

**From:** "Love Antioch" <letustalkface2face@hotmail.com>  
**To:**

**Sent:** Tuesday, April 19, 2005 11:47 AM  
**Subject:** DELAY THE PHONE B.O.T. MEETING

*THIS IS A "MUST READ" PRIOR TO APRIL 21 B.O.T. PHONE CONFERENCE....*

You have received a mailing consisting of eight pages including, (1) a letter dated April 6, 2005 from Metropolitan Philip to the members of the Board of Trustees on letterhead of the "Self-Ruled Antiochian Orthodox Christian Archdiocese of North America" scheduling a Special Board of Trustees meeting, albeit by telephone, for Thursday April 21, 2005, (2) telephone instructions for the conference call, (3) Certificate of Amendment of the Certificate of Incorporation, (4) Resolutions to be adopted during the telephone meeting.

The version of the **Constitution for the North American archdiocese approved in Pittsburgh would have permitted telephone meetings of the board; the constitution approved by the Holy Synod does not.** The Archdiocesan **constitution in place since 1993 does not.** It may be assumed that this "meeting" is intended to take place in defiance of the Holy Synod, both in its form and content.

The action requested of the board during the scheduled telephone meeting will be to authorize amendment of the document on file with the State of New York that forms the corporation as a legal entity, namely, the Certificate of Incorporation. This would be the first document filed since June 3, 2003. In June 2003, a Certificate of Amendment to the Certificate of Incorporation was filed adding a new section in order to satisfy IRS requirements for disposition of property upon dissolution of a charitable or religious corporation. **The action proposed to the board contained in the documents accompanying the April 6, 2005 letter would include several radical changes to the existing documents on file with the State of New York.**

The **first substantive changes** are set forth in paragraph "THIRD" of the proposed Certificate of Amendment and would change Paragraph 2 of the Certificate of Incorporation so as to **eliminate reference** in the Certificate of Incorporation **to the continuing "spiritual jurisdiction of the Apostolic Orthodox Patriarchate of Antioch".**

The second paragraph of the original Certificate of Incorporation dated December 31, 1942 and filed in on March 29, 1943, specifies the original name (which has been changed twice: once by Certificate of Amendment dated July 29, 1971 and filed August 23, 1971 from "The Syrian Antiochian Orthodox Archdiocese of New York and All North America: to "Antiochian Orthodox Christian Archdiocese of New York and All North America"; and again on November 26, 1975, filed on December 3, 1975 from "Antiochian Orthodox Christian Archdiocese of New York and All North America" to "Antiochian Orthodox Christian Archdiocese of North America.""). It also sets out the following description of the archdiocese:

... as the governing body of all Dioceses, Bishoprics, churches, missions, parishes, congregations, societies and committees in the Americas and all the territorial possessions and/or protectorates of the United States of America under the spiritual jurisdiction of the Apostolic Orthodox Patriarchate of Antioch, exercised by its duly authorized Exarch, Metropolitan Archbishop or Bishop."

4/19/2005

**The bold-face language would be eliminated from the Certificat of Incorporation by this amendment. Neither the 2003 Resolution of the Holy Synod of Antioch, nor the Constitution for North America approved by the Holy Synod in October 2004 granted that the spiritual authority of the Holy Synod over its archdiocese in North America is at an end.** The Resolution of 2003 granted "self-rule" as defined in that resolution. It did not grant the ecclesial status of either autocephaly or autonomy. *This change would attempt to eliminate the continuing spiritual jurisdiction of the Church of Antioch*, which action is beyond the authority of the North American archdiocese.

**The changes to this paragraph would also incorporate by reference as the controlling constitution for North America the version of the constitution approved by the Pittsburgh Assembly, which Pittsburgh version specifically was NOT approved by the Holy Synod of Antioch in October 2004.** The language of the proposed amendment reads as follows:

"The corporation is a self-ruling Archdiocese pursuant to the authority granted irrevocably by the Resolution dated October 9, 2003 of the Holy Synod of the Greek Orthodox Patriarchate of Antioch and All the East (the "Patriarchate") as implemented by the Constitution of the Archdiocese adopted and effective July 16, 2004." (Italics added)

**The text implies that the action was authorized by resolution of the Holy Synod, when in fact the Holy Synod did NOT approve that version of constitution.**

The changes would adjust language of the Certificate of Incorporation regarding administration of the Archdiocese by the "canonical Exarch or Metropolitan or Archbishop or Bishop", to read only, by the "canonical Metropolitan, who ... shall be the presiding officer and president of this corporation irrevocably". **More significantly, the proposed changes to this section would add language that even exceeds the Pittsburgh version of the constitution** by stating:

"In the event there is a pending election of one of three nominees for Metropolitan pursuant to the provisions of the Constitution and the Metropolitan has not been elected by the Holy Synod of the Patriarchate within the time period specified in the Constitution, at the option of the Local Synod the Metropolitan shall be the person elected from the three nominees by the Local Synod of the Archdiocese thereafter."

Of course, in addition to use of the term "Local Synod" referring to the gathering of bishops of the North American archdiocese, which term specifically has not been authorized by the Holy Synod of Antioch for use by the North American archdiocese because the term "Local Synod" is used for and implies an autonomous church, **this provision would introduce the radical notion that the North American archdiocese could, on its own – if the Holy Synod does not convene and act within forty days -- select its own metropolitan archbishop – a mark of an autocephalous church.**

**The next provision proposed to be changed is the term of office.** Where the current document had provided that the term of Metropolitan Antony Bashir would continue until his successor was appointed, the proposed amendment would provide that the term of office for " his Eminence Metropolitan Philip Saliba incumbent ecclesiastical administrator, shall continue during his lifetime, or upon retirement of resignation, until his successor in such office is duly elected (and, if necessary, consecrated)."

The next changes eliminate certain paragraphs that have no current relevance (designation of the first board of trustees, and changes the location of the principal office from Brooklyn to Englewood, New Jersey.)

**Finally, the amendment would insert into the amended certificate of incorporation a new**

**paragraph four** (paragraph three was that added to satisfy the IRS requirements for tax exempt corporations). The new paragraph four would establish:

1. That the Archdiocese can never be divided into separate archdioceses.
2. In the event of and dissolution or separation from the Archdiocese by any unit (church, parish etc.) that assets and property shall remain with the Archdiocese.
3. No property or assets can be mortgaged or sold without the express written approval of the Archbishop.
4. This paragraph four **can never be amended, altered or changed** -- except to effect Orthodox unity in North America. !!!
5. The provisions of this paragraph shall be construed as a contract between any "unit" of the Archdiocese and the Archdiocese.

**The Certificate of Amendment states that "no approval or consent is required to be endorsed or annexed" to the document. !!!**

The final document in the April 6 package you received is the listing of the "resolutions" of the board authorizing the changes to the Certificate of Incorporation and authorizing either Metropolitan Philip or Charles Ajalat to file the document with the State of New York.

**None of the proposed changes to the Certificate of Incorporation are required by law or could be considered to address issues that are "time of the essence".** Rather, the changes include provisions that go directly to the heart of the differences between the Pittsburgh version of the constitution and that approved by the Holy Synod. **Having this document rushed through now by telephone conference call before face to face discussion can take place at the meetings of the Archdiocesan Synod, the Board of Trustees and the Assembly of the archdiocese seem to be an attempt to preempt real discussion and study of these documents and the ramifications of these actions.**

*PLEASE UNDERSTAND HOW IMPORTANT IT IS TO HAVE A NEW LAW AND SPEAK THE TRUTH. THE TRUTH SHOULD BE HEARD AT THE NEXT MEETING WHEN WE CAN TALK FACE TO FACE. FOR ONCE, LET US NOT PLACATE HIS EMINENCE BY "RUBBER-STAMPING" THIS DIRECTIVE. LET US AVERT AN ACT OF POTENTIAL REPRESSION. PARALLEL TO THE TIPS OF TITANIS AND OF UNTOUCHED BY THE LAW (IN THIS COUNTRY) WHO HAVE NO IDEA WHAT IS GOING ON, DON'T BE SILENT. THEY DEPEND ON YOU.*

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