

Orthodox Christian Laity

Fall Board Meeting November 1, 2019

**Annunciation Greek Orthodox Cathedral
3511 Yoakum Blvd, Houston, TX**

Minutes

The meeting was called to order by President Argo Georgandis Pyle at 9:05 a.m. on Friday. Prayer for thoughtful deliberations to further the good order of the church was offered by Advisory Board Members Father Timothy Cremeens, Saints Constantine and Helen Greek Orthodox Church, Huntsville, AL and Archbishop Benjamin of San Francisco. Advisory board member Pamela Collins Naples, FL was also present, as were board members: George Pontikes, Andrew Kartalis, William Souvall, Peter Zarras, Peter J. Petkas, William Caras, and Chris Panagos. In preparation for the meeting information was emailed to all board members and advisors including; agenda; minutes of Spring Board Meeting March 29, 2019, Bonita Springs, FL; office reports: Executive Director's Report; Financial Reports i.e. Proposed Budget 2020, Cash Flow Jan-September 2019 and Cash Flow Summary 2014-Jan-Sept 2019, Asset Statement, Endowment Update, Overall Office Narrative; WebMaster Report including a summary of Google Analytics. Bylaws and bylaw revisions were also included in the package. Program Booklet for November 2 Community Outreach Program was distributed. On motion of George Pontikes and second by Bill Souvall, March 29 Springboard Meeting minutes were accepted.

Father Michael Lambakis joined the meeting and extended the greetings of the parish community. He provided a short history of the newly renovated, architecturally awarded and recognized sanctuary. Board members accompanied Father for a tour of this landmark sanctuary.

Office reports were reviewed and discussed by board members. The discussion focused on the 5 pillars outlined in the report of the Executive Director which are: 1. How does OCL fiscally sustain itself?; 2. How does OCL grow its revenue sources?; 3. How does OCL stay focused on its mission?; 4. What investments does OCL need to make to its management structure to be a more effective organization? and 5. How does OCL keep telling its story calling for the Unity of Orthodoxy, in a relevant Church for people living in the USA, that is accountable and transparent?

The discussion and brainstorming that these questions generated were thoughtful, provocative, and energized board members to be more actively involved in telling the story of OCL where they live and within their networks. IT was also hoped that our advisory board members, who are not required to attend meetings, would also reach out within their communities.

Action items resulting from the discussion:

- 1. Peter Zarras committed to developing a draft document of talking points that all of us can use in presenting the OCL Story. He established a timeline for the end of December to present a draft.**
- 2. Father Timothy Cremeens committed to helping OCL revitalize and will help oversee the Grassroots OCL Network, developed by George Pontikes in 2015 to promote the efforts of the**

calling together of the Bishops to participate in the Holy and Great Council held in Crete. The Grassroots Network will provide ideas and information to help individuals of different jurisdictions locally to join together to develop local Pan-Orthodox ministries and educational programs.

3. OCL website will be the clearinghouse to post the stories of local Pan-Orthodox ministries. It will try to build a community of FOR unity-minded individuals to encourage them to take the first step to emulate best practice examples taking place somewhere else and may be a fit for your local community.
4. A consensus of discussion on 5 pillars suggested that OCL may be losing its edge. OCL was developed to be a catalyst and to encourage change...change to be a unified Orthodox Church in the USA. Change is an American value and change involves dissent. Supporting the status quo is counterproductive. Local pan-Orthodox ministries must engage our youth who want to do the work of the church and not be passive onlookers. OCL must promote these ministries.
5. OCL in moving ahead to create a unified Orthodox Church can offer the faithful an understanding of the who are the Orthodox Saints who touched America. OCL should develop a feature on its web site that focuses on the lives of the American Saints. We can offer an icon of the American Saints to OCL supporters. It was suggested that the theme for the 33rd Annual Meeting which will take place at St Vladimir's Seminary, NYC should focus on the American Saints.
6. The discussion on finances was inconclusive. Present methods of fundraising and fund development do not meet the financial needs of the organization. OCL has a \$25,000 deficit. How do we bridge the gap is a major consideration? It was suggested that the Executive Director and Webmaster discuss how the use of the internet for fundraising can be more effective. It was suggested that an Internet Fundraising Program be offered 2 times a year to those who follow OCL on the internet. Wikipedia may be a source to investigate ideas. Can we develop a membership icon? What can we offer OCL supporters? The idea of providing information on the American Saints could be incorporated in this program with a special Icon of the American Saints as a gift. Should we develop an online bookstore?
7. *The discussion of the future of OCL concluded that OCL board members and other outreach need to be urgently mobilized to help us build the board. YOU need to submit names of persons totally committed to the mission of building a unified, transparent, accountable church that includes the voice of the laity in church governance. They also need to be willing to travel 2 times a year to board meetings and to make a one-thousand-dollar commitment to the operation of the work of the organization. We need to vet these names. We need to invite a few candidates to the Spring board meeting. This action on your part.... will help ensure the continued functioning of OCL. This is an URGENT MATTER.*
8. It is also time to begin the process of looking for an individual to transition into the role of Executive Director. The individual will work from home and should be totally committed to the mission of OCL. In addition, that individual needs to be knowledgeable in the issues facing Orthodox Christianity in the USA; can communicate in writing; be knowledgeable in web site and social media outreach and communication; have knowledge in fundraising; have organizational skills, oversee event programs, and other PR skills. There will be a transition period working with the present director with board member input. Please submit individuals you may know that have this background to the Executive Director.

OLD Business

Revisions of the by-laws were reviewed and discussed. George Pontikes presented the revisions which included:

eliminating article IV on membership fees;

rescinding and replacing Article V which now reads: The Annual Meeting of the Board of Directors shall be at such place as the Board of Directors may designate, during the month of November or at such other time as the Board of Directors may designate, for the purpose of electing Directors. The newly elected Board shall meet following the Annual Meeting of the Board to elect Officers.

Article VI is rescinded and now reads: BOARD OF DIRECTORS

Article VI, Board of Directors, of the By-Laws is rescinded and replaced by the following”

Section 1. Authority and Responsibility. The business and affairs of the Orthodox Christian Laity will be managed by its Board of Directors. It will be the duty of the Board of Directors to establish and direct the policies of the organization, to control its properties and operations, to be responsible for the expenditures of its funds, and to exercise all of the powers of the organization, except as otherwise provided by law or by these By-Laws. The Board of Directors authorizes the hiring of staff including an executive director and other qualified specialists to assist in managing the affairs of the organization. The Members of the Board of Directors shall be volunteers and shall not receive compensation for their services.

Section 2. Composition of Board of Directors. Except as may be otherwise decided by the Board of Directors as hereinafter provided, the Board of Directors shall consist of up to twenty-seven members elected by the Board and the immediate Past President of Orthodox Christian Laity. The number of elected members of the Board of Directors may be increased or decreased by resolution of the Board of Directors at a meeting of the Board. In addition to the elected Members of the Board of Directors, each elected President of the Orthodox Christian Laity upon completion of his/her term(s) as an elected Member of the Board shall thereupon become a permanent non-elected Member of the Board until he/she submits a written resignation and declares an intent to remove his or herself from the Board. Each such non-elected “Former President” shall have the same rights and voting privileges as any other elected Members of the Board.

Section 3. Election and Term of Office. At the Annual Meeting of the Board the Board of Directors shall elect the Members of the Board to serve until the next Annual Meeting or until their successors shall be elected. Directors take office immediately upon election. The term of office is one year. There is no limit on the number of terms a member may serve on the Board of Directors.

Section 5. Vacancies. A vacancy that occurs on the Board of Directors by reason of the death, resignation, disqualification or any other cause of an elected member of the Board of Directors, shall be filled by an election of a successor member by the Board of Directors to serve for the balance of the remaining term of the vacated seat. No successor Director shall be elected to fill a vacancy caused by the death or failure for any other reason of a Past President to continue to serve as a member of the Board of Directors.

Section 6. Board Member Yearly Donation Regular Board Members are required to donate on an annual basis a tax-deductible gift to the organization to assist in fulfilling its mission. Under special circumstances, the amount of the minimum donation may be adjusted following discussion by an individual board member and the president. The amount to be determined by the Board of Directors and a sliding scale of the amount can be determined by individual member and president. Board donation obligation is set at a minimum of \$1,000.

Section 7. Meetings The Board of Directors shall hold Regular Meetings as it may determine from time to time, and Special Meetings when called by the President or by written request of a majority of the Board. Meetings of the Board will be held at such place and time as it may determine. At the discretion of the Board of Directors, meetings may be held by telephone or video conference.

Section 8. Quorum. One-third of all the Members of the Board of Directors shall constitute a quorum. Action may be taken by the affirmative vote of a majority of the Members constituting a quorum who are present and voting.

Section 9. Minutes. The Board of Directors will keep minutes of all of its meetings. Copies of the minutes will be sent to each Director at least five days prior to the next meeting of the Board.

Section 10. Compensation. Directors will not receive any compensation for their services, but may be reimbursed, by approval of the Board of Directors, for actual expenses incurred in carrying out their duties as Directors or the business of the organization.

Section 11. Removal. The Board of Directors may remove any Director for cause, by an affirmative vote of two-thirds of the Directors present and voting at any meeting of the Board where a quorum is present, provided that notice of said proposed action is included in the Notice of the Meeting. Unexcused absence from two or more consecutive meetings of the Board by a Board Member is an example of cause for which removal may be considered. Failure to fulfill yearly board donation is also a cause for which removal may be considered.

Section 12. Notice. Notice of Meetings of the Board shall be given in writing or by telephone at least seven (7) days prior to the date of said Meeting.

On motion by George Pontikes and second by Bill Souvall, changes to articles 4, 5 and 6 were unanimously approved. Article 3 was approved in concept but agreement on wording was not reached. George Karcazes and George Pontikes will work on the wording and a conference call will be scheduled with all board members for approval before the end of 2019. It should be noted that Alice Kopan and Peter Marudas approved all changes, even Article 3, by telephone conversations with George Karcazes and George Matsoukas. They could not attend the meeting but called to register their votes on the bylaws. By law changes were sent to all voting board members 2 weeks before the meeting. Comments and changes were solicited at that time. They reported within the two-week period.

The meeting was adjourned at 4:30 p.m. and officers for the fiscal year 2020 were elected. Argo Georgandis Pyle agreed to serve as president for another year. Vice Presidents are Andrew Kartalis, William Souvall and Peter J. Petkas. George Pontikes is Treasurer and George Karcazes is Secretary and immediate Past President.

Board member Peter Petkas invited board members and speakers to their home for dinner and fellowship following the meeting. Belle and Peter are gracious hosts and we thank them for their hospitality.

Respectfully recorded and submitted: George Matsoukas, Executive Director November 24, 2019

Approved Argo Georgandis Pyle, President'

ADDENDUM to minutes: CONFERENCE CALL TO DISCUSS ARTICLE 3 of by-laws was arranged for 9:00 pm Eastern Standard Time on December 8, 2019. Discussion began at 9:05 p.m. Participating board members included Argo Georgandis Pyle, President, George Pontikes, George Karcazes, Chris Panagos, William Caras, Gayle Woloschak, Alice Kopan, Peter Zarras, and Andy Kartalis. George Karcazes

presented language relevant and explanatory for Article 111 of the by-laws pertaining to membership. He proposed the following language:

Article III

The Orthodox Christian Laity does not have members. Orthodox Christian Laity shall consist only of the elected Members of the Board of Directors. The Board of Directors may establish Advisory Boards with such memberships and duties as it may determine from time to time. In conjunction with its Annual Meeting, the Board shall publish a list of its Supporters/Donors in such categories as it shall establish, including donors who wish to be listed as "Anonymous".

George Pontikes proposed the motion to adopt this language. William Caras seconded this motion. An interesting discussion followed with all board members participating. Andy Kartalis made the case for maintaining membership. The question was called at 9:55 pm and the motion was accepted and passed by a vote of 8 for the proposed motion as written and 1 board member against.

The Orthodox Christian Laity Bylaws were officially amended with this vote on Article 111 on December 8, 2019. The original by-laws were adopted in 1990 and amendment in 2011.

Telephone Conference Call respectfully recorded and submitted: George Matsoukas, Executive Director
December 17, 2019