

ARTICLES OF INCORPORATION OF ST. BASIL'S INDIAN ORTHODOX CHURCH

Article of Incorporation of the undersigned, desiring to form a Non-Profit Corporation under the **Non-Profit Corporation Law of Texas**, do hereby certify:

1. Name

1.1 The name of the parish shall be "'**St. Basil's Indian Orthodox Church of Texas**,'" hereafter called "**St. Basil's**" or simply as "'the Church" or the "the Parish." The parish is incorporated as a nonprofit Religious Corporation, in the State of **Texas**

2. Affiliation

2.1 **St. Basil's Indian Orthodox Church of Texas** shall be one of the parishes of the Malankara Orthodox Syrian Church, hereafter called the "parent church" whose Primate is the Catholicos of the East cum Malankara Metropolitan residing at The Catholicate Palace, Devalokam, Kottayam, 686038, Kerala State, India.

2.2 **St. Basil's Indian Orthodox Church of Texas** shall be under the Jurisdiction of the Diocese of South-West America , one of the dioceses of the Malankara Orthodox Syrian Church, under the Catholicos of the East cum Malankara Metropolitan. The Metropolitan of the Diocese of South-West America in which the **St. Basil's Indian Orthodox Church of Texas** is included shall be an approved Prelate of the Malankara Orthodox Syrian Church. Diocesan Metropolitan shall directly administer the Parish under the supervision of the Catholicos of the East cum Malankara Metropolitan.

3. The Duties and Responsibilities of the Church

3.1 Subject to the provisions of the Constitution and Bylaws of The Malankara Orthodox Syrian Church, and any amendment thereto **St. Basil's Indian Orthodox Church of Texas** shall be empowered to: (a) conduct and carry on religious services and divine worship or other religious observances; (b) maintain a regular place of worship for preaching of the Gospel of Jesus Christ, the Holy Scriptures, the Faith and the Doctrines and Teachings of the Malankara Orthodox Syrian Church; (c) establish and maintain Schools, Institutions or any projects approved by the parish assembly; (d) solicit and raise funds by any and all proper and appropriate means under, and subject to the general laws of the **State of Texas**, and to receive such funds, money or other personal and real property for the support of the Church and for support of the Malankara Orthodox Syrian Church and the Diocese of South-West America.

4. Membership

4.1 Any bonafide member of the Malankara Orthodox Syrian Church who has a good standing in that Church and any person who desires to become an Orthodox Christian and agrees to abide by the constitution, bylaws, rules and regulations of the Malankara Orthodox Syrian Church and this Parish and who resides currently in the United States of America will be eligible for membership of **St. Basil's Indian Orthodox Church of Texas**.

4.2 Any eligible person as stated in Membership article 4.1, who desires to become a member of **St. Basil's Indian Orthodox Church of Texas**, shall complete and file a membership application form to the Vicar. If approved by the Vicar, the person will be admitted to the membership and his name will be entered in the permanent Register of the Parish.

4.3 Every member of the parish shall be encouraged to attend Church services and other Church sponsored programs and activities except in unavoidable circumstances. He shall confess and receive Holy Communion at least once a year.

4.4 Every member of the Parish shall have the obligation to give regularly the dues he has to pay to the Parish, Diocese and to the Parent Church.

5. Administration

5.1 The general administration of the Parish is to be conducted by the Vicar in accordance with the Constitution of The Malankara Orthodox Syrian Church, these articles and assisted by the following Parish bodies (a) Parish Assembly, (b) Managing Committee, (c) Board of Trustees and (d) other committee(s) and/or subcommittee(s) as deemed necessary to facilitate the overall management of the Parish.

6. The Parish Assembly (The General Body)

6.1 The Parish Assembly of **St. Basil's Indian Orthodox Church of Texas** shall consist of all the good standing members of the Parish who are twenty-one years old or above.

6.2 Any member of the Parish who has not paid his mandatory dues for more than a period of six months, will forfeit his right to take part and exercise his vote in any Parish Assembly and/or Committee meeting.

6.3 If any member continues in arrears for more than one year, his name shall be removed from the Parish Assembly Register. A member so removed from the (Parish Assembly Register) will forfeit the right to be a member of the (Parish Assembly of the Parish) until he has paid up all the arrears. The Vicar shall write to the Diocesan Metropolitan, ascertain from him as to what shall be done thereafter with that member, and deal with him according to the written order of the Diocesan Metropolitan.

6.4 The Vicar of the Parish shall be an ordained Priest of the Malankara Orthodox Syrian Church and must be appointed by the Diocesan Metropolitan. The Vicar shall be the President and other Diocesan Metropolitan appointed Parish Priests if there are any, shall be the Vice-Presidents of the Parish Assembly. The Vicar shall preside over the Parish Assembly Meeting except when it shall be convened by the Diocesan Metropolitan.

6.5 If for any reason the Vicar is unable to preside, one of the Vice- Presidents present, and if there be no Vice-Presidents present, any member of the Parish Assembly, May on the direction in writing of the Vicar, may preside over the Parish Assembly Meeting.

6.6 The Parish Assembly shall meet at least two times an year.

6.7 The Vicar or the Secretary of the Parish as directed by the Vicar, shall send two copies each of the budget and the annual report, the annual accounts and the minutes of the Parish Assembly meeting(s), which met, for passing them, to the Diocesan Metropolitan; for His Grace's approval.

6.8 The annual election of the officeholders, i.e., Secretary, Treasurer, other members of the Church Managing Committee and any other official or representative as circumstances may warrant shall be held on the first Sunday of December. An auditor shall be appointed by the Parish Assembly on the same date.

6.9 The Vicar or Secretary, as directed by the Vicar, shall report about the election of the officeholders and Committee members of **St. Basil's Indian Orthodox Church of Texas** to the Diocesan Metropolitan along with two (2) copies of the Minutes of the Parish Assembly meeting which conducted the election, within a week after the election and get his approval in writing. If the approval of the Diocesan Metropolitan is not received within three (3) weeks after reporting, it shall be deemed that the Diocesan Metropolitan has accepted the election and that the officeholders and committee members can perform their duties and responsibilities.

6.10 The Parish Assembly may appoint committees or subcommittees from its members for any special purpose connected to the Parish. The Vicar shall be the President of such committees or subcommittees.

6.11 Parish Assembly meetings may also be held as and when it is deemed necessary by: (1) The Vicar, (2) the Treasurer or the Secretary with the Consent of the Vicar, (3) by all members of the Board of Trustees, (4) the Managing Committee, (5) by not less than one-third of the total membership of the Parish Assembly, (6) by the Diocesan Metropolitan (7) by the Malankara Metropolitan for any specific reason. The Vicar should convene the Parish Assembly on such occasions.

6.12 If the President does not convene a meeting of the Parish Assembly at the request of any party entitled to make such a request the Diocesan Metropolitan may be petitioned and the decision of the Diocesan Metropolitan shall be implemented.

6.13 The agenda, the time and place of the Parish Assembly meeting shall be announced in the Church immediately after the Holy Qurbana on two consecutive Sundays by the Vicar or the celebrating Priest as directed by the Vicar.

6.14 The Diocesan Metropolitan, if he finds it necessary, May after announcing in the Church himself or causing such an announcement to be made convene the Parish Assembly Meeting on any subsequent day and the Diocesan Metropolitan shall preside over the meeting so convened.

6.15 In case of an emergency, the Parish Assembly meeting may be held after seven (7) days' notice in writing to all members by the President or Secretary as directed by the President.

6.16 The Parish Assembly shall discuss and decide all matters related to the working of the Parish within the terms of these articles and in line with the Constitution of Malankara Orthodox Syrian Church.

6.17 The acquisition and disposal of any immovable property on behalf of the Parish, or creation of any charge on any immovable property of the Parish, shall be in pursuance of the decisions thereto made by the Parish Assembly and shall be done by the Vicar and Treasurer jointly in consultation with the Board of Trustees and the legal counsel, if required, and approval of the Diocesan Metropolitan.

6.18 Except when specified, all decisions of the Parish Assembly meetings shall be taken by majority vote.

6.19 The Diocesan Metropolitan may be appealed to against any decision of the Parish Assembly and the Vicar shall simultaneously be informed in writing of such appeal. If the Diocesan Metropolitan agrees with the decision of the Parish Assembly, he shall dismiss the appeal, but if he disagrees, he shall within three months after the receipt of the appeal, place the same before the Diocesan Council and he shall in consultation with the Council decide the appeal matter. Until a decision is made on the appeal, the Diocesan Metropolitan may at his discretion stay the implementation of the decision of the Parish Assembly by sending stay Kalpana (order).

.

6.20 The decisions of the Parish Assembly shall come into effect if the aggrieved party fails to inform the Vicar in writing about the appeal within five days after the Parish Assembly decisions, or if no order of stay from the Diocesan Metropolitan is received within two weeks after the Vicar has been notified of the appeal.

7. The Parish Managing Committee

7.1 There shall be a Managing Committee (hereafter called the Committee) to

manage the day-to-day affairs of **St. Basil's Indian Orthodox Church of Texas**. The Committee shall be composed of the Parish Vicar, the Treasurer, the Secretary and a fixed number of members ranging from five (5) to fifteen (15) according to the requirement of the Parish and as decided by the Parish Assembly. The Treasurer for the previous year shall be the ex-officio member of the Committee with voting power. The term of the Committee shall be for a period of one Calendar year.

7.2 The Vicar shall be the President of the Parish Managing Committee, other Diocesan Metropolitan appointed Priests if any shall be the Vice-presidents.

7.3 The Vicar or on his direction the Secretary shall convene the meeting of the Parish Managing Committee by giving written notice and the Vicar shall preside over the meeting.

7.4 If for any reason the Vicar is unable to preside, one of the Vice-presidents, if any, and if there be no Vice-President a member of the Parish Managing Committee may on the direction in writing of the Vicar, preside over the meeting.

7.5 The Committee shall meet at least four (4) times a year. Notwithstanding what has been stated, the Committee may be convened as and when necessary by (a) the Vicar, (b) the Treasurer or the Secretary, (c) by more than one-third of the Managing Committee membership or (d) by the Diocesan Metropolitan, for any specific business.

7.6 If the President does not convene the Committee meeting as requested in 7.5 above, one-third of the Managing Committee members can request the Treasurer or the Secretary to convene the meeting with the written consent of the Diocesan Metropolitan.

7.7 If found necessary the Parish Assembly may decide a quorum for the Parish Managing Committee meeting.

7.8 The Committee shall review the Church budget of the year presented by the Treasurer before submitting it to the Parish Assembly for its approval.

7.9 The Committee shall implement the decisions of the Parish Assembly and recommend to the Parish Assembly any matter of importance affecting the Parish for its decisions.

7.10 The Committee shall examine the audited statements of accounts presented by the Treasurer before they are submitted to the Parish Assembly for its approval.

7.11 Any elected member of the Committee failing to attend three (3) consecutive meetings of the Committee without a compelling reason shall lose his membership in the Committee.

7.12 If a vacancy arises in the Committee, it shall be filled by the remaining members of the Committee by co-opting a member in good standing from the Parish Assembly with the approval of the Diocesan Metropolitan.

8. The Board of Trustees

8.1 There shall be a Board of Trustees consisting of all the Managing Committee members, elected by the Parish Assembly from Parish membership. Only elected Managing Committee members can become Board of Trustees.

8.2 The Secretary will represent as the Registered Agent of **St. Basil's Indian Orthodox Church of Texas** to the local state and Federal Government.

8.3 The Board shall represent the **St. Basil's Indian Orthodox Church of Texas** to the local State and Federal Governments in all legal matters pertaining to the Parish.

8.4 The Board of Trustees shall be responsible for all legal matters, and execute all legal matters concerning the Parish in consultation with the Parish Assembly.

9. The Vicar

9.1 The Vicar of the Parish shall be a duly ordained Priest of the Malankara Orthodox Syrian Church who is appointed by the Metropolitan of the Diocese of South-West America.

9.2 He will be the President of the Managing Committee, the Parish Assembly and the Board of Trustees.

9.3 Along with the Treasurer, the Vicar shall be the joint custodian of all the assets of the Parish.

9.4 The Vicar shall keep in his custody the registers for (1) Baptism, (2) Marriage, (3) Burial, (4) Confession and (5) Parish Assembly containing the names of all members of the Parish with their current mailing address. He shall keep with him the files containing the Kalpanas and other official records received from the Diocesan Metropolitan, and other superior authorities of the Church, and all correspondence with the Local, State and Federal Authorities.

9.5 The Vicar shall be the custodian of the movable articles of the Parish required for conducting worship services of the Church. Other Priests shall have access to them when they are conducting the services.

9.6 The Vicar shall conduct or arrange for conducting services of the Parish. He shall supervise and control all affairs of the Parish subject to the superior authority of the Diocesan Metropolitan and the laws of the State.

9.7 The Vicar shall settle the disputes in the Parish. If it is not possible by himself, he must, in consultation with the Managing Committee, report the matter to the Diocesan Metropolitan for necessary action.

10. The Secretary

10.1 The Secretary shall be elected by the Parish Assembly of the Parish from its members and the term of office shall be for one year.

10.2 The Secretary so elected shall be the Secretary of both the Parish Assembly, the Parish Managing Committee and Board of Trustees.

10.3 The Secretary shall write the minutes of the meetings of the Parish Assembly, Managing Committee and Board of Trustees, and after getting them passed by the respective bodies shall maintain them signed by the President of the respective meetings.

10.4 The Secretary with the permission of the Vicar shall do all correspondence concerning the Parish and keep a file of such correspondence.

10.5 At the expiration of the term of office, the Secretary shall hand over all Parish records Including current year electronic communication and transactional records along with a table of Index to the newly elected secretary in the committee meeting or the parish assembly meeting, as the case may be. The vicar shall review those documents and initial before transfer. In the event of resignation before the expiration of his term and a new Secretary has not been elected, all records must be handed over to the Vicar forthwith.

11. The Treasurer

11.1 The Treasurer shall be elected by the Parish Assembly of the Parish from among its members, and the term of office shall be for a period of one year.

11.2 Along with the Vicar, the Treasurer shall be the joint custodian of all assets of the Parish.

11.3 The Treasurer shall keep records and maintain the accounts of the Parish; shall receive all revenue and make all expenditures of the Parish according to the budget passed by the Parish Assembly.

11.4 The moneys of the parish shall be deposited in the joint account of the Vicar and the Treasurer, in recognized bank(s) approved by the Parish assembly, in the name of the Parish. Any withdrawal from the account(s) must be signed by the Treasurer and countersigned by the Vicar.

11.5 An updated register of the movable and immovable properties of the Parish, signed by the Vicar and the Treasurer, shall be kept in the custody of the Treasurer.

11.6 In addition to the usual and customary expenditures as authorized in the official budget of the Parish, the Treasurer may spend up to \$500.00 for any unforeseen and emergent expenditure, for which the Treasurer will have to get sanction of the Committee when it meets next. Any emergent expenditure above \$500.00 should have the prior approval of the Managing Committee and for amounts above \$1000.00 the approval of the General Body.

11.7 The Treasurer shall prepare a half-yearly statement of accounts within 45 days of closing of the accounting period, and submit it to the Managing Committee to review and thereafter to the Parish Assembly for its approval. At the end of the fiscal year, the Treasurer shall prepare the annual statements of accounts for auditing. The audited accounts must be presented to the Managing Committee and Parish assembly meeting for their approval within 60 days of the end of the year. A copy of the audited and passed account should be sent to the Diocesan Metropolitan for his approval and another copy to the state and Federal authorities, if required.

11.8 The Treasurer shall hand over all records and properties and balance money belonging to the Parish to the newly elected Treasurer of the Parish at the expiration of the term of office, in the Managing Committee or Parish assembly, and in case of resignation before the expiration of the term and a new Treasurer has not been elected, shall submit to the Vicar forthwith.

12. Visiting Priests

12.1 Any Priest or Prelate of good standing in the Malankara Orthodox Syrian Church, who is visiting the Parish, may be invited by the Vicar to officiate the Holy Qurbana in **St. Basil's Indian Orthodox Church of Texas** with the consent of Diocesan Metropolitan.

13. The Diocesan Metropolitan

13.1 The Metropolitan of the Diocese of South-West America in which the **St. Basil's Indian Orthodox Church of Texas** is included shall be an approved Prelate of the Malankara Orthodox Syrian Church.

13.2 His Grace shall directly administer the Parishes in the Diocese under the supervision of the Catholicos of the East cum Malankara Metropolitan.

13.3 The Diocesan Metropolitan has the authority to appoint, remove, or transfer the Vicar of this Parish.

13.4 The Holy Episcopal Synod is the supreme authority on all matters, temporal, ecclesiastical and spiritual of the Malankara Orthodox Syrian Church.

14. Dissolution

14.1 If for any reason the **St. Basil's Indian Orthodox Church of Texas** ceases to exist, all properties of the Parish including bank balances shall be distributed to the Diocese of South-West America of the Malankara Orthodox Syrian Church, provided, however, the diocese shall not, at that time, be a nonprofit organization, exempt under Section 501 as described in Section 501 C (3) (if the Internal Revenue Code; then to The Malankara Orthodox Syrian Church, provided however, if said Church shall not, at that time, be a nonprofit organization, exempt under section 501 as described in Section 501C (3) of the Internal Revenue Code, then such exempt non-profit organization as the members of the Parish Assembly shall determine, but in no event shall any of its property be distributed to any member or officer of the Church.

15. General

15.1 The Parish Assembly and any Committee thereof have no authority to make any decision concerning the faith, order, and discipline of the Church. Such matters are dealt with by the Holy Episcopal Synod.

15.2 Notwithstanding what has been stated by in these articles about the term of officeholders, or Committee, they shall continue in office until the new officeholders or Committee shall take over charge from them.

15.3 These articles are adopted from the Constitution of the Malankara Orthodox Syrian Church and, therefore, if any provision herein contained shall be found to conflict with those therein, the provisions of the Malankara Orthodox Syrian Church Constitution shall prevail.

15.4 These articles may be amended by a two-third vote of the Parish Assembly at a special Parish Assembly meeting called for this purpose in accordance with the Constitution of The Malankara Orthodox Syrian Church. The Amendments shall be reviewed and approved by the Managing Committee, Board of Trustees. The agenda, the time and place of the Parish Assembly meeting to amend the Article of Incorporation shall be announced in the Church immediately after the Holy Qurbana on two consecutive Sundays by the Vicar or the celebrating Priest as directed by the Vicar. Before becoming effective, such amendment(s) must be approved by the Diocesan Metropolitan and should not in violation of the Constitution of the Malankara Orthodox Syrian Church.