



## Brotherhood of St. Moses the Black

PO Box 1887, Anniston, AL 36202 Phone: (256)237-0215

### Brotherhood of St Moses the Black

#### National By-Laws

October 10, 2014  
As Revised per Board Approval

#### Outline

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#### Article I - Name and Purpose

1. The name of the organization shall be the Brotherhood of Saint Moses the Black, and shall be hereinafter referred to within these By-Laws as the "Brotherhood."
2. The Brotherhood may at its pleasure by a simple majority vote of the general membership body change its name.
3. The Brotherhood is an organization of Orthodox Christians who serve the Orthodox Christian Church as an educational and evangelical outreach to all people of North American and especially to people of minority groups by way of seminars, conferences, missions houses, unmercenary medical clinics, books publications, and media broadcasts.
4. The Brotherhood seeks to introduce to many people the salvific work of the death, resurrection, and ascension of our Lord, Jesus Christ, and to communicate with clarity the spiritual life the African slaves lived in America, its similarities with ancient Orthodox Christianity, and finally, the importance that reclaiming this heritage has for all Americans.

#### Article II - Membership

1. **Founding Member** - A Founding Member retains a permanent position as a Board Member. The Founding Members are: **Fr. Moses Berry, Hiermonk Alexii Altschul. Matushka Michaila (Thelma) Alstchul (+March 13, 2012), Fr. Jerome Sanderson, Mother Pachomia Thompson, Mother Katherine Weston, and Dr. Carla Thomas.**
2. **Board Member** - All Board Members must be canonical Orthodox Christians.
3. Board membership will consist of an odd number of members, with a minimum of 5 members and a maximum of 15 members, including the *ex-officio* member who has full rights voting as a Board member.of membership including
4. Each appointment of a Board Member shall be for a term of no more than three years.
5. To the extent possible, two-thirds of the Board Members will be retained each year and one-third of the Board Membership will be appointed each year. An existing Board Member is eligible to be

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reappointed for successive terms; however no Board Member shall serve more than six successive years without at least a one-year absence from the Board.

6. The term of a new Board Member shall begin on April 1. New Board Members should participate in a New Board Member Orientation conducted by the President and Executive Committee to better understand the Brotherhood and the Board members' roles and responsibilities.
7. Board Members are expected to: be committed to the mission of the Brotherhood, provide guidance for the future of the Brotherhood, take a leadership role in a Brotherhood and Board activity, assist in reviewing Brotherhood and Board activities, and assist with raising funds for the Brotherhood; however Board Members are not required to make donations of personal property or money. They are valued for the time and talent they give to the Brotherhood.
8. Any Board Member may resign from the Board by giving written notice to the President. The resignation will be effective immediately upon receipt of such notice.
9. Any Board member, except *ex-officio* members, may be asked to resign from the Board at any time, for any reason, by a two-thirds majority vote of the members of the Board.
10. **Conflicts of Interest:** Any member of the Board of Directors who has a potential conflict of interest with respect to any proposed transaction involving the Brotherhood shall promptly disclose to the remaining members of the Board all material facts relating to the potential conflict of interest. The Brotherhood will not be precluded from engaging in any transaction in which a member of the Board may have a conflict of interest when the entering into the transaction will be in the best interest of the Brotherhood as determined solely by the Board.
11. **General Membership** shall consist of Regular Member and Friends of the Brotherhood. No regular member shall be entitled to more than one vote on any committee.
  - a. **Regular member** - A Regular Member of the Brotherhood shall be defined as an individual who is a member of the Orthodox Church, whose membership has been approved by the Governance Committee, and actively supports the purposes of the organization. Regular members are eligible to serve on and lead committees, vote in special and regular meetings, serve as a member of the Board and/or as an officer of the Brotherhood.
  - b. **Friend of the Brotherhood** - A Friend of the Brotherhood shall be a person that supports and is interested in the work of the brotherhood but does not wish to act as a Regular Member of the Brotherhood or does not qualify for membership. He or she will have no

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rights as applied to other types of membership, but may participate in the work of the Brotherhood.

- c. **Eligibility or Qualification of Memberships.** Application and acceptance for membership shall be open to all individuals that support the stated purposes of the Brotherhood listed in Article I, Sections 3 and 4. Continuing active membership is contingent upon being current on any outstanding membership dues, should there be any.

#### Article III - Resignations and Disciplinary Action

The Brotherhood has the right to revoke membership of a general member or a board member at anytime for any reason by two thirds majority vote of the board.

##### **Procedure:**

1. After a member has been warned in writing of their misdeeds by the Board of Directors and directed towards a means of correction and a second warning in written form is issued, a member of the Brotherhood may motion to revoke membership of the offending individual by a majority vote in an anonymous ballot.
2. Upon the approval of the motion the offending member shall be allotted one week to present a written, verbal, or audio recorded statement in their own defense; he or she may also afford other members a brief time to speak on their behalf.
3. Those members who have heard the defense may cast an anonymous vote of “retain” or “revoke” in the following meeting.
4. A two-thirds vote of the quorum shall determine the membership of the offending individual.



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#### **Article IV - Dues**

1. The Board of Directors may set a dues schedule for the membership.
2. The dues of this organization shall be \$20 per annum per household.
3. Dues are to be prorated throughout the year with the full amount due by September 1st, barring extenuating circumstances. In such extenuating circumstances the issue shall go before the Governance Committee for review.
4. Monastics may join the Brotherhood free of charge.

#### **Article V - Officers and Their Duties**

1. Officers shall by virtue of their office, serve as members of the Board of Directors.
2. No officer shall for reason of his or her office be entitled to receive any salary or compensation, other than reimbursement of reasonable expenses. However, nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

##### **Officers**

1. At a minimum there shall be four officers of the organization consisting of a President, a Vice President, a Secretary, a Treasurer, and a Spiritual Advisor (non-elected).
2. The Board of Directors shall elect any additional vice presidents, assistant secretaries or other officers as it deems necessary to carry out the business of the organization.
3. The officers shall be elected by the Board of Directors at the annual meeting, after the other members are seated.
4. There shall be a two year term limit for Board Officers elected at the annual meeting with a two-thirds majority vote.

**The Duties of the Officers** of the organization are as follows:

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5. **The President** shall convene and preside as Chair at all annual, regularly scheduled and special called, Board of Directors and Executive Committee meetings; and shall annually report the work of the organization.
  1. He or she shall appoint all committees, temporary or permanent.
  2. He or she shall see all books, reports and certificates required by law are properly kept or filed.
  3. He or she shall be one of the officers who may sign the checks or drafts of the organization.
  4. He or she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
6. **The Vice President** shall in the event of the absence, neglect, refusal, inability or death of the President to exercise his or her office, become acting president of the organization with all the rights, privileges and powers as if he or she had been the duly elected president; and shall serve as  
  
Vice Chair. The Vice Chair will chair committees on special subjects as designated by the Board of Directors, and otherwise assist the President as needed, requested, required and or directed by the Board of Directors.
7. **The Secretary** shall keep records of the attendance of members at meetings, keep a record of discussion and recommendations, maintain a permanent record file of Board activities, and distribute minutes of Board meetings and copies of other committee documents to Board members.
  1. The Secretary shall also keep a current list of Board members' names, email and mailing addresses, phone numbers and other contact information ("Contact Information of Record").
  2. If the Secretary is absent from a Board meeting or unable to perform these duties, the President can appoint a Board member to perform these duties until the Secretary returns.
8. **The Treasurer** shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

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1. He or she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
2. He or she will make a report at each meeting.
3. He or she shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board of Directors and the public.
4. He or she shall exercise all duties incident to the office of Treasurer.
5. **Expenditures \$1,000** or more shall require the signatures of the President and of the Treasurer.
6. **Expenditures \$5,000** or more shall require the approval of the Board and the signatures of the President and of the Treasurer.
9. **The Spiritual Advisor** is an appointed canonical Orthodox priest upon recommendation of the Board of Directors and with the blessing of the proposed Spiritual Advisor's bishop.
  1. The Spiritual Advisor who is a non-elected voting member of both the Board of Directors and the Executive Committee and who has the right to veto actions and policies that may be inconsistent with the Faith, Canon Law, and the practices of the Holy Orthodox Church.
  2. There shall be no time constraint on the tenure of the Spiritual Advisor; however, the Spiritual Advisor may be removed or replaced with a two-thirds majority vote by the national Board of Directors if the Spiritual Advisor counsel proves inconsistent with the mission of the Brotherhood.
  3. If the President of the Brotherhood is a member of the priesthood, he will assume the position of Spiritual Advisor unless he deems contrary.
  4. If the President be of the Laity, it is required that a priest act as the Spiritual Advisor.



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#### Article VI - Executive Committee

1. The four (4) officers, Spiritual Advisor, and all committee chairs shall serve as members of the Executive Committee. The Executive Committee shall have all of the powers and authority of the Board of Directors (except for the power to amend the Articles of Incorporation and Bylaws) in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
2. The Board of Directors must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee.

#### Article VII- Committees

1. The Board of Directors shall as needed, create all committees and appoint their respective Chair, and their term shall be for a period of **one** year or less, if sooner terminated by the action of the Board of Directors.
2. Each standing (or permanent) committee shall be listed separately with its own section within this Article, except for the Executive Committee, which shall act as the Board of Directors between Board meetings. The name of the committee, the number of members, the manner of selection and the duties of the committee shall be listed within the section of each standing committee. The last section of this Article shall be for the purpose permitting the establishment of “ad hoc” (or special, temporary committees) as necessary to carry on the work of the organization.
3. The President appoints all committee Chairs that are not ex-officio, and or otherwise not indicated within these Bylaws. All committees are subject to control of the Board of Directors, and their respective chairs shall serve as members of the Board of Directors.
4. As the need for standing and special subcommittees arises, such subcommittees may be proposed by the President and must be ratified by majority vote of present Board Members at a Board meeting.

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5. The President will appoint members to the subcommittee. The membership of the subcommittee must include at last one Board member.
6. The subcommittee Chair will appoint subcommittee members with approval of the President.
7. The membership of the subcommittee must include at least one Board member and may include members that are not Board members.
8. Subcommittees shall report regularly to the Board per the Meeting Agenda.
9. A subcommittee will automatically be discharged upon accomplishing the task(s) for which it was established.
10. All standing committees and subcommittees shall consist of at least three members and a Chair.

#### **The Standing Committees are Governance, Missions, Financial Management, Spiritual Formation, Communication.**

##### **Governance Committee shall**

1. develop an organizational model that effectively communicates a common agenda.
2. equip and empower its members and local chapters to accomplish the mission of the Brotherhood.
3. seek and wholeheartedly accept support from hierarchical clergy.
4. accept, review, and approve membership applications.

##### **Missions Committee shall**

1. create and provide materials to be used for evangelism.
2. to empower local chapters and parishes to implement outreach ministries in their communities.
3. serve as a resource that both consults and advises Orthodox Christians who desire to evangelize in under-served communities.
4. facilitate and encourage dialogue with local non-Orthodox communities.

##### **Finance Management Committee shall**

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1. develop and review fiscal procedures, a fundraising plan, and annual budget with staff and other Board members.
2. establish fiscal reporting procedures consistent with current non-profit governance and accounting practices.
3. The Treasurer is chair of the Finance Committee, which includes at least three, but no more than five other Board members.
4. The Board of Directors must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee.
5. The fiscal year shall be the calendar year.
6. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income.
7. The financial records of the organization are public information and shall be made available to the general membership, the members of the Board of Directors and the public.

#### **The Spiritual Formation Committee shall**

1. establish a seminary fund to provide support for Christ led brothers and sisters to gain training for ordination and lay leadership; intended primarily, for people of color, especially those who are of African American descent and, secondarily, to anyone desiring to further the mission of the brotherhood in evangelizing underserved communities.
2. encourage members to go on pilgrimages to historically important sites related to African American and American Christian heritage to deepen our awareness and contemplation of the works of God in this land and how these events should inform the Church's understanding of its mission to America, i.e. Gravesite of St. Raphael, MLK memorial, etc. Brotherhood leadership should consider occasionally hosting national conferences at these historical sites.
3. identify and cultivate leadership among the Regular Members in the Brotherhood.
4. equip and support those called to establish the Orthodox faith in underserved communities.

#### **The Communication Committee shall**

1. assist the host of the an annual national conference in various cities of the country.

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2. train and equip members of the brotherhood and all those interested to effectively communicate the mission of the Brotherhood of St Moses the Black.
3. aspire to actively and publicly participate in the interchange of ideas to be able to inform academic, social, theological issues and policies facing the African-American community from a distinctly Orthodox Christian perspective illumined by the African-American experience.

#### Article VIII - Chapters

1. A chapter can be formed and organized with the approval of a two-thirds majority of the national Board of the Brotherhood.
2. A chapter is under the governance of the national Brotherhood.
3. All local chapter members must have paid dues to the national Brotherhood.
4. Local chapters have the right to request addition dues from their local members.
5. All officers of local chapters may be elected by local chapter members and with the blessing of the local Spiritual Advisor. Once elected, the local chapter officers must be approved by two-thirds of the national Board majority and with the blessing of the Spiritual Advisor.
6. All chapters must have a Spiritual Advisor who is a canonical Orthodox priest appointed by the national Board of Directors of the Brotherhood of St. Moses the Black.
7. A chapter may be dissolved by two-third of the national Board of Directors and general assembly anytime and for any reason.
8. All chapter proposals must be submitted to the Governance Committee for review and approval.
9. The Governance Committee submits the chapter proposal to the national Board of Directors for final approval.
10. No chapter may apply for its own 501(c)(3) or form any entity or change its legal statys without approval by the national Board of Directors with a two-thirds majority vote.

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11. If a local chapter forms a separate 501(c)(3) for any reason, the local board will have one seat designated for the national Board of Directors which will also have the ability to veto any action taken by the local 501(c)(3).
12. All 501c3 will remain under the control of the national Board of Directors.
13. If dissolved, all assets will be become the property of the national Brotherhood.
14. Local chapters shall be required to recertified every three years.
15. All chapters must send a delegation and their local spiritual advisor.

### Article IX - Meetings

1. Regular meetings of the Board will be held following a schedule approved by the Board and not less than four times a year. The first regular meeting on or after April 1<sup>st</sup> is the Board's Annual Meeting.
2. The President may call special meetings of the Board as long as other Board Members are notified at least one week before the special meeting is to occur. Notification can be made by phone, email, written letter or fax using the members' Contact Information of Record.
3. A quorum shall be present in order to convene the Board and conduct business. A quorum shall consist of a majority of the currently voting members, including ex-officio members.
4. **Quorum.** The presence of not less than 51% of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than five weeks weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.
5. **Order of Business** The order of business of the organization shall be as follows:
  - a. Opening Prayer.
  - b. Reading of the Minutes of the preceding meeting.
  - c. Reports of Committees.
  - d. Reports of Officers.
  - e. Recently Closed and Open Business.

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- f. New Business.
- g. Adjournment
- h. Closing Prayer
- 6. **Definition of Electronic or Teleconference Meetings.** For the purposes of these Constitution and Bylaws, electronic or teleconferencing meetings shall be defined only as video conferencing, computer conferencing and audio conferencing. Email meetings are not valid are strictly prohibited.
- 7. **Order of Business.** The order of business of the organization shall be as follows: Any action, recommendation or decision of the Board shall be proposed by a motion ("Motion"). Each member shall have one vote on each Motion. All Motions shall be passed only by majority vote of the members present at the Board meeting (except as otherwise indicated by these Bylaws.)
- 8. Members may appear at a meeting of the Board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other ("Conference Call"). Participation in a meeting in this manner shall constitute presence in person at the meeting. A member appearing at a Board meeting via Conference Call shall also be allowed to vote by this medium. Furthermore, it is permissible for *all* members to appear at a Board meeting via Conference Call.

#### Article X - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order*, shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

#### Article XI Indemnification

- 1. The Board shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or member of the Board against all expenses and liabilities, including,

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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 the Brotherhood of St. Moses the Black and further provided that any compromise or settlement payment shall be approved by the Board of The Brotherhood of St. Moses the Black.

2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled.
3. Indemnification shall not cover acts or omissions found to be intentional or grossly or willfully and wantonly negligent.
4. The Brotherhood shall purchase Officers' and Directors' Liability insurance to give effect to this indemnification.

#### Article XII - Amendments

1. Amendments to these Bylaws must be approved by the national Board of Directors.
2. These By-Laws may be changed or amended at any business meeting of the organization by a two-thirds affirmative vote of all national Board of Directors members present and voting provided that notice of such proposed change shall be read at a previous business meeting.
3. Amendments.
4. Shall not conflict with the Articles of Incorporation of the Brotherhood of St. Moses the Black.

#### Article XIII - Dissolutions

1. The Board may dissolve this Board at any time and for any reason. This Board will have no financial or contractual obligations or liabilities and therefore dissolution can be made effective immediately and completely.
2. In case of the dissolution of this organization, after providing for the debts and obligations of the organization, the remaining assets shall be distributed for one or more exempt purposes within the meaning

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of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.