

STATE OF NEW YORK

9915

IN SENATE

March 21, 1972

Introduced by COMMITTEE ON RULES--read twice and ordered
printed, and when printed to be committed to the Committee on
Corporations

AN ACT

to incorporate an unincorporated religious association known as
The Orthodox Church in America

*The People of the State of New York, represented in Senate and
Assembly, do enact as follows:*

- 1 ~~Section 1~~ The unincorporated religious association known as The
- 2 Orthodox Church in America, an autocephalous Church of the
- 3 Eastern Orthodox faith more particularly described in section one
- 4 hundred five of the religious corporations law as amended by chapter
- 5 five hundred seventy-eight of the laws of nineteen hundred seventy-
- 6 one, is hereby created a body politic and corporate.
- 7 ~~Section 2~~ The name of the corporation hereby created shall be "The
- 8 Orthodox Church in America".
- 9 ~~Section 3~~ The duration of the corporation shall be perpetual.

EXPLANATION--Matter in italics is new; matter in brackets [] is old law to be omitted.

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1 ~~§ 4~~ The particular objects for which the corporation is formed are
2 the following exclusively religious, educational and charitable pur-
3 poses:

4 (a) To constitute the ecclesiastical governing body of that group of
5 churches, cathedrals, chapels, congregations, societies, parishes, com-
6 mittees and other religious agencies and organizations in the United
7 States of America and the Dominion of Canada which, immediately
8 prior to the passage of this act, were subject to the ecclesiastical gov-
9 ernance of the unincorporated religious association known as The
10 Orthodox Church in America, or which hereafter shall be created or
11 organized in the United States of America, the Dominion of Canada,
12 or elsewhere in North or South America, for the purpose of and with
13 the intent of adhering to and being subject to the ecclesiastical gov-
14 ernance of the corporation hereby created;

15 (b) To adhere to, practice, promulgate and disseminate the doc-
16 trine, discipline and worship of the One, Holy, Catholic and Apostolic
17 Church as taught by the Holy Scriptures, Holy Tradition, the Ecu-
18 menical and Provincial Councils and the Holy Fathers;

19 (c) To promote and advance the spiritual and temporal aims of the
20 Eastern Orthodox faith in the United States of America, the
21 Dominion of Canada, and elsewhere in North and South America by
22 all proper and lawful means, directly as well as through corporations
23 or other organizations, entities or agencies now existing or hereafter
24 created or organized;

25 (d) To support, maintain, aid, advise or cooperate with any corpo-
26 ration or other organizations, entities or agencies created or organized

1 and operated exclusively for religious, educational or charitable pur-
2 poses, or two or more of such purposes, and now or hereafter existing
3 within the United States of America, the Dominion of Canada, or else-
4 where in North or South America.

5 [REDACTED] The corporation shall have power to take by bequest, devise,
6 gift, purchase or lease, and hold, either absolutely or in trust, for any
7 of its purposes, any property, real or personal, without limitation as
8 to amount or value; to sell, mortgage, lease or otherwise convey or
9 transfer any such property without obtaining the approval of any
10 court; to invest and reinvest any funds without limitation as to the
11 type of investment; and to deal with, use, apply and expend any such
12 property or funds and the income derived therefrom in such manner
13 as will best promote its objects. It shall have all the powers and be
14 subject to all the restrictions which now pertain by law to religious
15 corporations created by special act, so far as the same are applicable to
16 this corporation and are not inconsistent with the provisions of this
17 act.

18 [REDACTED] All property, real and personal, of the said unincorporated
19 religious association known as The Orthodox Church in America shall
20 be deemed to be transferred to and vested in and owned by this corpo-
21 ration without further act or deed. All claims, demands and every
22 other interest, whether vested or contingent, shall be as effectually the
23 property of this corporation as they were of said unincorporated reli-
24 gious association. Any bequest, devise, gift, transfer or assignment, in
25 trust or otherwise, heretofore or hereafter made or given to said unin-
26 corporated religious association, in or by any of the names by which it

1 has been known prior to the passage of this act, shall inure to the
2 benefit of and be vested in and owned by this corporation. This corpo-
3 ration shall be deemed to have assumed and shall be responsible for all
4 the liabilities and obligations of said unincorporated religious associ-
5 ation in the same manner as if this corporation had incurred such lia-
6 bilities or obligations.

7 **7** The affairs of the corporation shall be conducted by a Holy
8 Synod, as its supreme canonical body, an All-American Council, as
9 its highest legislative and administrative body, and a Metropolitan
10 Council, as its permanent executive body. The corporation shall have
11 the power by the vote of two thirds of the members of its All-American
12 Council to make, alter, amend or repeal by-laws, which may be denom-
13 inated as the statute of the corporation, for the management of the
14 affairs of the corporation and the regulation of the affairs of its dio-
15 ceses, deaneries, parishes and other constituent bodies or agencies,
16 provided such by-laws are not inconsistent with the constitution and
17 laws of this state. Such by-laws may, among other things, provide for
18 the authority and powers of the corporation's Holy Synod, All-Amer-
19 ican Council and Metropolitan Council, and the number, qualifica-
20 tions and method of choosing the members and officers of said bodies,
21 and may from time to time change the title of any such body.

22 **8** The statute of the unincorporated religious association known
23 as The Orthodox Church in America in effect immediately prior to the
24 passage of this act shall, to the extent applicable, become the by-laws
25 of the corporation until superseding by-laws of this corporation shall
26 have been adopted by its All-American Council.

1 **§ 9** The first members of the corporation's Holy Synod, All-Amer-
2 ican Council and Metropolitan Council, respectively, shall be those
3 persons who immediately prior to the passage of this act were the
4 members of the Holy Synod, All-American Council and the Metropol-
5 itan Council, respectively, of the unincorporated religious association
6 known as The Orthodox Church in America, and they shall continue
7 in their respective offices until the election, appointment or designa-
8 tion of their successors as provided by the by-laws of the corporation.

9 **§ 10** The corporation shall not sell, mortgage or lease any of its
10 real property unless such sale, mortgage or lease is approved by its
11 Metropolitan Council whose approval shall be evidenced by certificate
12 of the secretary or an assistant secretary thereof.

13 **§ 11** The territory in which the operations of the corporation are
14 principally to be conducted is the United States of America, the
15 Dominion of Canada and elsewhere in North and South America.

16 **§ 12** The principal office of the corporation is to be located in the
17 city, county and state of New York.

18 **§ 13** No part of the net earnings of the corporation shall inure to
19 the benefit of any individual and no member, officer or employee of the
20 corporation or of its Holy Synod, All-American Council, or Metropol-
21 itan Council, shall receive or be lawfully entitled to receive any pecu-
22 niary profit of any kind therefrom, except reasonable compensation
23 for services rendered in effecting one or more of its purposes.

24 **§ 14** The corporation shall have and possess all the exemptions
25 from taxation conferred by law upon a corporation organized and
26 operated exclusively for religious, educational or charitable purposes,
27 or for two or more of such purposes.

1 **15** In the event that the corporation shall be dissolved or wound
2 up at any time, then all the properties, moneys and assets of the cor-
3 poration remaining after the payment of or provision for the debts
4 and liabilities of the corporation shall be transferred to and become
5 the property of such one or more corporations, trusts, foundations or
6 other organizations organized and operated exclusively for religious,
7 educational or charitable purposes, or two or more of such purposes,
8 as shall be selected and designated by the corporation's All-American
9 Council, subject to the approval of a Justice of the supreme court or
10 other court having jurisdiction.

11 **16** In the judgment of the legislature, the objects of this corpo-
12 ration cannot be attained under general law, and the provisions of
13 this act shall be liberally construed with a view to effecting its objects
14 and promoting its purposes.

15 **17** Nothing in this act contained shall affect any action or pro-
16 ceeding now pending or right accrued.

17 **18** If any provision of this act shall be determined to be invalid
18 for any reason, the remaining provisions hereof shall nevertheless
19 continue in full force and effect.

20 **19** This act shall take effect immediately.