



# DIOCESE *of* MADISON

## PARISH CORPORATE TRUSTEES

### INTRODUCTION

The *Code of Canon Law* describes a parish as “a certain community of the Christian faithful stably constituted in a particular church, whose pastoral care is entrusted to a pastor as its proper pastor under the direction of the diocesan bishop” (canon 515 §1). The diocesan bishop is the only one who can erect, suppress, or alter parishes after having consulted the presbyteral council (cf. canon 515 §2). The particular community of the faithful established by the bishop as a parish is governed by the laws of the Catholic Church. However, the laws of the State of Wisconsin (cf. Wisconsin State Statutes 187.19) also recognize the authority of the bishop to establish a parish corporation recognized in civil law, which facilitates the parish’s ownership of property, employment of staff, operation of educational institutions, etc. Under civil law, each parish corporation is run by a board of five directors, also known as “trustees,” two of whom are lay people chosen from the active parishioners of the parish. These lay trustees always hold the offices of treasurer and secretary in the parish corporation and are thus sometimes referred to as the “Treasurer Trustee” and “Secretary Trustee.”

A parish trustee is an active and responsible member of the parish community who serves as an advisor and counselor to both the pastor and the various consultative bodies of the parish as a member of the corporate board. The role of trustee is not merely “honorific.” The role requires serious, competent lay parishioners who clearly understand and accept their auxiliary role in managing and safeguarding the temporal goods of the parish, and who also understand and embrace an authentically Catholic understanding of the Church and her structure. They should be familiar with pertinent civil and Church law, especially those areas dealing with the administration of temporal goods.

### PARISH CORPORATE BOARD

Under civil law, each parish corporation is served by a board of five directors, also known as “trustees,” consisting of:

- The Bishop of Madison
- The Vicar General of the Diocese of Madison
- The pastor of the parish
- Two lay people chosen from the parish

As with every civil corporation, there are officers who are each responsible for certain functions within the corporation. In each parish corporation, the state statutes designate these officers as the following:

- President – this is always the diocesan bishop
- Vice President – this is always the pastor

- Treasurer - this is always one of the two lay trustees
- Secretary - this is always the other lay trustee

Note that “diocesan bishop” and “pastor” in the above descriptions also encompass administrators who temporarily fulfill those roles, as defined by the Church.

## **REQUIREMENTS FOR LAY TRUSTEES**

The main requirements for those who will serve as lay trustees are defined in the Wisconsin Statutes and the bylaws of the parish corporation (see Appendix A for a sample of the parish bylaws being used for all newly merged parishes in the *Into the Deep* Strategic Plan); however, there are additional considerations that must be kept in mind for those who would serve as trustees. The requirements for lay trustees are as follows:

- The trustee must be a fully initiated, practicing Catholic.
- The trustee should regularly participate in parish life, especially attending Mass and frequenting the sacraments.
- The trustee must be twenty-one (21) years old or older.
- The trustee must be registered at the parish.
- The trustee must complete Diocesan Safe Environment requirements and pass any required background checks, including financial (credit) checks.
- The trustee must attend any required trainings held by the Diocese.
- The trustee may not be a current employee of the parish.
- While the trustees do serve as *ex officio* members of the Parish Finance and Pastoral Councils during their terms as trustee, they may not serve in an office (e.g., chairperson) on either council.
- Trustees may not be related to each other, to the pastor or the parochial vicar, to any employee of the parish, or to members of the Parish Finance Council, whether by blood or marriage, in any degree up to and including first cousins.
- Trustees should maintain confidentiality in those matters specifically designated as confidential, including the dissemination in any manner of information about employees, salaries and parishioner contributions, and other sensitive corporate or financial documents.
- Trustees must avoid conflicts of interest that are detrimental to the parish. Any trustee or related family member having an interest in any business proposal, contract, or other transaction presented to the parish for consideration, recommendation, or approval shall make prompt, full, and frank disclosure of his or her interest to the pastor and finance council prior to acting on such contracts or transactions. Any corporate or council meeting minutes shall disclose all conflicts of interest.

## **SELECTION OF LAY TRUSTEES**

The process of selecting lay trustees is defined in the parish corporation's bylaws. Trustees are elected by the parish membership every two years. While it has been the practice to stagger the elections of trustees, the new policy, which is more in keeping with the text of the Wisconsin Statutes and the parish bylaws, will be to hold the election for both trustees every two years.

The selection of the nominees for trustee should be based on nominations from the parish members at large, whose eligibility according to the requirements listed above should be verified by the pastor. If several

individuals are nominated for the post of trustee, the pastor may use his discretion to select nominees from those names put forward by the parish members at the time of nomination.

Once the slate of nominees is finalized, the pastor must give notice of the election in announcements at the weekend Masses as well as in the parish bulletin

The parish bylaws state that the election should be held at any regular or special meeting of the congregation. Since the congregation regularly meets for Sunday Mass, it is legitimate to conduct the election at an appropriate time in conjunction with the weekend Masses. However, a special meeting could be called and held for the election.

The parish bylaws state that the election can occur by ballot, but other options such as a voice vote or show of hands could also be acceptable means of electing the trustees. Whichever means is chosen, it should be clear to the members of the parish how the election will take place. Additionally, giving brief biographical information about each candidate for the role of trustee is highly encouraged so that people know more about the candidates, especially given our larger parish and pastorate structures in the Diocese of Madison.

### **Confirmation and Approval**

Selection of trustees is subject to the approval of the diocesan bishop according to the parish bylaws. Following the biennial election, the pastor should submit a letter to the bishop, in care of the Office of the Vicar General, requesting the confirmation and approval by the bishop. The request should include contact information for each trustee (address, email, phone number) as well as a brief biographical sketch of the proposed trustees (see Appendix B for a template for this letter).

### **Terms**

While the Wisconsin Statutes mention that the terms for trustees are two years, it does not specify a term limit for those serving as trustees. With the new parish bylaws being utilized for the *Into the Deep* Strategic Plan, a term limit has been established in a way that can allow for a certain stability while at the same time not creating an unending or “lifetime” appointment. Trustees can serve for a maximum of five (5) two-year terms or a total of ten (10) years, whether consecutive or not. Time spent as trustee of a constituent parish prior to an *Into the Deep* merger should not be calculated in this total. A trustee serves validly until the legitimate selection of a new trustee, even if the term has expired.

### **Vacancies and Removals**

Concerning vacancies, the parish bylaws state that whenever the secretary or treasurer trustee “shall, after due notice, neglect or fail to attend the meetings of the Board, or to attend to the business of the Corporation, his or her office shall be declared vacant by the remaining directors, and such vacancy shall be filled by them.”

To remove a lay trustee in other cases, the corporate board “may at any time by a majority vote remove any Secretary, Treasurer, Trustee or director, if they deem that the best interest of the Corporation require such removal, provided the written approval of the President is first obtained.” Thus, the removal must be approved in writing by the Bishop of Madison and would be invalid without such an approval.

When an open position needs to be filled, the parish bylaws state, “In case of any vacancy on the Board on account of death, resignation, long absence, removal, or inability to perform the duties of director, the President has the right to appoint a successor to fill the vacancy for the balance of the director’s term.”

## **RESPONSIBILITIES OF LAY TRUSTEES**

One lay trustee serves as treasurer trustee, and the other serves as secretary trustee, as spelled out in the bylaws of the parish corporation. The bylaws indicate that the corporate board selects who will serve as treasurer and who will serve as secretary. This could be done fittingly at a meeting with the pastor and the two elected lay trustees since this would suffice for a quorum, noting that the determination is subject to the approval of the bishop. Because certain nominees have experience or qualities that would better suit one role over the other, the board could decide that certain nominees run for treasurer trustee and others for secretary trustee. This decision should be made prior to the election, noting that the determination made through voting is still subject to the approval of the bishop.

Being corporate directors and officers, trustees need to operate with great prudence when dealing with the affairs of the parish. Lay trustees may not initiate or respond to any significant legal matter in the name of the parish without the written, unanimous agreement of all parish corporate trustees (which includes the Bishop of Madison and the Vicar General of the Diocese of Madison) in addition to other canonical requirements. This unanimous consent, in addition to other canonical requirements, is also necessary for transactions involving parish real estate. Wisconsin Statute 187.19(5) states, “The real estate of the corporation shall not be sold, mortgaged, encumbered or disposed of in any manner without the vote and consent of all the directors.”

### **Responsibilities of the Treasurer Trustee**

The treasurer trustee represents the parish as a member of the parish corporation and assists the pastor and parish in the development and maintenance of accurate and detailed accounts of the parish’s financial undertakings and holdings. Specifically, this role entails the following duties:

- The treasurer trustee traditionally attends all meetings of the Parish Finance Council as an *ex officio* member of that body. Additionally, as an *ex officio* member of the Parish Pastoral Council, the treasurer trustee is encouraged to attend meetings of that council as well, especially when the annual budget or financial reports are shared.
- The treasurer trustee reviews the annual parish budget together with the pastor, secretary trustee, and finance council. In parishes with a two-signature policy for checks, the treasurer trustee may be asked to review and sign checks for disbursement of parish funds as needed (though the pastor is normally designated as the fiscal agent of the parish corporation not requiring a second signature).
- The treasurer trustee signs the annual financial report to the diocese.
- The treasurer trustee signs corporate documents.

### **Responsibilities of the Secretary Trustee**

The secretary trustee represents the parish as a member of the parish corporation and assists the pastor and parish in the development and maintenance of accurate and detailed parish corporate records including corporation minutes, documents, notices, and correspondence. Specifically, this role entails the following duties:

- The secretary trustee traditionally attends all meetings of the Parish Pastoral Council as an *ex officio* member of that body. Additionally, as an *ex officio* member of the Parish Finance Council, the secretary trustee is encouraged to attend meetings of that council as well, especially when the annual budget or financial reports are shared.
- The secretary trustee attends to corporate notices and correspondence, and assures that the proxy documents and all corporate reports are recorded and filed as prescribed by federal, state, local, and diocesan authorities.
- The secretary trustee is responsible for the corporate minutes from the annual meeting and any special meetings.
- The secretary trustee works with the pastor and parish leadership to prepare the annual parish and diocesan reports as required.
- The secretary trustee reviews the annual parish budget together with the pastor, treasurer trustee, and finance council.
- The secretary trustee signs the annual financial report to the diocese.
- The secretary trustee signs corporate documents.

## **PARISH CORPORATE MEETINGS**

Like other civil corporations in the State of Wisconsin, the board of directors of each parish corporation must meet at least once annually to conduct any necessary corporate business. Other special meetings can take place according to the parish bylaws.

Three members of the board of directors constitute a quorum at all meetings for the transaction of regular business (see below for examples of actions that require unanimous consent of all the directors). Such corporate actions may also be authorized by written consent signed by all members of the board without a meeting.

The secretary (the lay trustee elected to this office) records the minutes of these meetings, distributes copies to the other members of the board, and permanently retains a copy of the approved minutes in a secure manner with other important parish documents.

It is not necessary, or practical, for the Bishop of Madison or the vicar general to attend all meetings of the parish corporation. However, major decisions regarding parish finances, fundraising, real estate transactions, or capital expenditures do require, under both civil and canon law, the consent of the bishop or his consent by proxy. When the bishop and vicar general need to be present, the meeting can be held in person or even via electronic means according to the bylaws of the parish.

## APPENDIX A – SAMPLE BYLAWS

### **BYLAWS OF NEW PARISH NAME**

#### **ARTICLE I NAME, LOCATION AND PURPOSE**

Section 1.1. Name. The name of this corporation shall be **New Parish Name** (“**Corporation**”).

Section 1.2. Office. The Corporation shall have such principal office as is set by the Board of Directors of the Corporation from time to time.

Section 1.3. Purpose. The Corporation shall at all times be under the supervision and control of the Roman Catholic Church (the “**Church**”) and the Bishop of the Roman Catholic Diocese of Madison, Wisconsin (the “**Bishop**”). The primary purpose for which the Corporation is organized is to foster and promote the religious interests of the Church and to support and maintain the congregation of the Corporation. Notwithstanding anything herein to the contrary:

a. The Corporation shall not take any action or omit to take any action where the action or omission would violate the Code of Canon Law of the Church and the governing documents and regulations of the Roman Catholic Diocese of Madison, Wisconsin (“**Diocese**”).

b. Without limiting the foregoing, the Corporation shall not take any action, or omit to take any action, which action or omission would violate the “Extraordinary Acts of Administration” then in effect and established by the Diocese, unless all consents and approvals for the action or omission have first been obtained which are required under the terms and provisions of the Extraordinary Acts of Administration then in effect.

c. The Trustees, Directors, and Officers of the Corporation shall not authorize, direct, or cause the Corporation to take any action or omit to take any action which would violate the terms of Section 1.3(a)-(b), above.

d. The Bishop and Diocese will have the right to enforce the terms of these Bylaws.

#### **ARTICLE II TRUSTEES**

Section 2.1 Trustees. The Bishop and Vicar General of the Diocese (“**Vicar General**”), the Pastor of the congregation of the Corporation together with two laypersons, practical communicants of this Congregation chosen or selected as herein provided, shall be the Trustees of the Corporation.

Section 2.2 Layperson Trustees. The two laypersons, first chosen at the time of incorporation of the Corporation, shall continue as Trustees for two years, and until the successors are chosen or selected as herein provided.

Section 2.3 Layperson Trustee Succession. The lay Trustees, who in all cases shall be laypersons, shall be elected biennially by the congregation of the Corporation at any regular meeting of the congregation of the Corporation, or at any special meeting of the congregation of the Corporation called for that purpose. Such election shall be by ballot or otherwise, as the meeting shall determine, and the person receiving the majority of the votes cast shall be elected as Trustee until their successor is chosen or selected as herein provided; however, the election of any lay Trustee shall be subject to the approval of the Bishop.

Section 2.4 Election Notice. The Pastor shall give notice of such meeting by announcement thereof from the pulpit on any Sunday at all regularly scheduled Masses and by placing such notice in the Corporation's bulletin.

Section 2.5 Eligible Persons. Only such persons of the congregation of the Corporation shall be elected who are fully initiated, registered, practical communicants of the congregation of the Corporation and shall have attained the age of twenty-one (21) years.

Section 2.6 Election Disapproval. In the event that the Bishop shall disapprove of the election of any lay Trustee, then and in such event the Bishop shall appoint a layperson who is a fully initiated, registered, practical communicant of the congregation of the Corporation, as such Trustee, who shall continue as such Trustee until his or her successor is chosen or appointed as herein provided.

### **ARTICLE III OFFICERS**

Section 3.1 Officers. The officers of this Corporation are President, Vice President, Treasurer, and Secretary.

Section 3.2 President. The Bishop, his successor or administrator of the Diocese, or such other person as may be appointed according to the rules of the Church to administer the spiritual and temporal affairs of the Diocese shall be President.

Section 3.3 Vice President. The Pastor of the congregation of the Corporation shall be Vice President of the Corporation.

Section 3.4 Treasurer and Secretary. The Treasurer and Secretary shall be selected by the Board, but subject to the approval by the Bishop, from the layperson Trustees who are elected biennially by the congregation of the Corporation as herein provided.

Section 3.5 Terms of Office. The terms of the Bishop as President and the Pastor as Vice President shall be perpetual. The Pastor or administrator, being notified by the Bishop of his removal or transfer to another congregation ceases *ipso facto* to be Vice President upon the day on which he is directed to give up his charge. The terms of the Secretary and the Treasurer shall be for a period of two (2) years or until their successors shall be elected. Notwithstanding anything

herein to the contrary, no person may hold the office of layperson Trustee or the office of Secretary or Treasurer for more than a total of five (5) two (2) year terms or for more than a total of (10) years.

#### **ARTICLE IV BOARD OF DIRECTORS**

Section 4.1 The Board. The Trustees herein mentioned in Article II hereof, shall constitute the Board of Directors of this Corporation (the “**Board**”).

Section 4.2 Members. The Bishop, or in case of the death, absence or disability of the Bishop, the administrator of the Diocese, or in the event there is no administrator, then such other person as may be appointed according to the rules of the Church, to preside over and administer the spiritual and temporal affairs of the Diocese, Vicar General, Pastor of the Corporation, Treasurer of the Corporation, and Secretary of the Corporation shall be *ex officio* directors of the Corporation.

Section 4.3 Terms of Office. The Bishop and the Vicar General shall be directors of the Corporation as long as they shall be and remain respectively Bishop and Vicar General of the Diocese. Whenever any of the Bishop, Vicar General or Pastor shall cease to be the Bishop, Vicar General or Pastor, they shall be removed from the Board and their respective successor shall become the new director of the Corporation, which shall result in perpetual succession. The Secretary’s and Treasurer’s term of office shall expire on the expiration of his or her term as Trustee.

Section 4.4 Corporate Powers. The corporate powers of the Corporation shall be in all things exercised in strict conformity with and subject to the laws and discipline of the Church; and the statutes, rules and regulations of the Diocese; and subject to such limitations, and to the approval of the Bishop, the Board shall prescribe such rules and regulations as may be necessary for the conduct of the temporal affairs of the congregation of the Corporation. The Board shall have supervision, control and direction of the affairs of the Corporation, shall determine its policies or changes therein within the limits of these Bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. The Board may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 4.5 Meetings of Directors.

a. Annual Meeting. There shall be at least one (1) regular meeting of the Board every year. The annual meeting of the Board shall be called by the President or in his absence, the Vice President. The annual meeting shall be held at the principal office of the Corporation or at a location specified in the written notice of the meeting and shall be at a time set by the President or Vice President.

b. Special Meetings. Special meetings may be called at any time by the President or Vice President.



c. Notice of Meetings. Notice of any annual, special or adjourned meetings of the Board shall be given at least five (5) days but not more than fifty (50) days previous thereto by written notice delivered personally or sent by mail or by the other methods specified below to each director at the director's last known address as shown on the Corporation's records. However, when all the directors meet without previous notice of such meeting having been given, such meeting may transact business, provided a statement waiving notice and consenting to hold a meeting forthwith, without notice, is recorded in the minutes of the meeting and signed by each director, or by his or her proxy.

d. Delivery of Notice. Notice, when required, shall be given to each director by one of the following methods: (i) first-class mail, with prepaid postage thereon; (ii) recognized national overnight delivery service; (iii) facsimile transmission, email, or other electronic means; or (iv) personal delivery of written notice, including by courier service. Such notice shall be addressed or delivered to each director at the director's address or contact information as it appears on the records of the Corporation. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice by email will be deemed given when sent unless an automated message in response is received indicating the email was not delivered. Notice shall state the time and place where the meeting is to be held.

e. Quorum. A majority of the number of directors then on the Board shall constitute a quorum. Except as provided in these Bylaws or the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

f. Voting. Each director shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Board.

g. Proxy. The Bishop and the Vicar General or either of them may be represented at any meeting of the Board by proxy with like effect as if personally present. An appointment of proxy is effective when received by the Secretary or other officer of the Corporation. The proxy of the Bishop or Vicar General is revocable at any time by attendance at the meeting, by the Bishop or the Vicar General, or by signing and delivering to the Secretary or other officer a revocation of proxy.

h. Meeting by Remote Communication. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or electronic video screen communication. Participation by conference telephone or electronic video screen communication constitutes presence in person if all Directors participating in the meeting can hear one another.

Section 4.6 Compensation. Directors shall not receive any compensation for their service as directors of the Board.

Section 4.7 Fiscal Agent. The Board may, by resolution adopted by a majority vote of the directors, and entered in the minutes of the meeting, appoint the Pastor as fiscal agent with

powers and duties limited as hereinafter provided. Any such resolution may be rescinded at any time by a majority vote of the directors, which shall be entered in the minutes of the meeting.

Section 4.8 Bank of Deposit. The Board shall designate the bank in which funds and valuable papers of the Corporation shall be deposited or placed.

Section 4.9 Fund Withdrawal. The Board shall designate by resolution in such form as the depositary bank may require, the Pastor and Treasurer as the persons who may withdraw funds of the Corporation from the depositary bank. All withdrawals of funds from the depositary bank shall be made jointly by the Pastor as Vice President, and by the Treasurer, except in the event that the Board, by the adoption of a resolution as provided be these Bylaws, appoint the Pastor as fiscal agent. In the event the Pastor is appointed fiscal agent as so provided, the Pastor shall have the authority to withdraw funds from the depositary bank on checks signed by him only, as provided in Article VII of these Bylaws. While it shall be the duty of the Pastor as fiscal agent to observe the limitations upon his right to withdraw funds from the depositary bank by checks signed by him alone, the depositary bank shall not be required to determine whether such withdrawals are within the limited powers of the Pastor, and all checks signed by the Pastor only shall bind the Corporation as between the Corporation and the depositary bank.

Section 4.10 Debt. The Board may, by a majority vote, contract debts not exceeding the sum of Three Hundred and no/100 Dollars (\$300.00); but debts in excess of that sum may be contracted by the consent and vote of all the directors; such debt may be evidenced by a note or other evidence of debt and be secured by a mortgage on the property of the Corporation, but such note or other evidence of debt, or mortgage, shall not be construed as implying any covenant for the payment of the sum thereby intended to be secured on the part of any of the directors, but the remedies of the payee or mortgagee named therein shall be confined to the lands and property of the Corporation.

Section 4.11 Extraordinary Acts. Subject to Section 1.3 above, a majority of the directors shall be empowered to spend parish funds for extraordinary purposes not to exceed ten percent (10%) of the ordinary Corporation income of the previous fiscal year, provided, however, that by such expenditure the parish is not encumbered by debt in excess of Three Hundred and no/100 Dollars (\$300.00).

Section 4.12 Real Estate. The real estate of the Corporation shall not be sold, mortgaged, encumbered or disposed of in any manner without the vote and consent of all the directors.

Section 4.13 Bond. The directors may require that the Treasurer give bond to the Corporation in the sum and with the sureties the directors may determine, conditioned that the Treasurer will faithfully account for and pay over all monies received as Treasurer and otherwise faithfully discharge the duties of the office, which bond shall, before the Treasurer enters upon such duties, be approved by the President, Vice President and Secretary by endorsement made thereon. The directors may provide that no bond is required of the Treasurer.

Section 4.14 Vacancies and Removals.

a. Vacancy. Whenever the Secretary or Treasurer shall, after due notice, neglect or fail to attend the meetings of the Board, or to attend to the business of the

Corporation, his or her office shall be declared vacant by the remaining directors, and such vacancy shall be filled by them.

b. Removal. The Board may at any time by a majority vote remove any Secretary, Treasurer, Trustee or director, if they deem that the best interest of the Corporation require such removal, provided the written approval of the President is first obtained.

c. Appoint. In case of any vacancy on the Board on account of death, resignation, long absence, removal, or inability to perform the duties of director, the President has the right to appoint a successor to fill the vacancy for the balance of the director's term.

## **ARTICLE V DUTIES OF PRESIDENT**

Section 5.1 Implied Duties. The President, in addition to all of the duties and rights otherwise provided for, shall have all other duties and rights implied by the office.

Section 5.2 Presider. The President shall preside at all meetings of the Board when present at such meeting and shall have the right to authorize the Vicar General to preside at any meeting, special or regular, of the members of the Board, if he sees fit to do so.

Section 5.3 Trustee Approval. The President shall have the right to approve or disapprove of the election of any lay Trustees.

Section 5.4 Arbiter. The President shall decide any question that may arise with respect to any election, and his decision in such case shall be final.

## **ARTICLE VI DUTIES OF VICE PRESIDENT**

Section 6.1 Implied Duties. The Vice President shall have all the duties and rights which the office implies, shall preside at meetings of the Board, except meetings over which the Bishop or Vicar General may preside, and in the absence of the President perform the duties of the President.

Section 6.2 Bonds. The Vice President may approve the bonds of the Secretary and Treasurer.

Section 6.3 Orders. In the absence of the President, he is authorized to sign the orders of the Secretary.

## **ARTICLE VII PASTOR AS FISCAL AGENT**

Section 7.1 Receivables. The Pastor, when appointed as fiscal agent as provided in these Bylaws, shall have the right to receive and receipt moneys paid for pew rent, membership,

and for the current operation and maintenance of the Corporation, and shall deposit the monies so received in the depository bank designated by the Board as the depository of the funds of the Corporation.

Section 7.2 Payables. The Pastor shall have the right to withdraw from the depository bank in which monies of the Corporation are deposited, by checks signed by him only, funds to pay the operating expenses of the Corporation, including his salary, the salary of any assistant or assistants, compensation of teachers, organist, janitor, sexton or any other person regularly employed by the Corporation, and to pay other recurring expenses. He shall make a report from time to time in manner and form as required by the Board of all such receipts and disbursements.

## **ARTICLE VII DUTIES OF SECRETARY**

Section 8.1 Implied Duties. The Secretary shall perform all other duties incident to the office of Secretary and such duties as may be assigned from time to time by the President or Vice President.

Section 8.2 Minutes. The Secretary shall keep the minutes of the regular or special meetings of the congregation of the Corporation, and of the Board.

## **ARTICLE IX DUTIES OF TREASURER**

Section 9.1 Custodian. The Treasurer shall be the custodian of the funds of the Corporation and shall deposit monies and valuable papers in a depository bank designated by the Board. Such deposits must be made by him in the name of the Corporation. No liability shall attach to the Treasurer for any loss of money or papers occasioned by the failure of the depository bank in which said money or papers shall have been deposited, nor shall the Treasurer be liable for any act, omission or default of the fiscal agent of the Corporation.

Section 9.2 Accounting. The Treasurer shall keep a correct and detailed account of receipts and disbursements in such form and manner as shall be required by the Board and shall make report thereof at such time as shall be required by the Board.

Section 9.3 Withdrawals. All withdrawals of funds of the Corporation from the depository bank in which they are deposited, by check or otherwise, drawn by the Treasurer, shall be countersigned by the Pastor as Vice President, except that checks for the withdrawal of funds from the bank for the purposes mentioned in Article VII shall be sufficient when signed only by the Pastor as fiscal agent.

## **ARTICLE X SUPPORT OF PASTOR**

Section 10.1 Salary. The salary of the Pastor shall be determined by Diocesan Statute.

Section 10.2 Perquisites. Perquisites of monies received by the Pastor for special services shall, subject to the approval of the Bishop, belong to the Pastor in his own right, independent of his regular salary.

Section 10.3 Dwelling. The congregation of the Corporation will provide for the Pastor a suitable dwelling furnished in a fitting manner. The furniture of the rectory shall be considered as property of the congregation of the Corporation.

## **ARTICLE XI COMMITTEES**

Section 11.1 Definition. One or more committees of the Corporation may be established by the Board. The motion to establish any committee shall state the purpose, composition and length of time of the committee. Each committee shall report to the Board.

Section 11.2 Committee Membership. The Board shall appoint the members of the committee.

Section 11.3 Committee Chair. The members of the committee shall elect the chair of the committee. The committee shall serve until the committee has completed its work.

## **ARTICLE XII SPECIAL NOTICE AND VOTING PROVISIONS**

Section 12.1 Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed at any time by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice. Such waiver by a person, in respect to any matter of which notice is required under the provisions of these Bylaws shall contain the same information as would have been required to have been included in such notice under any applicable provision of these Bylaws, except the time and place of meeting need not be stated.

Section 12.2 Informal Action. Any action required by these Bylaws to be taken at a meeting or any action which may be taken at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called and held.

## **ARTICLE XIII MISCELLANEOUS**

Section 13.1 Seal. The Corporation shall not have a corporate seal.

Section 13.2 Fiscal Year; Annual Reports. The fiscal year of the Corporation shall end on June 30. The Treasurer shall cause an annual report of the finances of the Corporation to be prepared promptly after the end of the fiscal year.

Section 13.3 Use of Funds and Dissolution. The Corporation shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation and in these Bylaws. On dissolution of the Corporation, any funds remaining shall be distributed in accordance with the Articles of Incorporation. The Corporation may be dissolved only upon the unanimous consent of the Trustees.

#### **ARTICLE XIV AMENDMENT OF BYLAWS**

Section 14.1 These Bylaws may be altered or amended by unanimous vote of the directors. Whenever the Bylaws are amended, the Secretary shall record the amendments in the corporate record book.

[SIGNATURE PAGE TO FOLLOW]

These Bylaws are approved and adopted by the unanimous vote and consent of the undersigned Board of Directors of the Corporation as of this Day (i.e. 1<sup>st</sup>) day of Month, Year.

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Most Rev. Donald J. Hying, Bishop, Director

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Very Rev. Tait C. Schroeder, Vicar General, Director

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Rev. Pastor Name, Pastor, Director

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Layperson Name, Lay Trustee, Director

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Layperson Name, Lay Trustee, Director

## APPENDIX B – TEMPLATE LETTER FOR TRUSTEE APPROVAL

MONTH DAY, YEAR

Most Rev. Donald J. Hying  
Bishop of Madison  
702 S. High Point Rd., Ste. 225  
Madison, Wisconsin 53719

Re: **Request for Approval of Parish Trustees**

Your Excellency,

The terms of the former lay trustees having expired (or for a newly merged parish: Having been formed as a new parish and needing to elect trustees), the parishioners of XXXXX Parish have selected the following candidates according to the bylaws of the parish corporation and humbly request that you approve and confirm the candidates in the role of parish trustee. The candidates understand the role of the trustee and its responsibility for the temporal goods of the parish and the requirements of the laws of the State of Wisconsin for the parish corporation and its trustees.

Specifically, I ask you to confirm the candidates for the following roles for a term through June 30, YEAR (TWO YEARS FROM THE YEAR OF ELECTION).

As Trustee-Treasurer:

Name  
Address  
City, State Zip  
Email address  
Phone

As Trustee-Secretary:

Name  
Address  
City, State Zip  
Email address  
Phone

I attest that both XXXXXXXXX and YYYYYYYY are faithful Catholic adults over twenty-one (21) years of age, fully initiated in the sacraments, in full communion with the Catholic Church, active members of XXXXXXXXX Parish, and understand and accept all policies and codes of conduct of the Diocese of Madison. I have attached a biographical sketch for the proposed trustees.

Thank you very much for your attention to this matter.

Yours faithfully,

Rev. XXXXXXXXXXXXXXXX,  
*Vice-President / Pastor*  
XXXXXXXXXX Congregation of XXXX County, Inc.

Enclosures: Biographical sketches of proposed parish trustees