

**DSM Ethiopian Orthodox Tewahedo Church  
In Houston, Texas  
Bylaws**

**Introduction**

In the name of the Father,  
and of the Son,  
and of the Holy Spirit.  
Amen.

Ethiopia is a nation endowed with rich cultural and historical heritage. It is one of the few ancient nations whose name is mentioned several times in the holy *Bible*. The Ethiopian Orthodox Tewahedo Church is a repository of such opulent history which is a source of pride not only for its own citizens but for all people of African descent. Among those historical landmarks of this ancient country are the following:

The romantic encounter between the Queen of Sheba of Ethiopia and the legendary King of Solomon of Israel, and the founding of the Solomonic dynasty in Ethiopia resulting from this encounter, brought Moses Ark of the Covenant and its tables from Jerusalem and preserved to this date in one of the sanctuaries of Aksum.

Since the expansion of the Ethiopian Orthodox Tewahedo Church in the 4<sup>th</sup> century, the church courageously withstood numerous adversities to preserve unadulterated religion to the present generation. The fact that the nation has its own indigenous number system and unique alphabet, calendar and several other unique qualities helped preserve its religion from being tainted by external sources.

In the 20<sup>th</sup> century, the church mushroomed all over the world especially following the 1974 Ethiopian revolution that resulted in the exodus of Ethiopians migrating to the west to avoid political detention and persecution. The rapidly growing Ethiopian Orthodox community in Houston soon built a church of its own to worship God in a manner inherited from our forefathers. Thus, the DSM Ethiopian Orthodox Tewahedo Church was established to uphold the following social and religious principles:

In pursuit of the legacy left behind by our forefathers to worship God together in one assembly;

In affirmation of our belief in the compassionate God, the creator of all things, savior of the world, one in divinity and three in persons: Father, Son and the Holy Spirit; Son born of virgin Mary, died on the cross, and resurrected from the dead to give us eternal life;

In the interest of shaping members of the community with the true tenants of the orthodox religion and beliefs and to foster unity and peace amongst members;

In recognition of the historical contributions of the Tewahedo Church to the development of a common Ethiopian cultural heritage and of the need for sustaining and promoting this rich heritage amongst its members;

In order to cooperate in a fellowship of love with other Christian brethren to promote religious freedom and human rights in the larger society;

The DSM Ethiopian Orthodox Tewahedo Church in Houston strictly follows the religious tenants and teachings of the Ethiopian Orthodox Tewahedo Church while retaining its exclusive right to administer itself according to its own bylaws and free of any organization within or outside Ethiopia;

In full compliance with both federal and state statues governing religious organizations in Texas;

Have adopted these revised bylaws on June 10, 2007, replacing the working document that had been in use since 1992 and had been revised in the year 1997 and later, for the second time, in the year 2000.

**Glory be to God**

Members of the Debre Selam Medhanealem Ethiopian Orthodox Tewahedo Church in Houston, Texas.

## **ARTICLE 1**

### **GENERAL PROVISIONS PERTAINING TO THE BYLAWS**

#### **SECTION 1.1: RATIONALE AND PURPOSE**

As stated in the introduction, in order for the community to worship its age old Orthodox Tewahedo religion and pass on the same to future generation of Ethiopians in this country, the constitution adopted in 1992 and later revised in 1995 and 2000 to serve as a working document for the then nascent Ethiopian Orthodox Tewahedo Church in Houston was soon recognized to be deficient not only in its scope, but also in coping with the dynamism and vibrancy brought about by the growing number of the church faithful. In the light of this fact, members of the church resolved to form a committee composed of individuals from the general membership as well as the board of directors to rewrite the bylaws and make them more adaptable to the new reality. These bylaws, therefore, are rewritten by the committee to serve as the new bylaws of the church subject to the approval of the general membership.

#### **SECTION 1.2: ADHERENCE TO THE BYLAWS**

The Medhanealem Ethiopian Orthodox Tewahedo Church in Houston shall manage its administrative and financial affairs in accordance with the terms and provisions of these revised bylaws effective following its official adoption by the registered members of the congregation.

#### **SECTION 1.3: AMENDING PROCEDURES**

- 1.3.1. Any registered member of the Church may submit in writing a proposal to amend these bylaws to the registered members of the congregation through the Executive Board at least 30 days prior to the general meeting of the Church membership. The Board of Trustees shall first deliberate on the proposal and present it to the assembly with approval or disapproval.
- 1.3.2. Article **3.8.6** withstanding, the proposed amendment shall become part of the bylaws if approved by a 2/3 vote of the registered members of the congregation. A 2/3 quorum shall be required in the first meeting, but failing to achieve such a quorum, a second meeting shall be necessary at which time a 1/3 quorum must be established. If the 1/3 quorum is not possible, a third and final meeting shall be held only among those registered members present.

#### **SECTION 4: DEFINITION OF TERMS IN USE**

Unless indicated otherwise, the definitions that follow are intended for the limited purpose of these revised bylaws and thus shall be understood only in the meaning ascribed to each term.

1.4.1. "**CONGREGATION**" shall refer to those baptized by the Ethiopian Orthodox Tewahedo church and are registered or non-registered members of the **Debreselam Medhanealem Church in Houston** who come together to worship the Almighty God and to hear the teachings of Jesus Christ.

1.4.2 **"REGISTERED MEMBERS"** shall mean those members of the congregation who regularly and promptly pay Church membership dues and have certain rights and privileges granted under these bylaws.

1.4.3 **"FAMILY"** shall mean the husband, wife, and all their children under 18 years of age.

1.4.4. **"INDIVIDUALS"** shall mean someone who lives by himself or herself.

1.4.5. **"GENERAL MEETING"** shall mean the meeting of registered members of the church who fulfill the rights and obligations stated in these bylaws including the rights to cast vote, elect or be elected.

1.4.6. **"EXECUTIVE BOARD OF TRUSTEES," or "EXECUTIVE BOARD," or "THE BOARD,"** for short, shall refer to the highest administrative body of the Church whose members are elected by the registered members of the church.

1.4.7 **"CHAIRMAN OF THE BOARD," or "THE CHAIRMAN"** shall mean the presiding officer of the Executive Board whose duties and responsibilities are expressly delegated in these bylaws.

1.4.8. **"STANDING COMMITTEES"** shall mean permanent committees formed under these bylaws and those that may be established by the Board in the future, whose membership shall consist of at least one of the Trustees and of the rest from among the registered members of the congregation.

1.4.9. **"AD-HOC COMMITTEES"** shall refer to temporary committees established under these bylaws for a special purpose and those that may be created by the Board from time to time with specific functions as circumstances dictate.

1.4.10. **"Council of Churches"** shall refer to the Council of Ethiopian Orthodox Tewahedo Churches in the Western Hemisphere recognized by Debreselem Medhanealem Ethiopian Orthodox Tewahedo Church whose purpose is to unite and guide member churches.

1.4.11. **"ARCHBISHOP"** shall mean a bishop of the Ethiopian Orthodox Tewahedo Church who resides in North America with the purpose of giving religious guidance and leadership and one who has been accepted by the registered members of the Debreselem Medhanealem Orthodox Tewahedo Church as their guardian.

1.4.12 **"CLERGYMAN"** shall refer to an ordained priest or deacon, or bishop, if any, of the D.S.M. Ethiopian Orthodox Tewahedo Church, whose pastoral duties and responsibilities are prescribed in these bylaws and who is either paid for his services or offer his services on a voluntary basis.

1.4.13. **"LEAD CLERGYMAN"** shall mean a high ranking member of the Ethiopian Orthodox Tewahedo Church who shall supervise the clergy of the Debreselem Medhanealem Ethiopian Orthodox Church in Houston as per the role established under these bylaws.

1.4.14. "**ROBERT'S RULE OF ORDER**" shall refer to a text that explains the conduct of business in a deliberative assembly; the rules and procedures governing the Board's meetings; the handling of motion in meetings and sessions; and the manner of enforcing quorum requirements. It shall provide the provisions requisite for governing debate, voting procedures, minutes taking, the appointment of committees, as well as the amending of bylaws.

## **ARTICLE 2**

### **GENERAL PROVISIONS CONCERNING THE CHURCH**

#### **SECTION 2.1: NAME AND ADDRESS**

The official name of the Church shall be known as **D.S.M. ETHIOPIAN ORTHODOX TEWAHEDO CHURCH IN HOUSTON**. The Amharic version shall contain the full name of the Church, that is, **DEBRE SELAM MEDEHANEALEM YE-ETHIOPIA ORTHODOX TEWAHEDO BETE-CHRISTIAN BEHOUSTON**. The official business and mailing address of the Church shall be 11614 Canemont Street, Houston, TX 77035.

#### **SECTION 2.2: DESCRIPTION OF OFFICIAL SEAL**

The official seal of the Church shall exhibit a circuitous feature with the full name of the Church in both Amharic and English versions inscribed on it. The seal shall be used only by an authorized officer of the Church for the validation of official written communications with individuals as well as organizations in matters that only relate to the Church.

#### **SECTION 2.3: FUNCTIONS**

The D.S.M. Ethiopian Orthodox Tewahedo Church shall perform religious functions and services for the followers of the Orthodox Tewahedo faith that may include, among other things, mass services, Bible teachings, Christening, and sacrament, wedding, internment and burial services. Services stated in the RIGHTS AND PRIVILEGES OF MEMBERSHIP of Article 3.4.4 shall be provided to the registered members of the congregation free of charge.

#### **SECTION 2.4: LEGAL STATUS**

This church corporation is organized exclusively for religious purposes within the confines of Section 501(C)(3) of the U.S. Internal Revenue Code, thus making it exempt from federal income tax obligations and allowing any personal or corporate contributions to the Church to be tax deductible under Section 170(C)(2) of the same Code (or corresponding provisions of any future U.S. Internal Revenue Code). The Church therefore shall not be conducted or operated for profit, nor shall it be a participant in any political campaign on behalf of any candidate for public office or political party of one's preference, as this would violate the tax-exempt status of the religious organization.

No one is allowed to form any organization within the compound of the church unless and otherwise clearly permitted by the bylaws of the church or recognized by the board of trustees or the council of the clergy.

## **SECTION 2.5: METHODS OF REVENUE GENERATION**

The sources of revenues for the Church shall include, but not limited to, membership dues; donations from wedding, baptism, internment and burial services; other voluntary donations; bequests; legacies from estates of decedents; incomes from sales of movable and immovable properties; and proceeds generated through fund-raising activities and campaigns.

## **ARTICLE 3**

### **SECTION 3.1: AUTHORITIES AND RESPONSIBILITIES OF REGISTERED MEMBERS OF THE CONGREGATION:**

- 3.1.1 Shall possess the ultimate authority over all aspects of the Church's operation.
- 3.1.2 Shall elect members of the Executive Board, Election Committee, and Auditing Committee.
- 3.1.3 Shall have the power to approve or reject or revise the bylaws of the church.
- 3.1.4 Shall bear the sole responsibility for approving or rejecting the yearly work plan and budget proposal submitted by the Board.
- 3.1.5 Shall make sure all facets of the Church operation are operating properly as per the bylaws of the church.
- 3.1.6 Shall possess ultimate authority over all secular and administrative affairs of the Church, while differ all religious issues to the final decision of the Archbishop of the church.

### **SECTION 3.2: QUALIFICATIONS FOR MEMBERSHIP**

- 3.2.1 Applicants must be baptized followers of the Ethiopian Orthodox Tewahedo faith.
- 3.2.2 Associate membership may be granted as per the internal procedures to be established by the board of trustees.
- 3.2.3 The Board shall grant honorary membership privileges to persons who are renowned for their distinct financial, moral, or professional contribution to the church or to the community.
- 3.2.4 Applicants must demonstrate good moral character, emotional stability, and unwavering devotion to the implementation of these bylaws.
- 3.2.5 Applicants must be law-abiding members of the community.
- 3.2.6 A minimum of 18 years of age shall qualify each applicant for membership.

### **SECTION 3.3: TERMINATION OF AND REINSTATEMENT TO MEMBERSHIP**

- 3.3.1 Termination shall be granted to a member who requests the Membership Committee in writing for termination of his membership.
- 3.3.2 In the case of misconduct or a violation by a member, an elected or appointed officer, or a Church body of any of the rules and regulations promulgated under these bylaws, the Board shall warn the violator against any further transgression.
- 3.3.3 Should the violation involve organizing other members of the church to disrupt the services of the church and in clear violation of the bylaws of the church, the board may take disciplinary action against the transgressor(s) which could include termination from membership to the church. The executive board has the discretion to readmit terminated member(s) provided the later submit letter of apology no less than 3 years from the day of termination from membership.
- 3.3.4 Continued violation of article 3.3.2 shall provide the Board enough grounds for disciplinary measures against the violator.
- 3.3.5 Among the disciplinary measures that may be taken against the transgressor shall include a warning; a reprimand, either verbal or written; dismissal from service; denial of the right to vote, or to be elected; and up to banning from membership to the Church.
- 3.3.6 If a member is dismissed from membership for acting in contravention of the principles and canons of the Ethiopian Orthodox Tewahedo Church and that the violator refuses to be counseled by a member(s) of the clergy against his action, he/she shall be subject to expulsion from membership or even lose the right to worship in the Church.
- 3.3.7. If the violator is particularly a member of the Board, he/she shall cease immediately to discharge his/her duties and responsibilities as specified under these bylaws until such time that the Board's decision on the violator is presented to the registered membership for final judgment.
- 3.3.8. Except for reasons stated in article 3.3.6, no registered member expelled from membership shall be denied the opportunity to worship in the Church, or to receive the sacraments of the Ethiopian Orthodox Tewahedo Church.
- 3.3.9. Except for reasons stated in article 3.3.3, any member who was dismissed from membership due to rule violations may reapply for membership after a two-year hiatus, with proof that he/she has been in remorse as to his/her previous misconduct or wrongful action.
- 3.3.10.A registered member of the Church, who has failed to pay his membership dues without compelling reasons for six consecutive months, shall be notified by the Board of his termination of membership in the Church.

3.3.11. Should a registered member move from Houston due to reasons related to his/her job, the individual concerned shall be reinstated without paying the membership application fee upon return.

#### **SECTION 3.4: RIGHTS AND PRIVILEGES OF MEMBERSHIP**

3.4.1. All members with at least a six-month registered membership to the Church shall be eligible to vote in the assembly of the members of the congregation.

3.4.2. In order to vote at a meeting, a qualified member shall be present at the time of balloting, and each qualified member shall have only one vote. Each spouse shall have one vote.

3.4.3. Any registered member for a period of at least one year and of at least 21 years of age shall qualify for election to any committee except for the Board of trustees and the election committee. Candidacy for both the Board and the Election Committee shall also require a three-year and four-year registered membership, respectively.

3.4.4. Each registered member shall, as part of his/her membership privileges and benefits, be entitled to Christening, wedding, burial and memorial services provided by the Church with a reasonable charge.

3.4.5. Other benefits shall be passed on by the Church to the members as they become available.

3.4.6. Church assets used for social activities may be rented to its registered members for reduced fees provided that the activity is in contravention to church doctrine.

3.4.7. The Church may enter into negotiations on the behalf of its members with companies for reduced charges in cases involving health insurance coverage, group airline ticket fares, long distance telephone rates, and the like.

3.4.8. The church shall provide support letter for immigration or other similar needs for its registered members.

3.4.9. Members shall qualify for instruction fee discounts at a school that the Church may set up in the future.

3.4.10. A member shall be in his right to demand for a copy of the quarterly financial report of the Church.

3.4.11 The Board shall issue an identity card to each registered member of the church.

3.4.12 A member of the church may choose one of the clergy members as his/her father-confessor

### **SECTION 3.5: DUTIES AND RESPONSIBILITIES**

- 3.5.1 A one-time application fee of \$100, to be paid upfront or within one year, shall be required of all membership applicants.
- 3.5.2 A minimum monthly membership fee of \$15 for individuals and of \$25 per family shall be assessed. Members are required to pay their membership fee on time.
- 3.5.3 A registered member have a responsibility in supporting the church financially, and get involved in education, administration, and in the overall development activities of the church.
- 3.5.4 As stated in article 3.4.3., a registered member has a right to serve on executive board as well as serve on subcommittees without pay.
- 3.5.5 All members of the church should respect the code of conduct and teachings of the church. No one is expected to engage in repugnant behavior unbecoming of a good Christian.
- 3.5.6 All members are expected to abide by the bylaws of the church.

### **SECTION 6: ANNUAL MEETING OF REGISTERED MEMBERS OF THE CONGREGATION**

- 3.6.1. The general assembly of the congregation shall be held every year in January unless circumstances have forced otherwise.
- 3.6.2. At such a meeting, the members shall hear reports prepared by the Board, and the various committees as may be necessary.
- 3.6.3. The Board shall present to the congregation at the annual meeting a detailed account of the preceding year's financial activities of the Church and shall also provide its budgetary plan for the coming year.
- 3.6.4. At the annual assembly, members shall elect members of the election committee every two years.
- 3.6.5. All questions of order at such meetings shall be based on the latest edition of "Robert's Rule of Order".

### **SECTION 3.7: SPECIAL MEETINGS OF REGISTERED MEMBERS OF THE CONGREGATION**

- 3.7.1. Every other year in March, a special meeting of the congregation shall be held for the purpose of electing the members of the Board whose terms have expired.
- 3.7.2. The Board may also call a special meeting if and when a majority of its membership resigns or wishes to be relieved of their duties, or on written request of 2/3 of the qualified members, and whenever the Trustees deem such a meeting necessary.

- 3.7.3. A special meeting shall also be held at the initiative of the Board to consider the purchase or sale of Church properties, including promissory notes and securities where the value thereof shall exceed \$10,000, and to seek the consent of the majority of the registered membership as per the meeting procedure established under these bylaws. However, securities may be rolled over or reinvested in similar instruments upon their maturity without the need for membership approval. The board shall not lend the church's money to any individual or organization.
- 3.7.4. Each meeting shall be conducted in the same manner as stipulated in Article 3.6.5.

### **SECTION 3.8: ANNOUNCEMENT OF MEETINGS**

- 3.8.1 All scheduled meetings shall be announced two weeks prior to the dates such meetings are to be held.
- 3.8.2 The board shall post dates and times of scheduled meetings on the church bulletin board.
- 3.8.3. The Board shall make public announcements of meetings after Church services.
- 3.8.4. When necessary, telephone calls may be made to each registered member of the Church to serve notice of a scheduled meeting.
- 3.8.5. A copy of the meeting agenda and the list of all candidates for the board of trustees, shall be announced.
- 3.8.6. At least two methods of announcement listed above shall be used for effectively publicizing scheduled meetings and for the purpose of achieving maximum attendance thereof.

### **SECTION 3.9: GENERAL MEETING PROCEDURE AND LEADERSHIP**

- 3.9.1. All meetings of the members of the congregation shall be opened and closed with a prayer by a member of the clergy.
- 3.9.2. Each meeting shall be presided over by the Chairman of the Board, who shall see that the meeting is conducted in an orderly manner and that the terms and provisions of these bylaws are strictly observed.
- 3.9.3 At each meeting, the Chairman reads the agenda to the full congregation, and the assembly shall consider only the items contained therein.
- 3.9.4 A member who wishes a new agenda be added to a scheduled meeting shall present the same at least 15 days before the meeting. New agenda items may be introduced or an existing agenda may be changed only if supported by a 2/3 majority vote of the members present.
- 3.9.5 The minutes of each meeting must be verified and validated with the initials of board of trustees.

- 3.9.6 All motions and resolutions shall require a simple majority vote of the ballots cast at a membership meeting for passage except in cases otherwise specifically provided in these bylaws.
- 3.9.7 Votes shall be cast by secret ballots unless the Chairman finds that a show of hands is appropriate, and no objection is made.
- 3.9.8 The chairman shall announce the results of the vote before the conclusion of the meeting.

## **ARTICLE 4**

### **THE EXECUTIVE BOARD OF TRUSTEES**

#### **SECTION 4.1: ELECTION PROCEDURE AND TERM OF OFFICE**

- 4.1.1. The makeup of the Board shall be eleven members, elected from among 15 nominees from the registered members of the congregation. The 15 nominees include the four held-over incumbent nominees as stated in article 4.1.3.
- 4.1.2. Each candidate shall be elected for a term of 2 years, although four of the incumbent board members may be reelected for another 2 years as per the stipulations in article 4.1.3.
- 4.1.3. Four incumbent members of the Board may be nominated by the Election Committee to serve a second term so as to maintain consistency in the Church administration and utilize their unique professional services to the Church, but their names must be presented first to the registered members for approval or disapproval prior to conducting the election of the new candidates for the Board. If more incumbent board members would like to serve for a second term, they can volunteer to be considered among the new nominees.
- 4.1.4 Should any or all of the incumbents be rejected by the registered membership, or decline the nomination, replacement candidate(s) shall be drawn from among the 15 new nominees.
- 4.1.5 The new board, at its first session, shall appoint among its ranks the Board's Chairman, Vice Chairman, Secretary, Treasurer, Assistant Treasurer, Accountant, as well as the auditor.
- 4.1.6 In the case of a voluntary resignation by a member from the Board or a dismissal of the same for any other reasons, the Board shall nominate at least two candidates from within the registered membership, who shall be elected by the latter to fill the vacant slot.
- 4.1.7 The term of office of a board member shall be no more than two consecutive two-year terms.
- 4.1.8 Ex-Board members who have served for two consecutive terms may be considered for re-election to the Board only after having vacated their seats for one full term.

## **SECTION 4.2: QUALIFICATIONS FOR BOARD MEMBERSHIP**

- 4.2.1 The candidate must have been a registered member of the Church in good standing for at least three years.
- 4.2.2 A minimum of 25 years of age shall be required of each candidate
- 4.2.3 The candidate must be known to be decent, humble, respectful and devoid of treacherous and stubborn behavior. He/she must also be a law abiding citizen.
- 4.2.4 The candidate shall pledge to adhere to and implement the Church's bylaws.
- 4.2.5 The candidate must be a strong believer in the teachings and canons of the Orthodox Tewahedo church, trustworthy, show an exceptional ability to work congenially with others, be a regular attendee of the Church, and demonstrate dedication, integrity, and total commitment to assigned duties, and if possible has partaken the holy communion.
- 4.2.6 The candidate must be willing to serve the community without pay.

## **SECTION 4.3: PROCEDURES IN THE "CHANGING OF THE GUARD"**

- 4.3.1 To formalize the transfer of duties from the outgoing to incoming Board, the former shall write an official letter of appointment to each member of the latter.
- 4.3.2 The outgoing members of the Board shall remain in office until the members of the incoming Board are duly elected by the qualified members of the Church and have assumed the duties and obligations of office.
- 4.3.3 The election and audit committees shall lead the signature ceremony during the transfer of all church records from the outgoing to the incoming Board.
- 4.3.4 The Auditing Committee shall facilitate the transfer process by conducting an inventory of all properties, financial records, official papers, and all other related documents of the Church.

## **SECTION 4.4: DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE BOARD**

- 4.4.1. The Board's principal functions are to execute all motions and resolutions adopted by the registered members of the congregation, ensure the full implementation of the bylaws, monitor and administer the financial, administrative, and institutional affairs of the Church.
- 4.4.2. It shall prepare the annual budget, which should be presented to the membership assembly for approval, and manage and implement the same.
- 4.4.3. Subject to stipulations set by the bylaws, the board shall do everything to protect the interest of the church: negotiate contracts, and conduct purchases and sales of properties on behalf of the Church, authorize the construction, repairing and leasing of Church properties.

- 4.4.4 The board shall be responsible for safeguarding the Church's finances, maximizing its investment opportunities, and launching its fund-raising campaigns.
- 4.4.5. The Board may authorize funds up to \$5,000, but this amount maybe raised to \$10,000 only in emergency cases, which shall be reported at the next general meeting of the congregation with an explanation of the circumstances that prompted the authorization. Authorization of fund exceeding \$10,000 should be approved by the general assembly.
- 4.4.6. The Board may incur expenditures up to 10% in excess of the sum appropriated for any specific item listed in the budget if circumstances dictate. It shall obtain approval of the congregation for expenditures which may exceed any budgeted amount by more than 10%.
- 4.4.7. The Board shall submit an annual financial report on all activities of the preceding year to the congregation after having it examined first by the Auditing Committee.
- 4.4.8. It shall monitor the collection of membership dues and all efforts to generate revenues from donations for wedding, Christening, funeral and memorial services, Church plate collections, special events, fund-raising campaigns, and other similar activities.
- 4.4.9. The Executive Board shall ensure the timely performances of Sunday Church services, Orthodox Tewahedo holiday masses, and ceremonies at weddings, baptisms, funerals and requiems without discrimination.
- 4.4.10 The Board shall work with members of the clergy in preparing the annual budget.
- 4.4.11 It shall be responsible for keeping up-to-date records of baptisms, engagements, marriages and deaths, and for issuing birth certificates, recognition awards, and the like.
- 4.4.12 It shall have the authority to hire and fire, give raise to or penalize all employees of the Church including members of the clergy as per the detailed stipulations specified in article 6.1.
- 4.4.13 In addition to the standing committees it may establish ad-hoc committees to expedite performance as they become necessary.

#### **SECTION 4.5: MEETING PROCEDURE OF THE EXECUTIVE BOARD**

- 4.5.1 All meetings of the Board, as well as general meetings of the congregation, shall be opened and closed with a prayer.
- 4.5.2 The Board shall meet once a month but may also hold special meetings as often as it deems appropriate, with time and location to be determined by the Chairman or, in his/her absence, by the Vice Chairman, and in the absence of both, by the Secretary.
- 4.5.3 Any Board meeting may be held with more than half of the Trustees being present, and it shall be open to the public unless the board decides to hold a closed meeting.

- 4.5.4 The Board shall make all its decisions with the consent of a majority vote of its members.
- 4.5.5 Should any Board member be absent from 3 consecutive Board meetings, or from 5 such meetings in one calendar year, the Board shall demand the absentee member to provide an explanation for the absences in writing. If the absentee member fails to respond to such a letter or to offer good reason for such absences, the board may, with the approval of 2/3 of the board members, present the case to general meeting of the congregation.
- 4.5.6 As stipulated in article 3.3.6, if a board member violate these bylaws, or engage in inappropriate activities, he/she may be relieved of the responsibility subject to the approval of 2/3 of members of the meeting of the congregation. A replacement board member shall be elected by members of the congregation.
- 4.5.7. The Board shall select candidates for the Election Committee, from among names nominated by the registered members of the congregation. The congregation shall later confirm or reject the candidates selected by the board.

## **ARTICLE 5 DIVISION OF RESPONSIBILITIES AMONG BOARD MEMBERS**

### **SECTION 5.1: THE CHAIRMAN (CHAIRPERSON)**

- 5.1.1 The chairman shall be responsible for enforcement of the provisions of these bylaws.
- 5.1.2 Shall preside over all Board meetings and that of the general meeting as well as supervise the day to day activities of the church.
- 5.1.3 In case of emergency, may call an emergency session of the Board. Such a session may also be held upon the request of the majority of the board members.
- 5.1.4 Upon presiding over the general assembly of the congregation, the Chairman shall lead the deliberation according to the scheduled agenda of the meeting although additional agenda items may also be introduced with the consent of 1/3 of the registered members of the congregation at the meeting.
- 5.1.5 Shall represent the Church at outside functions and meetings, and shall convey goodwill messages that reflect the wishes and views of the church and its members
- 5.1.6 Shall inform the Vice Chairman in advance if he/she is unable to attend a scheduled meeting so that the vice chairman shall take charge in his absence.
- 5.1.7 As a signatory in all financial transactions of the Church, he/she shall make himself/herself available to the Treasurer or Assistant Treasurer at all times.
- 5.1.8. May authorize funds up to \$1, 000 as long as there is the need and justification for doing so.

### **SECTION 5.2: THE VICE CHAIRMAN (CHAIRPERSON)**

- 5.2.1 Shall assume the authority and responsibility of the chairman in the absence of the latter.

- 5.2.2 Shall assist the Chairman in carrying out his/her duties and responsibilities. The latter may also assign him/her specific tasks as the need arises.
- 5.2.3 Shall serve as the presiding officer of the Board in the absence of the Chairman.
- 5.2.4 Shall assume the tasks of the Secretary in the absence of the latter.

### **SECTION 5.3: THE SECRETARY**

- 5.3.1. Shall keep record of the minutes of the board as well as the general meeting and shall be responsible for the dissemination of all official communications of the Board to the congregation.
- 5.3.2 Shall announce the meeting dates, times and place of the board as well as that of the general assembly of the congregation.
- 5.3.3 Shall prepare agenda of meetings at the request of the Chairman.
- 5.3.4 Shall read the minute and have it signed by board members for official adoption after meeting of the board or the general assembly is undertaken.
- 5.3.5 Shall keep record of all written, video, audio documents, etc, on the church premise involving the Church and its operations, and of lists of names and addresses of Board members, as well as members of the old and new registered members of the Church.
- 5.3.6 As one of the signatories in all financial transactions of the Church, the secretary shall make himself/herself available to the treasurer or assistant treasurer at all times.
- 5.3.7. The Secretary may be assisted by an Assistant Secretary, who the Board may designate among its ranks, if necessary, in the area of public relations in an effort to coordinate effectively information gathering and dissemination, publicity, publications of news events, and social event announcements.

### **SECTION 5.4: THE TREASURER**

- 5.4.1 Shall work closely with the Accountant, and any Church financial transaction shall not be conducted without the knowledge of the latter.
- 5.4.2 Shall make all bank deposits and withdrawals and pay on time regular monthly bills and all other expenditures authorized by the Board.
- 5.4.3 The Treasurer shall keep his/her own financial record which must be reconciled with that of the Accountant's from time to time.
- 5.4.4 All cash receipts shall be kept with the Treasurer, and the Accountant shall be provided with the copy of the same.
- 5.4.5 It shall be the job of the Treasurer to provide receipt for all payments made to the Church.

- 5.4.6 As a signatory in all accounts of the Church, all payments and withdrawals shall bear his/her signature, along with a counter signature of either the Chairman or the Secretary.
- 5.4.7 The withdrawal of money other than the regular monthly bills shall be decided by the majority vote of the Board.

#### **SECTION 5.5: THE ASSISTANT TREASURER**

- 5.5.1 Shall take full responsibility of the Treasurer's tasks in the absence of the latter.
- 5.5.2 Shall pay regular monthly bills authorized by the Board in the absence of the Treasurer.
- 5.5.3 Shall keep a petty cash fund of no more than \$300 and keep receipts of payments made from the petty cash.
- 5.5.4 Shall be responsible to purchase miscellaneous items needed by the church.

#### **SECTION 5.6: THE ACCOUNTANT**

- 5.6.1. The accountant shall work closely with the Treasurer and should record all collections and disbursements of the Church.
- 5.6.2. The Accountant shall prepare financial reports semiannually for submission to the congregation through the Board.
- 5.6.3 He/she shall prepare annual budget proposal to the Board.
- 5.6.4 Besides keeping all cash receipts, the Accountant shall reconcile his/her records with that of the Treasurer or Assistant Treasurer.
- 5.6.5 The Accountant should have immediate access to all financial records, bank statements, and other related financial transactions involving the Church.

### **ARTICLE 6**

#### **AFFAIRS OF MEMBERS OF THE CLERGY**

##### **6.1 GUIDELINES FOR THE CLERGY**

- 6.1.1. The clergy may include the ordained priests, monks, deacons, and bishops, if any, who are employed as volunteers or paid for their services by the Church.
- 6.1.2 Members of the clergy shall perform their pastoral duties in accord with the established canons of the Ethiopian Tewahedo Church while administrative wise shall be governed by the internal directives of the Board.
- 6.1.3 The council of the clergy shall be led by the lead clergyman who shall be nominated by members of the Clergy among their own ranks, and the nomination shall be

presented to the Board. The board shall examine the nomination and announce to the congregation upon approval.

- 6.1.4 The lead clergyman shall coordinate all matters of divine worship and the activities of members of the clergy.
- 6.1.5 The council of the clergy shall administer the Sunday school as well as all sections of religious services. All administrative matters shall be led by the board.
- 6.1.6 The council of the clergy shall nominate its lead clergyman among its own ranks based on knowledge, skills and seniority and submit the name for board's approval.
- 6.1.7 In the case of disagreement among the Clergy as to the nomination, the Board shall select the lead clergyman, based on the criteria consistent with the Ethiopian Orthodox Tewahedo Church practices, and announce to the congregation.

## 6.2. **RIGHTS OF THE CLERGY AND OTHER CHURCH EMPLOYEES**

- 6.2.1 Paid members of the clergy as well as other employees of the church receive their monthly remuneration based upon individual contract agreed with the executive board.
- 6.2.2 The board may give raise or promotion for good performance based on consideration of the financial situation of the church.
- 6.2.3 All employees are entitled to take sick leave and annual leave without disrupting the weekly services of the church. Women employees are entitled to maternity leave.
- 6.2.4 The hiring of members of the clergy as well as other employees will be in accordance with the internal recruiting procedures of the board consistent with the labor laws of the State of Texas.

## 6.3 **DUTIES AND RESPONSIBILITIES OF THE CLERGY**

- 6.3.1 All members of the clergy as well as other employees are expected to discharge their duties and responsibilities to the best of their abilities.
- 6.3.2 Shall provide equal service to all members of Ethiopian orthodox Tewahdo Church followers ranging from baptism to funeral services.
- 6.3.3 Shall strictly follow the teachings and canons of the Ethiopian orthodox Tewahdo Church and desist from unethical and dishonorable behavior.
- 6.3.4 Unless forced otherwise for health reasons, no member of the clergy shall be derelict of his responsibilities. Each member of the clergy shall serve the church to the best of his God given talent and aptitude.

**ARTICLE 7  
STANDING COMMITTEES**

**SECTION 7.1: GENERAL PROVISIONS**

The committees established under these bylaws are permanent and shall be hereafter referred to as STANDING COMMITTEES. The Executive Board may establish additional committees as stipulated in these bylaws. The committees below and others that may be established in the future shall serve for a term of two years, all be furnished with a job description, and carry out their mandated functions as per rules and procedures consistent with the bylaws.

**SECTION 7.2: FUND-RAISING AND BENEFITS COMMITTEE**

- 7.2.1 This Committee shall be primarily responsible for the coordination of all fund-raising activities on a permanent basis.
- 7.2.2. It shall initiate various projects aimed at tapping both the internal and external sources of funds.
- 7.2.3 The Committee may solicit ideas from members and others about fund-raising strategies and initiatives.
- 7.2.4 It shall be responsible for organizing revenue-generating functions on Church premises, including, but not limited to, artifacts and souvenir exhibitions, festivals, cultural foods, cultural shows, and the like.
- 7.2.5 The Committee shall develop benefit programs for Church members and shall enter into negotiations on their behalf with companies for reduced charges in such areas as health insurance coverage, group airline ticket fares, and long distance telephone rates.
- 7.2.6 It shall monitor the legality of all fund-raising activities on Church premises, ensuring their compliance with state law.
- 7.2.7 The Committee shall consist of five members to be appointed by the Board, one of whom shall be a member of the Board and preside over the Committee.

**SECTION 7.3: EDUCATION COMMITTEE**

- 7.3.1 This Committee shall develop and implement projects aimed at promoting, among other things, the liturgical language of Geez, Amharic, bilingual education, and the literacy skills of Church members.
- 7.3.2 It shall design programs geared toward educating the children of Church members and associate members about the history, literary scripts, artifacts, culture, customs and social mores of Ethiopia.
- 7.3.3 The Committee shall formulate long-term plans toward the establishment of a pan-Ethiopian Cultural Center, museum, and library.

- 7.3.4 It shall seek ways to acquire grants from both governmental and non-governmental sources for vocational and non-vocational training projects and dispense such funds in accord with requirements specified by fund-granting agencies and in compliance with laws governing acquisitions and dispensations.
- 7.3.5 The Committee shall consist of five members to be appointed by the Board, one of whom shall be a member of the Trustees and preside over the Committee.

**SECTION 7.4: DEVELOPMENT AND PROPERTY MANAGEMENT COMMITTEE**

- 7.4.1. This Committee shall develop strategies and initiatives aimed at acquiring new properties and thereby enlarge the Church's tangible and intangible assets.
- 7.4.2 It shall coordinate the maintenance of buildings and equipments, making sure that all repair work is done in a timely manner. It also makes sure all supplies are kept in a good manner.
- 7.4.3 The committee shall ensure that the Church premises are well kept, grass is regularly cut, and landscape is well groomed.
- 7.4.4 It shall monitor that all essentials necessary for Church-related social events are available, while making sure that unused items are properly stored and material wastes are immediately discarded.
- 7.4.5 The Committee shall keep good inventory of all Church properties, using if possible computer database for better monitoring and maintenance of the inventory and making sure that all properties of the Church remain permanently on the premises of the Church.
- 7.4.6 It may submit, as they become necessary, all feasibility studies to the Board on projects designed to improve and/or augment the physical assets of the Church.
- 7.4.7 The Committee shall coordinate special projects in cooperation with other committees.
- 7.4.8 It shall consist of five members to be appointed by the Board, one of whom shall be a member of the Board and preside over the Committee.

**SECTION 7.5: SOCIAL COMMITTEE**

- 7.5.1 This Committee shall be in charge of activities during special Church events, including, but not limited to, food preparations, and arrangements of hotel accommodations and for the transportation of guests.
- 7.5.2 It shall coordinate the monthly and annual church festivities and weekly coffee/tea services, while ensuring the rotation of food and beverage preparers and servers is properly scheduled and announced.

- 7.5.3 It shall administer all equipment and fixtures used for social services. It shall also provide internal guidelines for members as to how to use these fixtures.
- 7.5.4 The Committee shall perform, if necessary, other related functions in cooperation with other committees.
- 7.5.5 It shall consist of five members to be appointed by the Board, one of whom shall be a member of the Board and preside over the Committee.

#### **SECTION 7.6: MEMBERSHIP COMMITTEE**

- 7.6.1. The Committee shall review membership applications according to established criteria and qualifications in these bylaws.
- 7.6.2 It shall be responsible for hosting, welcoming and ushering members as well as guests during regular Church services, special events, and on any other occasions as appropriate.
- 7.6.3 This Committee shall keep an up-to-date roster of the Church membership.
- 7.6.4 It shall recognize and introduce new members.
- 7.6.5 The Committee shall coordinate the recruitment of new members, while inviting and encouraging others to join in the weekly mass services and special events.
- 7.6.6 It shall make sure weekly serves are conducted without distraction and children are properly taken care of.
- 7.6.7 The Committee shall ensure that membership dues are regularly paid and that members are properly reminded of special Church events, mass services, past membership dues, etc.
- 7.6.8 It shall recommend to the board the termination of membership of those who have failed to pay their Church membership dues, as per stipulations in Article 3.3.10
- 7.6.9 The Committee shall see to it that members unable to pay their membership dues because of illness, loss of job, financial hardship, or just being a student are accorded special considerations on a case- by -case basis as to their membership status.
- 7.6.10 It shall proactively bring awareness to the Church administration about potential problems affecting a member(s), or even the congregation at large, so it can be solved collectively within the spirit of cooperation and empathy.
- 7.6.11 The Committee shall create the forum to foster close relationship among members.
- 7.6.12 It shall consist of five members to be appointed by the Board, one of whom shall be a member of the Board and preside over the Committee. To qualify for membership to this committee one must have been a member of the church at least for two years.

## **SECTION 7.7: AUDITING COMMITTEE**

- 7.7.1. This Committee shall consist of three members to be elected by the registered members of the Church and shall serve a two-year term.
- 7.7.2 Members shall preferably have the necessary credentials or expertise to serve as independent auditors.
- 7.7.3 The Committee shall audit all financial records of the Church as it deems necessary and report its findings to the Board and the congregation. A registered member has a right to demand such reports from the Committee for personal examination.

## **ARTICLE 8**

### **AD-HOC COMMITTEES**

#### **SECTION 8.1: GENERAL PROVISIONS**

The Board may establish and appoint members to special committees, which shall be called under these bylaws AD-HOC COMMITTEES. The number of such committees and the circumstances requiring their establishment shall be based on necessity. The committee may also be formed based upon request by members of the church.

#### **SECTION 8.2: ELECTION COMMITTEE**

- 8.2.1 Candidates for this Committee shall be chosen by the registered members, who shall individually submit no more than five names to the Board. The Board shall then select seven nominees among those submitted and present them to the registered members of the congregation, who in turn will elect five among such nominees.
- 8.2.2 The election committee and audit committee shall be established two months prior to the election of the Board members.
- 8.2.3 It shall ask the congregation to nominate candidates for the Board, and shall be expected to screen nominees based on their qualifications.
- 8.2.4 The Committee shall screen candidates as per the qualifications stated in article 4.2 and present the nominees for vote by registered members.
- 8.2.5 Elected members of the Committee shall not run for election to the Board during their service.
- 8.2.6. Committee members should have been member of the church at least for three years and have fulfilled their membership responsibilities.
- 8.2.7 Candidates must have good standing with the Church, demonstrating, among other things, loyalty, nonpartisanship, dedication, and good moral character.
- 8.2.8. The committee shall introduce the new candidates individually to the congregation with an account of their personal, educational and professional backgrounds. The committee shall, to the best of its abilities, take into account nominees are composed

of wide ranging professions and skills to enable the board discharge its responsibilities successfully.

8.2.9. The chairman of the Committee shall report to the congregation the outcome of the election by announcing the newly elected Trustees.

8.2.10 The election committee shall be dissolved only after the newly elected board takes charge and after all church documents are transferred to the newly elected board. The transfer of documents to the new board shall take no more than two month after election.

### **SECTION 8.3: ADVISORY-MEDIATION COMMITTEE**

8.3.1 A temporary advisory-mediation committee may be formed to resolve problems that could potentially become existential threat to the wellbeing of the church. The committee may study the root causes of the problem and offer suggestions to root out the problems and bring about peace in the church.

8.3.2 The board shall lead the election of the advisory committee whose members shall be nominated by the registered members of the church. The committee shall consist of no less than three but no more than five members.

8.3.3 Committee members shall be elected from among members of the church in good standing preferably for at least five years.

8.3.4 The committee, through the board, shall report its findings and resolution of the problems to the congregation as may be necessary.

## **ARTICLE 9**

### **OUTSIDE AUDITING SERVICES**

#### **9.1 DUTIES AND RESPONSIBILITIES OF THE AUDIT FIRM**

The financial records of the Church may be audited by an external auditor as may be necessary or at the request of the general congregation. The auditor shall examine the books and report his/her findings to the board before the newly elected board takes over responsibilities of the church. The Board shall then report the findings to the congregation and also make the audit results available to any member of the Church upon request.

## **ARTICLE 10**

### **DISSOLUTION PROCEDURES**

#### **10.1 GENERAL PROVISIONS**

10.1.1 On account of dwindling membership, followed by financial exigency or bankruptcy, the Church may be dissolved by a 2/3 vote of the registered membership at a duly called meeting, with 2/3 of the members making up a quorum.

10.1.2 Upon the dissolution of the Church or termination of its existence, all assets of the religious corporation shall be disposed of first to pay off its secured loans, unsecured

loans and obligations, all outstanding bills debited against the Church, and all wages and salaries owed to employees of the Church respectively.

10.1.3 Any balance left shall be distributed, transferred, conveyed, or paid over to another organization or organizations then exempt under the provisions of Section 501(C)(3) of the U.S. Internal Revenue Code (or a corresponding section of any future tax code) that are organized and operated exclusively for religious, charitable, literary, or educational purposes. In the case of non-disposed assets, a County Court having jurisdiction over this matter may dispose of such assets to an organization or organizations, as the said Court may determine, which are organized and operated exclusively for the same purposes as stated above.

10.1.4 At no time should disharmony within the membership of the congregation give legal grounds for splitting any of the tangible or intangible assets of the Church, as no individual, or individuals, or groups shall be entitled to the exclusive right of ownership of any of the said assets.

## **ARTICLE 11**

### **INDEMNIFICATION**

#### **11.1 EXONERATION OF LIABILITIES**

In the absence of fraud and bad faith, the Trustees, officers and members of the Church, and each one of them, shall not be personally liable for any debts, obligations or liabilities of the D.S.M. Ethiopian Orthodox Tewahedo Church in Houston. Each Trustee and officer of the Church shall be entitled for indemnification from the church against all claims, liabilities, fines or penalties imposed upon or asserted against him/her by reason of his/her being or having been Trustee or officer, provided, however, that no such exoneration or indemnification shall extend to any case in which any liability, fine or penalty is imposed upon him/her by reason of the final judgment of a court of competent jurisdiction adjudging him/her guilty of gross negligence, bad faith, willful and fraudulent misconduct or any criminal offense.

## **ARTICLE 12**

### **SUPREMACY OF THE BYLAWS**

This constitution shall supersede any past bylaws of the D.S.M. Ethiopian Orthodox Tewahedo Church should any of the provisions in the Articles of both documents happen to be in conflict with one another. The document shall be effective as of its adoption by a 2/3 vote of the registered membership and may be subject to further revision consistent with stipulations under both Article 1.3 and Article 3.9 of these bylaws.

The bylaws are presented in English and Amharic and should there be any conflict in translation on any of the articles, the English version approved by the state of Texas shall supersede.

**THESE REVISED BYLAWS HAVE BEEN SIGNED BY THE MEMBERS OF THE BOARD AFTER HAVING BEEN APPROVED BY THE REGISTERED MEMBERS OF THE CONGREGATION IN A SPECIAL MEETING HELD FOR THIS PURPOSE.**

Names of Trustees:

Signature

- |          |       |
|----------|-------|
| 1. ----- | ----- |
| 2. ----- | ----- |
| 3.-----  | ----- |
| 4.-----  | ----- |
| 5.-----  | ----- |
| 6.-----  | ----- |
| 7.-----  | ----- |
| 8.-----  | ----- |
| 9.-----  | ----- |
| 10.----- | ----- |