

**Series:** 100 Institutional Policy

**Policy Number:** 101

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**Policy Name:** Bylaws

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**Approval Authority:** Board of Trustees

**Adoption Date:** August 18, 1967

**Revised:** May 25, 1989; November 18, 1993

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**Policy Text:**

ARTICLE I: Name, Purpose, and Location

- I.1 The name of this Corporation and School is St. Tikhon's Orthodox Theological Seminary (formerly The Russian Orthodox Theological Seminary of St. Tikhon of Zadonsk), an institution serving the Orthodox Church in America, located in South Canaan, Wayne County, Commonwealth of Pennsylvania, incorporated in the Court of Common Pleas of Wayne County under the laws of the Commonwealth of Pennsylvania, on August 18, 1967, and Amended in the Court of Common Pleas of Wayne County, Commonwealth of Pennsylvania, on May 25, 1989, and the Corporation Bureau, Department of State, Commonwealth of Pennsylvania, on June 20, 1989, as a non-profit, tax-exempt institution operating exclusively for religious educational purposes.
- I.2 The primary purpose of the Corporation is to establish, operate and maintain a seminary for the education and training of Orthodox men to enter into various ministries in Dioceses and Monastic Communities of the Holy Orthodox Catholic Church with the authority to confer upon students who have successfully completed the required courses the Degree of Master of Divinity and likewise in this context to sponsor other programs and to confer such academic and professional degrees, certificates and diplomas as may from time to time be authorized and approved by the duly constituted authorities under the laws of the Commonwealth of Pennsylvania; and, in further pursuit of this purpose, to enter into agreements with such other institutions or corporations as may advance the purpose of this Corporation.
- I.3 The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The Corporation shall not carry on any activities not permitted (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
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ARTICLE II: Affiliation and Ecclesiastical Authority

- II.1 The School is under the canonical jurisdiction of the Orthodox Church in America (successor to the Russian Orthodox Greek Catholic Church of North America, THE METROPOLIA) and is subject to the highest governing authority of that body—the Holy Synod of Bishops, who shall confirm the appointment of the Rector of the Seminary upon appointment by the Primate of the Orthodox Church in America. All officers and members of the Board of Trustees shall be of the Orthodox Catholic faith.

ARTICLE III: Powers and Responsibilities of Trustees

- III.1 The Board of Trustees shall have all the powers conferred upon it by law or which are usually and lawfully exercised by Boards of Trustees of higher education subject to any restrictions in the Canons of the Holy Orthodox Catholic Church which are not in conflict with the laws of the Commonwealth of Pennsylvania. These powers shall include the following:

1. Determine and review periodically the purposes and the mission of the Institution.
  2. Ensure that there is a sound institutional planning process.
  3. Recommend, review, and approve changes in the educational programs of the Institution, consistent with its mission.
  4. Establish policies and procedures regarding salary schedules, appointment, promotion, tenure and dismissal of faculty members.
  5. Approve and authorize all earned and honorary degrees.
  6. Oversee and approve the budget of the Institution, and establish policy guidelines for the endowment and for all investments and major fund-raising efforts.
  7. Authorize the purchase, management, and sale of all land, buildings or major equipment for use by the Institution.
  8. Authorize the construction of new buildings and major renovations of existing buildings.
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9. Authorize the incurring of debts by the Institution and securing thereof by mortgage and pledge of real and personal property tangible and intangible.
10. Authorize any changes in tuition and fees within the Institution.
11. Authorize officers or agents of the Institution to accept gifts or bequests on behalf of the Institution.
12. Ensure that adequate due process policies and procedures exist.

#### ARTICLE IV: Membership of the Board of Trustees

- IV.1 The Board of Trustees shall consist of not fewer than six (6) nor more than twenty one (21) elected members, and who shall be of the Orthodox Catholic faith (cf. Article II of these Bylaws).
  - IV.2 The Board of Trustees shall be self-perpetuating and within the limitation of Sections 1 and 3 of this Article shall have the right to elect new members by a majority vote. The elected members shall be elected for a term of three (3) years and one-third of the number shall be elected each year at the Fall Meeting. At this Meeting, the Trustees whose terms expire shall have the right to vote until their successors shall have been elected. The Trustees may also fill vacancies arising at any time in their number for the unexpired term of service, initially, and for full terms of office, thereafter. At least one third of the membership of the Board of Trustees shall be drawn from the ordained clergy of the Orthodox Faith.
  - IV.3 In addition to the elected members, the following persons shall be *ex officio* members of the Board, with full voting power:
    - a. The Primate (or the Locum Tenens of the Primatial See) of the Orthodox Church in America, who shall serve as President.
    - b. The Rector (if a Bishop) or the Dean of St. Tikhon's Orthodox Theological Seminary (if not a Bishop), who shall be appointed by the Metropolitan and confirmed by the Holy Synod of Bishops of the Orthodox Church in America, and subject to removal by the same.
    - c. The Bishop of the Diocese of Philadelphia and Eastern Pennsylvania (if not already the Rector of the Seminary).
    - d. The Chancellor of the Orthodox Church in America.
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- e. The Academic Dean of St. Tikhon's Orthodox Theological Seminary.
  - f. The Representative of St. Tikhon's Monastery.
- IV.4 Those members of the Board who serve *ex officio*, shall hold office as Trustees as long as they hold the office, by virtue of which they serve as Trustees.
- IV.5 A majority of the Board of Trustees shall constitute a quorum for the transaction of business except in matters for which a different majority is required by law or by other Articles or Sections of these Bylaws.

#### ARTICLE V: Officers of the Board of Trustees

- V.1 The officers of the Board of Trustees shall be the President, Vice-President, Secretary and Treasurer. The officers shall be members of the Board of Trustees, either elected or *ex officio*.
- V.2 Unless a vacancy in an office occurs at another time, the Secretary and the Treasurer shall be elected at the annual meeting of the Board of Trustees by a two-thirds vote of the Trustees present. The Secretary and Treasurer shall serve for terms of one year and until their successors are appointed and qualified, unless sooner removed by the Board of Trustees.
- V.3 The President may appoint, subject to approval by a two-thirds vote of the Trustees present, one or more Assistant Secretaries and an Assistant Treasurer, who may, but need not be, members of the Board of Trustees.
- V.4 All officers of the Board of Trustees, with the exception of the President and the Vice-President, shall serve at the discretion of the Board of Trustees and shall be subject to removal by the affirmative vote of two-thirds of the Trustees present at a meeting of the Board of Trustees.
- V.5 A vacancy in any of the offices of the Board of Trustees, except that of President and Vice-President, may be filled at any meeting of the Board of Trustees.

#### ARTICLE VI: Officers of the Institution

- VI.1 The Chief Executive Officer of the Institution is the Rector (if a Bishop) or Dean of the Seminary (if not a Bishop), appointed according to Article IV.3.b above. The
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- Rector can be removed from office only by the Holy Synod of Bishops of the Orthodox Church in America.
- VI.2 The Ranking Administrative Officer shall be the Academic Dean, appointed by the Chief Executive Officer, confirmed by the Board of Trustees, and under his general direction.
- VI.3 Other Officers of the Administration as may be deemed necessary, such as the Registrar, Director of Student Affairs, Head Librarian, etc., as described in the *St. Tikhon's Seminary Handbook*, are appointed by the Chief Executive Officer. Said appointments shall be subject to review and renewal annually.
- VI.4 The powers, duties, and responsibilities of the members of the Seminary Administration, Faculty and Head Librarian, as well as the powers, duties, responsibilities and membership of duly constituted Committees of the Seminary are described in detail in the *St. Tikhon's Seminary Handbook*.

#### ARTICLE VII: Duties of the Officers of the Board

- VII.1 The Primate (or Locum Tenens of the Primatial See) shall serve as President of the Board of Trustees and shall preside at all meetings of the Board of Trustees, serve as Chairman of the Executive Committee, and appoint all committees and their chairpersons annually, except such as may be elected by the Board of Trustees. The President shall perform all the duties incident to such office and all acts for the Institution not delegated to others.
- VII.2 The Rector (if a Bishop) or Dean of the Seminary (if not a Bishop) shall serve as Vice-President of the Board of Trustees and shall perform such duties as shall be assigned by the Board of Trustees. In case of absence of the President of the Board of Trustees, the Vice-President shall chair meetings of the Board.
- VII.3 The Secretary shall have custody of the seal of the Institution, if any, and shall attest to and affix said seal to such documents as required in the business of the Institution, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, transcripts, abstracts of resolutions, certificates, minutes, and bylaws issued pursuant to the authority of the Institution. Furthermore, the Secretary shall keep or cause to be kept a record of the minutes of all meetings of the Board of Trustees and each of its committees. Any of the duties or powers of the Secretary may be performed by an Assistant Secretary at the direction of the Board of Trustees.
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- VII.4 The Treasurer shall be Chairperson of the Finance Committee. He or she shall be responsible for carrying out the mandates of the Board of Trustees in overseeing the financial resources of the Institution including, but not limited to cash, securities, stocks, bonds, and all other property, personal or real, owned by the Institution. The Treasurer shall assure that all books and accounts are accurately kept, and furthermore, shall present a full and detailed financial statement properly audited by an independent certified accountant to the Board at its annual meeting and, if requested, at any other meeting of the Board of Trustees or any other meeting of its Finance or Executive Committees. Any of the duties or powers of the Treasurer may be performed by an Assistant Treasurer at the direction of the Board of Trustees.
- VII.5 The Assistant Secretary and the Assistant Treasurer, subject to Article V.3 above shall fulfil those functions consistent with his or her title.

#### ARTICLE VIII: Duties of the Chief Executive Officer

- VIII.1 The Rector (or Seminary Dean), as Chief Executive Officer, shall be the chief educational and administrative officer of the Institution. He shall exercise general responsibility for the overall affairs of the Institution and shall bring those matters to the attention of the Board of Trustees that are appropriate and necessary to keep it fully informed and to enable it to meet its policy-making responsibilities. The Chief Executive Officer shall be *ex officio* a member of the Board of Trustees, and of all committees of the Board, except the Audit Committee, with power to vote and shall serve as Vice-President of the Board of Trustees and Executive Board. He shall further see that the Institution's plant and properties are managed properly, maintained, and supervised.
- VIII.2 The Chief Executive Officer shall be responsible for the effective organization of the faculty, shall be regarded as a member of the faculty with a vote, and shall represent the faculty and other employees of the Institution in meetings of the Board of Trustees and its committees. At the direction of, and in cooperation with, the Board of Trustees, he shall be responsible for overseeing financial support programs for the objectives and programs of the Institution and for representing the Institution or causing it to be represented, as may be necessary and appropriate, before the Church, other institutions of learning, and public and private bodies.
- VIII.3 The Academic Dean shall have the chief responsibility for implementing educational policies, including responsibility for curriculum, methods of instruction, the quality and performance of faculty and students, consultation with committees, the improvement of the academic program, and such other responsibilities as may be deemed necessary by the Chief Executive Officer and/or the Board of Trustees.
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- VIII.4 In the absence of the Chief Executive Officer, upon receiving a formal written notice from same, the Academic Dean, as ranking Administrative Officer of the Seminary, shall temporarily administer Seminary affairs in such manner as to maintain consistency of Seminary and Board objectives.
- VIII.5 In the event of the incapacity or death of the Rector, due notice shall be given to the President. In the event of incapacity, the Academic Dean shall temporarily administer the affairs of the Seminary. In the event that said capacity is deemed to be of a permanent nature or upon the death of the Chief Executive Officer, Seminary affairs will temporarily be administered by the Academic Dean until a duly appointed successor is confirmed by the Holy Synod of Bishops. If the Office of Academic Dean be vacant in such cases, the President shall appoint an Acting Chief Executive Officer until a duly appointed successor be confirmed by the Holy Synod of Bishops.

#### ARTICLE IX: Meetings of the Board of Trustees

- IX.1 There shall be a minimum of three (3) regular meetings of the Board of Trustees each year: May, Fall and Winter. Meetings shall be held at a time to be determined by the President of the Board of Trustees and the Chief Executive Officer. The Fall Meeting shall be the Annual Meeting and Trustees and Officers of the Board shall be elected at this meeting.
- IX.2 Special meetings of the Board of Trustees may be called by the President, the Chief Executive Officer, or one-third of the members of the Board of Trustees at any time. The call for each special meeting of the Board shall state the purpose of such a meeting, and no business shall be transacted at a special meeting except as stated in the call.
- IX.3 Notice of all regular and special meetings shall be mailed or telefaxed by the Secretary of the Board of Trustees (or Assistant Secretary, if so directed) to each Trustee at the last known address on record with the Secretary, at least five (5) working days prior to the time set for the meeting. Notice of all extraordinary meetings shall be telephoned or telefaxed to each Trustee at least five (5) working days prior to the time set for the meeting.
- IX.4 A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any regular or special meeting. If a quorum of the Board of Trustees is not present at a meeting, such meeting may be adjourned by the Trustees in attendance until such time as another meeting is regularly constituted.
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- IX.5 Unless otherwise specified in these Bylaws, the affirmative vote of a majority of the Board of Trustees attending any regular or special meeting shall be sufficient for the passage of any motion or resolution, including the election of Trustees.
- IX.6 Extraordinary meetings of the Board of Trustees and/or Executive Committee of the Board, may be held by means of telephone conferences by means of which all members participating in the meeting can hear each other, subject to IX.3 above. Such participation in a meeting shall constitute presence in person at the special meeting.

#### ARTICLE X: Committees of the Board of Trustees

##### X.1 Executive Committee *Membership*

The Executive Committee shall consist of the President, who shall serve as Chairman, the Vice-President, the Academic Dean, the Secretary, the Treasurer, and three (3) other members of the Board elected for that purpose.

##### *Duties*

Between meetings of the Board of Trustees, the Executive Committee shall have general supervision of the administration and property of the Seminary, respecting all provisions of the Bylaws concerning the rights of the Members of the Corporation. The Executive Committee, unless specifically empowered by the Board to do so, may not take any action inconsistent with a prior act of the board, grant degrees or make removals from office, or generally take any action which has been reserved by the Board. Under specified circumstances authorized by the Board, it shall have authority to take final action in the name of the Board.

##### *Meetings*

The Committee shall meet regularly during the year. Special meetings shall be called by the Secretary on the written request of the President or at least three (3) of the members. A majority of the members of the Executive Committee shall constitute a quorum. Minutes of the meetings shall be taken and distributed promptly to each member of the Board of Trustees following each Executive Committee meeting.

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## X.2 Academic, Faculty, and Student Affairs Committee

### *Membership*

The Academic, Faculty, and Student Affairs Committee shall consist of a minimum of four (4) members of the Board, including the Academic Dean *ex officio* and three (3) others appointed annually by the President of the Board after consultation with the Academic Dean and the Chief Executive Officer of the Institution. Faculty and students may be appointed with voting privileges.

### *Duties*

The Academic, Faculty, and Student Affairs Committee shall recommend educational policy to the Board of Trustees and shall evaluate compliance with established policy and achievement of academic objectives. It shall review, study, and make recommendations to the Board with respect to academic affairs of the Institution such as, but not limited to, academic planning, admissions requirements, curriculum, tenure, faculty appointments, faculty salaries and benefits, and library development. In addition, the Committee shall review, study, and recommend to the Board of Trustees policy in the area of student life, including, but not limited to, financial aid as it relates to programs, housing, campus organizations, and religious, cultural and recreational activities.

## X.3 Finance and Business Affairs Committee

### *Membership*

The Finance and Business Affairs Committee, chaired by the Treasurer, shall include the President of the Board *ex officio*, the Vice-President *ex officio*, and a minimum of two (2) other members of the Board appointed annually by the President of the Board after consultation with the Treasurer and the Chief Executive Officer of the Institution.

### *Duties*

The Finance and Business Affairs Committee shall recommend to the Board policy for effective and efficient financial management of the Institution. It shall review, evaluate, and make recommendations to the Board with respect to all business functions of the Institution, including, but not limited to, budget, business records and systems, financial aid, business planning, legal functions, auxiliary enterprises, and non-academic personnel. With the exception of the Chief Executive Officer, this Committee shall also serve as the Audit Committee and shall evaluate

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periodically the financial controls and accounting systems of the Institution and recommend the designation of an independent auditor each year. It shall cause to be prepared and submitted to the Board of Trustees, at least once a year, audited financial statements showing the financial condition of the Institution at the close of the fiscal year.

#### X.4 Buildings and Grounds Committee

##### *Membership*

The Buildings and Grounds Committee shall consist of a minimum of three (3) members of the Board, appointed annually by the President of the Board after consultation with the Chief Executive Officer of the Institution.

##### *Duties*

The Buildings and Grounds Committee shall review the physical plant maintenance and operations policies, monitor energy and utility costs and conservation programs, review proposals for new or remodeled facilities, review the annual operating and capital budgets required to maintain the physical plant, and make recommendations to the Committee on Finance and Business Affairs. It shall report on its activities at the annual meeting of the Board of Trustees and at such other times as it may be requested to do so.

#### X.5 Development and Public Affairs Committee

##### *Membership*

The Development and Public Affairs Committee shall consist of a minimum of three (3) members of the Board, appointed annually by the President of the Board after consultation with the Chief Executive Officer of the Institution. This Committee shall also include, as *ex officio* members, the Chief Executive Officer of the Institution, the President of the Alumni Association, the President of the Century Association, and the President of the Friends of St. Tikhon's.

##### *Duties*

The Development and Public Affairs Committee shall be responsible to the Board for recommending public relations and fund-raising policies and programs in support of institutional development objectives established by the Board of Trustees.

The Development and Public Affairs Committee shall design and recommend programs through which all Trustees can fulfil their fund-raising responsibilities.

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## X.6 Committee on Trustees

### *Membership*

The Committee on Trustees shall consist of the members of the Executive Committee and any others appointed by the President.

### *Duties*

The Committee on Trustees shall nominate candidates for officers of the Board of Trustees, for at-large membership in the Executive Committee, and for each vacancy that occurs in the membership of the Board. The Committee shall also review Board performance and shall develop programs of Board orientation and education.

The Committee shall meet no fewer than two (2) times a year to carry on the continuing task of identifying and reviewing Trustee performance, for developing and implementing programs of Board orientation and education, and for periodic review of the structure and function of the board.

## X.7 Other Committees

The President, with the approval of the Board, shall have the power to appoint such other committees of the Board and to confer upon them such powers as he may deem necessary and which are not in conflict with the provisions of these Bylaws.

## XI: The Budget

- XI.1 On or about November 1 of each year, the Rector (or Seminary Dean) shall confer with other officers and faculty of the Seminary in the preparation of a budget for the next fiscal year, taking into account the financial and personnel needs of the Seminary for the coming fiscal and academic year. After such further consultation as may be necessary, he shall present the budget for the next fiscal year to the Finance and Business Affairs Committee of the Board of Trustees for review according to Article X.3 above. Finally, he shall present the budget for the next fiscal year to the full Board of Trustees at the Winter Meeting of the Board.

## XII: Indemnification

- XII.1 Each Trustee and Officer of the Institution shall be indemnified by it against all expenses actually and necessarily incurred by such Trustee or Officer in connection with the defense of any action, suit, or proceeding to which he or she has been made
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a party by reason of his or her being or having been such Trustee or Officer except in relation to matters as to which such Trustee or Officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

### XIII: Conflict of Interest

- XIII.1 A Trustee shall be considered to have a conflict of interest if: such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the Institution; or such Trustee is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter reside in the same household as the Trustee), or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interest.
- XIII.2 All Trustees shall disclose to the Board any possible conflict of interest at the earliest practical time. No Trustee shall vote on any matter, under consideration at a Board or Committee meeting, in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to resolve the question by a majority vote.

### XIV: Revertal Clause

- XIV.1 In the event of a termination, dissolution or winding up of the Corporation and following the marshalling of assets and following the payment of all liabilities any remaining assets will become the property of the Russian Orthodox Monastery of St. Tikhon of Zadonsk, an institution of the Orthodox Church in America, a non-profit Corporation in accordance with Pennsylvania non-profit corporation laws.

### XV: Contracts, Loans, and Deposits

#### XV.1 *Contracts*

The Board of Trustees may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

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**XV.2 *Loans***

No loans shall be contracted for or on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Trustees. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Trustees and shall otherwise be confined to specific instances. No loan shall be made to any officer or trustee of the Corporation.

**XV.3 *Checks, Drafts, and Notes***

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

**XV.4 *Deposits***

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other custodians as the Board of Trustees may select.

**XVI: Amendments**

XVI.1 These bylaws shall be reviewed annually by the Executive Committee, and may be amended at any regular meeting of the Board of Trustees at a special meeting of the Board of Trustees, or at a special meeting of the Board of Trustees called for that purpose, by a two-thirds vote of those present, provided notice of the proposed amendment is sent to all Trustees at least fifteen (15) days prior to the meeting.

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