

# *Diocese of Tucson*

*Parish Corporate Board of Directors'*

*Manual & Guidelines*

*Revised April 2015*

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## *Dates to Remember*

### *April-June – Budget Approval Meeting*

One of the primary management tools of the Parish Board of Directors is the Parish Budget. The Parish Budget defines, for the Pastor/President/“CEO” of the Parish Corporation, the authority to expend parish and school resources in his operation of the parish and school. The Parish Board of Directors should approve the new annual budget no later than June 30<sup>th</sup> of every year. The proposed budget is developed by the pastor, business manager and the finance council. It is then presented to the Board of Directors for approval annually at a regular meeting.

### *August/September – Annual Meeting*

As specified in the Corporate Bylaws Article III Section 1, each parish Board of Directors is required to meet annually on or before the date designated by their particular bylaws. These dates were initially scheduled for the last week of September or first week of October **but do not have** to be on those specific dates or in Tucson **if and only if** other notification is given. It is suggested that all annual meetings be held prior to September 30, to aid the Diocesan Fiscal department in compiling the total Diocesan Financial Report and to provide actuary and Pastoral information to the Bishop through the submission of the Parish Annual Financial Report (PAFR) and the annual Pastoral Report.

### *September – December – Election of a Lay Director*

As specified in the Corporate Bylaws Article II, an election of a lay director will begin upon a notification from the Corporate Matters Office that one of the board positions is about to expire. At that time, the pastor of the parish is responsible for establishing an election committee that will oversee the election or re-election of a lay director for the parish. The lay director whose term is ending will also be notified. The Office of Corporate Matters will provide guidance to the parish as needed in the process.

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# *Introduction*

The Parish Board of Directors exists to perpetuate the parish corporation, protect its assets and to make every prudent effort to ensure its financial viability. Two of the most important tools which aid the board of directors to fulfill its fiduciary responsibility are the parish budget and the annual financial statements. Of course, there are other means by which the board of directors provides for the governance of the parish corporation. This manual seeks to be a useful resource to the parish board of directors as it meets and forms future direction for the parish, its missions and its school.

This manual has been developed to provide useful and important information to members of parish boards of directors. The manual is intended to be a guide for each parish board. Ultimately, each parish's board of directors determines how it will address various governance issues for the parish corporation.

Information provided in this manual has three different degrees of emphasis:



1. Those actions which are mandatory because of law or obligations spelled out in the parish's articles of incorporation, bylaws, canon law, parish services agreements and other such documents and resolutions adopted by the parish board of directors.
2. Those actions which are strongly recommended because of the fiduciary responsibility of each director to exercise prudent judgment in the conduct of the business of the corporation.
3. Those actions which are recommended but important because they will help each parish's board to focus on how it wants to deal with particular issues.

The Diocesan office for Corporate Matters exists as a resource to help boards of directors in meeting their obligations. The Corporate Matters Office stands ready to serve in areas of record keeping, preparation of waivers of notice, proxies, reports and other needs of each parish board of directors. The services provided by this office are paid for by the parishes by the Chancery Tax. One of the important services provided by this office is a Corporate Matters link on the Diocesan website, including a comprehensive listing of Questions and Answers: [www.diocesetucson.org/corporatematters.html](http://www.diocesetucson.org/corporatematters.html).

Please note that if there is a conflict between this manual and the legal documents which govern the parish corporation, the legal documents take precedence.

The Diocese of Tucson expresses its appreciation to the Archdiocese of Milwaukee for granting us permission to use excerpts from its manuals which were published in 2003.

# *The Corporate Board Structure*

## Board Composition

### THE CORPORATION BOARD OF DIRECTORS

There are five directors of the parish corporation board. Three are ex-officio directors. They are the bishop, the moderator of the curia, and the pastor. The other two directors are lay members of the parish referred to as “lay directors.” The pastor holds the position of president; the lay directors serve as treasurer and secretary, and the moderator of the curia serves as the vice-president.

### DIRECTORS OF THE PARISH CORPORATION ARE:

President - Pastor  
Vice-President - Moderator of the Curia  
Treasurer – Lay Director  
Secretary – Lay Director  
Director – Bishop of Tucson



## Eligibility, Term of Office, Resignation & Vacancies

### ELIGIBILITY FOR OFFICE AND RELATED INFORMATION

1. Lay directors must be parish members, practicing Catholics and at least 25 years of age.
2. Bylaws require that lay directors be elected every three years, by the parishioners, to serve a three year term. Lay directors serve until their successors are elected.
3. It is strongly recommended that parish staff not be selected to serve as lay directors. Deacons are not eligible to serve as lay directors.
4. The bishop has the right to remove any lay director if the director is not in full communion with the Catholic Church.
5. The board shall designate one lay member as the treasurer and the other as the secretary.
6. It is recommended that lay directors be appointed by the pastor as ex-officio members of the parish council and parish finance council and participate fully in the work of those councils.

### TERM OF OFFICE

According to the Corporate Bylaws the lay director’s term is renewable with no limitations as to consecutive terms.

### RESIGNATIONS AND VACANCIES

A lay director may resign by submitting a written letter of resignation to the board. Vacancies can occur through death, resignation, long absence or inability to perform duties. In such cases the pastor shall appoint a substitute or successor to fill the unexpired term of the director who is leaving the board; the proposed successor is subject to the approval of the bishop as provided in the bylaws.

If a lay director neglects his or her duties, fails to attend meetings or to the business of the corporation the office may be declared vacant by a majority vote of the remaining directors. The President has a right to appoint a substitute or successor. (Ref: Bylaws Article IX.)

## Authority of the Corporate Board

The Board of Directors of the parish corporation administers all the temporal matters that are affected by civil law, such as:

- The acquisition, lease or sale of property
- Execution of construction or major remodeling contracts
- Investment management
- Lending or borrowing money
- Recordation of endowed or restricted funds
- Similar transactions
- Amendments to bylaws



Generally, the Board of Directors convenes as required by such actions.

### OPERATIONAL MATTERS

#### 1. Lawsuits

Neither the board nor its members shall initiate or respond to any lawsuit in the name of the parish without the written permission of the bishop and prior consultation with the Diocesan Attorney. (Ref: Parish Service Agreement)

#### 2. Requesting a Proxy.

Since the bishop and moderator of the curia, are not ordinarily a part of the local parish scene, and may not be available to attend a parish board of directors' meeting, the pastor must contact the bishop and/or the moderator of the curia in advance for their vote by proxy if they cannot attend a meeting in any manner.

In order to secure the vote of the bishop or moderator of the curia, a notification letter explaining the resolution(s) is sent directly to the Bishop's Office by the pastor at least 14 days prior to a proposed meeting. The letter should contain the following information:

1. A clear explanation of the matters to be addressed at the meeting.
2. The meeting agenda which includes a clear, specifically worded resolution for any and all proposed actions to be voted on in the meeting.
3. Costs associated with the resolution and source of funding to cover , if applicable.
4. Lender information and terms or payment schedule, if applicable.
5. Timelines of the project and proposal of project, if applicable.
6. Identification of research or studies performed on the subject matter of the meeting.
7. A statement about the consensus/vote of the parish council, finance council, or other board members, as the case may be.
8. Copies of proposed contracts, leases, or other documents to be voted upon.

If the bishop and/or the moderator of the curia are unable to attend in person or by phone, they may give their "vote by proxy" through the Corporate Matters' Office to another person, normally the pastor.

## Board Member Roles & Responsibilities

The duties and rights of the officers of the corporation are delineated in Article IV of the corporate bylaws and as further explained in the subsequent pages. The officers shall have such duties and rights as their respective offices imply as provided in these bylaws.

### *President*

The president is responsible for the calling of the meetings of the Board of Directors and shall preside. The president is the Chief Executive Officer of the corporation in the conduct of its affairs. The pastor or administrator of the parish is the President of the corporation.

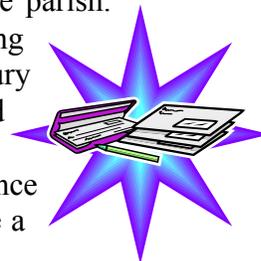
### *Vice President*

The vice president is responsible for presiding at meetings of the Corporate Board of Directors whenever the pastor is not present. He may call meetings of the Board of Directors. He is an executive officer of the corporation in the conduct of its affairs. The moderator of the curia for the Diocese of Tucson is the Vice President of the corporation.

### *Treasurer*

According to the Parish Corporate Bylaws, the treasurer is responsible for keeping or causing to be kept, accurate and detailed accounts of receipts and disbursements for the parish.

Most parishes have paid staff members who carry out these accounting functions. The treasurer's particular responsibility is that of parish treasury activities. Depending upon the traditions of the parish, the size of the staff and the management style of the pastor, this may include oversight of the care and custody of funds, assets, supervision of banking, credit, and insurance matters but with varying degree of involvement. The Treasurer will always be a lay member of the Board of Directors.



#### SUGGESTED ACTIVITIES OF TREASURER

1. Reviews and may oversee the coordination/maintenance of accurate and detailed accounting of all receipts and disbursements of parish funds following the Parish Uniform Chart of Accounts for reporting operations of the parish. This is found in the Accounting Manual for Parishes in the Diocese of Tucson.
2. Review and may oversee the parish property and casualty insurance coverage under the Diocesan Insurance Program.
3. Review and may oversee collection and accounting of parish contributions (both restricted and non-restricted) and special collections.
4. Coordinates the punctual preparation of the annual parish budget according to the diocesan parish budgeting guidelines.
5. Review and may oversee the preparation of financial reports to the parish and to the diocese.
6. May serve as an ex-officio member of the Finance Council or Pastoral Council.
7. Is familiar with the Diocesan Accounting Manual as it applies to the parish.
8. Is familiar with the Risk Management Policy and Diocesan Building Policy as it applies to the parish's capital campaign projects and building projects.
9. Works with parish staff to ensure that the PAFR is completed on time for presentation to the board of directors.

## *Secretary*

The secretary is responsible for corporate record keeping at the parish other than financial records, such as corporate minutes, documents, notices and correspondence. One of two major responsibilities of the secretary is to coordinate with the Diocesan Office of Corporate Matters on the maintenance of the official parish corporate records ensuring that parish records are kept in an orderly fashion. Secondly, the Secretary should take the initiative in helping the pastor to coordinate and schedule meetings. The Secretary will always be a lay member of the Board of Directors.

### SUGGESTED ACTIVITIES OF SECRETARY

1. Supports the President with the scheduling and calling of timely meetings by coordinating a date for all members and attends to corporate meeting notices
2. Attends to the corporate correspondence: provides the parish board with copies of resolutions and minutes as appropriate.
3. Arranges and keeps minutes of any meeting of the Board of Directors; is responsible for the maintenance of the parish copy of the corporate notebook.
  4. Signs corporate documents and affixes the corporate seal if applicable.
  5. Coordinates the punctual submission of parish financial and annual reports to the board.
  6. Is familiar with the Diocesan Accounting Manual as it applies to the parish.
  7. Is familiar with the Diocesan Risk Management Policy and Diocesan Building Policy as they apply to the operational functions of the parish.
8. Forwards all original corporate documents such as minutes, waivers, and supporting documents, to the Office of Corporate Matters in a timely manner.



## *All Members*

### SHARED RESPONSIBILITIES

The Corporate Board of Directors as a group has the overall responsibility for the financial direction setting and policy development of the parish. Areas that are key to this purpose include:

1. Providing for a means of good communication and public relations within the community.
2. Utilizing the material resources (property, buildings, equipment and supplies). These resources should be used to maximize the efforts of building of a community.
3. Financial resources
4. Personnel resources
5. Planning
6. Stewardship and membership
7. Marketing and development
8. Promoting Vocations
9. Oversight of the Safe Environment Program implementation

## *Interface with Parish Operations*

*Parish Lay Directors* - These parishioners are members elected to serve as members of the Parish Corporation Board of Directors. Lay Directors serve the parish as advisors, overseers and councilors, entrusted with assisting the pastor in caring for the temporal well-being of the parish.



*Finance Council Members* - These parish members with the pastor, the bookkeeper or business manager, offer their business experience and knowledge to support the financial well being of the parish. By maintaining the financial viability of the parish the potential of success in achieving the parish mission is maximized.

*Pastoral Council Members* - These parish members work with the pastor, offering their wisdom, vision and spirituality to ensure that the mission of Jesus is carried out effectively.

### PASTORAL COUNCIL, FINANCE COUNCIL AND PARISH ADMINISTRATION

Each parish is a network of interconnected systems and structures, which must be led and managed well in order to accomplish its primary mission of service. Understanding of both parish leadership and administration is vital to the parish lay directors since they are involved in both and must add to the continuity of the parish structure rather than an impediment.

### LEADING THE PARISH IN MISSION

The parish council focus is on mission, not on management. As stewards of Christ's mission in the parish, the main purpose of the parish council is pastoral planning. The work of the council is governed by diocesan norms, the Code of Canon Law and the parish mission.

### *Pastoral Council & Finance Councils*

#### LAY DIRECTOR: EX-OFFICIO MEMBER OF PASTORAL COUNCIL & FINANCE COUNCIL

It is recommended that the lay members of the board of directors be ex-officio members of the pastoral council and the finance council, along with the pastor. Lay directors should possess the same qualities as other council members. They need the same orientation provided to pastoral council ministry. They should share responsibility and participate fully and equally with other members of the councils.



The lay directors cannot adequately carry out their responsibilities in the legal and financial aspect of parish administration apart from the pastor and the other members of the parish council and finance council. Shared leadership and a commitment to a common vision and goals foster a sense of community and promote teamwork in fulfilling the parish mission.

They need to be involved in the development of parish decisions and the how's and why's of those decisions. They need to develop the unique insights which result from two councils' deliberations. For these reasons, the diocese strongly recommends that the two lay directors, by

reason of their positions in the Parish Corporation, be ex-officio members of the pastoral council and finance council. Because of their duties as members of the parish corporation board of directors, it is recommended that the lay directors not serve as council officers or chairpersons of other parish committees.

### Safe Environment Program

The Board of Directors should be familiar with the Guidelines for Prevention of and Response to Sexual Abuse and take an active interest in the plan of the parish to prevent and respond to the abuse and maltreatment of minors or vulnerable adults. The plans' implementation is of the utmost importance, both as a moral imperative and as a risk mitigation strategy.

It is recommended that the Board review all reports submitted to the Diocese regarding the implementation of the plan and ask for other reports as necessary to evaluate the effectiveness of the plan as a protection for the youth and vulnerable adults of the parish as well as the parish as a whole.

It is strongly recommended for the protection of children and the parish, that at each Board meeting, the Secretary asks the following question to the Pastor and records his response: "Is the Parish in full compliance with the Diocesan Safe Environment Program?"

### Parish Staff



#### EFFECTIVE PARTNERSHIP

The pastor and lay directors are key links between pastoral council, finance council and administrative staff. An open, trusting relationship between the board, the pastoral council, the finance council and the parish administration, as well as a solid understanding of the roles and responsibilities of each group is necessary for effectively accomplishing the parish's mission.

At times one group may be required to take a stronger leadership role than another, as in the case of a committee developing or implementing a parish policy. At other times, the pastor, as the Chief Executive Officer (CEO) of the parish, may be required to act autonomously. Communication and trust enable these two groups to work together for the good of the parish

#### LAY DIRECTOR AS MEMBER OF PARISH ADMINISTRATION

Regular communication with parish staff members and the pastor is beneficial for lay directors in order for them to maintain knowledge of parish operations and activities. Most importantly the pastor and lay directors seek mutual agreement on corporate responsibilities and procedures with no one acting independently of the others.

The role of the lay director takes on many forms due to the individuality of each parish and each pastor. In one sense the lay directors can be the pastor's closest advisors, giving their counsel on individual issues as well as moving the parish along the faith journey it envisions. In practical matters, lay directors help with the administrative function of the parish by overseeing the accounting and personnel practices in varying degrees of involvement depending upon the traditions of the parish, the size of the staff and the management style of the pastor.

The Code of Canon Law establishes that the pastor represents the parish in all juridic matters (c. 532). He is charged with the responsibility of administering the goods of the parish in accordance with Canon Law. In the Diocese of Tucson, lay directors are required in all parishes. Canon Law

also requires every parish to have a finance council (c.537) to aid the pastor in administrative responsibilities. In addition to this requirement, Bishop has instructed all parishes to establish a Pastoral Council. Beyond these requirements, the pastor, as Chief Executive Officer, largely determines how the directors will function in a particular parish.

The Parish Corporate Bylaws (Article - VII and VIII) provide for the designation of secretary and treasurer. The position descriptions on pages 4 and 5 of this manual serve as a guide to parishes and lay directors in determining their role and duties in the parish.

As members of both facets of the parish organization, lay directors have the unique responsibility of the overall parish vision and how it is carried out through daily operations.

## *Board Meetings*



Board Meetings are essential for several reasons. The major reason is to establish the reality of the parish as a corporate entity separate from the Diocese and from other parishes. Another very good reason is the means of advising and helping the pastor in the operation of his parish. The types of meetings that can be called are regular meetings, which include the annual meeting and the budget meeting and special meetings which are called as needed for unplanned expenses, emergencies and new proposals that fall under the mandatory or recommended reasons for a meeting.

### *Regular Meetings*

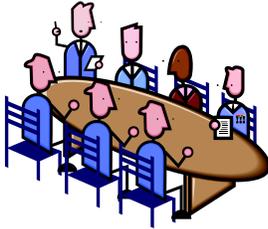
*Annual* - As required by the State of Arizona and the parish corporate bylaws, each parish board will have an annual meeting that shall commence either prior to or on the date stated in Article III, Section 1 of the bylaws. The purpose of the annual meeting will be to ensure that the annual report is reviewed and filed, the Pastoral Report is prepared, to induct new pastors if applicable, and any other business as needed. The annual meeting is the meeting, at which, the Board of Directors receives, evaluates and approves the financial reports regarding the performance of the parish for the previous fiscal year.

*Budget* - Each year the parish board will convene in a month prior to the fiscal year end of June 30<sup>th</sup> to review and approve the parish and school operating and capital budgets for the coming year. This meeting is also used to authorize and set the spending limits for the president based on the approved budget for the coming year. Some areas which the board may want to consider setting authority limits for the pastor include:

1. Borrowing money in excess of the amount authorized in the budget for that budgetary year.
2. Expending funds that will cause the parish to overrun its approved budget by a percentage to be set by the board of directors.
3. Obtaining credit cards in the name of the parish and setting credit limits.

## Special Meetings

*Mandatory* - The following areas of activity in the operation of the Parish Corporation and any item listed below as extraordinary administration require the calling of a meeting of the Parish Board of Directors.



- 1) Transfer, purchase, lease or sale of real property .
  - 2) Contracts exceeding 1 year or a total obligation of \$25,000.00 (including rental of personal property).
  - 3) Granting security interests in or liens upon income of the parish.
  - 4) Accepting bequests, stock transactions, proceeding with major construction projects, authorization of person to sign documents on behalf of the corporation.
- 5) Acts of Extraordinary Administration - The following are specific limits established by the Bishop, as detailed in the Accounting Manual, regarding extraordinary administration, which includes the following:
- a) Spending in excess of \$25,000 on any capital item or project.
  - b) Undertaking any capital campaign in excess of \$25,000.
  - c) Executing any loan or mortgage documents in excess of \$25,000.
  - d) Sale of parish property worth in excess of \$25,000.
- \* NOTE: Acts of extraordinary administration in excess of \$25,000 require the pastor to obtain approval from the Bishop's office; consultation with his Parish Finance Council and seek its advice regarding the proposed action. These may require additional approval of the Board of Directors unless previously approved by the Board.*
- 6) Other possible subjects for a Special Meeting might include hiring authority for certain key positions in the parish such as Head Accountant or Bookkeeper, if the Board decides to reserve such authority to itself.

## Bishop & Moderator of the Curia's Proxies for Meetings

A proxy is the document signed by the bishop and/or moderator of the curia whereby they waive their attendance at a parish board of directors' meeting and ask the pastor as president or other person to vote on their behalf as indicated in the first section of the document.



All proxy documents are prepared by the Office of the Bishop or the Corporate Matters Office. These documents will be prepared for all meetings in which the Bishop or the Moderator of the Curia cannot attend in person or by phone.

1. The original copy is retained in the Corporate Matters Office in the Parish's Official Corporate Notebook.
2. A second copy of the signed proxy is retained by the secretary in the parish notebook of corporate minutes.

3. A properly executed proxy shall be recorded as “present at the meeting” by the secretary in the minutes of all meetings in which a proxy is submitted.

### PROXY PROCESS AT-A-GLANCE

Pastor submits notice of meeting with carefully worded proposed resolutions in advance of the meeting to all directors.



The Office of the Bishop and Moderator of the Curia will determine whether the meeting requires their attendance and if their schedules allow for their attendance at the meeting.



If the meeting is called less than two weeks in advance, a waiver of notice must be signed by all directors for the meeting to take place.



The Bishop and/or Moderator of the Curia may decide to give their proxy vote to each other, to the Pastor or to another person.



The Bishop and/or Moderator of the Curia may contact the pastor for more information regarding the meeting.



A proxy will be drawn up that is specific to the resolution(s) to be considered, special limitation of the proxy (if applicable) and power to vote on the Bishop/Moderator of the Curia’s behalf will be given to the pastor or other person.



If a real estate transaction, lease arrangement, major borrowing, or endowment is involved, the associated diocesan departments must be notified and consulted by the parish prior to the release of a proxy by the bishop or moderator of the curia.

# *Election of Directors*

## ELECTING LAY DIRECTORS

The rules governing election of parish lay directors are based on the Bylaws which were adopted in the parish corporation organizational meeting. They stipulate that lay directors are to be elected “by written ballot at a meeting open to all registered members of the Parish and its missions.” Specific directives regarding election of lay directors are contained in the Parish Corporate Bylaws (see Article II).

Pastors/Parishes are required follow these stipulations in order to comply with civil requirements of conforming to corporate bylaws.

## Candidate Eligibility

### CANDIDATE REQUIREMENTS:

Parishioners who are considering accepting nomination for the position of lay director must be:

- Catholic
- Registered, practicing parish members
- At least 25 years old.



They must be educated about the position. In addition, they should be familiar with the information in this booklet, Building Policy Manual, and the Accounting Manual for Parishes in the Diocese of Tucson.

### WHEN ARE ELECTIONS HELD?

Since the term of service is a three year term, present directors must be elected each time their term expires.

Lay director’s terms are staggered selecting one director as each term ends with one year having no elections. Staggering the terms provides for continuity.

Each parish determines the best time to hold a lay director election. This election may occur at the same time as the annual pastoral council selection process, which would allow the director candidates to participate in the orientation with the pastoral council candidates. However, the election must be held prior to the expiration of the term of the reappointed/retiring lay director, so that there is no gap between the elected and retiring lay director.

It is strongly recommended that elections take place in October or November prior to the term end.

## Election Process

LAY DIRECTOR ELECTION NOTICE – Office of Corporate Matters will send a notification to the president and lay directors giving notice of the upcoming lay director election period and providing a reminder of the director’s name whose term is up. The notification, along with instructions for conducting the election, will be sent to the board members at least three months prior to the term ending date of that director.

### **(At least five (5) weeks before the election)**

BOARD ELECTION COMMITTEE - The pastor shall convene an election committee to receive nominations, supervise and carry out the election. It is strongly recommended that the non-running lay member be the chair of that committee.

PARISH NOTICE - Pastor or Election Chair gives notice of the upcoming lay director election. At this time the pastor may identify his nominee(s) for the position. Reminders of the coming election are made for four (4) successive weekends prior to the election.

### NOMINATION REQUIREMENTS

- a. Candidates must meet the requirements stated previously.
- b. The pastor can nominate two (2) candidates per opening.
- c. Additional candidates may be nominated in accordance with the bylaws of the parish for placement on the ballot. General nominations from the congregation require signatures from a number of registered parish members who are in full communion with the Roman Catholic Church. (See Parish Bylaws for the specific number requirement. A Sample Nomination Form can be found in Appendix C)
- d. Parish announcement of the closing date for reception of valid nominations.

### **(At least two (2) weekends before the election)**

### CLOSING OF NOMINATIONS

All Nominee submissions must be signed and completed, and parishioner membership verified.

After nominations close and it is found that there is only one (1) nominee for the open position, that nominee shall be declared elected to the position by default.

If there is more than one (1) nominee for the position, the candidates’ names are announced at the weekend Masses two (2) weeks in a row prior to the election.

### **(Election Weekend or Day)**

### ELECTION

An election must be held as required by written ballot at a meeting open to all registered members of the Parish and its missions, or at the regularly scheduled Sunday Obligation Masses designated for the election. Only persons who are in full communion with the Roman Catholic Church and who are registered members of the Parish and its missions, and who have attained the age of eighteen (18) years shall be eligible to nominate and to vote.

## ELECTION & APPROVAL

Nominees who receive the highest number of votes are elected but subject to the approval of the Bishop, to determine if the person is or is not in full communion with the Roman Catholic Church. The Bishop shall decide any question that may arise with regard to any election, and his decision on such matters shall be final.

### Election of Lay Directors - Timeline

#### Prior to the Election

- 5 Weeks      Appoint election committee contact Corporate Matters Office for assistance if needed.
- 4 Weeks      Announce process of election and date. Open nominations for position and set closing date for acceptance of nominations.
- 4-3 Weeks    Remind parishioners of nominations closing date and the date for the election.
- 2 Weeks      Nominations verified and close.  
  
Candidates' names and election date are announced or single candidate has won by default.
- 1 Week       Candidates' names and election date are announced.



#### Election Day

- Ballots are distributed to registered Parishioners
- Parishioners age 18 and older vote.
- Polls close and ballots are collected.

#### After the Election



1. Committee tabulates vote and reports results to pastor.
2. Elected director declares acceptance of the position on the board.
3. Pastor sends notification of results to Corporate Matters Office by way of the Election Submission form.
4. Pastor announces result of the election to the parish.
5. Confirmation of the appointment by the bishop is sent to the new board member with copies to the corporate file and parish file.

#### Next Mtg

At the next Corporate Board meeting any newly elected, reinstated or appointed director(s) to the Board of directors shall be installed by the President and a record of that action shall be added to the minutes of the meeting. The assignment as officer of the corporation shall also be noted in the corporate minutes.

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## *Appendix A- Pertinent Canon References*

### CANON 515

1. A parish is a certain community of the Christian faithful stably constituted in a particular church, whose pastoral care is entrusted to a pastor (parochus) as its proper pastor (pastor) under the authority of the diocesan bishop.
2. It is only for the diocesan bishop to erect, suppress or alter parishes. He is not to erect, suppress or alter notably parishes, unless he has heard the Presbyteral council.
3. A legitimately erected parish possesses juridic personality by the law itself.

### CANON 519

The pastor (parochus) is the proper pastor (pastor) of the parish entrusted to him, exercising the pastoral care of the community committed to him under the authority of the diocesan bishop in whose ministry of Christ he has been called to share, so that for that same community he carries out the functions of teaching, sanctifying, & governing, also with the cooperation of other presbyters or deacons & with the assistance of lay members of the Christian faithful, according to the norm of law.

### CANON 532

In all juridic affairs the pastor represents the parish according to the norm of law. He is to take care that the goods of the parish are administered according to the norm of cann. 1281-1288.

### CANON 537

In each parish there is to be a finance council which is governed, in addition to universal law, by norms issued by the diocesan bishop and in which the Christian faithful, selected according to these same norms, are to assist the pastor in the administration of the goods of the parish, without prejudice to the prescript of can. 532.

### CANON 1281

1. Without prejudice to the prescripts of the statutes, administrators invalidly place acts which exceed the limits and manner of ordinary administration unless they have first obtained a written faculty from the ordinary.
2. The statutes are to define the acts which exceed the limit and manner of ordinary administration; if the statutes are silent in this regard, however, the diocesan bishop is competent to determine such acts for the persons subject to him, after having heard the finance council.
3. Unless and to the extent that it is to its own advantage, a juridic person is not bound to answer for acts invalidly placed by its administrators. A juridic person itself, however, will answer for acts illegitimately but validly placed by its administrators, without prejudice to its right of action or recourse against the administrators who have damaged it.

### CANON 1283

Before administrators begin their function:

1. They must take an oath before the ordinary or his delegate that they will administer well and faithfully;
2. They are to prepare and sign an accurate and clear inventory of immovable property, movable objects, whether precious or of a some cultural value, or other goods, with their description and appraisal; any inventory already done is to be reviewed;
3. One copy of this inventory is to be preserved in the archive of the administration and another in the archive of the curia; any change which the patrimony happens to undergo is to be noted in each copy.

### CANON 1284

1. All administrators are bound to fulfill their function with the diligence of a good householder.
2. Consequently they must:
  - a. Exercise vigilance so that the goods entrusted to their care are in no way lost or damaged, taking out insurance policies for this purpose insofar as necessary;
  - b. Take care that that the ownership of ecclesiastical goods is protected by civilly valid methods;

- c. Observe the prescripts of both canon and civil law or those imposed by a founder, a donor, or legitimate authority, and especially be on guard so that no damage comes to the Church from the non-observance of civil laws;
  - d. Collect the return of goods and the income accurately and on time, protect what is collected, and use them according to the intention of the founder or legitimate norms;
  - e. Pay at the stated time the interest due on a loan or mortgage and take care that the capital debt itself is repaid in a timely manner;
  - f. With the consent of the ordinary, invest the money which is left over after expenses and can be usefully set aside for the purposes of the juridic person;
  - g. Keep well organized books of receipts and expenditures;
  - h. Draw up a report of the administration at the end of each year;
  - i. Organize correctly and protect in a suitable and proper archive the documents and records on which the property rights of the Church or the institute are based, and deposit authentic copies of them in the archive of the curia when it can be done conveniently.
3. It is strongly recommended that administrators prepare budgets of incomes and expenditures each year; it is left to particular law, however, to require them and to determine more precisely the ways in which they are to be presented.

#### CANON 1285

Within the limits of ordinary administration only, administrators are permitted to make donations for purposes of piety or Christian charity from movable goods which do not belong to the stable patrimony.

#### CANON 1286

Administrators of goods: in the employment of workers are to observe meticulously also the civil laws concerning labor and social policy, according to the principles handed on by the Church; are to pay a just and decent wage to employees so that they are able to provide fittingly for their own needs and those of their dependents.

#### CANON 1287

1. Both clerical and lay administrators of any ecclesiastical goods whatever which have not been legitimately exempted from the power of governance of the diocesan bishop are bound by their office to present an annual report to the local ordinary who is to present it for examination by the finance council; any contrary custom is reprobated.
2. According to norms to be determined by particular law, administrators are to render an account to the faithful concerning the goods offered by the faithful to the Church.

#### CANON 1288

Administrators are neither to initiate nor to contest litigation in a civil forum in the name of a public juridic person unless they have obtained the written permission of their own ordinary.

#### CANON 1289

Even if not bound to administration by the title of an ecclesiastical office, administrators cannot relinquish their function on their own initiative; if the Church is harmed from an arbitrary withdrawal, moreover, they are bound to restitution.

#### CANON 1293

1. The alienation of goods whose value exceeds the defined minimum amount also requires the following: a just cause, such as urgent necessity, evident advantage, piety, charity, or some other grave pastoral reason; a written appraisal by experts of the asset to be alienated.
2. Other precautions prescribed by legitimate authority are also to be observed to avoid harm to the Church.

#### CANON 1294

1. An asset ordinarily must not be alienated for a price less than that indicated in the appraisal.
2. The money received from the alienation is either to be invested carefully for the advantage of the Church or to be expended prudently according to the purposes of the alienation.

*Excerpts from: Code of Canon Law – Latin-English Edition New English Translation (Canon Law Society of America) 1999*

## *Appendix B - Sample Meeting Documents*

*Parish Official Name - City*  
*Parish Address*  
*Meeting Notification Letter*

Date of Letter

Director's Name  
Parish Name  
Director's Address  
City, State ZIP

Dear Director,

Our Parish Official Name - City Board of Directors will convene for the Annual Meeting on Day, Month Date, at (TIME) at Location and Street Address, City, Arizona. The purpose of the meeting is 1(insert purpose in summary here) and any other business as needed.

In addition to that purpose, the following proposed resolution(s) will be considered and decided:

It is hereby resolved that .....(See Sample resolutions on page 24)

Attached to this letter is the proposed Agenda for the meeting and minutes from the previous meeting for review. Copies of any supporting documentation needed for the meeting are also attached. This notification is mailed on this date, Mailing Date to all members of the Board.

---

President or Secretary Name, Title

# *Sample Meeting Agenda*

## *Parish Official Name* *Board of Directors' Meeting Agenda*

### **1. Call to Order and Opening Prayer – President**

### **2. Quorum**

### **3. Review and Approval of Prior Meeting Minutes**

### **4. Compliance**

- a. “Is the Parish in full compliance with the Diocesan Safe Environment Program?”
- b. “Is the Parish in full compliance with the Diocesan Policies which have been previously adopted by the Parish board of directors?” Review findings of all Parish Audits and Safety Inspections since the last Board meeting and determine course of action for compliance.
- c. Does the parish have a functioning Finance Council and Pastoral Council? How often have they met since the last Board of Director’s meeting?

### **5. President’s report of significant events or actions since the previous board meeting.**

- a. President’s report of significant events or actions since the previous board meeting. President asks the Secretary to record specific transactions, out of ordinary occurrences and decisions that have been made in since the last board meeting.
- b. The President presents a report of funds received through the Our Faith, Our Hope, Our Future, Capital Campaign, bequests or grants and identifies the parish and school proposed use of those funds.
- c. Secretary asks if Parish has been sued or had any employment or liability claims filed against it since the last meeting.
- d. Secretary records the President’s response and any noteworthy responses from the Board members in the minutes.

### **6. Old Business**

### **7. New Business**

- a. The following resolutions will be considered:
  - i. (List resolutions here.)

### **8. Adjournment**

Note: Parish Board meetings are not governed by Open Meeting Laws. However, Pastor may decide that Parish Board of Director meetings may be open to registered parishioners. Also, oftentimes, staff and members of parish councils are invited to provide information.

However, the Parish Board may go into Executive Session, behind closed doors and with board members for the purpose of discussing sensitive and highly confidential information. (Example – personnel issues)

# *Sample Waiver of Notice*

*Waiver of Notice  
Of  
Meeting of the Board of Directors  
Of  
Parish Corporate Name*

The Directors of the PARISH CORPORATE NAME, an Arizona non-profit corporation, hereby waive notice of the Annual meeting of the Board of Directors, and consent to the meeting be held at the ADDRESS, CITY, Arizona, on DAY, MONTH DATE, YEAR, at TIME a.m./p.m., for the purpose of discussing and voting on the following proposed resolution(s):

It is hereby resolved that .....(See sample resolutions on page 24)

and to discuss other business as may properly come before the meeting.

Dated this DATE<sup>xx</sup> day of MONTH YEAR.

---

President's Name

---

Vice President's Name

---

Secretary's Name

---

Treasurer's Name

---

Bishop of Tucson's Name

# Sample Minutes

OF

*Minutes of the (Special Meeting) or (Regular Meeting) or (Annual Meeting)*

OF

*The Board of Directors  
Parish Corporate Name*

The \_\_\_\_\_ meeting of the board of directors of (Parish Corporate Name) was held at (Time) on (Month Date, Year) at (Address, City), Arizona.

Present were directors (Pastor's Name,) Father Albert Schifano, (Secretary Name,) (Treasurers Name) and Bishop Gerald F. Kicanas. *(Or if Bishop or Fr. Al are not physically present insert "Participating by conference call at the meeting were Bishop Gerald F. Kicanas and Father Al Schifano" and/or "Bishop Gerald F. Kicanas and/or Father Al Schifano were not physically present, but participated in the meeting by execution of proxy/proxies which was/were given to Name of Designee").* Pastor's Name ordered that the written proxy/proxies executed by Bishop Kicanas and/or Father Al Schifano be attached to these Minutes. Also in attendance were: (Names of Guests.)

A timely letter of notice was received by all members of the board for this meeting. *(or if a Waiver was needed--)*... The Directors were present pursuant to a Waiver of Notice signed by all members. The Waiver was filed with the Minutes of this meeting.

(Pastor's Name) called the meeting to order. (Pastor's Name) offered an opening prayer. (Secretary's Name), announced that the meeting had a quorum. The secretary asked if the parish was in compliance with the Diocesan Safe Environment Program. The pastor responded yes. The secretary then asked if the parish was in compliance with the Diocesan Policies which have been previously adopted by the Parish Board of Directors to which the pastor responded yes. It was moved that the response from the Pastor on Compliance be recorded in the minutes, it was seconded and unanimously approved.

We will now review the findings of all Parish Audits and Safety Inspections since the last Board meeting and the determine course of action for compliance. (President presents findings and parish's response to that action.) Is there any discussion?" The response from the Board on the Audits and Safety Inspections will be recorded in the minutes of each meeting.

The secretary then asked the pastor if the parish has a functioning Finance Council and Pastoral Council and the pastor responded that the councils have met \_\_\_\_\_ times since the last Board of Director's meeting.

(Pastor's Name) continued with the next agenda item and relayed the significant events having taken place in the parish since the last meeting. These include: \_\_\_\_\_ (briefly summarize events)\_\_\_\_\_. He also presented a report on the distributions from the Our Faith, Our Hope, Our Future, Capital Campaign rebate. The parish received \$ \_\_\_\_\_ which will be used as stated in the Parish Case Statement for \_\_\_\_\_.

(Secretary's Name) read the Minutes of the prior meeting of the Board of Directors, which were approved as read (or if changes were made) which were approved with the following amendments: (place amendments text here). Next the Board reviewed the first agenda item, whereupon it was moved, and seconded that the following resolutions be approved:

It is resolved that .....(See Sample Resolutions on Page 24).

A voice vote followed each motion above and each was unanimously approved.

There being no further business to come before the meeting, the meeting was adjourned at (Time).

(Recorder's Name), (Title) (Date)

# Sample Resolutions

## **To retain services of an architect or general contractor.**

Resolved that  (Parish Corporate Name – City)  hereby authorizes the Pastor, to enter into an agreement with \_\_\_\_\_ to retain them as the \_\_\_\_\_ to (prepare construction documents, to solicit bids, and to provide project management) for the new \_\_\_\_\_ project if the agreement meets with the pastor's approval for an amount not to exceed \_\_\_\_\_.

## **To give authorization to pastor to obtain a loan.**

Resolved that the Pastor, is authorized to obtain a loan, on behalf of the  (Parish Corporate Name – City) , to finalize the financing of the Corporation's multi-purpose building, a project previously approved under the Diocesan Building Policy requirements, in an amount not to exceed \$ \_\_\_\_\_. This loan is to be secured by the property of the parish. (Always contact the Corporate Matters Office for additional legal resolutions associated with these kinds of resolutions.)

## **Standard Budget Meeting resolution with authorization of presidential corporate spending**

It is Hereby Resolved that the attached proposed budget for the fiscal year 2007-2008 is hereby approved as submitted by that  (Parish Corporate Name – City)  Financial Council.

Resolved that that  (Parish Corporate Name – City)  hereby authorizes the Pastor, to spend corporate funds for all approved budgeted item purchases in accordance with the requirements set by the Bishop and the Diocesan Building Policy.

Further Resolved that the pastor may spend up to \$ \_\_\_\_\_ for emergency, non-budgeted expenditures.

## **Standard Annual Meeting resolutions.**

Resolved that the that  (Parish Corporate Name – City)  Financial Report for fiscal year ending June 30, 20XX is hereby accepted and the same be made part of the minutes of this meeting and it is further resolved that the President & Treasurer are authorized to sign the report on behalf of the corporation.

Resolved that all actions taken by the Officers of the Corporation in furtherance of the business and affairs of the Corporation in the past year are hereby approved and ratified for the amount of \_\_\_\_\_.

## **To authorize the transfer, purchase or selling of real property,**

Resolved that  (Parish Corporate Name – City)  hereby authorizes the Pastor to enter into an agreement with  (Vendor Name)  to (sell, the Parish property located at \_\_\_\_\_,) or (purchase on behalf of the \_\_\_\_\_ (Parish Corporate Name – City) \_\_\_\_\_, the property located at \_\_\_\_\_,) a project previously approved by the Diocesan Property Manager for an amount not (less than, to exceed) \$ \_\_\_\_\_. See attached documentation.

Further Resolved that proceeds from the sale of said property shall be deposited into the PPIP, or (other use.)

(Always contact the Corporate Matters Office for additional legal resolutions associated with these kinds of resolutions.)

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# Appendix C – Election Documents

## Sample Director Nomination Form

Date:

To: \_\_\_\_\_, Pastor

We, the undersigned parishioners of \_\_\_\_\_ do support the nomination of Nominee: \_\_\_\_\_ as a candidate for Parish Lay Director. We also believe that this person is an eligible candidate according to the following requirements herein stated. Candidate must be at least 25 years of age, a registered, practicing parishioner and in full communion with the precepts of the Roman Catholic Church.

Name of Nominee:  [Printed Name of Nominee] .

_____ Parishioner Signature	_____ Printed Name	_____ Date
_____ Parishioner Signature	_____ Printed Name	_____ Date
_____ Parishioner Signature	_____ Printed Name	_____ Date
_____ Parishioner Signature	_____ Printed Name	_____ Date
_____ Parishioner Signature	_____ Printed Name	_____ Date
_____ Parishioner Signature	_____ Printed Name	_____ Date
_____ Parishioner Signature	_____ Printed Name	_____ Date
_____ Parishioner Signature	_____ Printed Name	_____ Date
_____ Parishioner Signature	_____ Printed Name	_____ Date
_____ Parishioner Signature	_____ Printed Name	_____ Date

This form **MUST BE RECEIVED** in the Parish Office

**NO LATER THAN:** \_\_\_\_\_

Received by: \_\_\_\_\_

\*All nominators must be at least 18 years of age and registered members of the Parish.

## Sample Election Announcements



### PARISH BOARD OF DIRECTOR ELECTION:

The term of our current lay member to the Parish Board of Directors, (Lay Member's Name), expires on (Date). (Pastor's Name) has nominated (Lay Member's Name) for this approaching term. In addition to Father's nomination, registered members of the parish may submit names for this position by obtaining a total of (#) registered member's signatures and turning them into the Parish Office. (*Note: see your corporate bylaws for the correct number as this may vary from parish to parish*). Nomination forms are available in the Parish Office. For more information about the position, and the eligibility requirements, please contact the election committee chair at (telephone #). Nominations will close on (Date). If more nominations are submitted, a parish election will be held on the weekend of (Date).

### PARISH BOARD OF DIRECTOR ELECTION NOMINATIONS CLOSED:

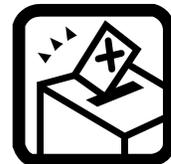
The Parish Office has accepted the Nominations for the election of Director for our Parish Corporate Board to begin on (Date). The following individual(s) was (were) nominated for the position of Director for our Parish Corporate Board – (List Names). Our Election will be held on (Date(s)) after all the weekend Masses in the Parish Hall. (or – Since we received only one nomination for the position (Name) is automatically elected to this position in accordance with our corporate bylaws. (Name) has accepted the position and will begin his/her term beginning (Date) for a term of 3 years. Please extend your congratulations to (Name).)

### PARISH BOARD OF DIRECTOR ELECTION:

The following persons have been nominated for the position of Director for our Parish Corporate Board – (List Names). We will have elections on (Date) after all the weekend Masses in the Parish Hall. Please remember to schedule a little more time to vote next week in this important parish election. Your participation is needed in selecting the best person to help guide our parish's future. We remind you that only registered parishioners over 18 may vote.

### ELECTION DAY REMINDER:

Today is Election Day. Registered Parishioners may pick up a ballot in the Parish Hall and make their selections for the open position of Corporate Director. Nominees for the Position are: (List Names). We remind you that only registered parishioners over the age of 18 may vote.



### ELECTION RESULTS:

It is our pleasure to announce that (Name) has been elected and has since accepted the position of Lay Director for our Parish Board. (Name) has accepted the position and will begin his/her term beginning (Date) for a term of 3 years. Please extend your congratulations to (Name).)

# Appendix D - Resources

## Diocesan Offices

Roman Catholic Diocese of Tucson  
Bishop Moreno Pastoral Center  
520 838-2500; Fax: 520 838-2590  
111 S. Church Avenue  
P.O. Box 31  
Tucson, AZ 85702

[www.diocesetucson.org](http://www.diocesetucson.org)  
[diocese@diocesetucson.org](mailto:diocese@diocesetucson.org)

<u>Diocesan Office</u>	<u>Email</u>	<u>Phone</u>	<u>Fax</u>
Bishop's Office	<a href="mailto:bishop@diocesetucson.org">bishop@diocesetucson.org</a>	(520) 838-2500	838-2500
Corporate Matters	<a href="mailto:corpmatters@diocesetucson.org">corpmatters@diocesetucson.org</a>	(520) 838-2528	838-2575
Moderator of the Curia	<a href="mailto:modofcuria@diocesetucson.org">modofcuria@diocesetucson.org</a>	(520) 838-2522	838-2575
Chancellor's Office	<a href="mailto:chancellor@diocesetucson.org">chancellor@diocesetucson.org</a>	(520) 838-2511	838-2581
Fiscal Department	<a href="mailto:finance@diocesetucson.org">finance@diocesetucson.org</a>	(520) 838-2500	838-2582
Property & Insurance	<a href="mailto:propins@diocesetucson.org">propins@diocesetucson.org</a>	(520) 838-2500	838-2582
Catholic Schools	<a href="mailto:cathsch@diocesetucson.org">cathsch@diocesetucson.org</a>	(520) 838-2547	838-2589

**Corporate Matters Web Page** - This manual along with all the resources listed below can be found on the diocesan website under the appropriate department. To download the templates of sample meeting documents used in this manual, visit the Corporate Matters Website at [www.diocesetucson.org/corporatematters.html](http://www.diocesetucson.org/corporatematters.html) and follow the resources link.

**Accounting Manual for Parishes in the Diocese of Tucson** - This manual is intended to assist pastors/parish administrators, directors, finance council members and administrators of parish finances in serving the financial needs of their parishes and meeting their responsibilities under the 1983 Code of Canon Law. This manual contains guidance on many facets of accounting, budgeting, financial reporting and financial review. Appendix U of the Accounting manual provides additional guidelines on formation of Finance Councils according to Canon Law and Diocesan operational practices and guidelines.

**The Diocese of Tucson Building Manual** - This manual provides guidelines for parishes undertaking major renovations and/or building construction. To obtain a copy contact the Property & Insurance Department.

**The Diocese of Tucson Human Resources Manual** - This manual provides guidelines on employment practices and policies for the Diocese of Tucson.

**Question and Answers on the Web** - A compilation of the questions asked during the October 2005 incorporation meetings with their answers can be found on the Corporate Matter's web page. The range of subjects on this web page includes questions about schools, taxes, composition, liability and more.