



By Laws of The Orthodox Theological Society in America

ARTICLE I. NAME

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

ARTICLE II. PURPOSE

SECTION 1. The Orthodox Theological Society in America, organized in 1966 under the auspices and with the blessing of the Standing Conference of Canonical Orthodox Bishops in the Americas, exists in order to promote the study and development of Orthodox theology; to coordinate the work of Orthodox theologians in North America, bringing Orthodox scholars from all jurisdictions together for dialogue and to promote the collaboration of the Orthodox churches in North America; to cultivate scholarship, fellowship, spiritual life, and cooperation in honest, open, and collegial discourse among those engaged in advanced study, teaching, research, and writing in the range of theological subjects and related disciplines (e.g. religious studies, biblical studies, the arts, the sciences, history, law, philosophy, literary studies, and bioethics); to serve as a resource for the Assembly of Bishops and the Church; and to engage non-Orthodox theologians interested in Orthodox theology.

SECTION 2. The Society is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to

organizations that also qualify as Section 501(c)(3) exempt organizations. All funds, whether income or principal, and whether acquired by gift or contributions or otherwise, shall be devoted to the purposes of the Society enumerated in Section 1 above.

ARTICLE III. LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

SECTION 1. No part of the net earnings of the corporation shall inure to any member of the Society not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Officer of the Society, nor to any other private persons, excepting solely such reasonable compensation that the Society shall pay for services actually rendered to the Society, or allowed by the Society as a reasonable allowance for authorized expenditures incurred on behalf of the Society.

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

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

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

ARTICLE IV. MEMBERSHIP

SECTION 1. The Society welcomes as Full Members Eastern and Oriental Orthodox Christians, who are presently or were formerly residents of North America, members in good standing of a canonical Eastern or Oriental Orthodox Church, and teaching theology at an institution of higher learning or otherwise engaged in theologically related teaching or research at the academic level. Such candidates have earned at a minimum a Master's degree in theology (or its equivalent) or a Master's degree in the disciplines noted in Article II, Section 1 and in each case will have engaged in significant additional directed graduate study in theology. Only Full Members of the Society may serve as officers and cast votes on the by-laws, resolutions of the Society, and membership applications.

SECTION 2. The Society also welcomes as Associate Members 1. Orthodox Post-graduate students who have not yet obtained a second level master's degree (e.g. Th. M) or doctoral students in theology or related disciplines who are not yet ABD; 2. Scholars in theology and related disciplines who are members of non-Orthodox Christian churches and communities. The same expectations of minimum requirements as stated for Full Members apply to Associate members. Associate Members enjoy the privileges of attending and presenting at the annual meetings, and any OTSA sponsored conferences, joining in discussions at all sessions including the annual business meeting, and a reduced subscription rate for one of the two theological journals published at Holy Cross School of Theology or St. Vladimir's Seminary. In any instance where the Society receives a request or mandate from the Assembly of Bishops to present an opinion or advice, Full and Associate Members may participate in the preliminary discussion of the issue at hand. However, the final discussion, preparation, and dissemination of any such document shall be drafted and approved by the Full Members only.

SECTION 3. The Society has a standing membership committee constituted of the officers to review and preliminarily approve candidates for membership. Applications consisting of a letter of intent and updated c.v. must be received by the Committee at least one month in advance of the annual meeting of the Society. Applications for both Full and Associate Membership submitted to this committee must be sponsored by at least two Full Members of the Society. Those seeking membership must forward two names of Full Members to the standing committee. Sponsorship names may be communicated to the standing committee electronically or in hard copy. The membership committee will make its recommendations at the regular annual meeting of the Society for final approval by a two-thirds (2/3) vote of the full members present.

SECTION 4. Members of the Society are expected to support the objectives and the mission of the Society and to attend meetings regularly. They have voting rights and all other privileges of membership. They are required to pay the annual dues to remain as members in good standing. If a member has not paid dues for three consecutive years, the member can be considered inactive. If inactive members wish to reactivate their membership, they may do so by paying dues for the three years prior to and inclusive of the year of their reactivation.

SECTION 5. The annual membership dues are set by the Society at its annual meeting. In addition, an annual voluntary contributed may be requested for the Fr. Georges Florovsky Lecture Fund, or such other funds as may be created by the Society.

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

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

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

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

ARTICLE V. MEMBERSHIP MEETINGS

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

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

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

ARTICLE VI. OFFICERS

SECTION 1. The officers of the Society are: the President, the Vice-President, the Secretary, the Treasurer, and if desired by the Executive Committee, Associate Treasurer, Assistant Treasurer, and Immediate Past President. Election of officers will take place at the regular annual meeting. These officers will constitute the executive committee of the Society that shall act on behalf of the Society between meetings of the Membership, taking all steps necessary to carry out the decisions of the Society. Each officer shall serve a one-year term and may be elected to successive terms.

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

If desired, the Immediate Past President will remain on the executive committee of the society for one (1) year, with voice and vote, to assist the President and the Society.

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

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

SECTION 5. The Treasurer shall be the financial officer of the Society, and shall be responsible for the proper conduct of the financial affairs of the Society. The Treasurer shall act for the Society in its financial transactions. The Treasurer shall present regular financial reports, and such special financial reports as may be required, to the Membership and the executive committee. If desired, the Associate Treasurer and Assistant Treasurer will assist the Treasurer with the duties of the office.

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

ARTICLE VII. COMMITTEES

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

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

SECTION 3. At the first session of the Annual Meeting, the President shall present for the Membership's approval a nominating committee consisting of at least

three former officers of the Society who shall solicit and suggest to the Membership persons consenting to serve the various offices of the Society. These shall themselves not be eligible for nomination.

ARTICLE VIII. DEBT OBLIGATIONS AND PERSONAL LIABILITY

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

ARTICLE IX. AMENDMENTS

SECTION 1. Provisions of the Articles of Incorporation or these bylaws may be amended or revised at the regular annual meeting of the Society by a two-thirds (2/3) vote of those present after thirty (30) days notice has been given to the Membership of the proposed changes.

ARTICLE X. DISSOLUTION

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

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