

Bylaws
for

, Inc.

ARTICLE I
GENERAL

Section 1.1 Definitions. As used in the Bylaws of the Corporation, the following words and phrases shall have the following meanings:

- (a) **“Affiliate Organization”** shall mean any legal entity in which the Archbishop is a Member, director or exercises reserved powers.

- (b) **“Archbishop”** shall mean the bishop appointed by the Roman Catholic Pontiff and formally installed as the bishop of a defined territory located in central and southern Indiana as prescribed by the Pontiff, currently known as the Archdiocese of Indianapolis, or such other individual as is authorized by Canon Law to govern the defined diocesan territory.

- (c) **“Archdiocese of Indianapolis, Inc.”** shall mean Roman Catholic Archdiocese of Indianapolis, Inc., a newly formed Indiana non-profit Corporation formerly operating as the unincorporated association known as the Roman Catholic Archdiocese of Indianapolis.

- (d) **“Archdiocese of Indianapolis Properties, Inc.”** shall mean Roman Catholic Archdiocese of Indianapolis Properties, Inc. an existing Indiana non-profit corporation organized on July 2, 1993.

- (e) **“Christian Faithful”** shall mean those individuals who are baptized, are in full communion with the Catholic Church on this earth and who are joined with Christ in its visible structure by the bonds of profession of faith, of the sacraments and of the ecclesiastical governance (c. 205).

- (f) **“Code of Canon Law”** Shall mean the Code of Canon Law of the Roman Catholic Church promulgated January 25, 1983, or such other versions as may be promulgated from time to time.

- (g) **“Consultation”** shall mean to confer and deliberate together in Section 2.1.

- (h) **“Juridic Person”** shall have the meaning established by the Code of Canon Law.

- (i) **“Member”** shall have the meaning established in the Corporation’s Articles of Incorporation.

(j) **“Parish”** shall mean _____, Inc., an Indiana religious corporation organized a community of the Christian Faithful within a specific territory established by the Archbishop as a separate juridic person. (c. 515)

(k) **“Parish Council President or Chairperson”** shall mean a registered member of the Parish who has been appointed or elected to the position of Parish Council President or Chairperson and serves as the chairperson of the Parish Council.

(l) **“Parish Finance President or Chairperson”** shall mean a registered member of the Parish who has been appointed or elected to the position of Parish Finance Council (c. 537) and serves as the chairperson of the Parish Finance Council.

(m) **“Parish Life Coordinator”** shall mean an individual appointed by the Archbishop to provide day to day operational management of a Parish that does not have a Pastor or Priest Administrator assigned to the parish.

(n) **“Parish School”** shall mean the parish school owned and operated by the _____, Inc.

(o) **“Pastor”** shall mean a priest appointed by the Archbishop as the proper shepherd of a parish, exercising pastoral care in the community entrusted to him under the authority of the Archbishop in accordance with canon law (c. 519) or a priest charged with the responsibility of spiritual care of the Parish under Canon 517 of the Code of Canon Law.

Section 1.2 Separate Existence. The Corporation shall maintain a distinct legal existence and operate as a separate legal entity as contemplated by the Code of Canon Law, but may contract with the Roman Catholic Archdiocese of Indianapolis, Inc. and other affiliated organizations to provide certain administrative and ecclesiastical services.

Section 1.3 Statement of Role and Purposes. The Corporation shall have a mission statement that specifies the purposes it will serve and the manner in which the philosophy and core values of the Corporation and the Member will be carried out in the community served by the Corporation.

ARTICLE II **MEMBER**

Section 2.1 Delegated Powers of the Member. Notwithstanding anything to the contrary contained in Article 3 below, the Member shall manage, supervise and control the business, property, affairs and funds of the Corporation through the exercise of the reserved powers of the Corporation in the following respects:

(a) Approve the mission and vision statements for the Corporation, and assure compliance with the philosophy, mission, vision and core values of the Corporation.

- (b) Interpret and change any statement of mission, philosophy, role and purpose of the Corporation.
- (c) Approve any amendment to the Bylaws and Articles of Incorporation of the Corporation.
- (d) Appoint individuals to offices entitling them to serve as the members of the Board of Directors of the Corporation.
- (e) Remove any member of the Board of Directors or Officer of the Corporation.
- (f) Approve the incurrence of debt, contracts and payments that require the permission of competent authority according to canon law (cc. 1290-1298).
- (g) Approve and recommend the formation of legal entities, the sale, transfer or substantial change in use of all or substantially all of the assets of the Corporation, or the divesture, dissolution, closure, merger, consolidation or reorganization of the Corporation.
- (h) Approve the acquisition, sale, lease, transfer or other alienation of property of the Corporation, other than in the usual and regular course of the Corporation's business, when such acquisition, sale, lease, transfer or other alienation is above specified financial levels set in accordance with Canon Law or policies established from time to time by the Member.
- (i) Approve any disposition of the assets of the Corporation at the time of its dissolution.
- (j) Appointment of legal counsel and auditing firm(s) for the Corporation.

ARTICLE III **ANNUAL MEETING OF MEMBER**

Section 3.1 **Annual Meeting.** The annual meeting of the Member shall take place at the time and place as determined by Member.

Section 3.2 **Special Meeting.** Special meetings of the Member may be called by the Member.

Section 3.3 **Action by Written Consent.** Any action required or permitted to be taken by the Member or that requires the approval or consent of the Member may be taken without a meeting if consent in writing setting forth the action so taken, shall be signed by the Member.

Section 3.4 **Order of Business at Annual Meeting.** The order of business at the annual meeting of the Member shall be determined by the Member.

Section 3.5 Proxy. The Member may from time to time designate in writing an individual to act as his proxy and vote and otherwise act in his place in connection with those matters related to the Corporation that the Member may vote on or on which the Member may otherwise act.

ARTICLE IV **BOARD OF DIRECTORS**

Section 4.1 Number and Appointment. Subject to the approval of the Member, the Board of Directors shall consist of the following three individuals: (For individuals in the event a Parish Life Coordinator is appointed to serve the parish).

- (a) the individual holding the office of Pastor, Priest Administrator or Priest Moderator;
- (b) the individual holding the office of the President/Chairperson of the Parish Council;
- (c) the individual holding the office of the President/Chairperson of the Parish Finance Council; and
- (d) the individual holding the office of Parish Life Coordinator;

Section 4.2 Vacancies and Succession. The individuals serving on the Corporation's Board of Directors by virtue of holding an office identified in Section 4.1 above shall cease to serve as a director upon ceasing to hold any of the designated offices. The individual who succeeds to the office shall, on the effective day of his/her doing so, also take the place of the departing individual on the Board of Directors.

Section 4.3 Replacement or Additional Directors. Notwithstanding Section 4.1 and 4.2 above, the Member may appoint others to serve on the Corporation's Board of Directors or expand the size of the Board of Directors and appoint one or more individuals to serve on it in addition to those identified in Section 4.1 above. The terms of any individual appointed by the Member to serve on the Corporation's Board of Directors in lieu of or in addition to those holding the offices identified in Section 4.1 above shall be as determined by the Member. In the event a Parish Life Coordinator is serving the Parish, the Member may appoint the Parish Life Coordinator in lieu of or in addition to one or more of those holding the offices identified in Section 4.1 above.

Section 4.4 Discharge, Suspension, Disciplinary Action of Officer and Directors. The Member shall have the power to remove a director for any reason whatsoever, with or without cause. The Pastor, Priest Administrator or Priest Moderator shall have the power to remove the President/Chairperson of the Parish Council and the President/Chairperson of the Parish Finance Council regardless of whether the office was elected or appointed.

Section 4.5 Conflict of Interest. Each director shall be required to certify to the Corporation that no conflict of interest exists which would impair that director's ability to serve on the Board of Directors.

Section 4.6 Compensation and Reimbursement. Directors shall not receive compensation from the Corporation for their services rendered as directors. To the extent services other than director services are rendered to the Corporation, the Corporation may pay reasonable compensation to such director, provided such compensation is made in accordance with the conflict of interest policies and compensation policies adopted and approved by the Member.

ARTICLE V **BOARD OF DIRECTORS MEETINGS**

Section 5.1 Annual Meeting of the Board. The annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine. Said meetings may be held within or outside of the State of Indiana.

Section 5.2 Meetings by Telecommunication Device. Directors or any committee appointed by the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously, and participation in such meeting in such manner shall constitute presence in person.

Section 5.3 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if all members of the Board of Directors or of such committee, as the case may be, at the time in office, consent thereto in writing and the writing or writings are filed with the Minutes of the proceedings of the Board of Directors or of such committee. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 5.4 Special Meetings of the Board. Special meetings of the Board of Directors may be called by the President or the Member, at any time by means of such written notice by first class mail, courier service, telephone or telegraph, facsimile or such other communication reasonably designed to provide prompt notice to the time, place and purpose thereof to each director, as the Chairperson in his/her discretion shall deem sufficient. Any action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

Section 5.5 Notice and Mailings. All written notices required to be given by any provisions of these Bylaws shall state the authority pursuant to which they are issued. Every written notice shall be deemed duly served when the same has been deposited in the United States mail with first class postage fully prepaid, delivered to a courier service, transmitted by facsimile or such other written communication reasonably designed to provide prompt notice, plainly addressed to the addressee at his/her last address appearing on the appropriate record of this Corporation.

Section 5.6 **Waiver of Notice.** Notice of the time, place and purpose of any meeting of the Board of Directors, may be waived by telegram, cablegram, facsimile or other writing, either before or after such meeting has been held. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute a waiver of notice of said meeting.

Section 5.7 **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5.8 **Manner of Acting.** The act of the majority of the directors present at a meeting in which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

ARTICLE VI **OFFICERS**

Section 6.1 **President.** The Pastor, Priest Administrator or Priest Moderator of the Parish shall serve as President and shall preside over all meetings of the Board of Directors. If a Parish Life Coordinator (PLC) is appointed to the parish, the Parish Life Coordinator shall serve as President. The President shall be the Chief Executive Officer of the Corporation. The Pastor/Administrator shall cease to be President of the Corporation on the effective day of his retirement, suspension from exercise of pastoral governance, canonical loss of office, or transfer from the Parish. The priest or PLC appointed by the Archbishop as successor Pastor, Priest Administrator, Priest Moderator or PLC shall on the effective day of his appointment be the President of the Corporation.

Section 6.2 **Secretary.** The Secretary shall be appointed by the Board of Directors. The Secretary shall preserve in the books of the Corporation accurate minutes of the proceedings of such meetings. The Secretary shall perform such other duties as may be delegated by the Board of Directors.

Section 6.3 **Treasurer.** The Treasurer shall be appointed by the Board of Directors. The Treasurer shall have the powers and duties usually associated with such office subject to limitation or extension by the Board of Directors.

Section 6.4 **Term.** The officers of the Corporation shall each remain in office one (1) year, or until the officer's successor is appointed by the Board of Directors.

ARTICLE VII **COMMITTEES**

Section 7.1 **Standing or Special Committees.** The Board of Directors may establish such standing committees or special committees as it determines is warranted in the exercise of its discretion.

Section 7.2 **Appointment.** Members of the standing or special committees shall be appointed by the President.

ARTICLE VIII
OWNERSHIP AND CONTROL OF CORPORATION ASSETS

Section 8.1 **Ownership.** The Corporation holds title to and is the sole owner of the property and assets described in Exhibit 8.1.

ARTICLE IX
ADMINISTRATION OF PROPERTY

Section 9.1 **Pastor/PLC.** The Pastor/PLC serving as the President of the Corporation shall be employed by the Archdiocese of Indianapolis, Inc., not the Corporation.

Section 9.2 **Authority and Duties of Pastor.** All activities of the Pastor or PLC in cooperation with the priest administrator shall be performed in accord with sound principles of management and in keeping with the position description, performance expectations, philosophy, mission and policies established by the Board of Directors. The Pastor or PLC in cooperation with the priest administrator shall provide the following services to the Parish:

- (a) Safeguarding and management of the Parish's property at the assigned parish, to include maintenance of insurance policies insuring the property. (c. 1284 Section 2-1).
- (b) Provide oversight and management of the collection of the Parish's revenue and income with respect to the assigned Parish. (c. 1284 Section 2-4).
- (c) Provide oversight and management of the Parish's debt obligations with respect to the assigned Parish. (c. 1284 Section 2-5).
- (d) Provide oversight and management of the Parish's investment and allocation of funds respect to the assigned Parish. (c. 1284 Section 2-6).
- (e) Provide oversight and management of the Corporations records with respect to the assigned Parish. (c. 1284 Section 2-7).
- (f) Provide a written report to the Board of Directors and the Member, at least annually, with respect to the financial operations of the assigned Parish. (c. 1284 Section 2-8).

- (g) Provide oversight and management of the annual budgets of receipts and expenditures of the assigned parish to the Board of Directors. (c. 1284 Section 3).
- (h) Provide for the pastoral and sacramental care of the assigned Parish.

ARTICLE X
INVOLVEMENT OF THE LAITY

Section 10.1 Laity. The Catholic Faithful plays a vital role in the existence, the effectiveness and the relevance of the Corporation. The Board of Directors and the President shall work closely with the laity in the day-to-day operations of the Parish, by the appointment of persons from the Catholic Faithful to appropriate roles as may, from time to time, be desirable and/or necessary in the best interest of the Corporation. All organizations, entities and/or groups organized in support of the Corporation are subject to review and approval of the Member.

ARTICLE XI
EXECUTION OF INSTRUMENTS

Section 11.1 Checks, Drafts and Money Orders. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation by the President or such officer or agent as selected by the Board of Directors.

Section 11.2 Contracts, Conveyances and Other Legal Documents. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President may execute the same in the name of or on behalf of the Corporation. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this Corporation.

ARTICLE XII
PURCHASED SERVICES

Section 12.1 Service Contracts. It is anticipated that the Corporation will obtain certain administrative services from the Archdiocese of Indianapolis, Inc. When the Corporation purchases services from the Archdiocese of Indianapolis, Inc, any Affiliated or Subsidiary Organizations, such service shall be fully documented in the form of a written service contract.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 13.1 Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) which action, suit or proceeding is by reasons of the fact that the person is or was (i) a director of this Corporation, (ii) an officer or employee of this Corporation, (iii) an agent authorized by the Corporation to act on behalf of the Corporation, and (iv) each person who serves or has served at the request of the Corporation as a director, officer or committee member of this Corporation. The indemnification shall be against expenses (including attorney's fees), judgment and fines, against him/her in connection with such action, suit or proceeding. The indemnification shall only apply if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interest of the Corporation. With respect to any criminal action or proceeding, there must have been no reasonable cause to believe his/her conduct was unlawful. It is intended that the scope of this indemnification shall at all times be as extensive as that allowed by the statutes of the State of Indiana governing not-for-profit corporations as they are amended from time to time. The Corporation may indemnify such other person as determined by the Board of Directors.

Section 13.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person indemnified under Section 13.1 and shall further have the power to purchase and maintain insurance on behalf of any person who is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise insuring against any liability under the conditions described in Section 13.1 subject to the power of the Corporation to indemnify such person under applicable law.

ARTICLE XIV **CANONICAL PRESCRIPTIONS**

Section 14.1 Recognition of Canon Law. Pursuant to Canon Law the Archbishop and Pastor/Administrator have specific responsibilities, relationships and powers. The Board of Directors shall preserve these canonical responsibilities, relationships and powers in exercising their management, supervision and control of the Corporation, including the recognition of the separate juridic persons created under the Code of Canon Law. To the extent these Bylaws conflict with the Code of Canon Law, the application of the Code of Canon Law will control the resolution of the conflict

Section 14.2 Roles to be Ensured Pursuant to Canon Law. The Board of Directors shall recognize the following roles of the Archbishop and Pastor/ Priest Administrator/ PLC and shall take no action that will interfere with the exercise of the prescribed roles:

14.2.1 Archbishop's canonical role in:

(a) Appointment, transfer, and removal of a Pastor/ Priest Administrator/ PLC (c.523);

- (b) Approval of parish statutes and any revisions hereof (c. 117);
- (c) Ordering the taking of special collections;
- (d) Levying a tax;
- (e) Granting permission/consent to a pastor/ PLC to:
 - i. refuse substantial gifts or accept gifts burdened with a condition or modal obligation (c.1267);
 - ii. invest surplus funds (c. 1284);
 - iii. participate in lawsuits as the agent of the parish;
 - iv. perform acts of extraordinary administration (c 1281);
 - v. alienate property belonging to the stable patrimony of the Parish (cc.1291-1292);
 - vi. engage in transactions “which can worsen the patrimony condition of a juridic person” (c. 1295);
 - vii. lease property pursuant to the norms of the Episcopal conference (c. 1297).
- (f) Exercise supervisory authority over a Pastor/ Priest Administrator/ PLC by:
 - i. issuing instructions within the limits of universal law on the administration of church property (1276);
 - ii. requiring and receiving an annual financial report and forwarding it to the diocesan finance council (1287);
 - iii. receiving from a pastor or administrator an oath (c 1283);
 - iv. receiving and retaining inventories of parish property (c. 1283);
 - v. conducting canonical visitation of the parish (cc.396-398);
 - vi. intervening in parish administration to correct negligence on the part of the Pastor/ Priest Administrator/ PLC (c.1279);
 - vii. establishing norms for parish councils (c. 537).
- (g) Other acts specifically reserved to the Archbishop pursuant to Canon Law.

14.2.2 The Pastor’s / Priest Administrator’s / PLC’s role in:

- (a) Juridic affairs where the Pastor / Priest Administrator / PLC shall represent the parish in accordance with the Canon Law.
- (b) The care and administration of the temporal goods of the Parish (cc. 1281-1288);
- (c) The interaction with the parish finance council; (c. 537)

- (d) The ordinary administration of temporal goods, including the purchase of real estate, construction of and renovation of parish structures, establishment or closing of a parish school, cemetery, the mortgage of property and incurrence of indebtedness;
- (e) Acts of ordinary administration of temporal goods.
- (f) Other acts specifically reserved to a Pastor/ Priest Administrator/ PLC pursuant to Canon Law.

ARTICLE XV
AMENDMENTS OF THE BYLAWS

Section 15.1 Amendments. The power to amend the Corporation's Bylaws or to adopt new Bylaws shall be vested in the Board of Directors with the approval of the Member. The Bylaws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with the Act, other applicable law, the Corporation's Articles of Incorporation and the Code of Canon Law.

Section 15.2 Effective Date. These Bylaws became effective on this date, through action taken by the Board of Directors of this Corporation on the ____ day of _____, 2011.

ARTICLE XVI
MISCELLANEOUS

Section 16.1 Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Member, Board of Directors and committees having authority from the Board of Directors. All books and records of the Corporation may be inspected by any Member or its agent or attorney for any proper purpose at any reasonable time.

Section 16.2 Fiscal Year. The fiscal year of the corporation shall begin at the beginning of the 1st day of July and end at the close of the 30th day of June, next succeeding period.

Section 16.3 Fiscal Agency. The Board of Directors of the Corporation may appoint or designate a fiscal agent when deemed necessary or appropriate by the Board. Provided, however, that such fiscal agent shall only act pursuant to the ultimate direction and control of the Board of Directors.

Section 16.4 Bylaws Review. The Bylaws shall be reviewed every two (2) years and revised as deemed necessary.

Adopted and Accepted by the Board of Directors:

By _____
The Secretary of the Board of Directors

Approved:
Member

By _____
Daniel M. Buechlein, OSB, Archbishop

Date: _____

EXHIBIT 8.1
ASSETS OF THE CORPORATION

The assets of the Corporation consist of the all personal property (tangible and intangible) and all real property of the following Parish:

The temporal goods of the parish, including all property previously held in the juridic person of _____, Inc.

Legal title to the real estate of the parish shall remain with Roman Catholic Archdiocese Properties, Inc., in trust for _____, Inc.