

1 **By Laws**
2 **of**
3 **The Orthodox Theological Society in America**
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5 **ARTICLE I. NAME**

6 **SECTION 1.** The name of this organization shall be the Orthodox Theological Soci-
7 ety in America (hereinafter referred to as the "Society.") The Offices and Archives of the
8 Society shall be located at 50 Goddard Avenue, Brookline, Massachusetts 02445-7496.

9 **ARTICLE II. PURPOSE**

10 **SECTION 1.** The Orthodox Theological Society in America, organized in 1966 under
11 the auspices and with the blessing of the Standing Conference of Canonical Orthodox
12 Bishops in the Americas, exists in order to promote Orthodox theology; to cultivate fel-
13 lowship and cooperation among Orthodox Christians; and to coordinate the work of
14 Orthodox theologians in the Americas

15 **SECTION 2.** The Society is organized exclusively for charitable purposes within the
16 meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or
17 hereafter amended, including, for such purposes, the making of distributions to organiza-
18 tions that also qualify as Section 501(c)(3) exempt organizations. All funds, whether
19 income or principal, and whether acquired by gift or contribution or otherwise, shall be
20 devoted to the purposes of the Society enumerated in Section 1 above.

21 **ARTICLE III. LIMITATIONS**

22 At all times the following shall operate as conditions restricting the operations and activi-
23 ties of the corporation:

24 **SECTION 1.** No part of the net earnings of the corporation shall inure to any mem-
25 ber of the Society not qualifying as exempt under Section 501(c)(3) of the Internal Rev-

26 enue Code of 1986, as now enacted or hereafter amended, nor to any Officer of the Soci-
27 ety, nor to any other private persons, excepting solely such reasonable compensation that
28 the Society shall pay for services actually rendered to the Society, or allowed by the Soci-
29 ety as a reasonable allowance for authorized expenditures incurred on behalf of the Soci-
30 ety.

31 **SECTION 2.** No substantial part of the activities of the Society shall constitute the
32 carrying on of propaganda or otherwise attempting to influence legislation, or any initia-
33 tive or referendum before the public, and the Society shall not participate in, or intervene
34 in (including by publication or distribution of statements), any political campaign on
35 behalf of, or in opposition to, any candidate for public office.

36 **SECTION 3.** Notwithstanding any other provision of these bylaws, the Society shall
37 not carry on any other activities not permitted to be carried on by a corporation exempt
38 from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as
39 now enacted or hereafter amended.

40 **SECTION 4.** The Society shall not lend any of its assets to any officer or member of
41 this Society, or guarantee to any person the payment of a loan by an Officer or member of
42 this Society.

43 **ARTICLE IV. MEMBERSHIP**

44 **SECTION 1.** The Society welcomes as members Eastern and Oriental Orthodox
45 Christians, who are residents of North America, members in good standing of a canonical
46 Eastern or Oriental Orthodox Church, and teaching theology at an institution of higher
47 learning or otherwise engaged in serious theological work or research. A candidate for
48 membership typically will have at a minimum a Master's degree in theology (or its equiv-
49 alent) or a Master's degree in Arts, as well as significant additional graduate studies in the-
50 ology or related disciplines.

51 **SECTION 3.** The Society has a standing membership committee constituted of the
52 officers to review candidates for membership. Applications must be received by the Com-
53 mittee at least one month in advance of the annual meeting or the Society. Applications
54 for membership submitted to this committee must be sponsored by at least two members
55 of the Society. The membership committee will make its recommendations at the regular
56 annual meeting of the Society for final approval by a two-thirds (2/3) vote of those pre-
57 sent.

58 **SECTION 4.** Members of the Society are expected to support the objectives and the
59 mission of the Society and to attend meetings regularly. They have voting rights and all
60 other privileges of membership. They are required to pay the annual dues to remain as
61 members in good standing.

62 **SECTION 5.** The annual membership dues are set by the Society at its annual meet-
63 ing. In addition, an annual voluntary contribution may be requested for the Fr. Georges
64 Florovsky Lecture Fund, or such other funds as may be created by the Society.

65 **SECTION 6.** At its annual meeting the Society may, from time to time, create differ-
66 ent or additional classes of membership with varying qualifications, privileges and rights,
67 as it shall deem appropriate or necessary.

68 **SECTION 7.** Membership in the Society may be terminated for the following reasons:

- 69 (a) Written resignation of member presented to either the President or Secre-
70 tary of the Society;
- 71 (b) The death of the member;
- 72 (c) Failure to pay his or her annual dues for three consecutive years;
- 73 (d) For cause, inconsistent with membership, after notice has been given, the
74 case presented and discussed at the annual meeting, and then voted by two
75 thirds (2/3) of the membership present.

76 **SECTION 8.** Those who participated in either of the organizing conferences of the
77 Society, held at St. Vladimir's Orthodox Theological Seminary in Crestwood, New York,
78 in September 1966 and at Holy Cross Greek Orthodox School of Theology in Brookline,
79 Massachusetts, in January 1968, and who officially signified their desire to belong to the
80 Society are designated as founding members.

81 **ARTICLE V. MEMBERSHIP MEETINGS**

82 **SECTION 1.** A regular meeting of the Members shall be held annually, at such time
83 and place as may be determined or designated by the officers, for the election of the offi-
84 cers and for the transaction of such business as may properly come before the meeting. At
85 least thirty (30) days notice shall be given to each Member of such meeting. A quorum for
86 the transaction of business shall constitute fifty percent (50%) of the members in good
87 standing.

88 **SECTION 2.** Special meetings of the Members may be called by the President at any
89 time and for any purpose or may be called at the request of ten percent (10%) or more of
90 the Members of the Society. At least thirty (30) days notice of any such special meeting
91 shall be given to all Members, stating the time, place and purposes of the meeting. Busi-
92 ness to be transacted at any special meeting shall be confined to the subjects stated in the
93 notice of the special meeting.

94 **SECTION 3.** Members will be notified of regular and special meetings by mail or via
95 electronic communications.

96 **ARTICLE VI. OFFICERS**

97 **SECTION 1.** The officers of the Society are: the President, the Vice-President, the
98 Secretary, and the Treasurer. Election of officers will take place at the regular annual
99 meeting. These officers will constitute the executive committee of the Society that shall act
100 on behalf of the Society between meetings of the Membership, taking all steps necessary

to carry out the decisions of the Society. Each officer shall serve a one-year term and may be elected to successive terms.

SECTION 2. The President of the Society shall preside at all regular and special meetings. The President shall appoint the membership of all standing and special committees with the advice and consent of the executive committee, and unless otherwise directed by the Membership. The President shall be an ex-officio member without vote of all such committees. The President shall have general supervision of the affairs of the Society and shall supervise generally its executive business. The President, on behalf of the Society, will regularly report to the Standing Conference of Canonical Orthodox Bishops in the Americas concerning the activities of the Society.

SECTION 3. The Vice-President shall act in the absence of the President and on such occasions shall have the same duties as prescribed above for the President. The Vice-President shall be an ex-officio member without vote of all standing and special committees.

SECTION 4. The Secretary shall maintain an accurate and permanent record of all meetings of the Society and shall be responsible for the issuance of all notices of meetings. The Secretary shall be responsible for the proper care and safekeeping of the records, papers and documents of the Society. The Secretary shall perform such other duties as are customary or incident to the office of the Secretary.

SECTION 5. The Treasurer shall be the financial officer of the Society, and shall be responsible for the proper conduct of the financial affairs of the Society. The Treasurer shall act for the Society in its financial transactions. The Treasurer shall present regular financial reports, and such special financial reports as may be required, to the Membership and the executive committee.

Section 6. The executive committee may make use of electronic media in order to conduct the business of the Society. In such cases the Secretary shall keep full record of

the deliberations.

ARTICLE VII. COMMITTEES

SECTION 1. The President may appoint with the advice and consent of the executive committee, such ad hoc committees as the need may require for the well functioning of the Society. The mandate of such ad hoc committees shall expire at the next regular or special meeting of the Membership.

SECTION 2. The Membership may create at any regular or special meeting such standing, permanent, or ad hoc committees as may be considered necessary. The membership of these committees shall be appointed by the president with the advice and consent of the executive committee.

SECTION 3. At the first session of the Annual Meeting, the President shall present for the Membership's approval a nominating committee consisting of at least three former officers of the Society who shall solicit and suggest to the Membership persons consenting to serve the various offices of the Society. These shall themselves not be eligible for nomination.

ARTICLE VIII. DEBT OBLIGATIONS AND PERSONAL LIABILITY

SECTION 1. No member or officer of the Society shall be personally liable for the debts or obligations of the Society of any nature whatsoever, nor shall any of the property of the members or officers be subject to the payment of the debts or obligations of the Society.

ARTICLE IX. AMENDMENTS

SECTION 1. Provisions of the Articles of Incorporation or these bylaws may be amended or revised at the regular annual meeting of the Society by a two-thirds vote of those present after thirty (30) days notice has been given to the Membership of the proposed changes.

151 **ARTICLE X. DISSOLUTION**

152 **SECTION 1.** The Membership may vote to dissolve the Society at a Special Meeting
153 called for that purpose and for which thirty (30) days notice has been given. The dissolu-
154 tion of the Society shall be voted by two-thirds (2/3) of its members in good standing.

155 **SECTION 2.** At the time of dissolution of the Society, its assets shall be distributed by
156 the executive committee, after paying or making provisions for the payment of all debts,
157 obligations, liabilities, costs and expenses of the Society, to all or some of the Orthodox
158 theological schools in North America as decided upon by the Membership at the time of
159 dissolution. If none such school exists, these assets shall be distributed to one or more tax
160 exempt organizations within the meaning of section 501(c)(3) of the Internal Revenue
161 Code, or the corresponding section of any future federal tax code.

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1 January 2005