

# **Bylaws of the St. Photios Foundation, Inc.**

*The St. Photios Greek Orthodox National Shrine is a 501c (3) not for profit organization registered under the IRS Code.*

**January 7, 2023**

## **ARTICLE I**

### **NAME AND PURPOSE**

Section 1.1. Name. The name of the corporation is The St. Photios Foundation, Inc. (DBA “The Saint Photios Greek Orthodox National Shrine” or “Saint Photios National Shrine”).

Section 1.2. Purposes. The purposes for which the corporation is formed are as set forth in the Articles of Incorporation.

## **ARTICLE II**

### **OFFICES AND REGISTERED AGENT**

Section 2.1. Offices. The addresses of the initial office of the corporation and the registered office of the corporation in the State of Florida are set forth in the Articles of Incorporation. The Board of Trustees may, from time to time, establish additional offices for the corporation within the State of Florida and may designate a different address as its registered office; provided, however, that any such designation of a different registered office shall become effective only upon the filing of a statement of such change with the Department of the State of Florida as is required by law.

Section 2.2. Registered Agent. The name and address of the initial registered agent of the corporation is set forth in the Articles of Incorporation. The Board of Trustees may, from time to time, designate a different person as its registered agent; provided, however, that any such designation shall become effective only upon the filing of a statement of such change with the Department of the State of Florida as is required by law.

## **ARTICLE III**

### **MEMBERSHIP AND MEETINGS OF MEMBERS**

Section 3.1. Membership. The members of the corporation shall be those persons who, from time to time, shall be members of the Board of Trustees of the corporation. The original subscribers to the Articles of Incorporation shall be the initial members of the corporation. The membership of any person shall be terminated at such time as that person shall cease to be a member of the Board of Trustees of the corporation.

Section 3.2. Meetings of Members. All annual and special meetings of the Board of Trustees of the corporation shall also constitute annual and special meetings of the members.

**ARTICLE IV  
BOARD OF TRUSTEES**

Section 4.1. Number and Qualifications. The Board of Trustees of the corporation shall consist of the Permanent Trustees as specified in Section 4.2; the Ex-Officio Trustees specified in Section 4.3; and the Appointive Trustees specified in Section 4.4.

Section 4.2. Permanent Trustees. There shall be three Permanent Trustees, who shall consist of the persons who, from time to time, shall hold the following offices in the Greek Orthodox Archdiocese in America: the Archbishop of America; Metropolitan of the Metropolis of Atlanta; and Parish Priest of St. John the Divine Greek Orthodox Church, Jacksonville, Florida. The Archbishop shall serve as Chairman of the Board and the Metropolitan of the Metropolis of Atlanta shall serve as President of the Board of the St. Photios Foundation, Inc.

Section 4.3. Ex-Officio Trustees:

(a) The persons who, from time to time, shall hold the following offices shall be Ex-Officio Trustees and attend the annual Board of Trustees meetings and Executive Committee meetings when called: Archdiocese Coordinator (if a hierarch, this position shall be named the “Hierarchal Proistamenos”); Parish Priest and one representative of St. John the Divine Greek Orthodox Church, Jacksonville, Florida; Parish Priest and one representative of Holy Trinity Greek Orthodox Church, St. Augustine, Florida; Parish Priest and one representative of St. Demetrios Greek Orthodox Church, Daytona Beach, Florida. The Parish Representatives shall be appointed by the respective Parish Priest with the consent of the local Hierarch.

(b) The persons who, from time to time, shall hold the following offices shall be Ex-Officio Trustees and attend the annual Board of Trustees meetings: Supreme President of the Order of AHEPA; National Commander of the Order of St. Andrew; President of the National Ladies Philoptochos; and Chairman of Leadership 100.

Section 4.4. Appointive Trustees. The Board of Trustees shall include the following Appointive Trustees: (a) at least two persons appointed by the Archbishop of America; and, (b) at least two persons appointed by each Metropolitan of the Greek Orthodox Church in America.

Appointive Trustees shall be appointed biennially during every odd year, by November of the year prior to the meeting of the Board of Trustees of the St. Photios Foundation, Inc., so that the new members can attend the annual Feast of St. Photios in February of the following year. They shall serve for two years or until their successors have been appointed. They may be removed by the person appointing them at any time, with or without cause. The Archbishop and Metropolitans will be requested by September 1 of each odd numbered year to make their appointments. One Appointive Trustee shall be

appointed by the Archbishop of America as the First Vice President of the Board of Trustees and Executive Committee.

Section 4.5. Annual Meeting of Trustees. The annual meeting of the Board of Trustees shall be held during the annual Pilgrimage Weekend celebrating the Feast of St. Photios in February.

Section 4.6. Special Meetings of Trustees. Special meetings of the Board of Trustees may be held at any time and may be called by the Chairman of the Board. In the event a majority of the members of the Board of Trustees request a meeting, the Chairman of the Board shall call such a meeting.

Section 4.7. Notice. Notice of all meetings, annual or special, of the Board of Trustees, shall be mailed or electronically transmitted to the address provided by the member, by the Secretary of the Corporation at least seven days prior to the date of the meeting.

Section 4.8. Quorum. Those members of the Board of Trustees in attendance at a meeting shall constitute a quorum, provided notice of the meeting has been duly given to all trustees as provided in Section 4.7. The act of a majority of the trustees present at a meeting shall be the act of the Board of Trustees, unless the act of a greater number shall be required specifically by the Articles of Incorporation or the Bylaws. However, any act of the Board of Trustees at a meeting at which a majority of the Permanent Trustees are not present may be rescinded or suspended by a majority of the Permanent Trustees.

Section 4.9. Informal Action. Any action required by law to be taken at a meeting of the members of the Board of Trustees, or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing setting forth the action shall be signed by all trustees.

Section 4.10. Proxies. Proxies will not be recognized.

Section 4.11. Executive Committee:

(a) The Permanent Trustees, the Ex-Officio Trustees listed in Section 4.3 (a) and the Officers of the Corporation as provided in Section 5.1, shall constitute the Executive Committee of the Board of Trustees. The Executive Committee shall have the power to transact and supervise all regular and ordinary business of the Board of Trustees between meetings of the Board of Trustees provided that any action shall not conflict with policies established by the Board of Trustees, these Bylaws, the Articles of Incorporation, or the laws of the State of Florida. The Executive Committee shall act by majority vote of those present.

(b) There will be at least two Executive Committee meetings held each year. Meetings can be called by the Metropolitan of the Metropolis of Atlanta, the Archdiocesan Coordinator, the Executive Director, or by a majority of the members of the Executive Committee.

(c) All members of the Executive Committee will be notified in advance of all meetings and provided the agenda.

(d) Meetings of the Executive Committee may be held telephonically or by video conference.

Section 4.12. Special Committees. Special committees may be created from time to time by the Board of Trustees. Each such committee shall consist of at least one member of the Board of Trustees as chair who shall be appointed by the Board of Trustees, the Chairman of the Board of Trustees, or the President of the St. Photios Foundation, Inc. Members of special committees can be appointed by whomever established the committees or by the chairs of the committees. Members of any special committee may be removed by the person appointing them at any time, with or without cause. Actions of the Special Committee shall be by majority vote. All such meetings shall be held following notification of all committee members. Minutes shall be taken and provided to the Secretary of the Board and used as support to the Executive Committee meetings when the committee reports are presented.

## **ARTICLE V OFFICERS**

Section 5.1. Number. The officers of the corporation shall be the Chairman of the Board of Trustees, the President of the St. Photios Foundation, Inc., the (First) Vice President of the Board of Trustees, up to two other Vice Presidents, a Secretary, and a Treasurer.

Section 5.2. Permanent Officers. The Archbishop of America shall serve as the permanent Chairman, and the Metropolitan of the Metropolis of Atlanta, shall serve as the permanent President of the Board of Trustees of the St. Photios Foundation, Inc.

Section 5.3. Election. All other officers of the corporation shall be elected at the annual meeting of every odd numbered year by a majority vote of the Board of Trustees after the appointment of the trustees by the Archbishop and Metropolitans for two-year terms which shall take effect at the beginning of the next annual meeting the following February. Officers shall hold office until removal, resignation, or the election of their successors. A vacancy in any office other than a Permanent Officer may be filled by a majority vote of the Executive Committee.

Section 5.4. Duties:

- (a) The Chairman of the Board of Trustees shall preside at all meetings of the Board of Trustees and the Executive Committee.
- (b) The President of the Board of Trustees shall preside at meetings of the Board of Trustees and the Executive Committee in the absence of the Chairman or at his direction.

- (c) The First Vice President of the Board of Trustees shall preside at all meetings of the Board of Trustees and the Executive Committee in the absence of the Chairman and President of the Board of Trustees, or at the direction of the President.
- (d) The Executive Director shall be the chief executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. In the absence of the Chairman and President of the Board of Trustees and Executive Committee, the Executive Director shall preside at meetings of the Board of Trustees and the Executive Committee. In general, the Executive Director shall perform all duties usually incident to the office of the chief executive officer of a corporation, and such other duties as may be prescribed by the Board of Trustees.
- (e) The Secretary shall keep the minutes of the meetings of the Board of Trustees, the Executive Committee, and any special committees, and shall be custodian of the corporate records and of the seal of the corporation. In the absence of the Secretary from any Board of Trustees or Executive Committee meeting, a temporary Secretary shall be designated by the presiding officer and shall record the minutes of the proceedings. In general, the Secretary shall perform all duties usually incident to the office of secretary of a corporation and such other duties as may be assigned to him by the President or by the Board of Trustees.
- (f) The Treasurer shall oversee the management of the financial affairs of the corporation. The Treasurer shall oversee the development of the corporation's financial policies and procedures including, but not limited to, check signing authority, expense reimbursement, credit card usage, and petty cash policies. The Treasurer shall prepare a biennial budget and review it with the Executive Director on an annual basis. The Treasurer shall regularly monitor and compare the actual revenues and expenses incurred against the budget. The Treasurer shall regularly review the postings to the corporation's general ledger for reasonableness. The Treasurer shall present a financial report detailing the corporation's income, expenditures and asset values at each Board meeting. The Treasurer shall present the budget and the annual financial and audit report to the Board of Trustees at the annual meeting. The Treasurer's presentations shall include key financial events, trends, concerns and assessments of the corporation's fiscal health. In general, the Treasurer shall perform all of the duties usually incident to the office of treasurer of a corporation and such duties as may be assigned to him by the President or the Board of Trustees.

Section 5.5. Removal. Any officer other than the Chairman or President of the Board of Trustees may be removed by a vote of a majority of the Permanent Trustees, at any time, with or without cause.

**ARTICLE VI**  
**CONFLICTS AND RELATED PARTY TRANSACTIONS**  
**DISCLOSURE POLICY (“Policy”)**

Officers, Key Persons<sup>1</sup>, and Members of the St. Photios Foundation, Inc. ("Foundation") Board of Trustees ("Board"), herein referred to collectively as “Related Party or Related Parties” are entrusted with sacred responsibilities which affect the whole of the St. Photios Foundation, Inc., an institution of the Greek Orthodox Archdiocese of America. All such individuals shall honor that trust with honesty, competence, and care, in managing the affairs of the Foundation and shall always act in the best interests of the Foundation.

The purpose of this Policy is to set forth procedures for properly disclosing and addressing conflicts of interest and related party transactions.

A “Conflict” exists when the financial or any other interest of a Related Party, or a member of his/her immediate family, compete or conflict with the interests of the Foundation. For example, this includes situations in which an individual’s judgment is or may be influenced by considerations of personal gain or benefit to that individual, or his/her immediate family, or when participation in a decision creates the appearance of a conflict of interest, whether or not such a conflict actually exists. A "Related Party Transaction" means any transaction, agreement, or any other arrangement in which a Related Party has a direct or indirect financial interest, and in which the Foundation is a participant. Other examples of conflicts of interest or related party transactions are myriad and may take place in several different contexts. For example, conflicts or Related Party Transactions may arise in connection with investment of Foundation funds, in the providing of professional services, or in the selling business goods. An officer, Board member or Key Person must disclose his or her interest in a transaction, agreement or arrangement before the Foundation enters into that related party transaction.

Prior to or at the commencement of a new term of the Foundation, and annually thereafter, each Member of the Board shall be given a copy of this Conflicts and Related Party Transactions Disclosure Policy and shall sign the applicable Conflicts and Related Party Transactions Disclosure Statement (as attached hereto as Addendum A). The Board Member shall disclose, to the best of his or her knowledge, any entity of which the Board Member is an officer, director, trustee, member, owner (either as a sole proprietor or partner), or employee, that has either has a relationship with the Foundation or any transaction between the Foundation and the Board Member, whereby the Board Member has a conflicting interest or Related Party Transaction (such Board Members shall be referred to herein as an “Interested Member”).

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<sup>1</sup> A “Key Person” means any person who is not an officer or in a Board position and who, whether or not employed by the Foundation as applicable, has responsibilities or powers similar to those of officers and Board members, manages the entity or a substantial part of its activities, assets or finances, or has a role in controlling a substantial part of its capital expenditures or budget of the Foundation.

If, at any time thereafter, a Board Member discovers that he/she may have a conflicting interest or is involved in a Related Party Transaction, he/she shall immediately report it to the Executive Director and the Executive Committee of the Foundation with a copy to the President, Vice President and Secretary of the Foundation Board of Trustees.

In all cases, the existence and resolution of any conflict of interest or Related Party Transaction shall be documented in the appropriate Executive Committee's minutes, including the minutes of any meeting at which the conflict was discussed or voted upon.

The determination of whether a conflict of interest exists shall be made, in the case of a Member, by the Internal Review Committee, and communicated to the Executive Committee. The minutes of the meeting shall reflect when the conflict of interest was disclosed and the final determination on the matter. At any time, a member of the Foundation may request a review by the Archbishop, whose determination is final.

The Foundation shall not enter into any Related Party Transaction unless the transaction is determined by the Internal Review Committee to be fair, reasonable, and in the best interests of the Foundation as applicable. An Interested Member shall not participate in any Foundation discussion in which the subject is a Related Party Transaction or situation in which there may be an actual or potential Conflict of Interest. However, such person may be present to provide information and answer questions during such a discussion, unless objected to by any present council member. When the Foundation is to decide upon an issue about which an Interested Member, may have a Conflict of Interest, any Member may ask the Interested Member to leave the meeting during the vote and in any event, such Interested Member shall abstain from voting on the matter. The minutes of the meeting shall reflect when and how the Related Party Transaction was disclosed and the final determination on the matter, including the fact of abstention by the Interested Member. Prior to entering into any Related Party Transaction, the Foundation or Executive Committee shall (1) consider alternative transactions to the extent available, (2) approve the transaction by not less than a majority vote of the members present at the meeting (excluding the Interested Member), and (3) contemporaneously document in writing the basis for the approval, including consideration of any alternative transactions. The Archbishop shall make the final determination of fairness, reasonableness, and best interest.

All Related Parties have the ongoing duty to disclose conflicts of interest and related party transactions to the Executive Committee or authorized committee at the earliest moment possible. The disclosure shall be made in good faith and shall include all material facts of the conflict of interest or Related Party Transaction. No Key Person, officer, or Member of the Board may participate in deliberations or voting related to consideration of the conflict of interest or Related Party Transaction. Further, no Related Party shall attempt to improperly influence the deliberation or voting related to the consideration of the particular conflict of interest or Related Party Transaction. However, the foregoing shall not preclude the Related Party from providing information at the Executive Committee or Internal Review Committee's request prior to the commencement of deliberations or voting. In no event shall the affected Related Party be present or participate in any deliberations on the matter

or be present when the vote on the matter is taken. A lay employee of the St. Photios Foundation, Inc. shall not serve as a member of the St. Photios Foundation Board of Trustees.

## **ARTICLE VII**

### **EXTERNAL FINANCIAL REVIEW**

Section 7.1. Financial Review Committee.

(a) A Financial Review Committee shall consist of at least three (3) members and no more than five (5) members. Members will be appointed from among the members of the Archdiocesan Finance Committee by its Chairperson for a term of office of two (2) years. No current member of the Saint Photios Foundation, Inc. Board of Trustees, or any employee of the Saint Photios Greek Orthodox National Shrine shall serve on the Financial Review Committee.

(b) The Financial Review Committee will conduct an internal review of the financial records of the St. Photios Foundation, Inc. and the Saint Photios Greek Orthodox National Shrine, and report its findings and opinions on financial operations at the annual meeting of the Board of Trustees. The Financial Review Committee will have access or be provided with all financial records it deems necessary.

(c) An annual, independent audit will be conducted by auditors engaged by the Greek Orthodox Archdiocese of America.

(d) The initial Financial Review Committee established will examine the financial records of the current year and past years as deemed necessary.

Section 7.2. **The St. Photios Foundation, Inc. Audit.** In the absence of an annual, independent audit conducted by auditors engaged by the Greek Orthodox Archdiocese of America, an independent audit will be conducted by auditors engaged by the St. Photios Foundation, Inc. at a minimum of every three (3) years.

## **ARTICLE VIII**

### **EXCULPATION OF DIRECTORS**

Section 8.1. Personal Actions. No trustees or officer shall be liable to anyone for any acts on behalf of the corporation or any omissions with respect to the corporation committed by him or her except for his or her own willful neglect or default.

Section 8.2. Actions by Others. No trustee or officer shall be liable to anyone for any acts of neglect or default on the part of any one or more of the other trustees or officers in the absence of specific knowledge on the part of such trustee or officer of such neglect or default.



**ARTICLE IX  
AMENDMENTS**

Section 9.1. Articles of Incorporation. The Articles of Incorporation may, under the provisions thereof, be amended by a vote of two-thirds of the Board of Trustees of the corporation at an annual meeting or special meeting called for that purpose, subject to ratification within sixty (60) days by the Archbishop of America in his capacity as Chairman of the St. Photios Foundation, Inc., and as the Primate of the Greek Orthodox Archdiocese of America.

Section 9.2. Bylaws. The Bylaws of the corporation shall be made, altered, or rescinded by a majority vote of the Board of Trustees at an annual meeting or special meeting called for that purpose. A special committee may recommend amendments to the Bylaws to the Board of Trustees at the Annual Meeting for approval and submission to the Permanent Board of Trustees, subject to ratification within sixty (60) days by the Archbishop of America in his capacity as Chairman of the St. Photios Foundation, Inc., as well as the Primate of the Greek Orthodox Archdiocese of America.

**ARTICLE X  
FISCAL YEAR**

Unless otherwise designated by the Board of Trustees, the fiscal year of the corporation shall consist of a period of 12 months ending on December 31 of each year.

**ARTICLE XI  
CORPORATE SEAL**

This corporation shall have a seal, hereby adopted, circular in form with the name of the corporation and the words "A Nonprofit Corporation" inscribed upon its face.

**CERTIFICATE OF ADOPTION**

We hereby certify that the foregoing bylaws are the Bylaws, as amended on January 7, 2023, by trustees of the ST. PHOTIOS FOUNDATION, INC., adopted by the Permanent Board of Trustees of that corporation effective \_\_\_\_\_.

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**Chairman of the Board of Trustees**  
Archbishop of America

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**President of the Board of Trustees**  
Metropolitan of the Metropolis of Atlanta

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**Proistamenos**  
St. John the Divine Greek Orthodox Church

**Addendum A**

**ST. PHOTIOS FOUNDATION, INC.**

**Conflicts and Related Party Transactions Disclosure Policy Statement –**

For Officers, Key Persons and Members of the St. Photios Foundation, Inc. Board of Trustees (“Board”):

I, \_\_\_\_\_, understand and agree that my role as a Board Member is one of sacred honor, trust, and responsibility. As such, I will, with honesty, competence and care, act at all times in the best interests of the St. Photios Foundation, Inc. an institution of the Greek Orthodox Archdiocese of America ("Foundation").

I have received and read a copy of the Conflicts and Related Party Transactions Disclosure Policy of the Foundation. I agree to fully abide by the Policy. I affirm that, to the best of my knowledge, I am not engaged in any activity or business, or have any other association that would pose a financial or other Conflict with the best interests of the Foundation, or engaged in any Related Party Transaction except as has been disclosed, in writing, to the Executive Committee of the Foundation with a copy to the President, Vice President and Secretary of the St. Photios Board of Trustees, Inc. as follows:

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I further state I have disclosed above, and to the individuals specified above, the identity of any entity (“my entity”) of which I am an officer, director, trustee, member, owner (either as a sole proprietor or partner), or employee, that either has a relationship with the Foundation, or a transaction between the Foundation and myself (or my entity), whereby I have a Conflict or a Related Party Transaction.

If I become aware of any Conflict or Related Party Transaction that arises after the date of this affirmation, I will immediately disclose that Conflict or Related Party Transaction, in writing, to the individuals specified above.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_