



# *Diocese of Phoenix*

## *Parish and Quasi-Parish Corporate 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 parish corporation or quasi-parish 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 parish and quasi-parish 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 parish and quasi-parish 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 parish or quasi-parish of the Roman Catholic Church of the Diocese of Phoenix, managing the temporal affairs of the parish or quasi-parish, and serving the spiritual and temporal needs of the people in strict conformity with and subject to the laws and disciplines of the Roman Catholic Church, including all applicable provisions of Canon Law of the Roman Catholic Church. 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*

Parish and quasi-parish corporations are considered to be juridic persons under Canon Law. As juridic persons, they are bound by certain canons, which are set forth in *Appendix B* to this Manual. As such, the Corporation is expected to abide by all church 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 parish’s or quasi-parish’s life. It is important that the relationships between Bishops, priests and deacons, between Pastors and the entire people of God, between clergy and religious must all be clearly characterized by communion. Civil incorporation encourages and even demands a greater involvement and cooperation among the faithful of a parish or quasi-parish, which builds the unity of the parish or quasi-parish and which enhances the communion of the parish or quasi-parish with the Diocese and the Holy See. We must never lose sight of our collective communion with God, and the inclusion of Diocesan leaders and parish or quasi-parish leaders on the Corporation’s Board of Directors will only strengthen the communion between the parish or quasi-parish 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 parish or quasi-parish). For Catholics, Canon law defines each of our roles, from the Bishop, to Pastor, to Parish Councils, to each parishioner. 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 under Canon law. In the case of parish and quasi-parish corporations, the Pastor, as President, has the authority to oversee the operations of the parish or quasi-parish and to delegate duties and appoint parishioners 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 councils that they represent (the Parish Pastoral Council and the Parish Finance Council) are given the autonomy to act in the best interests of the parish or quasi-parish in helping the Pastor/President manage the day-to-day affairs of the parish or quasi-parish. In sum civil incorporation also reflects the reality that a parish or quasi-parish is and always has been a separate entity comprised of individual decision-makers exercising appropriate levels of authority, from the parish councils up to the Bishop.

## **STEWARDSHIP**

Finally, all Board Members, council members and parishioners 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 parish or quasi-parish, 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 Vicar General/Moderator of the Curia of the Diocese of Phoenix, and the Pastor of the parish or quasi-parish) shall have the right to vote on matters that properly come before the Board. The other two directors (the Parish Pastoral Council chairperson and the Parish Finance Council 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 Parish Pastoral Council and the Parish Finance Council).

## *Eligibility, Term of Office, Resignation & Vacancies*

### **ELIGIBILITY FOR OFFICE AND RELATED INFORMATION**

1. Directors of parish or quasi-parish corporations must be registered members of the parish or quasi-parish that they serve, 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 they hold the position of Bishop of the Diocese of Phoenix, Vicar General/Moderator of the Curia of the Diocese of Phoenix, Pastor of the parish or quasi-parish, Parish Pastoral Council chairperson, or Parish Finance Council chairperson, respectively.

When a new Pastoral Council chairperson or a new Finance Council chairperson is appointed or elected to serve as chairperson through the parish's or quasi-parish'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 Pastoral Council or Finance Council 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 Pastor (in the case of the Chairperson of the Parish Pastoral Council or the Chairperson of the Parish Finance Council) or to the Bishop (in the case of the Vicar General/Moderator of the Curia or the Pastor). Vacancies can also occur through death, resignation, long absence or inability to perform duties. In the case of the 2 non-voting directors, the Corporation's bylaws provide that the Pastor 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 Pastor'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 Pastor shall serve as president and Chairman of the Board of the Corporation. The Vicar General/Moderator of the Curia shall serve as vice president of the Corporation. The Pastoral Council chairperson shall serve as secretary of the Corporation. The Finance Council 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 is responsible for calling the meetings of the Board of Director, and he shall either preside over all meetings of the Board or authorize the Vice President or a delegate to preside over such meetings when he 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 parish or quasi-parish affairs, and as to any major corporate transactions that have occurred since the last meeting of the Board of Directors. The Pastor shall hold this position for as long as he is the Pastor of the parish or quasi-parish.

### Vice President

The Vice President is responsible for presiding at meetings of the Corporate Board of Directors whenever the President is not present. He may call meetings of the Board of Directors. He is an executive officer of the corporation in the conduct of its affairs. The Vicar General/Moderator of the Curia shall hold this position for as long as he is the Vicar General/Moderator of the Curia 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 parish's or quasi-parish's financial affairs, depending upon the traditions of the parish or quasi-parish, the

size of the parish or quasi-parish staff, the competencies of the parish or quasi-parish staff, and the management style of the Pastor. The Chairperson of the Parish Finance Council shall hold this position for as long as he or she is the chairperson of the Parish Finance Council.

**SUGGESTED ACTIVITIES OF TREASURER:**

- Making certain that parish or quasi-parish staff keep an accurate and detailed accounting of all receipts and disbursements of parish or quasi-parish funds, pursuant to parish and diocesan finance policies and procedures;
- Making certain that parish or quasi-parish contributions (both restricted and unrestricted) and special collections are correctly collected and accounted for, pursuant to parish and diocesan finance policies and procedures;
- In cooperation with staff and the Parish Finance Council, coordinating the punctual preparation of the annual parish or quasi-parish budget and presenting that budget to the Pastor and to the Board of Directors;
- In cooperation with staff and the Parish Finance Council, coordinating the preparation of an annual financial report to the Board of Directors; and
- Serving as president or chairperson of the Parish Finance Council.

*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 parish or quasi-parish 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 Parish Pastoral Council shall hold this position for as long as he or she is the chairperson of the Parish Pastoral Council.

**SUGGESTED ACTIVITIES OF SECRETARY:**

- Supporting the President by scheduling and calling timely Board meetings, by coordinating dates for all Board members, and by issuing appropriate meeting notices;
- Recording the minutes of any meeting of the Board of Directors, and maintaining the parish or quasi-parish copy of the corporate record book;
- Signing and attesting any corporate documents, if applicable;
- Maintaining copies of all parish or quasi-parish 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.

## *The Board of Directors – Operation and Authority*

The Board of Directors of a parish or quasi-parish 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 pastor. 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 such a matter, 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, cemeteries 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 parish or quasi-parish as a corporate entity separate from the Diocese and from other parishes. Another reason for holding board meetings is for the President to seek advice and assistance from his fellow Board members (particularly the consultative Non-Voting Directors) in making decisions which affect the operation of his parish or quasi-parish.

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 registered parishioners of the parish or quasi-parish to attend. The Board may also invite staff and members of the various parish or quasi-parish councils to attend a Board meeting and/or to provide information. 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 Parish Councils*

Each parish or quasi-parish is a network of interconnected councils, groups and structures, 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 parish or quasi-parish leadership and administration is vital to serving as a chairperson of the Parish Finance Council or as a chairperson of the Parish Pastoral Council and thus as a Director on the Corporation's Board.

The role of the chairpersons of the Parish Finance Council and Parish Pastoral Council is to serve not only as chairpersons of those two consultative bodies, but to serve as representatives of those councils on the Corporation's Board of Directors. Such directors serve the parish or quasi-parish 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 Council Members**

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

### **Pastoral Council Members**

These parish or quasi-parish members work with the Pastor, offering their wisdom, vision and spirituality to ensure that the mission of Jesus is carried out effectively within the parish or quasi-parish.

## *Interface with Parish or Quasi-Parish Staff*

Parish or quasi-parish staff 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 parish's or quasi-parish's administrative staff, as well as a clear understanding of each group's particular roles and responsibilities, is necessary to effectively accomplish the parish or quasi-parish's mission.

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

## *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 February 28 (in the case of Pinal County) or by March 15 (in the case of Maricopa County). 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.

### **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. Parishes or quasi-parishes 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. Parishes or quasi-parishes may also e-mail the ACC at [ARRequest@azcc.gov](mailto: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 – Prepare Budget and Present Budget to Pastor**

One of the primary management tools of the Board of Directors is to review the parish or quasi-parish’s annual budget and to receive reports from the President and the Treasurer as to whether parish or quasi-parish expenditures are within the limits established by the budget. The parish budget typically sets limits for the pastor in his expenditure of parish or quasi-parish resources in the operation of the parish or quasi-parish. The Parish Finance Council typically prepares the budget with the assistance of the parish or quasi-parish staff, and then presents the budget to the Pastor in May or June for his approval.

### **June – Obtain Approval of Budget**

The Pastor should review and approve the new annual budget by no later than June 30th of every year. The proposed budget, as developed by parish or quasi-parish staff and the Parish Finance Council, and as approved by the Pastor, will then be presented to the Corporation's Board for their review at the annual meeting.

### **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 and 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.

### **July 31 – Submit Annual Pastoral Report to the Bishop**

Each year, the Corporation shall submit a pastoral report to the Bishop (or his representative). This report is to be submitted in a standard format as provided by Diocesan Pastoral Center staff.

### **September/October – Distribute Annual Financial Report to the Faithful**

Each year, usually by September or October, the Corporation shall submit a financial report (including a Statement of Financial Position and Statement of Activities) to the faithful of the parish or quasi-parish. This report can be less detailed than the report provided to the Bishop, but must provide an accurate picture of the financial status of the parish or quasi-parish.

### **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, parish or quasi-parish business has been conducted at the parish or quasi-parish level with significant legal and financial decisions being handled by the Diocese of Phoenix. Going forward, each parish or quasi-parish 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 Pastor 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 Vicar General/Moderator of the Curia 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 Parish or quasi-parish business and to legitimize the minutes (and approve of any resolutions sought to be adopted) without the need of them 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 include the Bishop, Vicar General/Moderator of the Curia, and the Pastor.

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 Vicar General/Moderator of the Curia 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 parish or quasi-parish and parish council affairs shall be given by the Pastor, 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 Pastor 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 parish or quasi-parish affairs or on parish council affairs shall be given by the Pastor, 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 Pastor 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.

## 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 Pastor, and to parish or quasi-parish 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 are 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 parish or quasi-parish corporation, is set forth in Appendix P.

## *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 council which is governed, in addition to universal law, by norms issued by the diocesan Bishop and in which the Christian faithful, selected according to these same norms, are to assist the Pastor in the administration of the goods of the parish, without prejudice to the prescript of canon 532.

### **CANON 1281**

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

### **CANON 1283**

Before administrators begin their function: 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:

PASTOR

Name: \_\_\_\_\_

SECRETARY (Pastoral Council or Parish Council Chairperson)

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

TREASURER (Finance Council Chairperson)

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Completed By: \_\_\_\_\_ (Signature)

\_\_\_\_\_ (Printed name)

\_\_\_\_\_ (Date)

*Appendix D - Notification of Meeting Form – Annual Meeting*

**NAME OF CORPORATION**  
Address of Parish or quasi-parish

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 Parish Finance Council and the Parish Pastoral Council, 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 Parish or quasi-parish

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 PASTOR**

\_\_\_\_\_  
**NAME OF BISHOP**

\_\_\_\_\_  
**NAME OF VICAR GENERAL/MOC**

\_\_\_\_\_  
**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 Pastoral Council and Finance Council
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 Parish or Quasi-Parish, 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 Parish or Quasi-Parish 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 Parish or Quasi-Parish in the Minutes.
8. Annual Report – Pastoral Council and Finance Council – Secretary gives brief annual report of actions taken by Parish Pastoral Council in the past year. Treasurer gives brief annual report of actions taken by Parish Finance Council 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 Vicar General/Moderator of the Curia 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 Parish or Quasi-Parish, 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 Parish or Quasi-Parish 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 Vicar General/Moderator of the Curia 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  (Parish 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 PASTOR**, Voting Director

**NAME OF BISHOP**, Voting Director

**NAME OF VICAR GENERAL/MOC**, Voting Director

**NAME OF PASTORAL COUNCIL CHAIR**, Non-Voting Director

**NAME OF FINANCE COUNCIL 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 PASTOR**, President

**NAME OF VICAR GENERAL/MOC**, Vice President

**NAME OF PASTORAL COUNCIL CHAIR**, Secretary

**NAME OF FINANCE COUNCIL 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 Parish or Quasi-Parish 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 Pastor 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 Council, 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 PASTOR**
- **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 VICAR GENERAL/MOC**, Vicar General/Moderator of the Curia

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 PASTOR**, Voting Director and President
3. **NAME OF VICAR GENERAL/MOC**, Voting Director and Vice President
4. **NAME OF SECRETARY**, Chairperson or President of the Parish Pastoral Council, Non-Voting Director and Secretary
5. **NAME OF TREASURER**, Chairperson or President of the Parish Finance Council, 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 Parish or Quasi-Parish. The following transactions, changes in board members, out of ordinary events and decisions occurred since the last meeting of the Board:

---

➤ Parish Pastoral Council Report. **NAME OF SECRETARY** gave a brief review of the Pastoral needs and conditions of the Parish or Quasi-Parish.

➤ Parish Finance Council Report. **NAME OF TREASURER** gave a brief review of the financial status of the Parish or Quasi-Parish.

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 PASTOR**
- **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 VICAR GENERAL/MOC**, Vicar General/Moderator of the Curia

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 PASTOR**, Voting Director and President
3. **NAME OF VICAR GENERAL/MOC**, Voting Director and Vice President
4. **NAME OF SECRETARY**, Chairperson or President of the Parish Pastoral Council, Non-Voting Director and Secretary
5. **NAME OF TREASURER**, Chairperson or President of the Parish Finance Council, 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 PASTOR**

\_\_\_\_\_  
**NAME OF BISHOP**

\_\_\_\_\_  
**NAME OF VICAR GENERAL/MOC**

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*(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 PASTOR**

\_\_\_\_\_  
**NAME OF BISHOP**

\_\_\_\_\_  
**NAME OF VICAR GENERAL/MOC**

*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 PASTOR**

\_\_\_\_\_  
**NAME OF BISHOP**

\_\_\_\_\_  
**NAME OF VICAR GENERAL/MOC**

---

*(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 PASTOR**

\_\_\_\_\_  
**NAME OF BISHOP**

\_\_\_\_\_  
**NAME OF VICAR GENERAL/MOC**

## Appendix P – Resources

Roman Catholic Diocese of Phoenix      [www.diocesephoenix.org](http://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	<a href="mailto:BishopOlmsted@diocesephoenix.org">BishopOlmsted@diocesephoenix.org</a>	(602) 354-2499	354-2427
Corporate Compliance	<a href="mailto:athompson@diocesephoenix.org">athompson@diocesephoenix.org</a>	(602) 354-2124	354-2427
Moderator of the Curia	<a href="mailto:fradamson@diocesephoenix.org">fradamson@diocesephoenix.org</a>	(602) 354-2180	354-2427
Chancellor's Office	<a href="mailto:jsteffes@diocesephoenix.org">jsteffes@diocesephoenix.org</a>	(602) 354-2470	354-2427
Fiscal Department	<a href="mailto:janderson@diocesephoenix.org">janderson@diocesephoenix.org</a>	(602) 354-2185	354-2448
Property	<a href="mailto:jminieri@diocesephoenix.org">jminieri@diocesephoenix.org</a>	(602) 354-2161	354-2453
Catholic Schools	<a href="mailto:mmueller@diocesephoenix.org">mmueller@diocesephoenix.org</a>	(602) 354-2341	354-2443
Legal	<a href="mailto:jkelly@diocesephoenix.org">jkelly@diocesephoenix.org</a>	(602) 354-2474	354-2449
Tribunal	<a href="mailto:frfraser@diocesephoenix.org">frfraser@diocesephoenix.org</a>	(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](http://www.diocesephoenix.org/inc/index.html) and follow the resources link.

**Parish Finance Guide** - This manual is intended to assist pastors and parish administrators, directors, finance council members and administrators of parish finances in serving the financial needs of their parishes and meeting their responsibilities under the 1983 Code of Canon Law. This manual contains guidance on many facets of accounting, budgeting, financial reporting and financial review. To obtain a copy, contact the Diocese of Phoenix Finance Department at 602-354-2190 or visit our 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 parishes undertaking major renovations and/or building construction. To obtain a copy contact the Diocese of Phoenix Buildings & Property Department at 602-354-2165.

**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](http://www.diocesephoenix.org/inc/index.html)