

BY-LAWS
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 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 By-Laws 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 By-Laws 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 By-Laws.
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.
 - 5. The Reserve Fund Board shall be responsible to the Parish Assembly and must prepare, as a minimum, an annual report including an audited financial report.

- (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 By-Laws.

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 By-Laws.
 - (c) Adjourn the meeting, if the Chairman fails or refused to do so, upon any improper conduct, disorderliness or violation of those By-Laws.
 - (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 By-Laws.
 - (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 By-Laws.

(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. Nominating 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 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 supervise 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 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 By-Laws.

- (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 By-Laws. 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.
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 By-Laws.
 - (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 By-Laws, 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 By-Laws 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 By-Laws 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.
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(1), 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 By-Laws 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 By-Laws 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 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) A majority of the members of the Diocesan Council shall be physically present at a Diocesan Council meeting to constitute a quorum for the transaction of business. 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 By-Laws 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 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.
 - To organize a group of individuals willing to embrace the concept of Christian Stewardship for the benefit of the Diocese.
 - (2)
 - The Stewardship Program shall be subject to the following provisions:
 - (3)
 - (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 By-Laws.
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 By-Laws.
 - (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 By-Laws. 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 By-Laws 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 By-Laws, 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 By-Laws.
- 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 By-Laws. 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 By-Laws. 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 By-Laws 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 By-Laws 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 By-laws, 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 By-Laws 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 By-Laws by His Holiness the Catholicos, the Parishes in the Diocese shall amend their Articles of Incorporation to make them in conformity with these By-Laws.
115. Upon approval of His Holiness the Catholicos, these By-Laws shall become effective in the Western Diocese of the Armenian Church of North America and shall supersede all previous By-Laws.
116. These By-Laws 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 By-Laws, 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 By-Laws.

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:

[Total Diocesan Dues Assessment] x [Individual Parish Operating Expenses] [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