

BY-LAWS  
OF

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Article I

Name

The name of the Corporation (hereinafter referred to as the Corporation) is \_\_\_\_\_

Article II

Definitions

The following words when used herein shall have the following meanings:

1. "Diocese" shall mean the Roman Catholic Diocese of Syracuse.
2. "Bishop" shall mean the Bishop (Ordinary of the Diocese).
3. "Vicar General" shall mean the Vicar General of the Diocese.
4. "Church" shall mean the ecclesiastical entity of (parish) that was incorporated under civil law as this Corporation.
5. "Pastor" shall mean the Pastor of the Church, or in the event of disability of the Pastor, that priest appointed by the Bishop to assume the rights and duties of the Pastor, including, without limitation, an Administrator or a Vicar Adjutor.
6. "Members of the Church" shall mean the parishioners of the aforesaid ecclesiastical entity (parish).

Article III

Office

The principal office of the Corporation shall be located at the rectory of the Church or at such other place designated by resolution of the Board of Trustees.

Article IV

Corporate Seal

The seal of the Corporation shall include the name of the Corporation and the year of its incorporation, enhanced by an appropriate design, selected by the Pastor.

Article V

Board of Trustees

Section 1. Powers of Trustees. The Trustees of the Corporation shall constitute its governing body and shall have such power and authority as shall be conferred upon them by law, the Corporation's certificate of incorporation or these by-laws.

No act or proceeding of the Trustees shall be valid without the sanction of the Bishop or, in the case of his absence or inability to act, without the sanction of the Vicar General or of the Administrator of the Diocese.

The Trustees shall have the custody and control of all the temporalities and property belonging to the Corporation and of the revenues therefrom and shall administer same in accordance with the discipline, rules and usages of the Roman Catholic Church and of the Diocese for the support and maintenance of the Church and of its various religious, charitable, benevolent and educational activities.

Section 2. Number and Classification. The Board of Trustees shall consist of five Trustees, three of whom shall be ex-officio Trustees. If there shall at any time be two or more Vicars General, the Trustee shall be that Vicar General designated in writing by the Bishop. Any such delegation may be revoked in writing by the Bishop and a new designation in writing may be made by him.

The appointive Trustees (hereinafter referred to as Lay Trustees) shall be two lay persons who shall be members of the Church and shall be appointed by the ex-officio Trustees or a majority of them with the approval of the Bishop.

The Lay Trustees shall be annually nominated by the Pastor with the advice of the Parish Council.

Upon appointment, the Lay Trustees shall be ex-officio members of the Parish Council.

No Trustee shall receive a salary from the Corporation for services as Trustee. A Trustee may be compensated by the Corporation for service to it other than as a Trustee and may be reimbursed for expenses incurred in service as such Trustee.

Section 3. Term of Office of Lay Trustees. The two lay persons signing the certificate of incorporation of the Corporation shall be the two Lay Trustees thereof during the first year of its corporate existence or until their successors shall have been appointed.

The term of office of a Lay Trustee shall be one year, from July 1 to June 30, or until his successor shall have been appointed. A Lay Trustee may be reappointed after his first full year term to no more than four additional successive one year terms, and after the expiration of the last of such terms may not be reappointed as a Lay Trustee except upon recommendation of the Pastor and Parish Council, but for no more than five additional successive one year terms.

Whenever the office of any such Lay Trustee shall become vacant, his successor shall be nominated from the members of the Church by the Pastor with the advice of the Parish Council and shall be appointed by the ex-officio Trustees or a majority of them with the approval of the Bishop.

Section 4. Removal of Lay Trustees. A Lay Trustee may be removed for cause, after a hearing and the opportunity to be heard, by the vote of a majority of the Trustees present at any meeting at which there is a quorum present. No such removal for cause shall be effected unless the Trustee proposed to be removed and all other Trustees have been given at least ten days' written notice of the proposed removal, the alleged cause for removal and the time and place of the hearing and there is compliance with such other procedures as may be required by law.

Section 5. Resignation. A Lay Trustee may resign at any time by giving written notice of his resignation to the Pastor or the Board of Trustees. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## Article VI

### Meetings of the Board of Trustees

Section 1. Annual Meetings. The annual meeting of the Board of Trustees shall be held on the second Wednesday of September of each year at 8:00 p.m. at the Corporation's principal office.

Section 2. Special Meetings. A special meeting of the Board may be called at any time by, or at the request of, any ex-officio Trustee.

Section 3. Notice of Meetings. No notice need be given of any annual meeting. Written notice of a special meeting stating the place, date and hour, and stating the purpose or purposes for which the meeting is called, shall be mailed not less than five days before the date of the meeting to the usual address of every Trustee. Any such notice shall be deemed to have been given when mailed.

Section 4. Waiver of Notice. Any Trustee may waive notice of any meeting by submitting a signed waiver whether before or after the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where the Trustee protests, prior to the meeting or at its commencement, the lack of notice to him.

Section 5. Quorum. A majority of the whole number of Trustees shall constitute a quorum at all meetings of the Board. The vote of a majority of the Trustees present at any meeting shall be sufficient to act upon any matter that may properly come before the Board, unless a greater vote is required by law, by the Corporation's certificate of incorporation or by these by-laws.

Section 6. Adjournments. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board to another time or place shall be given to the Trustees who were not present at the time of adjournment and, unless such time and place are announced at the meeting, to the other Trustees.

## Article VII

### Action Without a Meeting

Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board of Trustees consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Trustees shall be filed with the minutes of the proceeding of the Board.

## Article VIII

### Officers of the Corporation

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary-Treasurer, and such other officers as may be elected by the Trustees.

The Bishop, by virtue of his office as such, shall be the President of the Corporation. The Vicar General, by virtue of his office as such, or if there be more than one, by virtue of his designation by the Bishop as provided in Article V. Section 2 hereof, shall be the Vice-President of the Corporation. The Pastor, by virtue of his office, shall be the Secretary-Treasurer thereof.

Section 2. Powers. In addition to the powers hereinafter specifically granted and subject to such limitations as the Board of Trustees may from time-to-time prescribe, the officers of the Corporation shall each have powers and duties as generally pertain to their respective offices but not inconsistent, however, with any other provision of these by-laws.

Section 3. President. The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of Trustees at which he is present and shall have general supervision and management of the affairs of the Corporation.

Section 4. Vice-President. In the absence of the President, the duties of that office shall be performed by the Vice-President who shall also perform such other functions as the President may prescribe.

Section 5. Secretary-Treasurer. Subject to the supervision of the President and Vice-President, the Secretary-Treasurer shall be the administrative officers of the corporation. He shall conduct all official correspondence of the Corporation, keep a record of all its meetings and perform such other duties as may be assigned to him by the President. He shall have the custody of the corporate funds and property of the Corporation and shall keep an accurate account of the receipts and disbursements; he shall keep all monies in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Trustees. At the annual meeting of the Trustees he shall render a detailed financial report of the Corporation for the preceding fiscal year and shall make such other reports as may be required by the Board.

#### Article IX

##### Waiver of Notice or Lapse of Time

Whenever, under the provisions of any law that does not preclude it or the Corporation's certificate of incorporation or these by-laws or by the terms of any agreement or instrument, the Corporation or the Board of Trustees or any committee thereof is authorized to take an action, at a meeting or otherwise, after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken, or such meeting may be held, without notice and without the lapse of such period of time, if at any time before or after such action is completed, or such meeting is held, the person or persons entitled to such notice or entitled to participate in the action to be taken, or such meeting, submit a signed waiver of notice of such requirements.

## Article X

Corporate Powers - Consent of Bishop

Section 1. Corporate Powers. The powers of the Corporation shall be exercised and its property and affairs shall be managed in conformity with the discipline, rules and usages of the Roman Catholic Church, include the statutes, rules and regulations of the Diocese, as the same shall be in force from time-to-time.

Section 2. Consent of Bishop. Without limiting the generality of the foregoing, the Corporation shall not do any of the following without the consent of the Bishop:

- (a) Mortgage, lease, sell, convey or otherwise dispose of any of its real property.
- (b) Acquire by lease or purchase or accept by gift or devise, in trust or otherwise, any real property or interest therein.
- (c) Accept by gift or bequest any money or other personal property that is subject to a trust or any other restriction or condition.
- (d) Commence, settle, compromise or abandon any legal action or proceeding.
- (e) Incur any expense in making repairs to the property of, or in purchasing equipment for, the Church of any amount more than the maximum permitted to be incurred for such purposes without such consent under said statutes, rules and regulations of the Diocese.
- (f) Perform or engage in any other act or transaction which requires such consent under such statutes, rules or regulations of the Diocese.

Section 3. Form of Consent. The consent required by Section 2 above shall be given in such form and in such manner as may be authorized by the Bishop and any documentation evidencing such consent may, if so authorized by the Bishop, be signed by a Vicar General or the Vicar for Administration of the Diocese.

Section 4. Alternate Consent. In the event of the absence of the Bishop or his inability to act, the consent required by Section 2 above may be given by the Vicar General or Administrator of the Diocese.

## Article XI

Amendments

These by-laws may be amended or repealed and new by-laws may be adopted by a vote of at least four (4) Trustees at any annual or special meeting of the Board of Trustees. Notice of the proposed action shall be given in the manner required by law and these by-laws.

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