

International Orthodox Theological Association

Bylaws

Approved January 29, 2017

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Article I: Name, Offices, and Mission

I.A. Name

The name of the Corporation shall be International Orthodox Theological Association.

I.B. Offices

The registered office of International Orthodox Theological Association shall be located in the State of Illinois at such place as fixed by the Board of Directors upon filing of such notices as required by law.

I International Orthodox Theological Association may have other offices within or outside the State of Illinois as the Board of Directors may determine from time to time.

I.C. Mission

The mission of International Orthodox Theological Association, or the International Orthodox Theological Association, is to provide a forum for a worldwide interdisciplinary scholarly interaction within the context of the Orthodox tradition. International Orthodox Theological Association seeks to serve as an instrument of church renewal and conciliarity as a nonprofit organization that shall operate in compliance with Section 501(c)(3) of the U.S. Internal Revenue Service Code.

Article II: Membership

International Orthodox Theological Association shall have no members.

Article III: Board of Directors

III.A. Power and Authority

The affairs, properties, and interests of International Orthodox Theological Association shall be managed by its Board of Directors. The Board shall have full power and authority to act on behalf of International Orthodox Theological Association, except as specifically stated in the Articles of Incorporation and in the Bylaws.

III.B. Duties and Responsibilities

The Board of Directors shall:

ensure that International Orthodox Theological Association remains in good legal standing and operates as outlined in section 501(c)(3) of the Internal Revenue Service Code,

determine and oversee its initiatives and ensure that they are consistent with its mission,

maintain accountability for International Orthodox Theological Association's assets and ensure the long-term stability of the organization,

hire staff or contractors to carry out the initiatives of International Orthodox Theological Association as needed, and

select new Board Directors and elect Board officers so as to perpetuate an effective Board.

III.C. Number and Composition

The Board of Directors shall consist of no fewer than three (3) and no more than fifteen (15) Directors.

III.D. Advisory Board

The Board of Directors may deem it desirable to create an Advisory Board of International Orthodox Theological Association, which would consist of specialists to advise the organization, but not serve as Board Directors. The composition and other such matters relating to an Advisory Board would be determined by the Board of Directors.

III.E. Election and Terms

III.E.1. The Board of Directors is a self-perpetuating board and it may deem it desirable to create a committee or appoint a Board Director to lead this effort. Potential Board Directors may be elected at any Board meeting by a simple majority.

III.E.2. Directors may serve for three (3) full terms of three (3) years each. Board Directors may only be re-elected after an absence from the Board of not less than one (1) year.

III.F. Resignations, Vacancies, and Removal of Directors

III.F.1. A resignation by a Director must be communicated to the Board President and must state the effective date of resignation.

III.F.2. Any Director may be removed with or without cause, at any special or regular meeting of the Board for which the agenda includes notice of the possibility of such removal. Removal must be approved by vote of at least two-thirds (2/3) of the Board of Directors.

III.G. Compensation

Directors shall not be compensated for their service as Directors. The Board may vote to approve reimbursement for expenses incurred by a Director in connection with the performance of his or her duties, including travel expenses.

III.H. Meetings

III.H.1. An Annual Meeting of the Board of Directors shall be held during the month of May on a date selected by the Board. The purpose of the Annual Meeting shall be to elect officers and Board Directors.

Other meetings shall be scheduled by the President, in which case he or she shall give advance notice of at least four (4) days to the Directors.

III.H.2. Special meetings of the Board of Directors may be called at any time by the President or by request by any two (2) Directors.

III.H.3. Agendas shall be made available to Board Directors no less than one (1) day prior to meetings. To appear on the agenda of the Annual Meeting or a Regular Meeting, any item for discussion must be submitted to the Board President three (3) days prior to the meeting in order to be placed on the official agenda.

III.H.4. Meetings may be held in person, electronically, or some combination of the above. A Director may attend any meeting via video, speakerphone, or conference call so long as all persons participating in the meeting can hear each other at the same time.

III.H.5. Notice of a meeting of the Board of Directors may be waived in writing by a Director either before or after the meeting. Attendance at a meeting constitutes waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. If all of the Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

III.H.6. At all meetings of the Board, a simple majority of the Directors shall constitute a quorum for the transaction of business. If less than a majority of the Directors is present, the meeting may be adjourned.

III.H.7. Each Board Director shall have one (1) vote on all matters and may not assign proxy in the case of an absence.

III.I. Board Action outside of Board Meetings

The Board may take action outside of a meeting if consent is obtained from all Board Directors using electronic means (conference call, email, etc.). A written record of this Board action shall be filed with the next Board meeting's minutes.

III.J. Board Policy

The International Orthodox Theological Association Board shall be free to set policy for International Orthodox Theological Association that shall be recorded by the Secretary. At minimum, all Directors shall adhere to a Conflict of Interest policy, Whistleblower policy, and an Anti-Discrimination and Anti-Harassment policy.

Article IV: Officers

IV.A. Officers

The officers of International Orthodox Theological Association shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected for terms of three (3) years by the Board of Directors at the Annual Meeting, and on the off years of their terms all officers will be affirmed by the Board of Directors at the Annual Meeting. All Officers must be Directors of International Orthodox Theological Association. Officers may be reelected indefinitely.

IV.B. Removal of an Officer

Any officer may be removed by the Board of Directors whenever, in the Board's judgment, doing so would serve the best interests of International Orthodox Theological Association. An affirmative vote of two-thirds (2/3) of the entire Board of Directors shall be required for removal of an officer.

IV.C. Vacancy

A vacancy in an office shall be filled by a current Director by vote of the Board of Directors and shall serve for the unexpired portion of the term.

IV.D. President

The President shall:

prepare meeting agendas and preside at all meetings of the Board of Directors,

have general supervision of the affairs of International Orthodox Theological Association, including the implementation of its programs, conferences, and initiatives,

the authority to execute all official papers, checks, documents, contracts, and other written instruments necessary to carry out the initiatives of International Orthodox Theological Association, and

speak on behalf of International Orthodox Theological Association to the public.

IV.E. Vice President

The Vice President shall:

perform all of the duties and exercise the powers of the President should the President be unable to serve, and

have such powers and perform such duties as may be assigned by the President or the board.

IV.F. Secretary

The Secretary shall:

ensure secure keeping of all records including Board policy, bylaws, and minutes of the Board meetings, including attendance at meetings.

IV.G. Treasurer

The Treasurer shall:

be the principal financial officer of International Orthodox Theological Association, serve as the chair of the Finance Committee, oversee the management of all funds and securities of International Orthodox Theological Association, be authorized to write checks relating to International Orthodox Theological Association's board-approved initiatives.

Article V: Committees

V.A. Board Committees

The Board of Directors may by resolution establish committees and appoint either Directors or members who are not Directors of the Board, or both, to serve on Board committees. Such committees shall be overseen by the Board.

V.B. Finance Committee

The Finance Committee shall be a standing committee, and it shall be comprised of at least

the President of the Board and the Treasurer of the Board, who shall also be the Chair of the Finance Committee, and preferably one other member. It shall oversee all financial considerations of International Orthodox Theological Association, shall report regularly to the Board, shall maintain good records, and operate with the highest ethical standards.

Article VI: Staff

The founding Board of Directors anticipates that International Orthodox Theological Association shall be an all-volunteer organization for the foreseeable future, with no paid staff. If and when staff are employed, it is expected that this Article in these Bylaws shall then be amended to define the distinct roles of the staff, and concordant changes shall be made to Article IV to refine the roles of the Board in light of having a staff. Until that time, it is understood that the Officers of the Board shall perform many of the duties of an Executive Director and other traditional staff roles.

Article VII: Indemnification

International Orthodox Theological Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director or employee of International Orthodox Theological Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of International Orthodox Theological Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Article VIII: Amendments

These Bylaws may be altered, amended, or repealed by the Board of Directors by vote of two-thirds (2/3) of the Directors provided that notice of the intention to alter, amend, or repeal the Bylaws be given to the Directors not less than five (5) days prior to the date of the vote, and provided that no amendment shall authorize the Directors to conduct the affairs of International Orthodox Theological Association in any manner or for any purpose contrary to the provision of Section 501(c)(3) of the Internal Revenue Code.