

COPY

AMENDED AND RESTATED BY LAWS

OF



HOLY TRINITY ROMANIAN AMERICAN ORTHODOX CHURCH

ROMANIAN ORTHODOX METROPOLIA OF THE AMERICAS

Los Angeles * California

28 January 2024

**AMENDED AND RESTATED
BYLAWS
OF
HOLY TRINITY ROMANIAN AMERICAN ORTHODOX CHURCH,
a California nonprofit religious corporation**

THESE AMENDED AND RESTATED BYLAWS (hereinafter referred to as the these “Bylaws”) of HOLY TRINITY ROMANIAN AMERICAN ORTHODOX CHURCH, a California nonprofit religious corporation (hereinafter referred to as the “Parish”), amend, restate, cancel and supersede in their entireties any previous bylaws of the Parish.

The Parish is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Parish shall not be organized or operated for profit and no part of the Parish’s net earnings, properties or assets, on dissolution or otherwise, shall inure to the benefit of any person or entity, including any Parishioner, Director or officer, except as hereafter provided. On liquidation or dissolution of the Parish, all properties and assets remaining after payment, or provision for payment, of all debts, liabilities and obligations of the Parish shall be distributed to a nonprofit fund, foundation or other organization that is organized and operated exclusively for charitable, religious and/or educational purposes and that has established its exempt status under Section 501(c)(3) of the Internal Revenue Code. No Parishioner, Director, officer, employee or other agent or representative of the Parish, or any other private person or entity, shall at any time receive any of the net earnings or pecuniary profit from the operations of the Parish; provided, however, that this provision shall not prevent payment to any such person or entity of reasonable compensation for services performed for the benefit, or on behalf of, the Parish in effecting any of its religious purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board.

The specific purposes of the Parish are set forth in the Amended and Restated Articles of Incorporation of the Parish, as filed with the Secretary of State of the State of California on October 18, 2022 (hereinafter referred to as, and as may be amended and/or restated from time to time, the “Articles”).

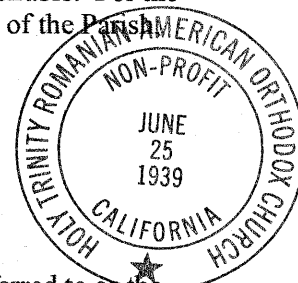
**ARTICLE I
OFFICES**

The registered office and principal office of the Parish shall be located at 3315 Verdugo Road, Los Angeles, California 90065, and the registered agent of the Parish shall be as set forth in the most recently filed Statement of Information for the Parish. The registered office, principal office or registered agent may be changed by resolution of the Board of Directors of the Parish (hereinafter referred to as the “Parish Council”), upon making the appropriate filing with the Secretary of State of the State of California. The Parish may have additional offices at such places, within or without the State of California, as the Parish Council may designate or as the business of the Parish may require or as may otherwise be desirable. For the avoidance of doubt, the Parish Council shall constitute, and serve as, the “Board of Directors” of the Parish as that term is defined in California Corporations Code.

**ARTICLE II
PARISHIONERS**

1. ROLE OF PARISHIONERS (LAITY)

As participators in the function of Christ, priest, the laity of the Parish (hereinafter referred to as the “Parishioners”) should have an active part in the life and activities of the Parish. The Parishioners should strive to work in the Parish in close union with the Parish Priest, by bringing before the ecclesial community



personal problems, world problems and questions regarding salvation, to examine, analyze and, if possible, solve, together by general discussion. According to their abilities, the Parishioners should strive to cooperate in all of the apostolic and missionary enterprises of their ecclesial family.

2. LIST OF PARISHIONERS

Each Parish shall maintain a Parish Record which will include, at a minimum, the following information concerning each Parishioner: baptismal and family name, occupation (optional), dates of baptism and/or chrismation and marriage, family record of spouse and children, date of entry into the Parish, date of death, and such other information that shall be deemed appropriate.

3. CLASSES OF PARISHIONERS

The Parish shall have two (2) classes of Parishioners: (1) *Active Parishioners*, who are those Parishioners of the Parish who are in good standing as determined by the Parish Priest, upon the advice of the Parish Council, provided that, in any event, an Active Parishioner shall have reached the legal age of majority, shall live within the jurisdiction of the Parish, shall not belong to another Romanian Orthodox parish, and shall be current on all financial obligations and commitments to the Parish, including all stewardship financial obligations; and (2) *Inactive Parishioners*, who are those Parishioners who are not in good standing with the Parish. The Parish Priest, upon the advice of the Parish Council but at his discretion, and subject to the requirements set forth above, shall make the final determination as to whether a Parishioner is an Active Parishioner or an Inactive Parishioner and as to the eligibility and qualifications for each.

Active Parishioners shall have the right to attend all meetings of the voting members of the Parish, also commonly referred to as a "Parish Assembly," and shall have the right to vote on any matters put before the Parish Assembly for a vote, including the election of Directors. Active Parishioners are "Members" of the Parish, as that term is defined in California Corporations Code § 5056.

An Active Parishioner who is in arrears in the payment of his or her stewardship financial obligations for more than the previous calendar year may vote at the Parish Assembly only after that Parishioner has met the unfulfilled stewardship financial obligations at least thirty (30) days before the Parish Assembly. New Parishioners may become Active Parishioners and may exercise their vote at Parish Assemblies if they have been Parishioners in good standing for at least six (6) months

Inactive Parishioners shall have a right to attend general services held at the Parish but shall not have any right to attend Parish Assembly meetings nor have any voting rights whatsoever.

4. PARISHIONER MEETINGS

Any meetings of the Parishioners shall be referred to as a "Parish Assembly." Only Active Parishioners shall be entitled to attend, participate in and vote at a Parish Assembly. The Parish Assembly shall generally meet on Sundays, after the Divine Liturgy, and shall open with a prayer for the invocation of the Holy Spirit. Regular Parish Assemblies shall be convened by the Priest and the Parish Council, usually twice each calendar year, at dates fixed by the Parish Council. An Annual Parish General Assembly meeting shall be held on a Sunday in January following the celebration of the Divine Liturgy and shall include as part of its agenda the election of the Parish Council, as specified in the Metropolia ROMA's Statutes.

5. PLACE OF PARISHIONER MEETINGS

Meetings of the Active Parishioners shall be held at the Parish's principal office, which, as of the date of these Bylaws, is located at 3315 Verdugo Road, Los Angeles, California 90065. For good reason



shown, the Parish Council may designate another convenient place within the County of Los Angeles for Parish Assembly meetings.

However, if, as a result of an emergency or other exigent circumstance, the Parish Council determines that an in-person Parish Assembly meeting would be impractical or unreasonable to conduct, a meeting of the Parish Assembly may be conducted, in whole or in part, by electronic transmission by and to the Parish or by electronic video screen communication if:

A. The Parish implements reasonable measures to provide Active Parishioners with a reasonable opportunity to participate in the meeting of the Parish Assembly and to vote on matters submitted to the Active Parishioners, including an opportunity to hear, and be heard at, the proceedings of such meeting, and

B. The Parish maintains a record of each vote or action taken by each Active Parishioner at the meeting of the Parish Assembly by means of electronic transmission to the Parish or electronic video screen communication.

Any request by the Parish to an Active Parishioner pursuant to clause (b) of Section 20 of the California Corporations Code for consent to conduct a Parish Assembly meeting by electronic transmission by and to the Parish shall include a notice that absent the consent of the Active Parishioner pursuant to clause (b) of Section 20 of the California Corporations Code, the Parish Assembly meeting shall be held at a physical location in accordance with these Bylaws.

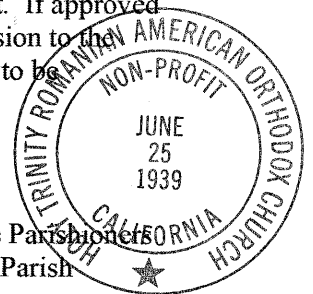
6. ACTION WITHOUT MEETING – WRITTEN BALLOT

If, as a result of an emergency or other exigent circumstance, the Parish Council determines that an in-person Parish Assembly would to be impractical or unreasonable to conduct, any action which may be taken at any regular or special Parish Assembly meeting may be taken without a meeting if the written ballot of every Active Parishioner is solicited, if the required number of signed approvals in writing, setting forth the action so taken, is received, and when the number of ballots cast on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of ballots cast. If approved by the Parish Council, that ballot and any related materials may be sent by electronic transmission to the Parish. All solicitations of ballots shall indicate the time by which the ballot must be returned to be conducted. Directors may be elected by written ballot under this section.

7. QUORUM AND VOTING OF MEMBERS

Active Parishioners may cast votes on such matters that may properly come before the Parishioners at a meeting thereof, also commonly referred to as a "Parish Assembly," as determined by the Parish Council. Proxies shall not be permitted at a Parish Assembly meeting.

In order for a Parish Assembly to have a legally constituted quorum to conduct business, there shall be not less than one-third (1/3) of the Active Parishioners in good standing of a Parish present. Active parishioners present at a duly called or held Parish Assembly at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Active Parishioners to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of Active Parishioners required to constitute a quorum. Otherwise, in the absence of a quorum, any Parish Assembly may be adjourned from time to time by the vote of a majority of the votes represented, but no other business may be transacted.



8. NOTICE OF MEMBERSHIP MEETINGS

Notice of any Parish Assembly shall be mailed by post or electronic media to all Active Parishioners in good standing at least ten (10) days prior to the Assembly and shall include the agenda. The agenda shall be prepared by the Priest and the Parish Council and shall include all items to be discussed at the Assembly. For purposes of this Article the Secretary shall be the Secretary of the Parish Council.

9. SPECIAL MEMBERSHIP MEETINGS

Special Parish Assemblies may be held when the Priest and/or Parish Council deem it necessary. A special Parish Assembly may be convened for any matter except for those involving canonical and dogmatic issues. In addition, if at least ten percent (10%) of the Active Parishioners in good standing of the Parish submit a written petition requesting a Parish Assembly, a special Parish Assembly may be convened. Any such petition must be submitted to the Priest and the Parish Council stating the purpose for the meeting.

ARTICLE III
DIRECTORS

1. PARISH COUNCIL

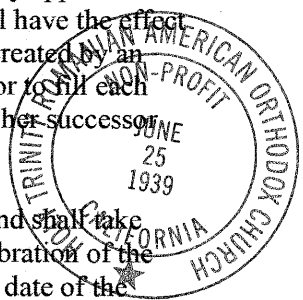
To the extent not limited or prohibited by law, the Articles or these Bylaws, the powers of the Parish shall be exercised by or under the authority of, and the business and affairs of the Parish shall be managed under the direction of, the Parish Council.

2. NUMBER AND ELECTION OF DIRECTORS

The Parish Council may not have less than seven (7) nor more than fifteen (15) Directors, one of whom shall always be the then current Priest of the Parish (the "Priest"), and one whom shall always be the First Chanter of the Parish, and the remaining Directors shall always be Active Parishioners. The exact number of Directors as of the date of these Bylaws is fifteen (15), and this number will be fixed from time to time, within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted by approval of the Parish Council as provided in these Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Upon any vacancy of the Parish Council created by an increase in the number of Directors, the Directors shall appoint and elect an additional director to fill each such vacancy. Each Director shall hold office for a period of two (2) years and/or until his or her successor shall have been designated, appointed, elected and qualified.

Directors shall be elected by the Active Parishioners in good standing of the Parish and shall take place at the Annual Parish Assembly meeting held on a Sunday in January following the celebration of the Divine Liturgy. A majority of a quorum of the Active Parishioners present and voting on the date of the Annual Parish Assembly shall elect the Directors. However, if, as a result of an emergency or other exigent circumstance, the Parish Council determines that an in-person Parish Council meeting would be impractical or unreasonable to conduct, any action which may be taken at any regular or special Parish Council meeting (including the election of Directors) may be taken without a meeting by written ballot pursuant to Article II, Section 6, above.

A candidate for the Parish Council must be an Active Parishioner continuously for at least one (1) year immediately preceding the date of the election and must live his or her life in accordance with the faith and canons of the Church, attending Divine Services regularly and participating in the sacramental life of the Church, as determined by the Parish Priest.



Four weeks before the Annual Parish Assembly at which the election of Directors is to take place, the Parish Council shall select a Nominating Committee composed of no fewer than three (3) Active Parishioners of good repute charged with soliciting candidates to stand for election to the new Parish Council. The Parish Priest shall also serve as a member of the Nominating Committee. The parishioners shall be informed of the membership of this Nominating Committee and urged to suggest appropriate persons for their consideration. After the Parish Priest has verified the canonical and financial good standing of the persons under consideration for election, the Nominating Committee shall prepare and publish the list of candidates for consideration by the Parish Assembly. A ballot shall be prepared for use by the Parish Assembly. However, election may be made by either voice vote or the showing of hands, if the Assembly by majority vote so decides. No additional nominations may be made from the floor of the Assembly.

In the event that an insufficient number of candidates shall be nominated for election to the Parish Council, the election of those nominated shall take place in accordance with the above election procedures. The Parish Council, after the ratification of the election and taking office, shall proceed to elect officers as provided for below, and then shall fill any vacancies on the Parish Council from among the Active Parishioners in good standing. Those elected by the Parish Council shall, in such order as may be determined by the Parish Council, serve the term that a member duly elected by the Parish Assembly would have served.

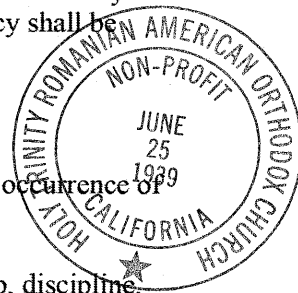
3. VACANCIES

A vacancy on the Parish Council shall be considered to exist in the event of: the death or resignation of a Director; the physical or mental incapacity of a Director; the invalidation of the election of a Director; or the failure of a Director to be current in his stewardship financial obligations to the Parish. Except as specified below with respect to removals by the Diocesan Bishop, a vacancy on the Board shall be promptly filled by the Board by electing a successor therefore from among the Parishioners in good standing of the Parish. Such successor shall serve for the unexpired portion of the term of the vacant office. If a vacancy on the Board occurs after the Board elections but before the first meeting of the Board the vacancy shall be filled after the first meeting of the Board.

4. REMOVAL

The Parish Council may declare vacant the office of a Director immediately upon the occurrence of any of the following events:

- A. The Director is not, or has ceased to be loyal to the doctrines, canons, worship, discipline, customs and practices of the Church;
- B. The Director is in violation of these Bylaws or the Hierarchical Encyclicals of the Church;
- C. The Director does not recognize the duly constituted ecclesiastical authorities of the Church;
- D. The Director is guilty of a serious moral transgression;
- E. The Director has violated his or her oath of office or has engaged in actions which do not further the administrative or spiritual wellbeing of the Parish or the Church;
- F. The Director has been declared of unsound mind by a final order of court;
- G. The Director has been convicted of a felony;
- H. The Director has failed to attend three (3) consecutive Parish Council meetings; or



I. The Director has ceased to be an Active Parishioner.

5. RESIGNATION

A Director may resign as such by providing written notice of such resignation to the Parish Council. The resignation shall be effective upon the date of receipt of the notice of resignation, or the date specified in such written notice. Acceptance of the resignation shall not be required to make the resignation effective. Any vacancy on the Parish Council created by the resignation of a Director may, at the discretion of the Parish Council, be filled by the majority vote of the Parish Council, excluding the vote of the Director whose resignation resulted in such vacancy.

6. ANNUAL MEETINGS OF THE PARISH COUNCIL

The Parish Council shall hold annual meetings at which the Directors shall elect officers and transact such other business as shall properly come before Parish Council at such meetings. Each annual meeting of the Parish Council shall be held immediately after the conclusion of the Annual Parish Assembly, as provided herein.

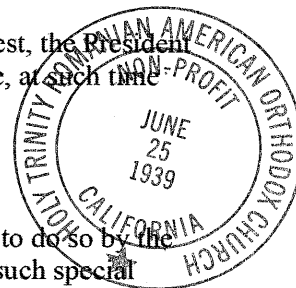
7. REGULAR MEETINGS OF THE PARISH COUNCIL

The Parish Council shall hold regular meetings, usually once each calendar month, but in no event no less frequently than once every other calendar month. A majority of the Parish Council shall constitute a quorum for the transaction of business. Vacancies on the Parish Council shall not be used in order to establish a quorum.

The minutes of the meetings of the Parish Council shall be signed by the Parish Priest, the President and the Secretary. Regular meetings of the Parish Council may be held, upon written notice, at such time and place as may be from time to time determined by the Parish Council.

8. SPECIAL MEETINGS OF THE PARISH COUNCIL

The Secretary shall call special meetings of the Parish Council whenever requested to do so by the Parish Priest, the President, or a majority of the Parish Council if deemed necessary. Each such special meeting shall be held at the date and time specified in the notice of such meeting.



9. PLACE OF PARISH COUNCIL MEETINGS/TELEPHONIC MEETINGS

Each meeting of the Parish Council shall be held either at the principal office of the Corporation or at such other place within the State of California as shall be specified in the notice of such meeting or the executed waiver of notice.

Directors shall participate in and/or hold a meeting of the Parish Council in-person. However, in an emergency or if other exigent circumstances cause any in-person meeting to be impractical or unreasonable to conduct, a meeting of the Parish Council may be held by means of:

A. conference telephone or similar communications equipment by which each Director participating in such meeting can hear, and be heard by, each other Director participating in such meeting; or

B. another suitable electronic communications system, including videoconferencing technology or the Internet, only if:

(1) each Director participating in such meeting consents to such meeting being held by means of that system; and

(2) the system provides access to the meeting in a manner or using a method by which each Director participating in such meeting can hear, and be heard by, each other Director participating in such meeting.

Participation in a meeting pursuant to this Article II, Section 9 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

10. NOTICE OF MEETINGS OF THE PARISH COUNCIL

Notice of any meeting of the Parish Council shall be given at least ten (10) days prior to the date of such meeting by written notice delivered personally or sent by United States mail, electronic transmission or other means of written communication to each Director at his or her physical or electronic address as shown by the records of the Parish. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If notice is given by electronic transmission or other means of written communication, such notice shall be deemed to be delivered at the time of transmission (as confirmed in writing). Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Parish Council need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

11. QUORUM AND VOTING OF DIRECTORS

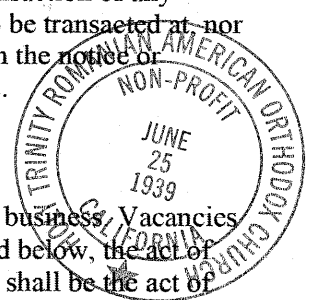
A majority of the Parish Council shall constitute a quorum for the transaction of business. Vacancies on the Board shall not be used in order to establish a quorum. Unless otherwise provided below, the act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Parish Council.

Members of the Parish Council must attend Parish Council meetings. No proxies are permitted. A member who misses three (3) consecutive meetings without justifiable cause, may be relieved of his or her office upon prior written notice to the Director and the majority vote of the Parish Council.

12. REQUIRED VOTE FOR CERTAIN ACTIONS

All actions shall require the majority vote of the Directors before the same shall be deemed the action of the Parish Council or the Parish, except that a vote of two-thirds ($\frac{2}{3}$) of the Directors shall be required for any of the following actions to be deemed actions of the Parish Council:

- A. Dissolution of the Parish;
- B. Purchase or sale of real property of the Parish; or
- C. The creation of a mortgage, lien or encumbrance on real property owned by the Parish, and;
- D. Alteration, amendment or repeal of Bylaws and adoption of new Bylaws.



13. COMPENSATION

Directors, as such, shall not receive any stated salary or other compensation for their services. A Director shall not be precluded from serving the Parish in any other capacity and receiving compensation for such services. Members of committees also shall not receive any stated salary or other compensation for their services on said committees.

14. ACTION BY DIRECTORS WITHOUT MEETING

Any action required by the California Nonprofit Religious Corporation Law to be taken at a meeting of the Parish Council, or any action that may be taken at a meeting of the Parish or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by that number of Directors, or committee members, as would be necessary to take such action at a meeting at which all of the Directors, or committee members, were present and voted. Such consent shall have the same force and effect as a vote of the Parish Council. Each written consent shall bear the date of signature of each Director, or committee member, who signed the consent.

Prompt notice of the taking of any action by the Parish Council, or any committee, without a meeting by less than unanimous written consent shall be given to all Directors or committee members who did not consent in writing to such action.

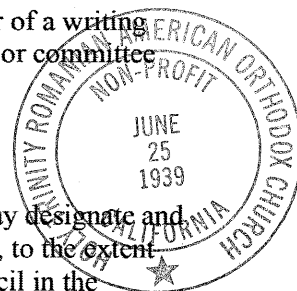
If any action by the Parish Council, or any committee, is taken by written consent signed by less than all of the Directors or committee members, any documents and/or certificates filed with the Secretary of State as a result of the taking of such action shall state that written consent has been given in accordance with the applicable provisions of the California Nonprofit Religious Corporation Law.

An electronic, facsimile or similar transmission by a Director or committee member of a writing signed by such Director or committee member shall be regarded as signed by such Director or committee member for purposes of this Section 14.

15. COMMITTEES OF THE PARISH COUNCIL

The Parish Council, by a resolution adopted by a majority of the Parish Council, may designate and appoint committees, each of which to consist of at least one (1) Director, and each of which, to the extent expressly provided in such resolution, to have and exercise the authority of the Parish Council in the management of the Parish, except that no such committee shall have the authority of the Parish Council in reference to:

- A. amending, restating, altering or repealing these Bylaws, the Articles of Incorporation or any other organizational or governing document of the Parish,
- B. electing, appointing or removing any Director, officer of the Parish or committee member,
- C. adopting a plan of merger or consolidation of the Parish with another entity,
- D. authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Parish,
- E. authorizing the voluntary dissolution of the Parish or revoking proceedings therefore,
- F. adopting a plan for the distribution of the assets of the Parish,



- G. amending, restating, altering or repealing any resolution of the Parish Council, or
- H. undertaking any of the actions set forth in Section 12 above.

The designation and appointment by the Parish Council of any such committee and the delegation thereto by the Parish Council of specific authority shall not operate to relieve the Parish Council, or any individual Director, of any responsibility imposed upon the Parish Council, or such individual Director, by applicable law.

Other committees not having and exercising the authority of the Parish Council in the management of the Parish may be appointed by the Priest. Members of each such committee shall be Active Parishioners, and the Priest shall appoint the members thereof. Any member thereof may be removed by the person authorized to appoint such member if, in such person's reasonable business judgment, the best interests of the Parish shall be served by such removal.

Each committee member shall continue to serve as such until his or her successor is appointed or until his or her earlier removal from such committee, including by reason of such committee member ceasing to qualify as a member thereof, unless the committee shall be sooner terminated.

One member of each committee shall be appointed chairman by the Priest.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the Parish Council designating a committee, a majority of any committee shall constitute a quorum for such committee, and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall constitute the act of such committee.

Each committee may adopt rules for its own governance, provided that such rules are not inconsistent with these Bylaws or with the specific authority delegated to such committee by the Parish Council.

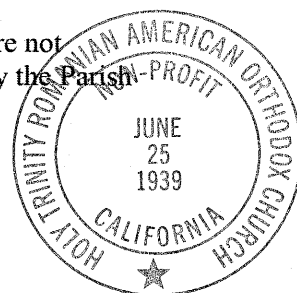
ARTICLE IV **OFFICERS**

1. NUMBER OF OFFICERS

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Chief Financial Officer or Treasurer, and may also consist of such other officers and assistant officers as the Parish Council may deem necessary. New offices may be created and filled at any meeting of the Parish Council. Any two or more offices may be held by the same person, except that the offices of President and Secretary shall be filled by different persons. A committee duly designated by the Parish Council may perform the functions of any officer, and the functions of any two or more officers may be performed by a single committee, including the functions of both President and Secretary.

2. ELECTION OF OFFICERS AND TERM OF OFFICE

Each officer shall be elected or appointed by the Board at the regular annual meeting of the Parish Council, or at any special meeting of the Parish Council, if so determined, for such term not exceeding two (2) years, unless the Parish Council renews such officer's election or appointment. The offices of the President and Treasurer shall not be held by the same person for more than six (6) consecutive years. The



Priest, by virtue of his canonical ordination and assignment, heads and administers the Parish, in cooperation with the Parish Council.

3. REMOVAL OF OFFICERS, VACANCIES

Any officer may be removed by the Parish Council if and when the Parish Council determines, in its reasonable business judgment, that the best interests of the Parish would be served by such removal. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not of itself create contract rights. In the event that the office of the President of the Parish Council shall become vacant, the Vice President, shall assume the office of President. Any other office that may become vacant shall be filled by election of the Parish Council for the unexpired portion of the term of such office.

4. POWERS OF OFFICERS

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such other duties and powers as the Parish Council shall from time to time designate. All officers and other agents of the Parish shall perform their duties subject to the directions and under the supervision of the Parish Council. The President may secure the fidelity of any officer by bond or otherwise.

All officers and other agents of the Parish, as between themselves and the Parish, shall have such authority and perform such duties in the management of the Parish as may be provided in these Bylaws or as may be determined by resolution of the Parish Council not inconsistent with these Bylaws.

In the discharge of a duty imposed on, or power conferred upon, an officer of a Parish, such officer may, in good faith and with ordinary care, rely on information, opinions, reports and statements, including financial statements and other financial data, concerning the Parish or another party, that were prepared or presented by (1) Directors, officers or employees of the Parish, or (2) legal counsel, public accountants or other persons as to matters such officer reasonably believes are within such person's professional or expert competence.

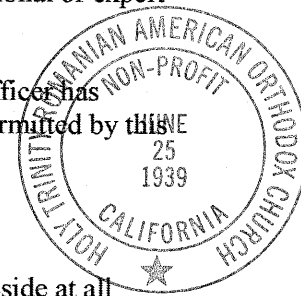
An officer is not relying in good faith within the meaning of this Section 4 if such officer has knowledge concerning the matter in question that makes reliance that would otherwise be permitted by this Section 4 unwarranted.

5. PRESIDENT

The President (also referred to as the Chief Executive Officer) of the Parish shall preside at all meetings of the Parish Council. The President shall ensure that all orders and resolutions of the Parish Council are carried out, subject however, to the right of the Parish Council to delegate specific powers to any other officer of the Parish, except in the event that any such power may, by statute, be exclusively conferred upon the President.

The President, when authorized by the Parish Council, shall execute bonds, mortgages and other instruments in the name of the Parish and may affix the seal of the Parish to any instrument requiring the same, and such seal, when so affixed, shall be attested by the signature of either the Secretary or an Assistant Secretary.

The President shall be ex-officio a member of all standing committees.



The President shall submit a report of the operations of the Parish for the year to the Parish Council at each annual meeting of the Parish Council.

In addition to the above, the President shall also be responsible for:

- A. Communication between the Parish Council and the Parishioners;
- B. Organization and coordination of Parish Council activities to accomplish its goals in coordination with the Priest;
- C. Communication with committee chairs and the Parish Priest;
- D. Preparing with the Priest and the Secretary the agenda for the Parish Council meetings prior to the date thereof, and;
- E. Signing with the Parish Priest and the Secretary the minutes of any Parish Council meetings

6. VICE-PRESIDENT

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and such other duties as the Parish Council shall prescribe. The Vice-President shall also assist the President in the execution of his or her duties.

7. THE SECRETARY AND ASSISTANT SECRETARY

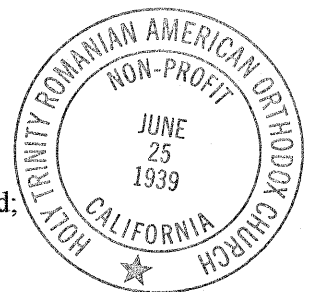
The Secretary shall, at the request of the Parish Council, attend all meetings of the Parish Council and all Parish Assemblies and shall record all votes and the minutes of all meetings and other proceedings and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Parish Council and all Parish Assemblies, when requested to do so, and shall perform such other duties as may be prescribed by the Priest and/or Parish Council. When authorized by the Priest, Parish Council or the President, the Secretary shall affix the Parish seal to any instrument requiring such seal and when so affixed, such seal shall be attested by the signature of either the Secretary or the Assistant Secretary.

The Assistant Secretary, if any, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and perform such other duties as the Parish Council shall prescribe.

In the absence of the Secretary and Assistant Secretary, the minutes of all meetings of the Parish Council and all Parish Assemblies shall be recorded by such person as shall be designated by the Parish Council or, in the absence of such designation, by the President.

In addition to the above, the Secretary shall also be responsible for:

- A. Maintaining membership rosters and attendance records;
- B. Distributing information and correspondence to Parishioners as necessary, and;
- C. Receiving and forwarding all Parish Council correspondence.



8. THE TREASURER AND ASSISTANT TREASURER

The Treasurer is responsible for overseeing and maintaining the financial functioning and good order of the Parish and shall have the custody of the Parish's funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books and records of the Parish and shall deposit all funds and other valuable effects in the name, and to the credit, of the Parish in such depositories as may be designated by the Board.

The Treasurer shall have signatory authority on the Parish bank accounts to sign checks and pay all Parish obligations. The Treasurer shall disburse the funds of the Parish as may be ordered by the Parish Council. The Treasurer shall keep and maintain the Parish's books of account and shall render on a monthly basis, or at any time upon request of the Parish Council and/or the President, to the Parish Council and the President an account of all of transactions undertaken and actions taken by the Treasurer in such capacity and of the financial condition of the Parish and exhibit the books, records and accounts to the Parish Council and the President. The Treasurer shall disburse funds for capital expenditures as authorized by the Parish Council and in accordance with the orders of the President, and present to the President for his or her attention any requests for disbursement of funds if, in the judgment of the Treasurer, any such request is not properly authorized. The Treasurer shall issue the tax receipts to Parishioners and donors at the end of each tax year. The Treasurer shall perform such other duties as may be directed by the Parish Council or by the President.

If required by the Parish Council, the Treasurer shall give the Parish a bond in such sum and with such surety or sureties as shall be satisfactory to the Parish Council for the faithful performance of the duties of the office and for the restoration to the Parish, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

The Assistant Treasurer, if any, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and perform such other duties as the Parish Council or the President shall prescribe.

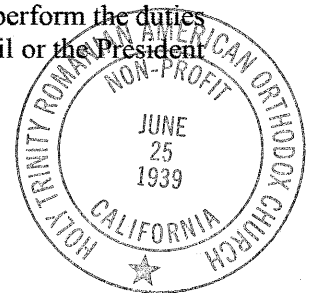
**ARTICLE V
INDEMNIFICATION AND INSURANCE**

1. INDEMNIFICATION

The Parish shall have the power, at the discretion of the Parish Council, to indemnify to the fullest extent permitted by law, Directors, officers, employees, agents and other representatives of the Parish against any claim, loss, liability, obligation, cost or expense (including attorneys' fees) that in any way arise out of any act or omission taken or omitted to be taken by any such person in good faith belief that such act or omission was lawful and furtherance of the Parish's purposes. The Parish may, at the discretion of the Parish Council, advance expenses pursuant to the provisions of the California Nonprofit Religious Corporation Law to any such person entitled to indemnification hereunder or under the provisions of the California Nonprofit Religious Corporation Law.

2. INSURANCE

The Parish may purchase and maintain insurance or another arrangement on behalf of any person who is or was Director, officer, employee or agent of the Parish or who is or was serving at the request of the Parish as a Director, officer, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person,



whether or not the Parish would have the power to indemnify him or her against that liability. Without limiting the power of the Parish to procure or maintain any kind of insurance or other arrangement, the Parish may, for the benefit of persons indemnified by the Parish, (1) create a trust fund, (2) establish any form of self-insurance, (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Parish, or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained or established within the Parish or with any insurer or other person deemed appropriate by the Parish Council regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Parish. In the absence of fraud, the judgment of the Parish Council as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE VI
DISPUTE RESOLUTION PROCEDURES

Arbitration and Mediation

1. MANDATORY

The procedures set forth in this Article shall be mandatory and exclusive to resolve any dispute, claim or controversy involving a Parishioner, Director and/or officer of the Parish that arises out of the exercise or breach of any civil, contractual or property rights if, and only if, the dispute, claim or controversy can be resolved solely by the application of neutral principles of law (each, a "Dispute"). No Parishioner, Director or officer may initiate a lawsuit in any court of law to address any Dispute but must proceed pursuant to this Article VI.

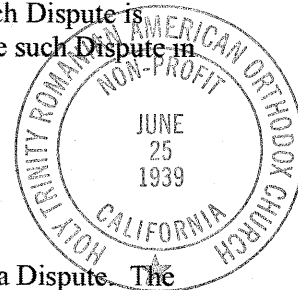
Notwithstanding the above, any Dispute concerning the internal governance of the Parish, the qualifications of a Parishioner, Director or officer of the Parish, or the termination of a Parishioner, Director or officer of the Parish, or any other matter pertaining to the religious affairs of the Parish, are matters of ecclesiastical concern and are not subject to dispute resolution, but rather, are left to the sole discretion of the Parish Council, and the Parish Council's decision in this regard shall be final and binding unless a specific right of appeal is provided for in these Bylaws.

Insofar as any Dispute which is the subject of the dispute resolution procedures of this Article VI which cannot be settled through direct discussions, such Dispute shall first be mediated in accordance with Sections 2 through 7 hereof. If such Dispute cannot be resolved through mediation, and such Dispute is subject to the jurisdiction of the civil courts, then binding arbitration shall be used to resolve such Dispute in accordance with Section 8 hereof.

Mediation

2. INITIATION OF PROCEDURE

Any Parishioner, Director or officer of the Parish may initiate mediation to resolve a Dispute. The initiating Parishioner, Director or officer of the Parish (the "Mediation Initiating Party") shall give written notice to each Parishioner, Director and/or officer of the Parish against whom mediation was initiated (each, the "Mediation Responding Party") describing the nature of the Dispute and a proposed resolution thereof.



3. SELECTION OF MEDIATOR.

Within ten (10) business days after the date of the foregoing mediation notice, the Mediation Initiating Party and the Mediation Responding Party shall make a good faith effort to select a person to mediate the Dispute. If no mediator has been selected under this procedure, then, promptly upon expiration of the foregoing ten (10)-business day period, the Parish Council (excluding the vote of any Director who is involved in the applicable Dispute) shall appoint an independent, neutral, qualified mediator to mediate the Dispute.

4. TIME AND PLACE FOR MEDIATION; PARTIES REPRESENTED

In consultation with the mediator selected, the Mediation Initiating Party and the Mediation Responding Party shall promptly designate a mutually convenient date, time and location in Los Angeles, California for the mediation to be held, which date shall be not later than thirty (30) days after selection or appointment of the mediator.

5. CONDUCT OF MEDIATION

The mediator shall determine the format for the mediation, and all mediation sessions shall be private. The mediator shall keep confidential all information learned in private caucus unless specifically authorized to disclose any such information.

6. FEES OF MEDIATOR

The fees and expenses of the mediator, if any, shall be shared equally by the Mediation Initiating Party and the Mediation Responding Party.

7. CONFIDENTIALITY

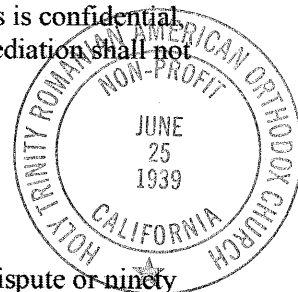
Mediation is a compromise negotiation for purposes of federal and state rules of evidence and constitutes privileged communications under California law. The entire mediation process is confidential, and all such conduct, statements, promises, offers, views and opinions expressed in the mediation shall not be discoverable or admissible in any proceeding for any purpose.

Arbitration

8. BINDING ARBITRATION.

Following the close of any unsuccessful mediation proceeding with respect to a Dispute or ninety (90) days after the written notice initiating mediation, whichever occurs first, such Dispute, if otherwise within the jurisdiction of the civil courts, shall, at the written request of the Mediation Initiating Party or the Mediation Responding Party, be finally determined and settled pursuant to arbitration in Los Angeles, California by an arbitrator appointed by the Parish Council (excluding the vote of any Director who is involved in the applicable Dispute).

The arbitration proceedings shall be conducted in accordance with the rules and procedures of the American Arbitration Association. A determination, award or other action shall be considered the valid action of the arbitrator. The cost of arbitration (exclusive of the fees and expenses of legal counsel which shall be borne by the party incurring the same) shall, in the discretion of the arbitrator, be ordered to be paid by the Mediation Initiating Party or the Mediation Responding Party, either equally or in such proportions as may be decided by the arbitrator. The arbitration award shall be final and binding, and judgment upon such



award may be entered in any court having jurisdiction. Notwithstanding any other provisions hereof, no Parishioner, Director or officer shall be awarded punitive or exemplary damages in any arbitration hereunder.

ARTICLE IX
CONFLICTS OF INTEREST POLICY

The purpose of the conflict of interest policy is to protect the interests of the Parish when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or officer or that might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

1. DEFINITIONS

A. **Interested Person.** An interested person is any Parishioner, Director, officer or committee member with board-delegated powers who has a direct or indirect financial interest (as defined below), or any party who is affiliated with or related to any of the foregoing persons (such as, without limitation, a family member or dependent of any of the foregoing persons or any entity of which any of the foregoing persons is a principal owner or operator).

B. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- (1) An ownership or investment interest in any entity with which the Parish has a transaction or arrangement,
- (2) A compensation arrangement with the Parish or with any entity or individual with which the Parish has a transaction or arrangement, or
- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Parish is negotiating a transaction arrangement.

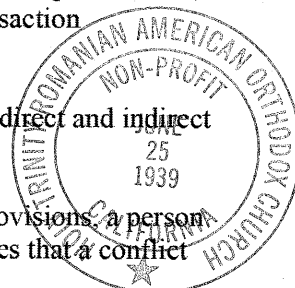
For purposes of the definition of financial interest, compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under these provisions, a person who has a financial interest may have a conflict of interest only if the Parish Council decides that a conflict of interest exists.

2. PURPOSE

A. **Duty to Disclose.** In connection with any actual or potential conflict of interest, an interested person must disclose to the Parish Council in writing the existence of the financial interest and all material facts relating thereto in order for the Parish Council to consider the proposed transaction or arrangement.

B. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the Parish Council, excluding any Director who is the interested person, or affiliated with or related to the interested person (except as otherwise provided below) shall meet to determine whether a conflict of interest does in fact exist.



C. Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the meeting of the Parish Council, but after such presentation, the interested person shall leave the meeting during the Parish Council's discussion of, and the vote on, the transaction or arrangement involving the potential conflict of interest.

The Parish Council shall, if appropriate and at its discretion, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Parish Council shall determine whether the Parish can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not resulting in an actual or potential conflict of interest, the Parish Council shall determine by a majority vote of the Parish Council, excluding any Director who is the interested person, or affiliated with or related to the interested person, whether the transaction or arrangement is in the best interests of the Parish, for its own benefit, and whether it is fair and reasonable to the Parish and all of its stakeholders. In conformity with the above determination, the Parish Council shall make a final decision as to whether the Parish shall enter into the proposed transaction or arrangement.

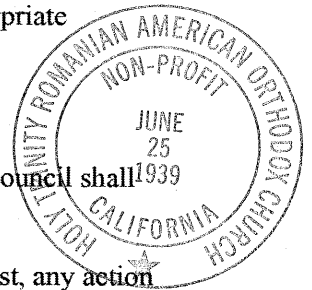
D. Violations of the Conflicts of Interest Policy. If the Parish Council has a reasonable cause to believe that an interested person has failed to disclose any actual or potential conflict of interest, the Parish Council shall inform such interested person of the basis for such belief and afford such interested person an opportunity to explain the alleged failure to disclose. If, after hearing the response and after making further investigation as warranted by the circumstances, the Parish Council determines that such interested person has failed to disclose an actual or potential conflict of interest, the Parish Council shall take appropriate disciplinary and corrective action.

E. Records of Proceedings.

In connection with any conflict of interest matter, the minutes of the Parish Council shall contain:

- (1) The names of the interested persons, the nature of the financial interest, any action taken by the Parish Council or any other party to determine whether an actual conflict of interest existed, the Parish Council's decision as to whether a conflict of interest in fact existed, and the basis for such decision; and
- (2) The names of the Directors who were present for discussions and who voted with respect to the applicable transaction or arrangement, the relevant content and substance of such discussions, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with such proceedings.

F. Compensation. If a Director, or an interested person of a Director, receives compensation, directly or indirectly, from the Parish for services rendered, then such Director shall be precluded from voting on matters pertaining to the compensation of such Director or such interested person. A voting committee member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Parish for services rendered shall be precluded from voting on matters pertaining to such person's compensation.



G. Annual Statements.

Each Parishioner, Director and officer shall annually sign a statement which affirms that such person:

- (1) Has received a copy of the conflicts of interest policy,
- (2) Has read and understands the policy,
- (3) Has agreed to comply with the policy, and
- (4) Understands that the Parish is charitable and, in order for the Parish to maintain its federal tax-exempt status, the Parish must engage primarily in activities which accomplish its religious purposes.

H. Periodic Reviews.

To ensure that the Parish operates in a manner consistent with its religious purposes and does not engage in activities that could jeopardize its tax-exempt status, the Parish Council shall cause periodic reviews of the Parish's activities to be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (1) Whether compensation arrangements and benefits are reasonable, based on competent survey information and result from arm's-length negotiations; and
- (2) Whether partnerships, joint ventures, and arrangements with management organizations conform to written policies of the Parish, are properly recorded, reflect reasonable investment or payments of goods and services, further the Parish's religious purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

I. Use of Outside Experts.

When conducting the periodic reviews as provided for above, the Parish may, but need not, use outside advisors and/or experts. If outside advisors and/or experts are used, their use shall not relieve the Parish Council from its responsibility for ensuring that periodic reviews are in fact conducted.

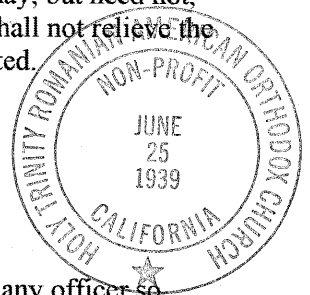
ARTICLE X
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. CONTRACTS

The Parish Council may authorize any officer or agent of the Parish, in addition to any officer so authorized by these Bylaws, to enter into any contract or agreement, or to execute and deliver any instrument, in the name and on behalf of the Parish, and such authority may be general in nature or confined to specific instances.

2. CHECKS

All checks, drafts or other instruments for the payment of money, notes or other evidences of indebtedness issued in the name of the Parish shall be signed by an officer of the Parish and/or any such other persons as shall be determined from time to time by resolution of the Parish Council.



3. DEPOSITS

All funds of the Parish shall be deposited from time to time to the credit of the Parish in such banks, trust companies or other depositories as the Parish Council may select.

4. GIFTS

The Parish Council may accept on behalf of the Parish any contribution, gift, bequest or devise for general purposes or for any special purpose as may be designated thereby.

**ARTICLE XI
BOOKS, RECORDS AND REPORTS**

1. CORPORATE RECORDS

The Parish shall keep correct and complete books and records of account and of the proceedings of the Parishioners, the Parish Council, and any committees having any of the authority of the Parish Council. All books and records of the Parish may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

2. CORPORATE SEAL

The Parish Council may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Parish. Failure to affix the seal to corporate instruments, however, shall not affect the validity of an otherwise valid contract or other instrument executed on behalf of the Parish.

3. FINANCIAL RECORDS AND ANNUAL REPORTS

The Parish shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Parish, including all income and expenditures, substantially in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Parish shall be kept at the registered office or principal office of the Parish for at least three years after the closing of each fiscal year.

4. FISCAL YEAR

The fiscal year of the Parish shall be as determined by the Parish Council.

**ARTICLE XII
CONSTRUCTION**

1. PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for the parties' convenience only and neither limit nor amplify the provisions of this Agreement.



2. INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected hereby.

3. CONSTRUCTION AND DEFINITIONS.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporations Law and in the California Nonprofit Religious Corporation Law shall govern the construction of these Bylaws.

4. CONFLICT WITH METROPOLIA STATUTES

In the event there is a conflict between these By Laws or any other Parish documents and the Metropolia ROMA's Statutes, the Metropolia ROMA's Statutes shall govern except where a provision of the Metropolia ROMA's Statutes violate California Law, and in that case, California Law shall govern.

ARTICLE XII
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by two-thirds ($\frac{2}{3}$ rds) vote of the Parish General Assembly. Written notice of any proposed alteration, amendment or repeal of these Bylaws shall be given at least fourteen (14) days prior to the meeting of the Parish General Assembly.



CERTIFICATE OF SECRETARY

We, the undersigned, do hereby certify that:

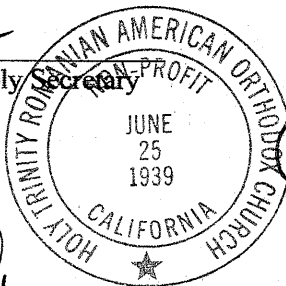
1. We are the duly elected and acting Secretary, Parish Assembly President, and Parish Council President (respectively) of the HOLY TRINITY ROMANIAN AMERICAN ORTHODOX CHURCH, a California nonprofit religious corporation (the "Corporation"), and

2. The foregoing Amended and Restated Bylaws were duly adopted by Action by Unanimous Written Consent of the Board of Directors, ratified by the Parish General Assembly of Sunday, January 28, 2024, effective as of January 28, 2024, and the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed our hands as of this 28th day of January 2024.

Claudia

Claudia Pugna, Parish Assembly Secretary



Constantin Alecse

(Fr) Constantin Alecse, Parish Assembly President

Edvart Rastian

Edvart Rastian, Parish Council President