, against any officer or organization who is guilty of conduct contrary to the spirit and principles of the Armenian Church, and the provisions of those Bylaws.
 - (f) To ordain clergymen for his Diocese with the knowledge of the Diocesan Council, and deacons upon the recommendation of Parish Priests; to consecrate churches within the Diocese, provided in both instances, the Primate is a bishop. If the Primate is not a bishop, he shall select a bishop and inform the Diocesan Council of his selection; he shall then extend the invitation to the bishop.
 - (g) To make appointments of clergy or remove them in accordance with these Bylaws. Retired Parish Priests remain eligible for appointment by the Primate to other offices or positions within the Diocese.
 - (h) To call, annually, a conference of all the clergymen of the Diocese for the purpose of discussion and instruction in religious, ritual and disciplinary matters.
 - (i) To devise special plans for providing means for the care of the aged and needy clergymen and put such plans in effect in accordance with the decisions of the Diocesan Assembly.
 - (j) To petition His Holiness the Catholicos for the grant of conferments and promotions to clergymen of merit, as well as to petition for an award, with the recommendation of the Diocesan Council, in behalf of persons who have performed extraordinary services in the Diocese.
 - (k) To appoint members of the Diocesan Staff with the consent of the Diocesan Council. Such officers shall be subject to the authority of the Primate and may be relieved from their duties by the Primate in consultation with the Diocesan Council.
 - (l) To appoint a Court of Clergy, composed of three (3) priests, who shall investigate serious complaints against any clergyman in the Diocese and report to the Primate for his disposition as per Section 58.
 - (m) To give permission for publication of religious books for use in the Diocese.
 - (n) To perform such other duties as many pertain to his office, or are within his jurisdiction in accordance with the rules and canons of the Armenian Church, also, such additional duties as the Diocesan Assembly from time to time may prescribe.
 - (o) To be guided by these Bylaws and enforce them throughout the Diocese.
97. The office of the Diocesan Primate may be terminated by other order of His Holiness the Catholicos under the following circumstances:
- (a) His Holiness the Catholicos appoints the Primate in a new office.

- (b) The Primate resigns.
- (c) The Primate is unable to perform his duties because of serious illness.
- (d) The practices of the Primate are against the statutes and canons of the Armenian Church.
- (e) The Diocesan Council receives a serious complaint against the Primate. In this case, his termination shall occur in accordance with the following step-procedure:
 - 1. A written report of the complaint shall be sent to the members of the Diocesan Council.
 - 2. The Diocesan Council, together with the clergy of the Diocese, shall investigate the matter to determine whether to call a special meeting of the Diocesan Assembly.
 - 3. If such a special meeting is convened, during that meeting, the Primate and the complaining party shall each state their case and after both sides are heard, both shall retire from the meeting while the Assembly takes up the matter.
 - 4. In the event that the Diocesan Assembly, by two-thirds (2/3) vote of the delegates present and voting, a quorum being in attendance, shall find justifiable cause to request his resignation from office, its decision shall be set forth in a report containing all the charges against him and his explanations thereon. It shall be duly signed by the Chairman and Secretary of the Diocesan Assembly, and shall be submitted to His Holiness the Catholicos for final determination.

Note: The Primate may use his right of defense before all the ecclesiastical courts.

ARTICLE V

GENERAL PROVISIONS

- 98. In all cases not covered by these Bylaws, Robert's Rules of Order shall apply.
- 99. All elections shall be conducted by secret ballot.
- 100. Except for the election of the Primate or Parish Priest, at a duly constituted meeting, a quorum being present, the candidate receiving the plurality vote shall be elected; the alternates shall be those who received the next highest votes short of election.
- 101. Any Assembly within the jurisdiction of this Diocese shall have the right and the power, by two-thirds (2/3) vote of the members present, to eject any member from its meetings who commits offenses during the meetings.

102. The delegates and officers of the Diocesan Assembly, members of the Diocesan Council, Parish Assembly officers, Parish Council and Auditing Committees shall be eligible for re-elections for two (2) consecutive terms only, after which at least one (1) year shall elapse before becoming eligible for election.
103. Only members are eligible to hold elective offices.
104. In any meeting when the matter under discussion pertains to a person, whether said person be the President, an Officer or a member of said meeting, said person shall retire from the room during discussion and voting, except as provided in these Bylaws.
105. A clergyman from any Diocese may assume office in any Parish within the jurisdiction of this Diocese with the approval of the Primate.
106. The Diocesan Council may form subordinate organizations or committees to raise funds in any Parish with the knowledge and cooperation of the Parish Council concerned.
107. Individuals or organizations may raise funds or organize men's or women's organizations to raise funds in the Diocese upon the consent of the Diocesan Council.
108. New Parishes may be organized and large Parishes may be territorially subdivided with the consent of the involved parishes and the approval of the Diocesan Council.
109. The Western Diocese of the Armenian Church of North America shall be incorporated in accordance with the civil laws of the State of California, and the Articles of Incorporation shall be in accord with these Bylaws. The current members of the Diocesan Council shall comprise the directors of said corporation.
110. Each Parish shall cause a corporation to be formed and maintained under the laws of the state where it is located, to facilitate the management of its temporal affairs. The Articles of Incorporation of each particular Parish shall be in conformity with these Bylaws. The current members of each Parish Council shall comprise the directors of said corporation. All Articles of Incorporation, prior to filing with the civil authorities, shall have prior written approval of the Diocesan Council.
111. (a) Title to all consecrated real property and appurtenant structures of a parish, including, but not limited to school, social hall, auditorium, libraries, office and parsonage wherever located, shall be vested in the name of the Diocese. All other parish properties, real or personal, shall be vested in the name of the Parish. The Parish shall have the right to use said property and proceeds thereof for the benefit of the Parish as long as it is in compliance with the Bylaws of the Diocese. The Parish shall provide the funds to purchase said real property and shall pay, when due, all promissory note payments, insurance premiums, repairs and obligations related thereto.
- (b) A conveyance made pursuant to the provisions of Section 111(a), hereof, in the form of a Grant Deed subject to the following conditions, covenants and restrictions, shall be deemed to be in compliance with Section 111(a) hereof:

- (1) The Grantee, its successors or representatives, shall not sell, transfer, assign, lease, exchange, encumber, hypothecate, mortgage, pledge or otherwise alienate or dispose of the property without the express written consent of the Parish Assembly of the Grantor, for whose beneficial use and enjoyment the property is held, upon approval of two-thirds (2/3) majority of its voting members present at a duly convened meeting of the Parish Assembly and/or with such quorum as shall be required under the ByLaws of the Grantee, but in no event shall such quorum be comprised of less than one-third (1/3) of the membership of the parish.
- (2) The Grantee and Grantor, and their respective successors, shall at all times be subject to the Supreme Ecclesiastical authority of the Supreme Patriarch Catholicos of All Armenians in Holy Etchmiadzin. In the event that either the Grantee or the Grantor, or their respective successors, disaffiliates with, or fails to recognize the spiritual and Ecclesiastical authority and jurisdiction of the Supreme Patriarch Catholicos of All Armenians in Holy Etchmiadzin, the party remaining faithful shall have the power to terminate this Grant Deed in the manner prescribed by law. In the event of such termination, title to the property shall thereupon vest in that entity. Grantee or Grantor, or their respective successors, remaining faithful to and recognizing the spiritual and Ecclesiastical authority and jurisdiction of the Supreme Patriarch Catholicos of All Armenians in Holy Etchmiadzin;
- (3) Any amendments, modifications or changes to the Bylaws of the Grantee, or its successors, shall not abrogate any conditions, covenants or restrictions hereof.

(c) A Parish cannot secede from the Diocese.

(d) In the event a Parish attempts to secede from the Diocese, the Diocesan Council has the right to dissolve the Parish and to reorganize said Parish in accordance with these Bylaws, and title to all bank and other deposit accounts as well as all other personal property, together with any real property, not already so vested, shall forthwith vest in the Diocese.

112. Whenever a particular Parish is formally dissolved by the Diocesan Council or has become extinct by reason of dispersal of its members, the abandonment of its work, or other cause, such property as it may have both real and personal, shall vest in and be held, used, and applied for such uses, purposes and trusts as the Diocesan Council may direct, limit and appoint in conformity with these Bylaws as approved by His Holiness the Catholicos. The Diocesan Council shall not dissolve a Parish or recognize a Parish as extinct by reason of dispersal of its members, abandonment of its work, or any other cause, without having first obtained a satisfactory solution for all legal questions relating to property interests involved in the realm of the civil law.

113. In the event of the formal dissolution of this Diocese, or its extinction by dispersal of its members, the abandonment of its work, or other cause, such property as it

may have, both real and personal, shall be vested in His Holiness the Catholicos, and shall be held, used and applied and disposed of as he deems best in accordance with the Supreme Laws of the Armenian One, Holy, Apostolic, Orthodox and Catholic Church.

114. After the ratification of these Bylaws by His Holiness the Catholicos, the Parishes in the Diocese shall amend their Articles of Incorporation to make them in conformity with these Bylaws.
115. Upon approval of His Holiness the Catholicos, these Bylaws shall become effective in the Western Diocese of the Armenian Church of North America and shall supersede all previous Bylaws.
116. These Bylaws may be amended at the annual or at a special meeting of the Diocesan Assembly, provided the proposed amendments are mailed to the delegates at least one (1) month prior to such meeting. Amendments may be proposed by the Primate, the Diocesan Council and the delegates of the Diocesan Assembly. Such amendments shall be adopted by the two-thirds (2/3) vote of the delegates present and voting. The amendments adopted by the Assembly shall become effective upon the approval of His Holiness the Catholicos.
117. The establishment and closing of all bank or investment accounts at the Diocesan or Parish level, including those for the Diocesan Council or Parish Council and all Diocesan or Parish level organizations and committees, shall be approved by the Diocesan Council or Parish Council, respectively. Furthermore, disbursements from all such accounts shall bear the signatures of two (2) authorized signatures for these accounts.

DEFINITIONS

The following words or terms, as used in these Bylaws, are defined as follows:

1. His Holiness the Catholicos: His Holiness the Supreme Patriarch and Catholicos of All Armenians, whose Mother See is in Holy Etchmiadzin.
2. Diocese: Collectively all Parishes, Churches, congregations, societies and committees in the Western United States as defined in Section 2, which are of Armenian, One, Holy, Apostolic, Orthodox and Catholic faith and recognize the spiritual authority of His Holiness the Catholicos, and are under the jurisdiction of the Primate as confirmed by His Holiness the Catholicos.
3. Primate: The duly qualified clergyman, who is elected by the Diocesan Assembly and confirmed by His Holiness the Catholicos, is the representative of His Holiness the Catholicos and acts as the Ordinary of the Diocese with jurisdiction and authority over all Churches and Parishes within the Diocese. The Primate, as defined herein, is the same as the word, “Arachnort,” in Armenian (Refer to Section 89).
4. Parish Priest: The duly ordained clergyman, duly elected or appointed, to serve

the Parish community and perform all religious and sacred functions of his office.

5. President: The Primate or the Parish Priest, who shall be present at the meetings of all Assemblies, Councils and official bodies of the Diocese or of a Parish, respectively, and guide them.
 - (a) He shall not be considered as a voting member of the Assemblies, Councils and official bodies over which he is presiding.
 - (b) In all religious matters his decisions are final.
6. Locum Tenens:
 - (a) The Locum Tenens of His Holiness the Catholicos of All Armenians, at the Mother See of Holy Etchmiadzin is a separate office governed by the canons and rules of the Armenian One, Holy, Apostolic, Orthodox and Catholic Church.
 - (b) In reference to this Diocese, Locum Tenens shall mean a clergyman who has been duly elected by the Diocesan Council to fill the vacant office of the Primate of the Diocese, temporarily, until a Primate is duly elected.
7. Casting lot: Shall mean writing the names or issues on slips of paper which shall be placed in a container and drawn to break the tie or settle the issue involved.
 - (a) Section 23(c) shall be performed as follows: Two (2) ballots, bearing the names of the two (2) candidates who have received equal votes, shall be put in a container and the President of the Parish Assembly shall take out one (1) of these two (2) ballots, and the candidate whose name is on this ballot shall be considered elected.

NOTE: Numbers indicate the sections in these Bylaws.

WESTERN DIOCESE OF THE
ARMENIAN CHURCH OF NORTH AMERICA
3325 North Glenoaks Blvd.
Burbank, California 91504

DIOCESAN COUNCIL PARISH DUES ASSESSMENT

MOTION:

The Annual Parish Dues that shall be payable to the Diocese, as required by Section 28 of the Bylaws of the Western Diocese, shall be calculated based upon the following formula:

$$\frac{[\text{Total Diocesan Dues Assessment}] \times [\text{Individual Parish Operating Expenses}]}{[\text{Total of All Dues Paying Parishes' Operating Expenses}]}$$

This Dues Formula shall supersede the Current Formula effective January 1, 2010 and shall be used to calculate the dues for 2010 and thereafter until changed by the Assembly.

MOTION PASSED 2008

MINIMUM ANNUAL PLEDGE FOR MEMBERSHIP

MOTION:

The Diocesan Assembly determines the minimum annual pledge, while each Parish Assembly may increase this amount [see Bylaws Section 9(a) and 63(k)].

The Diocesan Council now believes that it is in the best interest of the communicants and parishes to establish a minimum threshold amount of \$50.00 for the annual pledge throughout the Diocese. The Parish Assemblies would continue to determine their own annual minimum pledge as long as the amount is at or above the minimum threshold amount set by the Diocesan Assembly.

The minimum annual pledge to be paid by members shall be \$50.00.

MOTION PASSED 2010