

**BY – LAWS OF THE ORTHODOX FELLOWSHIP
OF ALL SAINTS OF CHINA, INCORPORATED**

ARTICLE I

NAME, PURPOSES, NON-PROFIT STATUS AND MEMBERS

Section 1.1. Name.

The name of this organization shall be The Orthodox Fellowship of All Saints of China, Incorporated, and it shall hereinafter be referred to throughout these By-Laws as the "Corporation".

Section 1.2. Purposes.

1. Accelerate, develop and promote faithful & reliable translations of Orthodox texts into modern Chinese.
2. Promote modern Chinese translation of Orthodox Christian texts, including but not limited to a lexical dictionary of Orthodox terms, Holy Scriptures, Liturgics, Patristics, Hagiography, Church History, Iconography, Holy Canons, Theology, Apologetics, Prayers, Monasticism, Catechesis, Moral Ethics and modern Orthodox news.
3. Promote the preservation of important classical Orthodox texts, old photographs and publications of the Russian Ecclesiastical Mission in China with the building of a digital library for free distribution.
4. Provide material and spiritual support to the Orthodox faithful and catechumens.
5. Promote pan-Orthodox global awareness and spiritual and material support of the indigenous growth of Orthodoxy in the Chinese world, through various fund-raising activities and the dissemination of Greek, Russian and English reports on the historical and current situation of the Orthodox Church in China.
6. Develop friendly contacts with the Autonomous Chinese Church within the legal framework of responsible Chinese authorities.

Section 1.3. Classes of Members.

There shall be one class of Members of the Corporation.

Section 1.4. Election of Members and Duration of Membership.

The charter Member or Members of the Corporation shall consist of those individuals who are members at the time of adoption of these bylaws. Qualifications for membership may from time to time be established by a two-thirds majority of the Board.

Section 1.5. Resignations.

A Member may resign his or her membership at any time by written instrument delivered to the Corporation at its principal office or to any officer of the Corporation, effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 1.6. Dues, Fees and Membership Requirements.

The Board of Directors has the duty and authority to set and implement all dues, fees and membership requirements for the Corporation.

ARTICLE II

DIRECTORS, OFFICERS AND COMMITTEES: ELECTION, POWERS, AND DUTIES

Section 2.1. Directors.

The Board of Directors of the Corporation shall consist of not less than five (5) nor more than nine (9) Directors. Directors must be members.

Section 2.2. Officers.

The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Clerk, or other such officers as the Board of Directors may from time to time elect or appoint. Except as otherwise specifically required by law, the same person may simultaneously occupy more than one office. Officers must be Members.

Section 2.3. Term of Office; Vacancies.

The Directors shall hold office for three years, unless a shorter period shall have been specified by the terms of his or her election or appointment. The terms of office shall be staggered so that approximately one third of the Directors' terms of office shall end each year. The Officers shall hold office, except as otherwise hereinafter provided, until the next annual meeting of Members or Directors at which they are regularly elected and until their respective successors are chosen and qualified. In case a vacancy shall occur for any cause in the Board of Directors or in any other office, including a vacancy resulting from enlargement of the Board, the Board of Directors (or the remaining Directors, although less than a quorum) may fill such vacancy by the affirmative vote of a majority of the Directors then in office. Any vacancy in the Board of Directors may also be filled by the Members at any annual or special meeting unless such vacancy shall have been previously filled by the Board of Directors. A Director or officer so elected by the Board of Directors or the Members to fill such vacancy shall hold office only until the next annual meeting at which time the office would regularly be filled.

Section 2.4. Resignation and Removal.

Any Director may be removed from office with or without cause by the vote, at a meeting at which a quorum is present, of a majority of Members who are present or duly represented by proxy, and any officer may be removed from office with or without cause by the vote of a majority of the Directors then in office.

Section 2.5. Board of Directors.

Directors shall be elected by the Members at each annual meeting or at other, meetings held in lieu thereof in accordance with the provisions of Section 3.1, or at any special meeting of the Members held in accordance with the provisions of Section 3.2. The Board of Directors shall have the general management and control of all the property and affairs of the Corporation, and shall exercise all of the powers of the Corporation, except such as are conferred by law or by these By-Laws or the Articles of Organization upon the Members.

Section 2.6. Committees.

The President, with the consent of the Board of Directors, may from time to time appoint chairs and create committees as deemed necessary or desirable, with such powers as the Board or President may determine, as long as such powers are consistent with the Articles of Organization or with the other provisions of these By-Laws. Each such committee so created shall keep regular minutes of its proceedings and report the same to the Board of Directors and to the President, upon request.

Section 2.7. President.

The President of the Board of Directors is elected by and from the Board of Directors. The President shall preside at all meetings of the Members and of the Board of Directors when present and shall have the powers and duties as are set forth in Section 2.6 above and such others, if any, as the Board of Directors may prescribe.

Section 2.8. Vice-President.

The Vice-President is elected by the Board of Directors. A Vice-President shall have such powers and be charged with such duties, including (to the extent permitted by law) during the absence or inability to act of the President, such of the powers and duties of the President as the Board of Directors may prescribe or as the President may designate. In the absence of the President, the Vice President shall preside at all meetings of the Members and of the Board of Directors when present.

Section 2.9. Treasurer.

The Treasurer shall be elected by the Board of Directors. He or she shall be the chief financial officer and chief accounting officer for the corporation. The treasurer shall have responsibility for the care and custody of all money, funds, valuable papers and documents. The

Treasurer shall report in writing to the membership at the regular meeting or at any special meeting, when called upon, with respect to the financial condition of the corporation. The treasurer shall present at the annual meeting of the membership a financial statement showing receipts and disbursements of the preceding year and the current financial condition of the corporation. The Treasurer shall perform such other duties as the Board of Directors may prescribe.

Section 2.10. Clerk.

The Clerk, who shall be a resident of the Commonwealth of Massachusetts (except that such residence shall not be required during any period in which the corporation has a duly appointed resident agent), shall be elected by the Board of Directors. The Clerk shall have custody of the corporate seal and shall be present at and keep minutes of all meetings of the Members and of the Board of Directors. The Clerk shall have charge of the correspondence of the corporation, shall keep a current directory of all members and shall perform such other duties as the Board of Directors may prescribe.

Section 2.11. Miscellaneous Duties and Powers.

In addition to the foregoing specifically enumerated duties and powers, the several officers and individual Directors of the corporation shall be charged with such other duties and shall have such other powers (to the extent permitted by law) as may be delegated to them from time to time by the Board of Directors or any officer herein authorized so to do or as may be imposed upon them by law.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.1. Annual Meeting.

The annual meeting of the Members shall be held every year in September unless the Directors appoint some other date or place. At such meeting the Members shall elect Directors, hear the report of the Treasurer and transact such other business as may otherwise properly come before the meeting. In the event that for any reason the annual meeting shall not be held as herein provided, a special meeting of the Members shall be held in lieu of and for the purposes of the annual meeting with all the force and effect of an annual meeting.

Section 3.2. Special Meetings.

Special meetings of the Members may be called at any time by the President, or by a majority of the Directors.

Section 3.3. Notice.

A written or printed notice of any annual or special meeting of the Members, stating the place, day, hour, and purposes (which shall not be exclusive) of such meeting, shall be sent to each Member by the person authorized by these By-Laws to call a meeting, at least seven (7) days before the date of the meeting.

Section 3.4. Quorum.

One-third-plus-one members of the corporation shall constitute a quorum at a meeting of members. Less than a quorum of the voting members may adjourn any meeting of the members and an adjourned meeting may be held without further notice provided a quorum is present.

Section 3.5. Vote Required.

If a quorum is represented at a meeting, the affirmative vote of a majority of the Members who are present or duly represented by proxy at the meeting shall decide any and all matters that come before any such meeting.

Section 3.6. Method of Voting and Proxies.

Each Member of the Corporation shall be entitled to one vote at any meeting of the Members of the Corporation or at any adjournment thereof. Members may vote either in person or by written proxy dated no more than six months before the meeting named therein, which proxies shall be filed before being voted with the Clerk or the Clerk's delegate responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting. Voting members may request a mail ballot which must then be filed with the Clerk, or the Clerk's delegate, at least two working days prior to the casting of the vote. A member may revoke such proxy and vote in person if he so chooses. Action in respect of any matter shall be by ballot upon request of any Member.

Section 3.7. Action by Consent.

Any action required or permitted to be taken at any meeting of Members may be taken without a meeting if all of the Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE IV

DIRECTORS' MEETINGS

Section 4.1. Meetings of Directors.

Meetings of the Board of Directors shall be held no less than quarterly and at the discretion of the Board. Meetings of the Board of Directors may be held at any place as may be fixed from time to time by the Board. Special meetings of the Board of Directors may be called by the President, or by a majority of the Directors, or in case the number of Directors then in office shall be an even number, then by one-half of such number.

Section 4.2. Notice.

Notice of meetings of the Board of Directors shall be given by the Executive Director, or other officer calling the meeting, orally, or by mail, telephone, facsimile or electronic mail, stating the date, time and place appointed for the holding thereof and generally the business proposed to be transacted. Notice so given or sent to a Director's usual and last known place of business or residence at least seven days before the time of the meeting shall be sufficient notice. Any business whatever may be transacted at a meeting of the Board of Directors although it may not have been specified in the notice or waiver of notice of the meeting. No notice of an adjourned and rescheduled meeting of the Board of Directors shall be necessary.

Section 4.3. Quorum.

At any meeting of the Board of Directors a majority of the Directors, or in case the number of Directors then in office shall be an even number, then one-half of such number, shall constitute a quorum for the transaction of business. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the adjourned meeting may be held as rescheduled without further notice. Except as otherwise expressly provided by law or by the Articles of Organization or by these By-Laws, as amended, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be sufficient to transact any business which may properly come before the meeting.

Section 4.4. Action by Consent.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the Directors consent to the action in writing or via facsimile or electronic mail, and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 4.5. Meetings by Telephone.

Any meeting of the Board of Directors or of the Executive Committee or any standing or ad hoc Committee thereof, may be held by means of a conference telephone or similar

communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE V

MISCELLANEOUS

Section 5.1. Seal.

The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine.

Section 5.2. Fiscal Year.

Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall end on the thirty-first day of December in each year.

Section 5.3. Execution of Writings.

Unless the Board of Directors shall otherwise generally or in any specific instance provide: (a) any bill or note or check shall be made or signed in the name and on behalf of the Corporation by the President or the Treasurer or an Executive Director or such other officers as shall be authorized to do so from time to time by the Board of Directors; and (b) any other contract or written instrument shall be signed in the name and on behalf of the Corporation by the President or the Treasurer or the Executive Director or such other officer or officers as shall be authorized to do so from time to time by the Board of Directors, and such officer so signing such instrument may also seal, acknowledge and deliver the same. Any instrument purporting to affect an interest in real estate shall be executed in the name of the Corporation by two of its officers, jointly, of whom one is the President or the Vice President if the President is unable to sign, and the other is the Executive Director or the Treasurer.

Section 5.4. Respecting Certain Contracts.

Directors, officers, and Members of this Corporation may be connected with other corporations, or with trusts, partnerships or joint ventures, with which from time to time this Corporation has business dealings. In the absence of fraud, no contract or other transaction between this Corporation and any such entity and no act of this Corporation shall be affected by the fact that a Director, officer or Member of this Corporation is pecuniarily or otherwise interested in or is a director, trustee, officer, or member of such entity, provided that his or her interest shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Furthermore, in the absence of fraud, any Director, officer or Member of this Corporation may individually be a party to or may be pecuniarily or otherwise interested in any contract or transaction to which this Corporation is a party, provided that the fact that he or she is so interested shall be disclosed or shall have been known to the Board of Directors or to a majority thereof. With respect to any profit or benefit realized on any contract or transaction

described above, no such Director, officer or Member shall be liable to account to the Corporation. Any such person who is a Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors and may validly vote for the purpose of authorizing, approving or ratifying any such contract or transaction.

Section 5.5. Dividend, Profit and Compensation.

No Member or Director shall receive by reason of such membership or directorship, any dividend, profit, or compensation from the Corporation, provided however that there shall be allowed reimbursement by the Corporation of reasonable expenses incurred on behalf of the Corporation in the course of any activity for the Corporation, by any Member, Director, or officer of the Corporation.

Section 5.6. Executive Director.

The Board of Directors may appoint an Executive Director who shall serve at the pleasure of the Board, and attend all meetings of the Corporation and the Board. The Executive Director shall, under the direction of the Board of Directors, have management responsibility for all the activities and services of the Corporation. In performing such duties as may be required by the Board of Directors, the Executive Director shall have such powers as are usually exercised by the executive officer of similar organizations, including the appointment and discharge of such other staff members as the Board of Directors may from time to time authorize. The Executive Director shall be responsible for the preparation and application of the annual income and expense budget and shall, throughout each fiscal year, administer affairs of the Corporation in accordance with the budget as adopted by the Board of Directors, or as from time to time amended by the Board. The Board of Directors shall have power to fix the compensation for such Executive Director. The Executive Director has the authority to fix compensation for all other personnel.

Section 5.7. Bonds.

The Board of Directors may from time to time require from anyone or more of the officers or agents of the Corporation that he, she, or they shall give bond for the faithful performance of duties. Any such bond shall be in such form, in such sum and with such sureties as the Board of Directors may determine. The premiums for all such bonds shall be paid by the Corporation.

Section 5.8 Disposition of Assets Upon Dissolution of the Corporation.

In the event of the dissolution of the corporation, the assets shall be distributed to the Orthodox Christian Mission Center, 85 S. Dixie Highway, St. Augustine, Florida 32084-0321, or in the event said Distributee is not in existence at the time of distribution or is no longer a lawful Distributee as required under section 501(c)(3) of the Internal Revenue Code, then the assets shall be distributed by the Board of Directors to another such organization for the propagation of the one Holy, Catholic and Apostolic Faith, otherwise known as the Orthodox Christian Faith.

ARTICLE VI

AMENDMENT OF BY-LAWS

These By-Laws may be repealed or amended, or any additional by-law or by-laws adopted, at any meeting of the Members of the Corporation at which a quorum shall be present, by a majority vote of the Members present in person or represented by proxy, provided that the substance of any proposed amendment shall have been set forth in the notice of a meeting. These By-Laws may also be repealed or amended, or any additional by-law or by-laws adopted, at any meeting of the Board of Directors at which a quorum shall be present, by a majority vote of the Directors present, provided that the substance of any proposed amendment shall have been set forth in a notice of the meeting at which a final vote is to be taken thereon; and provided that no such vote of the Directors shall alter, or circumscribe the force and effect of, Article I hereof, or the powers and duties given the Members hereunder, as amended from time to time by the Members of the Corporation.

Ratified and adopted this 6th day of November, 2006. These by-laws may be ratified in counterpart and shall become operative when a copy of the signature page reflecting the signature of the individuals whose names are set forth below has been received by the President of the Corporation, N. Mitrophan Chin.

N. Mitrophan Chin

Fr. Dionisy Pozdnyaev

Peter C. McCarthy

Hieromonk Damascene Christensen

Fr. Geoffrey Korz