

VARIOUS CONSULTATIVE BODIES

VI. THE DIOCESAN FINANCE COUNCIL

The Diocesan Finance Council is established by Canon 492 and its operation is governed by Canons 492 to 494 and 1254 to 1298 as well as the Re-Styled By-Laws below.

RE-STATED BY-LAWS OF THE DIOCESE OF CROOKSTON

Article I: Establishment

- A. The Diocese of Crookston is an ecclesiastical division of the Roman Catholic Church originally incorporated under the laws of the State of Minnesota under the corporate name, "The Diocese of Crookston," pursuant to Articles of Incorporation, duly filed with the office of the Secretary of State of the State of Minnesota.
- B. The Diocese of Crookston therefore exists as an instrumentality of the Roman Catholic Church under the direction and control of the Bishop of the Diocese of Crookston. The corporate powers of this corporation shall be in all things exercised in strict conformity with the Code of Canon Law of the Roman Catholic Church, the statutes of the State of Minnesota and the Articles of Incorporation.

Article II: Members

- A. The Members of this corporation shall be:
 - 1. The Bishop of the Diocese of Crookston, or the person who, in his stead, exercises ordinary jurisdiction over the spiritual and temporal affairs of the Diocese of Crookston, in accordance with the legislation of the Roman Catholic Church;
 - 2. The Vicar General of the Diocese of Crookston who has been appointed to be the member ex officio of the corporations of the Diocese of Crookston;
 - 3. The Chancellor of the Diocese of Crookston.
- B. There shall be two appointive Members of this corporation who shall be selected and appointed by the Bishop, the vicar General and the Chancellor of the Diocese of Crookston, or a majority of them, and such appointed Members shall at all times be residents of the Diocese of Crookston and members of the Roman Catholic Church. The two appointive Members shall be elected by the three aforementioned Members, and the appointive Members shall have a term office for a period of five years or for such term as shall be designated by the Bishop.

VARIOUS CONSULTATIVE BODIES

- C. Whenever the title "Bishop of the Diocese of Crookston" appears in the Articles or By-Laws, it shall have a meaning expressed in subparagraph 1 of Paragraph A of this Article.
- D. In the event of a vacancy in the office of the Bishop of the Diocese of Crookston, in those cases in which the Vicar General's office ceases, then and in such event, the person who was the said Vicar General whose office ceased at the time such vacancy occurs, shall, despite the cessation of the said office of Vicar General, continue to be a member ex officio of this corporation, and shall continue to fill the office of Vice President, with all the rights and powers incident thereto; but his membership shall cease at once when the office of Vicar General has been filled.
- E. In the event of a vacancy in the office of Bishop of the Diocese of Crookston, as above stated, if the person who was Vicar General at the time such vacancy occurs shall (1) succeed to the office of Bishop by virtue of a right of succession or (2) become the duly appointed Administrator of the Diocese of Crookston, then in such event the said Bishop or Administrator shall have the right to select and appoint as a member of this corporation a person who is a member of the Roman Catholic Church and a resident of said Diocese, with all the rights and powers incident thereto; but his membership shall cease at once when the office of Vicar General has been filled.
- F. At meetings of the Members of the corporation, a majority of the Members shall constitute a quorum for the transaction of business. Whenever it shall not be convenient for a Member to be present at a meeting of the Members, it shall be competent for him to vote by proxy or by letter.

Article III: Directors

- A. The Board of Directors shall be composed of not less than five (5) members nor more than eleven (11) and this Board shall have the power to transact all the business of said corporation.
 - 1. The five (5) Members of the corporation, namely, the said Bishop, the Vicar General and the Chancellor and two (2) other Members selected and chosen as aforesaid and their respective successors shall always be members of the Board of Directors.
 - 2. The other six (6) directors shall be elected by a majority vote of the five Members of the corporation.
 - 3. Election of the elected Members of the initial Board of Directors shall be at a special meeting of the Members in January, 1983. Subsequent elections shall be at the

VARIOUS CONSULTATIVE BODIES

regular meeting of the Members in October of each year.

4. The term of office for such elected directors shall be for a period of five (5) years or until their successors have been duly elected and qualify. Terms of office for the first elected Members of the Board of Directors may be less than five (5) years, as designated by the Members of the corporation, to provide for staggered terms of the various directors.
- B. The Board of Directors shall be designated "The Finance Council of the Diocese of Crookston" and shall have such responsibilities as are assigned to the Finance Council in the Code of Canon Law, including but not limited to, those duties and responsibilities defined in the "Statement of Duties, Responsibilities and Procedures of the Finance Council of the Diocese of Crookston" which shall, from time to time, be promulgated by the Bishop of the Diocese of Crookston and entered in the minutes of the corporation.
- C. Duties of Members of the Finance Council shall include the duty to attend meetings and actively participate in the affairs of the Council, and failure of a member of the Finance Council to do so shall be cause for the Members of the corporation to consider removal of such member. The term of office of any director may be terminated at any time, without notice, by a majority vote of the Members of the corporation, at a regular meeting or a special meeting for that purpose with or without cause.
- D. In the event of resignation, termination or death of a director, leaving a vacancy, a successor shall be appointed by a majority vote of the five Members of the corporation at a regular or special meeting. Such appointment shall be for the balance of the term of the vacant office.
- E. At Meetings of the Board of Directors of the corporation, a majority of the directors shall constitute a quorum for the transaction of business.
- F. Any action which could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing and signed by all of the members of the Board of Directors.

Article IV: Officers

- A. The Bishop of the Diocese of Crookston shall be ex officio the President of the corporation and Chairman of the Board of Directors. The Vicar General of the Diocese of Crookston shall be ex officio the Vice President of the corporation. The Chancellor of The Diocese of Crookston shall be ex officio the Secretary of the corporation. The Treasurer of

VARIOUS CONSULTATIVE BODIES

the corporation shall be elected annually by the Board of Directors from among the Members of the Board of Directors of the corporation. The Board of Directors may also elect an Assistant Secretary and an Assistant Treasurer, neither of whom need be either a Member of the corporation or a director.

- B. The duties of the officers of the corporation shall be as follows:
1. The President shall be the chief executive officer of the corporation and shall preside at all meetings of the Members and all meetings of the Board of Directors and at all meetings of the Executive Committee. He, or the Vice President, shall join in executing all conveyances, assignments and contracts made by the corporation and shall perform generally all the duties usually pertaining to the office of President.
 2. The Vice President shall act in the place and stead of the President at all meetings which the President does not attend. He shall also perform such duties as shall be delegated to him by the President. In the absence or disability of the President, the Vice President shall perform the duties of the President in accordance with, and except as limited by, the Code of Canon Law.
 3. The Secretary shall have custody of the corporate seal and the books and records of the corporation. He shall keep true and full records of all property, receipts and disbursements and transactions of the corporation and of all meetings of the Members, of the Board of Directors and of the Executive Committee. He, or the Assistant Secretary, shall affix the seal of the corporation to, and join with the President in the execution of, all conveyances, assignments and contracts made by the corporation, and shall perform generally all the duties usually pertaining to the office of Secretary.
 4. The Treasurer shall have the custody of the funds and securities of the corporation and shall keep accurate books of account showing the amount, character and location of all monies and securities and shall perform generally all the duties usually pertaining to the office of Treasurer. He shall present to the Board of Directors at the annual meeting a report of all properties and transactions of the corporation.
 5. The Assistant Secretary shall perform, under the supervision of the Secretary, such duties as shall be assigned by the Board of Directors.
 6. The Assistant Treasurer shall perform, under the

VARIOUS CONSULTATIVE BODIES

supervision of the Treasurer, such duties as shall be assigned by the Treasurer of the Board of Directors.

Article V: Meetings

- A. There shall be at least one regular meeting annually of the Members of the corporation in the month of October in each year immediately preceding the regular meeting of the Board of Directors, and additional meetings shall be held at such other times as shall be directed by the President or the Vice President.
- B. Special meetings of the Board of Directors may be called at any time by the President or the Vice President.

Article VI: Real Estate

No real estate belonging to said corporation shall be sold, mortgaged, encumbered or disposed of in any way without the consent of a majority of the directors, provided such majority shall include the Bishop or, if the Vicar General is acting in the place and stead of the Bishop in these matters pursuant to the Code of Canon Law, the Vicar General.

Article VII: Amendment of By-laws

- A. These By-Laws may be amended at any regular meeting or at a special meeting called for that purpose, by a majority vote of the Members of the corporation.
- B. The above By-Laws were duly approved at the meeting of the Board of Directors held on the 22nd day of January, 1983.