



Diocese of Phoenix

HIGH SCHOOL CORPORATIONS Board of Directors Manual & Guidelines

October 2008

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Introduction

This manual contains useful and important information for individuals who are serving on a Board of Directors of a high school corporation (hereinafter, the Corporation”) within the Diocese of Phoenix (hereinafter, referred to as the “Diocese”). This manual also contains a number of forms which may be used by the Directors and any individuals who may be assisting the Board in the transaction of its corporate business.

This manual is intended to be an informational guide only. Ultimately, each Board must independently determine how it will address the various issues that will arise from time to time, with the assistance of the Diocese, and with the assistance, if appropriate, of legal counsel and/or outside consultants.

The information provided in this manual should assist the Board in evaluating whether or not to take action on a particular issue, including:

1. Those actions which are mandatory due to legal requirements (either civil law or canon law) or due to requirements that are imposed on the Corporation by its articles of incorporation, Bylaws, services agreements, or such other documents and resolutions as may be adopted by the Board of Directors.
2. Those actions which are strongly recommended because of the fiduciary responsibility that each corporate director has to exercise prudent judgment in taking any kind of action on behalf of the Corporation.
3. Those actions which are merely suggested because they may help the Board focus on how it wants to deal with a particular issue.

The various departments, divisions and offices of the Diocese will continue to be a resource to the Corporation, and exist, in part, to help our high school corporations meet their civil and canonical obligations. The General Counsel and the Legal Department at the Diocese are available to assist in areas of record keeping, preparation of waivers of notice, resolutions, minutes and other corporate paperwork. The Judicial Vicar and the Office of Tribunal at the Diocese are available to assist in areas of canon law. The services to be provided by these Diocesan departments (and others) are part of the overall Diocesan services that are provided to the Corporation pursuant to the Services Agreement that was entered into between the Corporation and the Diocese.

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

The Diocese expresses its appreciation to the Archdiocese of Milwaukee and to the Diocese of Tucson for granting permission to use excerpts of various materials from their restructuring manuals, which were published in 2003 and 2008, respectively.

Non-Profit Corporations

A non-profit corporation is defined as a separate civil entity, formed under Arizona's non-profit statutes, which does not have the intent of operating for purposes of making a profit. In the case of the high school corporations that have been formed within the Diocese of Phoenix, those corporations have been organized and shall be operated exclusively for charitable, educational, religious and literary purposes within the meaning of the Internal Revenue Code Section 501(c)(3). These purposes shall include, but are not limited to, operating as a high school of the Roman Catholic Church of the Diocese of Phoenix, managing the temporal affairs of the high school, and serving the spiritual and temporal needs of its students, parents and staff in strict conformity with and subject to the laws and disciplines of the Roman Catholic Church, including all applicable provisions of Canon Law. As a non-profit corporation, the Corporation may carry out its purposes directly, or by making gifts, grants or other payments to other qualified organizations which have been organized for the same purposes as the Corporation.

Arizona law

The law governing non-profit corporations in Arizona is set forth in Arizona Revised Statutes Sections 10-3101, et. seq., which are summarized in *Appendix A* to this Manual. The link to the statutes is <http://www.azleg.state.az.us/ArizonaRevisedStatutes.asp?Title=10>. The Arizona Corporation Commission also has published a website in which “frequently asked questions” regarding corporations are set forth and answered. Those questions can be accessed at the following link: <http://www.azcc.gov/divisions/corporations/faqmanual.asp>.

Canon law

Pursuant to the Bylaws of the Corporation, the Board is required to observe, comply with and be in accord with all requirements of the Code of Canon Law, particularly with respect to the Diocesan Bishop’s authority to supervise and oversee the administration of the High School. Some of those canons are set forth in *Appendix B* to this Manual. In addition, the Corporation is expected to abide by all church teachings and the theology and principles of *communio*, subsidiarity, and stewardship.

Communio, Subsidiarity and Stewardship

COMMUNIO

The theology of *communio* holds that our collective communion with God must be cultivated and extended day by day and at every level in the structures of each high school’s life. It is important that the relationships between Bishops, priests, principals and teachers, between Pastors and the entire people of God, between clergy and religious must all be clearly characterized by communion. Civil incorporation encourages and will demand a greater involvement and cooperation among the members of a high school, which will build the unity of the high school and enhance the communion of the high school with the Diocese and the Holy See. We must never lose sight of our collective communion with God, and the inclusion of both Diocesan leaders and high school leaders on the Corporation’s Board of Directors will only strengthen the *communio* between the high school and the Diocese.

SUBSIDIARITY

The principle of subsidiarity holds that authorities at a higher level of an organization (such as a diocese) determine the appropriate duties to be performed by authorities at a lower level (such as a high school). For Catholics, Canon law defines each of our roles, from the Bishop, to Pastor, to Principal, to the high school advisory boards, to each administrator, teacher, staff member, student and parent. Within that hierarchy, however, a certain degree of freedom is given to authorities at each level of the Church to perform those duties which are specifically reserved for them. In the case of high school corporations, the Principal, as President, has the authority to oversee the operations of the high school and to delegate duties and appoint persons to perform those duties, as appropriate. The consultative roles played by the Secretary and Treasurer of the Corporation is critical to the Corporation's success, and the various advisory groups that they represent (the High School Advisory Board and the High School Finance Committee (or Standing Committee of the Advisory Board)) are given the autonomy to act in the best interests of the high school in advising the Principal/President on how to manage the day-to-day affairs of the high school. In sum civil incorporation also reflects the reality that a high school is and always has been a separate entity comprised of individual decision-makers exercising appropriate levels of authority, from the advisory groups to the Principal, right up to the Bishop.

STEWARDSHIP

Finally, all Board Members, High School Advisory Board members, Finance Committee members, and high school staff and administration share an obligation to responsibly manage and protect the Corporation's assets. That is the responsibility of stewardship, which is held by clergy and laity alike. As Christian stewards, we receive God's gifts gratefully, we cultivate them responsibly, we share them lovingly in justice with others, and we return them with increase to the Lord. The incorporation of the high school, the keeping of complete corporate records, and the responsible management of the Corporation's financial affairs are all ways to help safeguard the material resources of the Corporation.

The Board of Directors – Membership

Composition of Board of Directors

Each Corporation has five ex-officio directors on its Board of Directors. Three directors (the Bishop of the Diocese of Phoenix, the Superintendent of Catholic Schools of the Diocese of Phoenix, and the Principal of the High School) shall have the right to vote on matters that properly come before the Board. The other two directors (the High School Advisory Board chairperson and the High School Finance Committee chairperson) shall not have the right to vote, but shall attend meetings and shall serve as important consultative members, and as representatives of their respective consultative bodies (the High School Advisory Board and the High School Finance Committee).

Eligibility, Term of Office, Resignation & Vacancies

ELIGIBILITY FOR OFFICE AND RELATED INFORMATION

1. Directors of high school corporations must be registered members of a Roman Catholic parish in the Diocese of Phoenix, must be practicing Catholics in full communion with the Catholic Church, and must be at least 18 years of age.

2. The Bishop has the right to remove any corporate director if the director is not in full communion with the Catholic Church or if the Bishop otherwise determines, in his sole discretion, that such person is not qualified to serve in that capacity.

TERM OF OFFICE

According to the Bylaws, each director shall serve as a director for as long as he or she holds the position of Bishop of the Diocese of Phoenix, Superintendent of Catholic Schools of the Diocese of Phoenix, Principal of the High School, High School Advisory Board chairperson, or High School Finance Committee chairperson, respectively.

When a new High School Advisory Board chairperson or a new Finance Committee chairperson is appointed or elected to serve as chairperson through the high school's normally accepted method of appointment or election, that new chairperson is automatically appointed to serve as an ex officio member of the Corporation's Board of Directors. At the next Corporate Board meeting, any newly elected, reinstated or appointed chair of the High School Advisory Board or Finance Committee shall be installed as a Director of the Corporate Board by the President and a record of that action shall be added to the minutes of the meeting.

Notification that a new Director has been appointed must be given to the Legal Department of the Diocese. The "Board Member Information Form" attached hereto as *Appendix C* may be used for that purpose.

RESIGNATIONS AND VACANCIES

Any Director from the Board may resign from the Board by submitting a written letter of resignation to the Principal (in the case of the Chairperson of the High School Advisory Board or the Chairperson of the High School Finance Committee) to the Bishop (in the case of the Superintendent of Catholic Schools) or to the Superintendent (in the case of the Principal). Vacancies can also occur through death, resignation, long absence or inability to perform duties. In the case of a vacancy in either of the 2 non-voting director positions, the Corporation's Bylaws provide that the Principal may appoint a substitute or successor to fill the unexpired term of the director who is leaving the Board until a permanent successor is elected or appointed. The Principal's appointment of an interim non-voting director shall be subject to the approval of the Bishop, as provided in the Bylaws.

Officers & Responsibilities

The Principal shall serve as President and Chairman of the Board of the Corporation. The Superintendent of Catholic Schools shall serve as Vice President of the Corporation. The High School Advisory Board chairperson shall serve as Secretary of the Corporation. The Finance Committee chairperson shall serve as Treasurer of the Corporation.

The duties and rights of the officers of the corporation are delineated in the Corporation's Bylaws. The officers shall have such duties and rights as their respective offices imply.

President

The President supervises and controls all of the business and affairs of the Corporation. He or she is responsible for calling the meetings of the Board of Director, and he or she shall either preside over all meetings of the Board or authorize the Vice President or a delegate to preside over such meetings when he or she is unable to do so. The President shall act as the Chief Executive Officer of the corporation in the conduct of its affairs. The President shall give a report at all meetings of the Board of Directors as to the status of high school affairs, and as to any major transactions that have occurred since the last meeting of the Board of Directors. The Principal shall hold this position for as long as he or she is the Principal of the high school.

Vice President

The Vice President is responsible for presiding at meetings of the Corporate Board of Directors whenever the President is not present. He or she may call meetings of the Board of Directors. He or she is an executive officer of the corporation in the conduct of its affairs. The Superintendent of Catholic Schools shall hold this position for as long as he or she is the Superintendent of Catholic Schools for the Diocese of Phoenix.

Treasurer

Together with the President, the Treasurer is generally responsible for overseeing the care and custody of the Corporation's funds, assets, banking and credit relationships, and insurance

coverage position. The Treasurer shall have a varying degree of involvement in the high school's financial affairs, depending upon the traditions of the high school, the size of the high school staff, the competencies of the high school staff, and the management style of the Principal. The Chairperson of the High School Finance Committee shall hold this position for as long as he or she is the chairperson of the High School Finance Committee.

SUGGESTED ACTIVITIES OF TREASURER:

- Monitors high school staff in their effort to keep an accurate and detailed accounting of all receipts and disbursements of high school funds, pursuant to high school and diocesan finance policies and procedures;
- Monitors the collection and accounting of high school contributions (both restricted and unrestricted) and special collections, pursuant to high school and diocesan finance policies and procedures;
- In cooperation with staff and the High School Finance Committee, oversees the punctual preparation of the annual high school budget and collaborates in presenting that budget to the Principal and to the Board of Directors;
- In cooperation with staff and the High School Finance Committee, oversees the preparation of an annual financial report to the Board of Directors; and
- Serving as president or chairperson of the High School Finance Committee.

Secretary

The Secretary shall be responsible for (a) preparing the minutes of all meetings of the Board of Directors, and keeping the minutes of such Board meetings in one or more books provided for that purpose; (b) providing each Director with a copy of said minutes; (c) ensuring that all notices are duly given in accordance with the provisions of the Corporation's Bylaws; (d) acting as custodian of the corporate records (which shall, at all times, be kept on high school premises in an easily accessible but fireproof and lockable cabinet); and (e) in general, performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board. The Chairperson of the High School Advisory Board shall hold this position for as long as he or she is the chairperson of the High School Advisory Board.

SUGGESTED ACTIVITIES OF SECRETARY:

- Supporting the President by coordinating the scheduling and calling of timely Board meetings, by assisting if necessary in the coordination of dates for all Board members, and the issuance of appropriate meeting notices;
- Recording the minutes of any meeting of the Board of Directors, and maintaining the high school copy of the corporate record book;
- Signing and attesting any corporate documents, if applicable;
- Maintaining copies of all high school property deeds and property tax exemptions/documents in the corporate records file;
- Forwarding copies of all corporate documents such as minutes, waivers, resolutions, and supporting documents, to the Diocesan Legal Department in a timely manner.
- Serving as president or chairperson of the High School Advisory Board.

The Board of Directors – Operation and Authority

The Board of Directors of a high school corporation exists to perpetuate the Corporation, to protect its assets, to protect its non-profit and tax-exempt status, and to make every prudent effort to ensure its financial viability.

The Board of Directors of the Corporation administers all the temporal affairs of the Corporation that may be affected or influenced by civil law, such as:

- Acquisitions, leases or sales of real or personal property;
- Execution of construction or major remodeling contracts;
- Execution of capital campaign management contracts;
- Investment management, consistent with Diocesan policy;
- Lending or borrowing money, consistent with Diocesan policy;
- Accepting and managing endowed or restricted funds; and
- Amending the corporate Bylaws.

Operational Matters

The President of the Corporation has the authority to manage the day-to-day affairs of the Corporation, and does not need to convene the Board of Directors for an annual or special meeting in matters that are and have been ordinarily handled by the Principal. For certain matters, however, the President must advise the Bishop and obtain his approval prior to acting. The President also must consult with the appropriate Diocesan department regarding the proper procedure for handling various matters, and must convene the Board of Directors, either in a special meeting or in an annual meeting, to seek the approval of the Voting Directors. Those matters include the following:

- Filing a lawsuit or participating in litigation of any kind;
- Making an insurance claim seeking in excess of \$100,000;
- Selling or transferring real property belonging to the Corporation;
- Purchasing real property;
- Leasing real property belonging to the Corporation when the value of the real property to be leased exceeds \$100,000 or when the lease is to be for one (1) year or more;
- Leasing real property for use by the Corporation;
- Demolishing, building or significantly renovating Corporation structures;
- Establishing or closing Corporation schools or other associated institutions;
- Mortgaging real property belonging to the Corporation;
- Incurring indebtedness on behalf of the Corporation in excess of \$20,000; and
- Initiating capital campaigns.

Holding of Annual and Special Meetings

Board Meetings are essential for several reasons. The primary reason is a legal one: it is a requirement of Arizona state law to hold at least one board meeting per year (the annual meeting), and it helps to establish the reality of the high school as a corporate entity separate from the Diocese and from other high schools. Another reason for holding board meetings is for the President to seek advice and assistance from his or her fellow Board members (particularly the consultative Non-Voting Directors) in making decisions which affect the operation of the high school.

The President is required to call and preside over one annual meeting per year. The President and the Bishop both have the authority to call a “special” meeting, to discuss unplanned expenses, emergencies or new proposals or resolutions which would fall under the mandatory or recommended reasons for a meeting set forth in the Bylaws, particularly if a discussion over such matters can not wait until the next annual meeting.

The annual meeting of the Board (hereinafter the “Annual Meeting”) must be held between September 1 and November 30 of each year, at such time and place as the President decides. At the Annual Meeting, the incumbent Directors shall identify any new officers and transact such other business as may be properly brought before the meeting. If for any reason any Annual Meeting is not held during the time period set forth above, a deferred Annual Meeting may thereafter be called and held in lieu thereof, at which the same proceedings (including the identification of officers) may be conducted.

Note: It is important to understand that the meetings of the Corporation’s Board of Directors are not governed by Arizona’s Open Meeting Laws. As such, the President may decide not to have anyone present at a Board meeting other than the 5 Directors. At the discretion of the Board, a meeting or meetings of the Board may be opened up to allow staff members of the high school members to attend. The Board may also invite members of the various high school advisory groups to attend a Board meeting and/or to provide information by way of reports. The Board also has the discretion, even if they have decided to have an “open” meeting, to go into Executive Session, behind closed doors and attended by board members only, for the purpose of discussing sensitive and highly confidential information, such as a personnel issue.

Interface with Advisory Groups

Each high school is a network of interconnected advisory groups, administration, staff and students, all of which must be led and managed by competent individuals in order to accomplish each entity's primary mission of service to the Church. A clear understanding of both high school leadership and administration is vital to serving as a chairperson of the High School Finance Committee or as a chairperson of the High School Advisory Board and thus as a Director on the Corporation's Board.

The role of the chairpersons of the High School Finance Committee and High School Advisory Board is to serve not only as chairpersons of those two consultative bodies, but to serve as representatives of those advisory groups on the Corporation's Board of Directors. Such directors serve the high school as advisors, overseers and counselors, entrusted with providing valuable consultation to the President in caring for the temporal well-being of the Corporation. If possible, the Voting Members of the Board should seek to achieve mutual agreement on corporate responsibilities and procedures, and the President should not act on any critical matter facing the Corporation without first consulting with those Non-Voting Board members.

Finance Committee Members

These high school members, together with the Principal and the bookkeeper or business manager of the high school, offer their business experience and knowledge to support the financial well being of the high school. By maintaining the financial viability of the high school, the potential of success in achieving the high school mission can be maximized.

High School Advisory Board Members

These high school members work with the Principal, offering their wisdom, vision and spirituality to ensure that the mission of Jesus is carried out effectively within the high school.

Interface with High School Staff

High school staff and administration play a significant part in the process of handling the day-to-day business affairs of the Corporation. An open and trusting relationship between the Corporation's Board of Directors and the high school's administrative staff, as well as a clear understanding of each group's particular roles and responsibilities, is necessary to effectively accomplish the high school's mission.

At times, one group may be required to take a stronger leadership role than another, such as in the case of a high school committee that may be tasked to develop or implement a specific high school policy. At other times, the Principal, as President and Chief Executive Officer of the Corporation, may be required to act autonomously. In every case, the Principal shall be the link between the Board of Directors and the high school staff, and the Principal shall endeavor to use good communication to encourage the staff to work together with the Board for the greater good of the high school.

Dates to Remember

The following “Dates to Remember” are designed to assist the Board in tracking significant compliance deadlines. This is not an exhaustive list. Depending upon each Corporation’s particular activities, other deadlines may apply. It is necessary and appropriate for each Corporation to establish its own corporate action calendar and to design its own docketing system to ensure that all critical action dates are met in a timely manner.

February/March – File Property Tax Exemption Applications

All Applications for property tax exemptions (for property owned and held by the Corporation) must be filed with the County Assessor’s Office by March 15. The Buildings & Properties Department at the Diocese will assist the Corporation in the filing of these applications, and may in fact file the applications themselves. Please contact the Buildings & Properties department for any questions regarding this process.

February/April – Prepare Preliminary Budget and Present Budget to Superintendent

One of the primary management tools of the Board of Directors is to review the high school’s annual budget and to receive reports from the President and the Treasurer as to whether high school expenditures are within the limits established by the budget. The high school budget typically sets limits for the Principal in his or her expenditure of high school resources in the operation of the high school. The High School Finance Director, with input from the Principal and assistance from the High School Finance Committee, typically prepares the budget. A preliminary budget is then presented to the Superintendent and the Diocesan School Board Finance Committee in May or June.

May – Complete and File Annual Report

In April or May of each year, the Arizona Corporation Commission (“ACC”) will mail a postcard to the Corporation, with a reminder to file an annual report with the ACC by a certain date – probably some time in May of each year. Upon receipt of that postcard, each Corporation should obtain the annual report form from the ACC, which form must be completed, signed, and filed with the ACC (along with a \$10.00 filing fee) on or before the due date. The filing of the annual report will ensure that the Corporation retains its status in good standing with the ACC. If the annual report becomes overdue, the Corporation may be administratively dissolved, the Corporation’s ability to transact business may be suspended, and reinstatement documents may have to be filed, for which a reinstatement fee would be charged to the Corporation. High schools can obtain the annual report form online at the ACC website: <http://starpas.azcc.gov/scripts/cgiip.exe/WService=wsbroker1/connect.p?app=names-report.p> or at the Diocesan parish services website. High schools may also e-mail the ACC at ARRequest@azcc.gov, or contact the ACC by telephone at 602-542-3285, or fax a request to the ACC at 602-542-3414 for the form. Once completed, the signed annual report form should be mailed to the ACC at the following address: 1300 W. Washington Street, Phoenix, AZ 85007-2929. Please contact the Legal Department of the Diocese if you require assistance in obtaining, completing or filing the forms.

May/June – Interim Testing for Annual Financial Audit

Interim testing for the annual financial audit typically takes place in May or June. It is primarily the responsibility of High School staff to work with auditors. The Treasurer will want to stay informed as to the progress of the audit.

June 30 – Fiscal Year End

Each fiscal year for the Corporation shall end on June 30.

July 1 – Beginning of New Fiscal Year

Each fiscal year for the Corporation shall begin on July 1.

July – IRS issues new Group Ruling

Each year in July the IRS issues its annual Group Ruling, granting tax exempt status to all parishes, high schools, and affiliated institutions listed in the Official Catholic Directory (Kenedy Directory). The new Group Ruling will be posted on the diocesan website as it becomes available.

July 31 – Submit Annual Financial Report to the Bishop

Each year, the Corporation shall submit a financial report (including a Statement of Financial Position and Statement of Activities) to the Bishop (or his representative). This report is to be submitted in a standard format as provided by Diocesan Pastoral Center staff.

September - Submit Finalized Budget to the Diocesan School Board and Bishop

The budget is reviewed and finalized after critical data such as enrollment, salaries, and tuition aid have been confirmed. This finalized budget is presented to the Diocesan School Board and then to the Bishop for his approval.

September – Field Work for Annual Financial Audit

Field Work for the annual financial audit typically takes place in September. It is primarily the responsibility of High School staff to work with auditors. The Treasurer will want to stay informed as to the progress of the audit.

September 1 – November 30 – Hold Annual Meeting

As specified in the Corporation's Bylaws, each Corporation's Board of Directors is required to meet at least once annually, between September 1 and November 30 of any given year. It is recommended that all annual meetings be held prior to September 30, to aid in the prompt filing of the Corporation's annual report with the Arizona Corporation Commission.

Annual Meetings

Traditionally, high school business has been conducted at the high school level with significant legal and financial decisions being handled by the Diocese of Phoenix. Going forward, each high school corporation will function autonomously from the Diocese, within the limits of its governing documents and Canon law.

In Arizona, non-profit corporations are required to have at least one board meeting a year. For most corporations, an “annual meeting” involves the election of directors and officers and the approval or adoption of a budget for the following year. Because the directors and officers of Corporations serve by virtue of their positions within the Church, however, there is no need to elect directors and officers at the annual meeting; all that is necessary is to identify, in the minutes of that meeting, who the Corporation’s current officers and directors are. At the annual meeting, the Corporation will also discuss any business that comes before the Board, as well as any resolutions that are presented to the Board for approval. To the extent that any reports are made to the Board by the Principal or by the Secretary or by the Treasurer, a brief description of those reports should also be reflected in the Minutes.

Due to the practical reality that the Bishop and the Superintendent of Catholic Schools will not be able to physically participate in every Board meeting of each of the 106 corporations related to the Diocese, we have devised a system to keep those Voting Directors informed of high school business and to legitimize the minutes (and approve of any resolutions sought to be adopted) without the need of those two directors actually being present at the meetings.

Typically, the President, Secretary and Treasurer of the Corporation will meet in person or telephonically to discuss corporate business. Minutes of the meeting will be prepared, but those minutes shall not become effective until they are officially signed by all three Voting Directors - which includes the Bishop, Superintendent of Catholic Schools, and the Principal.

If all Voting Directors are present at a Board meeting, in person, or by telephone, etc., the Board may vote on any issues properly before the Board, and on any resolutions that have been proposed. If any of the Voting Directors are not present, however, a vote will not occur at the meeting. Instead, the resolution(s) or matters needing action will be documented in the minutes, and the minutes (and resolutions) will be forwarded to the Diocese for approval by the Voting Directors who were not present at the meeting. As such, all “votes,” from a legal perspective, will be conducted in the form of unanimous consents in lieu of a meeting. Once all three of the Voting Directors have signed an approval form, in the form attached hereto as *Appendix N or O*, the necessary consent will have been obtained, and any resolution set forth in that approval form will be valid as if all of the Voting Directors had appeared at the meeting and had all voted for the action at that meeting.

If an emergency develops whereby a resolution must be adopted on short notice, the President should contact the General Counsel for the Diocese who, if necessary, will arrange to have either the Bishop or the Superintendent of Catholic Schools (or both) participate, probably telephonically, in a “Special Meeting” of the Board of Directors - convened for the specific purpose of adopting that resolution. Any questions regarding that process should be directed to the Legal Department at the Diocese.

Notification of Meeting/Waiver of Notice

The Bylaws provide that notice of the date, time and place of any Annual Meeting shall be mailed by the Secretary to each Director, at the usual address of each such Director, at least thirty (30) days prior to the Annual Meeting. Any resolutions to be proposed, or any business to be transacted at any Annual Meeting of the Board must be specified in the notice. An example of the form to be used in providing that notice is attached hereto as *Appendix D*.

All notices should be sent by mail or personal delivery, and shall be effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and if the receipt is signed by or on behalf of the addressee.

If the Secretary fails to give notice of a meeting, the meeting can either be cancelled, or any Director not receiving such notice may waive notice thereof in writing. An example of the form to be used to waive notice is attached hereto as *Appendix F*. Any waiver of notice that is signed at any time by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall also constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Agenda

When notice is given of an Annual Meeting, the Secretary shall prepare and attach a proposed agenda of the meeting for review by all Directors prior to the meeting. Any corporate resolutions that are being proposed for the Board's approval should also be set forth, in detail, in the agenda, and the agenda should be followed at the meeting. An example of an agenda for an Annual Meeting is attached hereto as *Appendix G*.

Topics/Reports

At every Annual Meeting, brief reports on the status of the high school and its advisory groups' affairs shall be given by the Principal, by the Secretary, and by the Treasurer, respectively. The President will act as Chairperson of the Board and will preside over the Annual Meeting. An example of the script that the President may follow in conducting an Annual Meeting is attached hereto as *Appendix I*.

Resolutions

The Board of Directors takes action by adopting a corporate resolution. Corporate resolutions are typically adopted when significant contracts must be signed, when real property is sold, purchased or leased, when bank accounts are opened, when litigation is commenced, and when other corporate business requiring the approval of the Board are undertaken. Typically, the Principal and/or Secretary prepares the resolution for the Board's consideration, and a discussion takes place before the resolution is adopted by the Board. Some examples of resolutions that might be adopted by a Corporation are attached hereto as *Appendix K*.

Minutes

The Secretary must record all business undertaken at each Annual Meeting, as well as all corporate resolutions adopted by the Board, and other information relevant to the matters coming before the Board, in certain written Minutes. The original Minutes should be kept in the Corporation's record book, and copies of the Minutes should be forwarded by the Secretary to each of the Directors, including all Voting Directors, for their approval. An example of the Minutes that the Secretary should prepare in connection with an Annual Meeting is attached hereto as *Appendix L*.

Approval of Minutes/Resolutions

Once the Minutes of the Annual Meeting are prepared, a copy of the Minutes, along with an Approval Form, must be forwarded to each Voting Director for approval. Once the Approval Form is signed, the Minutes (and any resolutions set forth in the Minutes) are deemed approved and adopted by the Corporation. An example of the Approval form for an Annual Meeting is attached hereto as *Appendix N*.

Special Meetings

The President and the Bishop both have the authority to call a “special” meeting, to discuss unplanned expenses, emergencies or new proposals or resolutions which, under the Corporation’s Bylaws, would fall under the mandatory or recommended reasons for a meeting, when such matters must be discussed by the Board and voted on by the Voting Directors prior to the next Annual Meeting of the Board of Directors.

Notification of Meeting

The Bylaws provide that notice of the date, time and place of any Special Meeting shall be mailed by the Secretary to each Director, at the usual address of each such Director, at least five (5) days prior to the Special Meeting. Any resolutions to be proposed, or any business to be transacted at any Special Meeting of the Board must be specified in the notice. An example of the form to be used in providing that notice is attached hereto as *Appendix E*.

As with any other meeting, if the Secretary fails to give notice of a Special Meeting, the meeting can either be cancelled, or any Director not receiving such notice may waive notice thereof in writing. An example of the form to be used to waive notice is attached hereto as *Appendix F*. Any waiver of notice that is signed at any time by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance of a Director at a Special Meeting shall also constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Agenda

When notice is given of a Special Meeting, the Secretary shall prepare and attach a proposed agenda of the meeting for review by all Directors prior to the meeting. Any corporate resolutions that are being proposed for the Board’s approval should also be set forth, in detail, in the agenda, and the agenda should be followed at the meeting. An example of an agenda for a Special Meeting is attached hereto as *Appendix H*.

Topics/Reports

Unless it is necessary or relevant to the corporate resolutions being proposed, no reports on high school affairs or on advisory group affairs shall be given by the Principal, by the Secretary, and by the Treasurer, respectively at a Special Meeting. The sole purpose of the Special Meeting shall be to consider any resolutions that the Corporation wishes to consider - resolutions that could not wait to be evaluated until the next Annual Meeting. As with all meetings, the President will act as Chairperson of the Board and will preside over the Special Meeting. An example of the script that the President may follow in conducting a Special Meeting is attached hereto as *Appendix J*.

Resolutions

The Board of Directors takes action by adopting a corporate resolution. Corporate resolutions are typically adopted when significant contracts must be signed, when real property is sold, purchased or leased, when bank accounts are opened, when litigation is commenced, and when other corporate business requiring the approval of the Board are undertaken. Typically, the Principal and/or Secretary prepares the corporate resolution for the Board's consideration, and a discussion takes place before the resolution is adopted by the Board. Some examples of resolutions that might be adopted by a Corporation are attached hereto as *Appendix K*.

Minutes

The Secretary must record all business undertaken at each Special Meeting, as well as all corporate resolutions adopted by the Board, and other information relevant to the matters coming before the Board, in certain written Minutes. The original Minutes should be kept in the Corporation's record book, and copies of the Minutes should be forwarded by the Secretary to each of the Directors, including all Voting Directors, for their approval. An example of the Minutes that the Secretary should prepare in connection with a Special Meeting is attached hereto as *Appendix M*.

Approval of Minutes/Resolutions

Once the Minutes of the Special Meeting are prepared by the Secretary, a copy of the Minutes, along with an Approval Form, must be forwarded to each Voting Director for approval. Once the Approval Form is signed, the Minutes (and any resolutions set forth in the Minutes) are deemed approved and adopted by the Corporation. An example of the Approval form for a Special Meeting of the Board of Directors is attached hereto as *Appendix O*.

Action Without Meetings

Day-to-day activities of the corporation, which are ordinarily handled by the Principal of the High School or the administration, as directed by the Principal, may continue to be handled by the Principal or the administration without need of a meeting of the Board of Directors. Such activities would include making personnel decisions, resolving non-litigation issues with parents or students, entering into small contracts with vendors, etc.

As for those actions which specifically require the approval of the Voting Members of the Board of Directors pursuant to the Bylaws (i.e., sale or purchase of property, initiation of litigation, initiation of a capital campaign, etc.), the Voting Members of the Board of Directors of the Corporation may act on those matters without calling a Special Meeting, by executing a Unanimous Consent form in which the new proposal or resolution is described in detail.

In those cases in which a meeting is not desired, the President and/or Secretary of the Corporation shall prepare the Unanimous Consent form for review and approval by the Voting Members of the Board of Directors. The Unanimous Consent form should first be reviewed by the Legal Department of the Diocese of Phoenix for accuracy in form and content. Once approved, the form should be signed by the President of the Corporation and sent to the Legal Department of the Diocese of Phoenix, who will in turn forward the form to each of the Voting Directors for their signature and approval. An example of the Unanimous Consent form that the President should prepare in lieu of holding a Special Meeting is attached hereto as *Appendix P*. Once the Unanimous Consent form is signed by at least one of the Voting Directors, the resolutions set forth in that form are deemed approved and adopted by the Corporation. The signed form will then be returned to the Corporation, and

Resources

As stated earlier in this Manual, the various departments, divisions and offices of the Diocese will continue to be available to the Board of Directors, to the Principal, and to high school administrative staff, to assist the Corporation in meeting its civil and canonical obligations.

The General Counsel and the Legal Department at the Diocese will continue to be available to assist in areas of record keeping, preparation of waivers of notice, resolutions, minutes and other corporate paperwork. The Judicial Vicar and the Office of Tribunal at the Diocese will continue to be available to assist in areas of canon law.

The services to be provided by the various Diocesan departments are part of the overall Diocesan services that will be provided to the Corporation pursuant to the Services Agreement that was entered into between the Corporation and the Diocese. A partial listing of the Departments at the Diocese, as well as other sources of information that might be useful to those working for or on behalf of a high school corporation, is set forth in Appendix Q.

Appendix A - Pertinent Arizona Law References

The law governing non-profit corporations in Arizona is set forth in Arizona Revised Statutes Sections 10-3101, et. seq. The statutes can be accessed at the following website: <http://www.azleg.state.az.us/ArizonaRevisedStatutes.asp?Title=10>.

Chapter 24 GENERAL PROVISIONS-NONPROFIT CORPORATIONS

Article 1 Short Title

10-3101 Short title

10-3102 Reservation of power to amend or repeal

Article 2 Filing Documents and Fees-Nonprofit Corporations

10-3120 Filing requirements

10-3121 Forms

10-3122 Filing, service and copying fees; public access fund; expedited report filing and access; same day and next day services

10-3123 Effective time and date of document

10-3124 Correcting filed document; articles of incorporation; application for authority to conduct affairs

10-3125 Filing duty of commission

10-3127 Evidentiary effect of copy of filed document

10-3128 Certificate of good standing

Article 3 Arizona Corporation Commission

10-3130 Powers

Article 4 Definitions, Notice, Private Foundations, Judicial Relief and Religious Organizations

10-3140 Definitions

10-3141 Notice

10-3150 Private foundations; definition

10-3160 Judicial relief

10-3180 Religious corporations; constitutional protections

Chapter 25 INCORPORATION & TRANSFER OF DOMICILE-NONPROFIT CORPS

Article 1 Incorporation

10-3201 Incorporators

10-3202 Articles of incorporation

10-3203 Incorporation

10-3204 Liability for noncorporate transactions

10-3205 Organization of corporation

10-3206 Bylaws

10-3207 Emergency bylaws

Article 2 Transfer of Domicile

10-3220 Transfer of domicile

10-3221 Adoption of articles of domestication

10-3222 Articles of domestication

10-3223 Certificate of disclosure and certificate of good standing

10-3224 Recording and publication of articles of domestication

10-3225 Effect of change of domicile

10-3226 Transfer of domicile from this state

Chapter 26 PURPOSES AND POWERS-NONPROFIT CORPORATIONS

Article 1 General Provisions

10-3301 Purposes

10-3302 General powers

10-3303 Emergency powers

10-3304 Validity of actions

Chapter 27 NAME-NONPROFIT CORPORATIONS

Article 1 General Provisions

10-3401 Corporate name

10-3402 Reserved name

10-3403 Registered name

Chapter 28 OFFICE AND AGENT-NONPROFIT CORPORATIONS

Article 1 Place of Business and Agent

10-3501 Known place of business and statutory agent

10-3502 Change of known place of business and statutory agent

10-3503 Resignation of statutory agent

10-3504 Service on corporation

Chapter 29 MEMBERS AND MEMBERSHIP-NONPROFIT CORPORATIONS Article 1

Admission of Members

10-3601 Admission

10-3602 Consideration

10-3603 No requirement of members

Article 2 Types of Memberships-Members' Rights and Obligations

10-3610 Difference in rights and obligations of members

10-3611 Transfers

10-3612 Member's liability to third parties

10-3613 Member's liability for dues, assessments and fees

10-3614 Creditor's action against member

Article 3 Resignation and Termination

10-3620 Resignation

10-3621 Termination, expulsion and suspension

10-3622 Purchase of memberships

Article 4 Derivative Suits

10-3630 Definitions

10-3631 Standing

10-3632 Demand

10-3633 Stay of proceedings

10-3634 Dismissal

10-3635 Discontinuance or settlement

10-3636 Payment of expenses

10-3637 Applicability to foreign corporations

Article 5 Delegates

10-3640 Delegates

Chapter 30 MEMBERS' MEETINGS AND VOTING-NONPROFIT CORPORATIONS

Article 1 Meetings and Action Without Meetings

10-3701 Annual and regular meetings; exceptions

10-3702 Special meeting

10-3703 Court ordered meeting; costs; attorney fees

10-3704 Action by written consent; definition

10-3705 Notice of meeting

10-3706 Waiver of notice

10-3707 Record date; determining members entitled to notice and vote

10-3708 Action by written ballot

Article 2 Voting

10-3720 Members' list for meeting

10-3721 Voting entitlement generally

10-3722 Quorum requirements

10-3723 Voting requirements

10-3724 Proxies

10-3725 Cumulative voting for directors

10-3726 Other methods of electing directors

10-3727 Corporation's acceptance of votes

Article 3 Voting Agreement and Trusts

10-3730 Voting trusts

10-3731 Voting agreements

10-3732 Member agreements

Chapter 31 DIRECTORS AND OFFICERS-NONPROFIT CORPORATIONS

Article 1 Board of Directors

10-3801 Requirement for and duties of board

10-3802 Qualifications of directors

10-3803 Number of directors

10-3804 Election, designation and appointment of directors

10-3805 Terms of directors generally

10-3806 Staggered terms for directors

10-3807 Resignation of directors

10-3808 Removal of directors elected by members or directors

10-3809 Removal of designated or appointed directors

10-3810 Removal of directors by judicial proceeding

10-3811 Vacancy on board

10-3812 Compensation of directors

Article 2 Meetings and Action of the Board

10-3820 Regular and special meetings

10-3821 Action without meeting

10-3822 Call and notice of meetings

10-3823 Waiver of notice

10-3824 Quorum and voting

10-3825 Committees of the board

Article 3 Standards of Conduct

10-3830 General standards for directors

10-3833 Liability for unlawful distributions

Article 4 Officers

- 10-3840 Officers
- 10-3841 Duties and authority of officers
- 10-3842 Standards of conduct for officers
- 10-3843 Resignation and removal of officers
- 10-3844 Contract rights of officers
- 10-3845 Officers' authority to execute documents

Article 5 Indemnification

- 10-3850 Definitions
- 10-3851 Authority to indemnify
- 10-3852 Mandatory indemnification
- 10-3853 Advance for expenses
- 10-3854 Court ordered indemnification
- 10-3855 Determination and authorization of indemnification
- 10-3856 Indemnification of officers
- 10-3857 Insurance
- 10-3858 Application of article

Article 6 Director's Conflicting Interest Transactions

- 10-3860 Definitions
- 10-3861 Judicial action
- 10-3862 Directors' action; definition
- 10-3863 Members' action; definition
- 10-3864 Conflict of interest policy; exceptions

Chapter 33 AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS-NONPROFIT CORPORATIONS

Article 1 Articles of Incorporation

- 10-11001 Authority to amend
- 10-11002 Amendment by board of directors
- 10-11003 Amendment by board of directors and members
- 10-11004 Class voting by members on amendments
- 10-11006 Articles of amendment
- 10-11007 Restated articles of incorporation
- 10-11008 Amendment pursuant to reorganization
- 10-11009 Effect of amendment and restatement

Article 2 Bylaws

- 10-11020 Amendment by board of directors
- 10-11021 Amendment by board of directors or members
- 10-11022 Class voting by members on amendments
- 10-11023 Bylaw increasing quorum or voting requirement for members
- 10-11024 Bylaw increasing quorum or voting requirement for directors

Article 3 Articles of Incorporation and Bylaws

- 10-11030 Approval by third persons
- 10-11031 Amendment terminating members or redeeming or canceling memberships

Chapter 34 MERGERS-NONPROFIT CORPORATIONS

Article 1 General Provisions

- 10-11101 Approval of plan of merger
- 10-11102 Membership exchange
- 10-11103 Action on plan by board, members and third persons

10-11105 Articles of merger or membership exchange; publication

10-11106 Effect of merger or membership exchange

10-11107 Merger or exchange with other entities

10-11108 Requests, devises and gifts

Chapter 35 SALE OF ASSETS-NONPROFIT CORPORATIONS

Article 1 General Provisions

10-11201 Sale of assets in regular course of activities and mortgage of assets

10-11202 Sale of assets other than in regular course of activities

Appendix B - Pertinent Canon Law 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 Non-Voting 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 canons 1281-1288.

CANON 537

In each parish there is to be a Finance Committee 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 canon 532.

CANON 793

1. Parents and those who take their place are bound by the obligation and possess the right of educating their offspring. Catholic parents also have the duty and right of choosing those means and institutions through which they can provide more suitably for the Catholic education of their children, according to local circumstances.
2. Parents also have the right to that assistance, to be furnished by civil society, which they need to secure the Catholic education of their children.

CANON 794

1. The duty and right of educating belongs in a special way to the Church, to which has been divinely entrusted the mission of assisting persons so that they are able to reach the fullness of the Christian life.
2. Pastors of souls have the duty of arranging everything so that all the faithful have a Catholic education.

CANON 795

Since true education must strive for complete formation of the human person that looks to his or her final end as well as to the common good of societies, children and youth are to be nurtured in such a way that they are able to develop their physical, moral, and intellectual talents harmoniously, acquire a more perfect sense of responsibility and right use of freedom, and are formed to participate actively in social life.

CANON 796

1. Among the means to foster education, the Christian faithful are to hold schools in esteem; schools are the principal assistance to parents in fulfilling the function of education.
2. Parents must cooperate closely with the teachers of the schools to which they entrust their children to be educated; moreover, teachers in fulfilling their duty are to collaborate very closely with parents, who are to be heard willingly and for whom associations or meetings are to be established and highly esteemed.

CANON 797

Parents must possess a true freedom in choosing schools; therefore, the Christian faithful must be concerned that civil society recognizes this freedom for parents and even supports it with subsidies; distributive justice is to be observed.

CANON 798

Parents are to entrust their children to those schools which provide a Catholic education. If they are unable to do this, they are obliged to take care that suitable Catholic education is provided for their children outside the schools.

CANON 799

The Christian faithful are to strive so that in civil society the laws which regulate the formation of youth also provide for their religious and moral education in the schools themselves, according to the conscience of the parents.

CANON 800

1. The Church has the right to establish and direct schools of any discipline, type, and level.
2. The Christian faithful are to foster Catholic schools, assisting in their establishment and maintenance according to their means.

CANON 801

Religious institutes whose proper mission is education, retaining their mission faithfully, are also to strive to devote themselves to Catholic education through their schools, established with the consent of the diocesan bishop.

CANON 802

1. If schools which offer an education imbued with a Christian spirit are not available, it is for the diocesan bishop to take care that they are established.
2. Where it is expedient, the diocesan bishop is to make provision for the establishment of professional schools, technical schools, and other schools required by special needs.

CANON 803

1. A Catholic school is understood as one which a competent ecclesiastical authority or a public ecclesiastical juridic person directs or which ecclesiastical authority recognizes as such through a written document.
2. The instruction and education in a Catholic school must be grounded in the principles of Catholic doctrine; teachers are to be outstanding in correct doctrine and integrity of life.
3. Even if it is in fact Catholic, no school is to bear the name Catholic school without the consent of competent ecclesiastical authority.

CANON 804

1. The Catholic religious instruction and education which are imparted in any schools whatsoever or are provided through the various instruments of social communication are subject to the authority of the Church. It is for the conference of bishops to issue general norms about this field of action and for the diocesan bishop to regulate and watch over it.
2. The local ordinary is to be concerned that those who are designated teachers of religious instruction in schools, even in non-Catholic ones, are outstanding in correct doctrine, the witness of a Christian life, and teaching skill.

CANON 805

For his own diocese, the local ordinary has the right to appoint or approve teachers of religion and even to remove them or demand that they be removed if a reason of religion or morals requires it.

CANON 806

1. The diocesan bishop has the right to watch over and visit the Catholic schools in his territory, even those which members of religious institutes have founded or direct. He also issues prescripts which pertain to the general regulation of Catholic schools; these prescripts are valid also for schools which these religious direct, without prejudice, however, to their autonomy regarding the internal direction of their schools.
2. Directors of Catholic schools are to take care under the watchfulness of the local ordinary that the instruction which is given in them is at least as academically distinguished as that in the other schools of the area.

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: They must take an oath before the ordinary or his delegate that they will administer well and faithfully; 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; 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:

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;

Take care that the ownership of ecclesiastical goods is protected by civilly valid methods;

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;

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;

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;

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;

Keep well organized books of receipts and expenditures;

Draw up a report of the administration at the end of each year;

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.

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 Non-Voting 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 C - Director Information Form

Please note all changes of board member names and addresses, and send form to:

Legal Department
Diocese of Phoenix
400 E. Monroe St.
Phoenix, AZ 85004

Fax: 602-354-2427

NAME OF CORPORATION _____

LOCATION _____

CHANGE OF:

PRINCIPAL

Name: _____

SECRETARY (High School Advisory Board Chairperson)

Name: _____

Address: _____

TREASURER (Finance Committee Chairperson)

Name: _____

Address: _____

Completed By: _____ (Signature)

_____ (Printed name)

_____ (Date)

Appendix D - Notification of Meeting Form – Annual Meeting

NAME OF CORPORATION
Address of High School

Annual Meeting Notification Letter

Date of Letter

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

Dear Director,

The Board of Directors of **NAME OF CORPORATION** will convene for the Annual Meeting of the Corporation on Day, Month Date, at Time at Location and Street Address, City, Arizona. The purpose of the meeting will be to receive and discuss the annual reports of the High School Finance Committee and the High School Advisory Board, and to conduct any other business as needed.

In addition to that purpose, the following proposed resolution(s) will be considered and decided by the Board of Directors at that Annual Meeting:

It is hereby resolved that

It is hereby resolved that

Attached to this letter is the proposed Agenda for the meeting and a copy of the minutes from the previous meeting. Copies of any supporting documentation that may be needed for this Annual Meeting of the Board of Directors are also attached.

This notification is mailed on this date, Mailing Date to all members of the Board.

President or Secretary Name, Title
NAME OF CORPORATION

Appendix E - Notification of Meeting Form – Special Meeting

NAME OF CORPORATION

Address of High School

Special Meeting Notification Letter

Date of Letter

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

Dear Director,

The Board of Directors of **NAME OF CORPORATION** will convene for a Special Meeting of the Corporation on Day, Month Date, at Time at Location and Street Address, City, Arizona. The purpose of the meeting will be to (State Purpose of Meeting) and to conduct any other business that comes before the Board.

In addition to that purpose, the following proposed resolution(s) will be considered and decided by the Board of Directors at that Special Meeting:

It is hereby resolved that

It is hereby resolved that

Attached to this letter is the proposed Agenda for the meeting and a copy of the minutes from the previous meeting. Copies of any supporting documentation that may be needed for this Special Meeting of the Board of Directors are also attached.

This notification is mailed on this date, Mailing Date to all members of the Board.

President or Secretary Name, Title
NAME OF CORPORATION

Appendix F – Waiver of Notice Form

**Waiver of Notice
Of
Annual/Special Meeting of the Board of Directors
Of
NAME OF CORPORATION**

The Directors of **NAME OF CORPORATION**, an Arizona non-profit corporation, hereby waive notice of the **Annual/Special Meeting** of the Board of Directors, and consent to the Meeting being held on Day, Month Date, at **Time** at Location and Street Address, City, Arizona. The Directors understand and agree that the purpose of the meeting will be to **(State Purpose of Meeting)** and to conduct any other business that comes before the Board.

The Directors understand and agree that in addition to that purpose, the following proposed resolution(s) will be considered and decided by the Board of Directors at that **Annual/Special Meeting**:

RESOLVED, that

RESOLVED, that

Dated this _____ day of _____, 20__.

NAME OF PRINCIPAL

NAME OF BISHOP

NAME OF SUPERINTENDENT

NAME OF SECRETARY

NAME OF TREASURER

Appendix G - Agenda Form - Annual Meeting

NAME OF CORPORATION

Board of Directors' Meeting Agenda – **ANNUAL MEETING**

1. Call to Order
2. Opening Prayer
3. Identification of New Members
4. Approval of Prior Meeting Minutes
5. Compliance (Diocesan Policies)
6. President's Report
7. Annual Report of High School Advisory Board and Finance Committee
8. Discussion on Corporate Resolutions to be considered

(List resolutions here.)
9. Other Business
10. Adjournment

Appendix H - Agenda Form - Special Meeting

NAME OF CORPORATION

Board of Directors' Meeting Agenda – **SPECIAL MEETING**

1. Call to Order
2. Opening Prayer
3. Identification of New Members
4. Approval of Prior Meeting Minutes
5. Compliance (Diocesan Policies)
6. New Business – Purpose for Special Meeting
7. Discussion on Corporate Resolutions to be considered
(List resolutions here.)
8. Other Business
9. Adjournment

Appendix I - Script of Meeting – Annual Meeting

NAME OF CORPORATION

Board of Directors’ Meeting Agenda – ANNUAL MEETING

1. Greeting - Board Members take places at Board Table.
2. Call to Order – President – **“I hereby call this Annual Meeting of the Board of Directors to order.”**
3. Opening Prayer – President
4. New Members – President asks Secretary, **“Have any Directors changed since the last meeting of the Board of Directors?”** (If no changes in Directors have occurred, there is no further discussion.) (If a change in Directors has occurred, President instructs Secretary to record that fact in the Minutes, to complete a Director Information Form, and to submit it to the Legal Department at the Diocese of Phoenix.)
5. Approval of Prior Meeting Minutes – President asks Board, **“Are there any corrections to be made to the minutes of the prior Board of Directors meeting?”** (If corrections need to be made, they are discussed, and the President says, **“The Minutes, as amended, are hereby approved.”**) (If no corrections need to be made, the President says, **“There being no corrections necessary, the Minutes are hereby approved.”**)
6. Compliance (Diocesan Policies) - Secretary asks President, **“Is the High School, to the best of your knowledge, in full compliance with the Diocesan Policies which have been previously adopted by the board of directors?”** If so, President answers **“Yes,”** and there is no further discussion. If not, the Board discusses the matter and agrees upon a plan to bring the High School into compliance.
7. President’s Report - President reports on any significant events or actions that have taken place since the previous board meeting. President asks the Secretary to record any specific transactions, changes in board members, out of ordinary occurrences and decisions that have been made in the past year by the High School in the Minutes.
8. Annual Report – High School Advisory Board and Finance Committee – Secretary gives brief annual report of actions taken by High School Advisory Board in the past year. Treasurer gives brief annual report of actions taken by High School Finance Committee in the past year.

9. Corporate Resolutions - President identifies any corporate resolutions that must be considered by the Board.

(List resolutions here.)

Board members discuss resolutions. Secretary and Treasurer provide counsel on the merits of the resolutions but do not vote to approve or disapprove of Board ratifying or adopting the resolutions. If President, after consultation with Secretary and Treasurer, elects to forward the resolutions to the Bishop and Superintendent of Catholic Schools for approval and adoption, President asks Secretary to record the resolutions in the Minutes, and directs Secretary to send the Minutes to the Bishop and Vicar General for their approval.

10. Other Business – President asks, **“Is there any further business to be brought before the Board?”** If so, Board members discuss such business, and Secretary records such discussion in the Minutes.
11. Adjournment – President states, **“There being no further business to come before this Board, I hereby adjourn this Annual Meeting of the Board of Directors.”**

Appendix J - Script of Meeting – Special Meeting

NAME OF CORPORATION

Board of Directors' Meeting Agenda – SPECIAL MEETING

1. Greeting - Board Members take places at Board Table.
2. Call to Order – President – **“I hereby call this Special Meeting of the Board of Directors to order.”**
3. Opening Prayer – President
4. New Members – President asks Secretary, **“Have any Directors changed since the last meeting of the Board of Directors?”** (If no changes in Directors have occurred, there is no further discussion.) (If a change in Directors has occurred, President instructs Secretary to record that fact in the Minutes, to complete a Director Information Form, and to submit it to the Legal Department at the Diocese of Phoenix.)
5. Approval of Prior Meeting Minutes – President asks Board, **“Are there any corrections to be made to the minutes of the prior Board of Directors meeting?”** (If corrections need to be made, they are discussed, and the President says, **“The Minutes, as amended, are hereby approved.”**) (If no corrections need to be made, the President says, **“There being no corrections necessary, the Minutes are hereby approved.”**)
6. Compliance (Diocesan Policies) - Secretary asks President, **“Is the High School, to the best of your knowledge, in full compliance with the Diocesan Policies which have been previously adopted by the board of directors?”** If so, President answers **“Yes,”** and there is no further discussion. If not, the Board discusses the matter and agrees upon a plan to bring the High School into compliance.

7. New Business – Purpose for Special Meeting – Corporate Resolutions - President reports on purpose for calling Special Board Meeting and identifies any corporate resolutions that must be considered by the Board.

(List resolutions here.)

Board members discuss resolutions. Secretary and Treasurer provide counsel on the merits of the resolutions but do not vote to approve or disapprove of Board ratifying or adopting the resolutions. If President, after consultation with Secretary and Treasurer, elects to forward the resolutions to the Bishop and Superintendent of Catholic Schools for approval and adoption, President asks Secretary to record the resolutions in the Minutes, and directs Secretary to send the Minutes to the Bishop and Vicar General for their approval.

8. Other Business – President asks, **“Is there any further business to be brought before the Board?”** If so, Board members discuss such business, and Secretary records such discussion in the Minutes.
9. Adjournment – President states, **“There being no further business to come before this Board, I hereby adjourn this Special Meeting of the Board of Directors.”**

Appendix K - Sample Resolutions

Standard Annual Meeting resolutions:

RESOLVED, that the Financial Report of (High School Corporate Name) for fiscal year ending June 30, 20__ is hereby accepted and that the Report be made part of the minutes of this meeting. FURTHER RESOLVED that the President is authorized to sign the report on behalf of the Corporation. FURTHER 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.

To reflect a change in Directors and Officers:

RESOLVED, that the following persons are hereby ratified as voting or non-voting directors of this Corporation, as indicated opposite their respective names, to serve on the Board until their respective successors are duly elected or appointed:

NAME OF PRINCIPAL, Voting Director

NAME OF BISHOP, Voting Director

NAME OF SUPERINTENDENT, Voting Director

NAME OF HIGH SCHOOL ADVISORY BOARD CHAIR, Non-Voting Director

NAME OF FINANCE COMMITTEE CHAIR, Non-Voting Director

RESOLVED, that the following persons are hereby elected officers of this Corporation to the offices set forth opposite their respective names, to serve until their respective successors have been duly elected or appointed:

NAME OF PRINCIPAL, President

NAME OF SUPERINTENDENT, Vice President

NAME OF HIGH SCHOOL ADVISORY BOARD CHAIR, Secretary

NAME OF FINANCE COMMITTEE CHAIR, Treasurer

To Open a Bank Account for the Corporation:

RESOLVED, that President is hereby authorized, in the name of this Corporation, to choose one or more banks to act as a depository for the Corporation, and to open one or more accounts at such banks with President (and anyone else authorized by President, consistent with Diocesan policy) as authorized signatories on such bank accounts.

RESOLVED, that if said bank(s) require that this Corporation furnish them with a copy of these resolutions and/or with certified specimens of the signatures of the authorized signatories, that President is hereby authorized to furnish said resolutions and/or said signatures, and that said bank(s) may rely on this resolution until receipt by them of a copy of a resolution by the Board revoking or modifying the same.

To retain the services of an architect or general contractor:

RESOLVED, that President is hereby authorized, on behalf of the Corporation, to enter into an agreement with (Name of Architect or Contractor) to retain (Name of Architect or Contractor) as the (Architect/Contractor), for purposes of (preparing construction documents, or soliciting bids, or providing project management services) for the construction project at the High School hereby described as (Description of Construction Project). FURTHER RESOLVED, that President shall have any such agreement reviewed by the Buildings & Properties Department at the Diocese of Phoenix and by legal counsel for their approval prior to executing such agreement, and that the terms of any such agreement shall be consistent with Diocesan policy.

To authorize Principal to obtain a loan from the GDP program:

RESOLVED, that President is hereby authorized to apply for and obtain a loan from the Growth & Development Fund of the Diocese of Phoenix on behalf of the Corporation, to finalize the financing of the Corporation's (Description of Construction Project), a project previously approved under the Diocesan Building Policy requirements, in an amount not to exceed \$_____. FURTHER RESOLVED, that the loan may be secured by the property owned by the Corporation, consistent with Diocesan policy.

To authorize the purchase, sale or lease of real property:

RESOLVED, that President is hereby authorized to enter into an agreement with (Name of Other Party) to (buy, sell, lease) the property owned by (Name of Owner) and located at (Address), a transaction previously approved by the Diocesan Buildings and Properties Department, and (if appropriate) by the Diocesan Finance Committee, for an amount not (less than, to exceed) \$_____, consistent with Diocesan policy. See attached documentation.

To authorize the Corporation to enter into a contract:

RESOLVED, that President is hereby authorized, on behalf of the Corporation, to enter into and execute the Agreement between the Corporation and (Name of Other Party), as prepared by counsel and in the form attached hereto. FURTHER RESOLVED, that said Agreement is hereby ratified and adopted by the Corporation.

Appendix L - Minutes Form – Annual Meeting

MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS OF **NAME OF CORPORATION**

The Annual Meeting of the Board of Directors of **NAME OF CORPORATION**, an Arizona nonprofit corporation organized and existing under the laws of the State of Arizona, was held at _____, Arizona, on the _____ day of _____, 20____, to be effective on that date. A timely letter of notice was received by all members of the Board for this Annual Meeting. *(or if a Waiver was needed--)*... The Directors were present pursuant to a Waiver of Notice signed by all members of the Board, and the Waiver is attached to these Minutes.

ATTENDANCE

Present at the Annual Meeting, either in person or by telephone, were the following members of the Board:

- **NAME OF PRINCIPAL**
- **NAME OF SECRETARY**
- **NAME OF TREASURER**

EXCUSED

Not present at the meeting and excused were the following members of the Board:

- **NAME OF BISHOP**, Bishop of the Diocese of Phoenix
- **NAME OF SUPERINTENDENT**, Superintendent of Catholic Schools

MINUTES. The minutes of the last meeting of the Board, held on _____, 20____, were unanimously approved, subject to the approval of **NAME OF BISHOP** and the Vice President.

OFFICERS AND DIRECTORS. Pursuant to the Bylaws, the following individuals were identified as currently serving as ex-officio Directors and Officers of the Corporation:

1. **NAME OF BISHOP**, Voting Director
2. **NAME OF PRINCIPAL**, Voting Director and President
3. **NAME OF SUPERINTENDENT**, Voting Director and Vice President
4. **NAME OF SECRETARY**, Chairperson or President of the High School Advisory Board, Non-Voting Director and Secretary
5. **NAME OF TREASURER**, Chairperson or President of the High School Finance Committee, Non-Voting Director and Treasurer

COMPLIANCE – DIOCESAN POLICIES. The President confirmed that the Corporation is, to the best of his knowledge, in full compliance with all Diocesan policies.

REPORTS

➤ President’s Report. The President gave a brief review of the current status of the High school. The following transactions, changes in board members, out of ordinary events and decisions occurred since the last meeting of the Board: _____

➤ High School Advisory Board Report. **NAME OF SECRETARY** gave a brief review of the Pastoral needs and conditions of the High school.

➤ High School Finance Committee Report. **NAME OF TREASURER** gave a brief review of the financial status of the High school.

RESOLUTIONS. The following resolutions were adopted by the Corporation, subject to the approval of **NAME OF BISHOP** and the Vice President:

RESOLVED, that the proposed budget is adopted as the Corporation’s budget for the 20__ fiscal year.

RESOLVED, that the Corporation is authorized to _____.

RESOLVED, that ...

NEXT MEETING OF THE BOARD

The next meeting of the Board was scheduled for _____, 20__.

ADJOURNMENT

There being no further business to come before the meeting, the same was duly adjourned.

NAME OF SECRETARY, Secretary

Appendix M - Minutes Form – Special Meeting

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF **NAME OF CORPORATION**

A Special Meeting of the Board of Directors of **NAME OF CORPORATION**, an Arizona nonprofit corporation organized and existing under the laws of the State of Arizona, was held at _____, Arizona, on the ____ day of _____, 20__, to be effective on that date. A timely letter of notice was received by all members of the Board for this Special Meeting. *(or if a Waiver was needed--)*... The Directors were present pursuant to a Waiver of Notice signed by all members of the Board, and the Waiver is attached to these Minutes.

ATTENDANCE

Present at the Special Meeting, either in person or by telephone, were the following members of the Board:

- **NAME OF PRINCIPAL**
- **NAME OF SECRETARY**
- **NAME OF TREASURER**

EXCUSED

Not present at the meeting and excused were the following members of the Board:

- **NAME OF BISHOP**, Bishop of the Diocese of Phoenix
- **NAME OF SUPERINTENDENT**, Superintendent of Catholic Schools

MINUTES. The minutes of the last meeting of the Board, held on _____, 20__, were unanimously approved, subject to the approval of **NAME OF BISHOP** and the Vice President.

OFFICERS AND DIRECTORS. Pursuant to the Bylaws, the following individuals were identified as currently serving as ex-officio Directors and Officers of the Corporation:

1. **NAME OF BISHOP**, Voting Director
2. **NAME OF PRINCIPAL**, Voting Director and President
3. **NAME OF SUPERINTENDENT**, Voting Director and Vice President
4. **NAME OF SECRETARY**, Chairperson or President of the High School Advisory Board, Non-Voting Director and Secretary
5. **NAME OF TREASURER**, Chairperson or President of the High School Finance Committee, Non-Voting Director and Treasurer

COMPLIANCE – DIOCESAN POLICIES. The President confirmed that the Corporation is, to the best of his knowledge, in full compliance with all Diocesan policies.

PRESIDENT’S REPORT. The President gave a brief review of the current status of the Corporation. The following transactions, changes in board members, out of ordinary events and decisions occurred since the last meeting of the Board: _____

RESOLUTIONS. The following resolutions were adopted by the Corporation, subject to the approval of **NAME OF BISHOP** and the Vice President:

RESOLVED, that the Corporation is authorized to _____.

RESOLVED, that ...

NEXT MEETING OF THE BOARD

The next meeting of the Board was scheduled for _____, 20____.

ADJOURNMENT

There being no further business to come before the meeting, the same was duly adjourned.

NAME OF SECRETARY, Secretary

*Appendix N- Approval of Minutes/Resolutions Forms –
Annual Meeting*

(Minutes with Corporate Resolutions)

NAME OF CORPORATION

**APPROVAL OF ANNUAL MEETING MINUTES AND
CONSENT TO ADOPTION OF CORPORATE RESOLUTIONS**

Pursuant to A.R.S. § 10-3821, the undersigned Voting Directors of **NAME OF CORPORATION** hereby approve the attached Minutes of the Annual Meeting of the Board of Directors of the Corporation, duly called and held on the ___ day of _____, 20___, and hereby consent to the adoption of the corporate resolutions set forth in those Minutes, to have the same force and effect as if unanimously taken and adopted at the Annual Meeting on that date.

NAME OF PRINCIPAL

NAME OF BISHOP

NAME OF SUPERINTENDENT

(Minutes without Corporate Resolutions)

NAME OF CORPORATION

APPROVAL OF ANNUAL MEETING MINUTES

Pursuant to A.R.S. § 10-3821, the undersigned Voting Directors of **NAME OF CORPORATION** hereby approve the attached Minutes of the Annual Meeting of the Board of Directors of the Corporation, duly called and held on the ___ day of _____, 20___.

NAME OF PRINCIPAL

NAME OF BISHOP

NAME OF SUPERINTENDENT

*Appendix O - Approval of Minutes/Resolutions Forms –
Special Meeting*

Minutes with Corporate Resolutions)

NAME OF CORPORATION

**APPROVAL OF SPECIAL MEETING MINUTES AND
CONSENT TO ADOPTION OF CORPORATE RESOLUTIONS**

Pursuant to A.R.S. § 10-3821, the undersigned Voting Directors of **NAME OF CORPORATION** hereby approve the attached Minutes of the Special Meeting of the Board of Directors of the Corporation, duly called and held on the ___ day of _____, 20___, and hereby consent to the adoption of the corporate resolutions set forth in those Minutes, to have the same force and effect as if unanimously taken and adopted at the Special Meeting on that date.

NAME OF PRINCIPAL

NAME OF BISHOP

NAME OF SUPERINTENDENT

(Minutes without Corporate Resolutions)

NAME OF CORPORATION

APPROVAL OF SPECIAL MEETING MINUTES

Pursuant to A.R.S. § 10-3821, the undersigned Voting Directors of **NAME OF CORPORATION** hereby approve the attached Minutes of the Annual Meeting of the Board of Directors of the Corporation, duly called and held on the ___ day of _____, 20___.

NAME OF PRINCIPAL

NAME OF BISHOP

NAME OF SUPERINTENDENT

Appendix P – Unanimous Consent Form

UNANIMOUS WRITTEN CONSENT
IN LIEU OF
SPECIAL MEETING OF BOARD OF DIRECTORS
OF
***NAME OF CORPORATION**

The undersigned, constituting all of the voting members of the Board of Directors (the "Board") of ***NAME OF CORPORATION**, an Arizona non-profit corporation (the "Corporation"), by unanimous written consent made effective as of ***MONTH**, ***DAY**, ***YEAR**, and pursuant to A.R.S. § 10-3821, hereby adopt the following resolutions and consent to their adoption without a meeting of the Board of Directors:

WHEREAS, the Corporation desires to obtain financial accommodations from Chase Bank USA, N.A. (the "Bank") pursuant to the use of a number of business card account numbers, related accounts and credit cards bearing such account numbers (collectively, the "Cards"), up to but not exceeding a total combined credit authorization of \$20,000.00; and

WHEREAS, the Corporation intends to authorize certain employees and agents to use such Cards for and in connection with corporate business conducted on behalf of the Corporation; and

WHEREAS, the Bank will not issue such Cards unless the Corporation agrees to obligate itself for the prompt payment of credit extended pursuant to the use of such Cards, including credit extended pursuant to the use of a Card for either purchases or cash advance transactions, whether such use or indebtedness was authorized or unauthorized by the Corporation;

NOW, THEREFORE, it is hereby

RESOLVED that the Corporation shall apply to the Bank for the issuance of Cards in the names of such employees and agents of the Corporation as may be designated to the Bank;

FURTHER RESOLVED that the President of the Corporation is hereby authorized, directed and empowered, in the name of the Corporation, to execute a Business Card Agreement in the form approved by such individual and take such actions as are contemplated thereby, up to but not exceeding a total combined credit authorization of \$20,000.00;

FURTHER RESOLVED that the Bank is authorized to act upon these resolutions until written notice of their revocation is delivered by the Corporation to the Bank.

***NAME OF PRINCIPAL**, Director

***NAME OF BISHOP**, Director

***NAME OF SUPERINTENDENT**, Director

Appendix Q - Resources

Roman Catholic Diocese of Phoenix www.diocesephoenix.org
Diocesan Pastoral Center
602-354-2000; Fax: 602-354-2427
400 E. Monroe
Phoenix, AZ 85004

<u>Diocesan Office</u>	<u>E-mail</u>	<u>Phone</u>	<u>Fax</u>
Bishop's Office	BishopOlmsted@diocesephoenix.org	(602) 354-2499	354-2427
Corporate Compliance	athompson@diocesephoenix.org	(602) 354-2124	354-2427
Moderator of the Curia	fradamson@diocesephoenix.org	(602) 354-2180	354-2427
Chancellor's Office	jsteffes@diocesephoenix.org	(602) 354-2470	354-2427
Fiscal Department	janderson@diocesephoenix.org	(602) 354-2185	354-2448
Property	jminieri@diocesephoenix.org	(602) 354-2161	354-2453
Catholic Schools	mmueller@diocesephoenix.org	(602) 354-2341	354-2443
Legal	jkelly@diocesephoenix.org	(602) 354-2474	354-2449
Tribunal	frfraser@diocesephoenix.org	(602) 354-2275	354-2424

Restructuring 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 Restructuring section of our website at www.diocesephoenix.org/inc/index.html and follow the resources link.

Parish Finance Guide - This manual is intended to assist pastors and parish administrators in serving the financial needs of their parishes and in meeting their responsibilities under the Code of Canon Law. This manual contains guidance on many facets of accounting, budgeting, financial reporting and financial review which might be useful to the high schools. To obtain a copy, contact the Diocese of Phoenix Finance Department at 602-354-2190 or visit its website at <http://www.diocesephoenix.org/files/formsIndex.htm>.

The Diocese of Phoenix Procedures and Guidelines Manual for Construction and Real Estate Projects (pending final approval as of 9/08) - This manual provides guidelines for any high schools undertaking major renovations and/or building construction. To obtain a copy contact the Diocese of Phoenix Buildings & Property Department at 602-354-2165.

Diocesan School Norms for Finance Committees - These norms, which were approved by the Bishop, provide specific policy guidance for many of the responsibilities that have been assigned to the Principal and the Finance Committee. To obtain a copy, contact the Catholic Schools Office at 602-354-2341 or visit <http://www.diocesephoenix.org/files/formsIndex.htm>.

Diocesan High Schools Review Procedure/Requirements - This guide was issued by Rev. Fredrick Adamson, Vicar General of the Diocese of Phoenix, in August 2008, and provides clarification and guidance to the Diocesan School Principals, Finance Directors, and Development Directors on specific approval level requirements. This guide was issued in concert with the new organizational structure of the high schools. To obtain a copy, contact the Catholic Schools Office at 602-354-2341.

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

Question and Answers on the Web - A compilation of the questions asked during the various incorporation meetings, and the answers to those questions, can be found on the Restructuring web page. The range of subjects on this web page includes questions about schools, taxes, composition, liability and more. See www.diocesephoenix.org/inc/index.html