



ARCHDIOCESE
OF PORTLAND IN
OREGON

**Best Practices
for
Parish Corporations**

September 2018

**BEST PRACTICES
FOR PARISH
CORPORATIONS**

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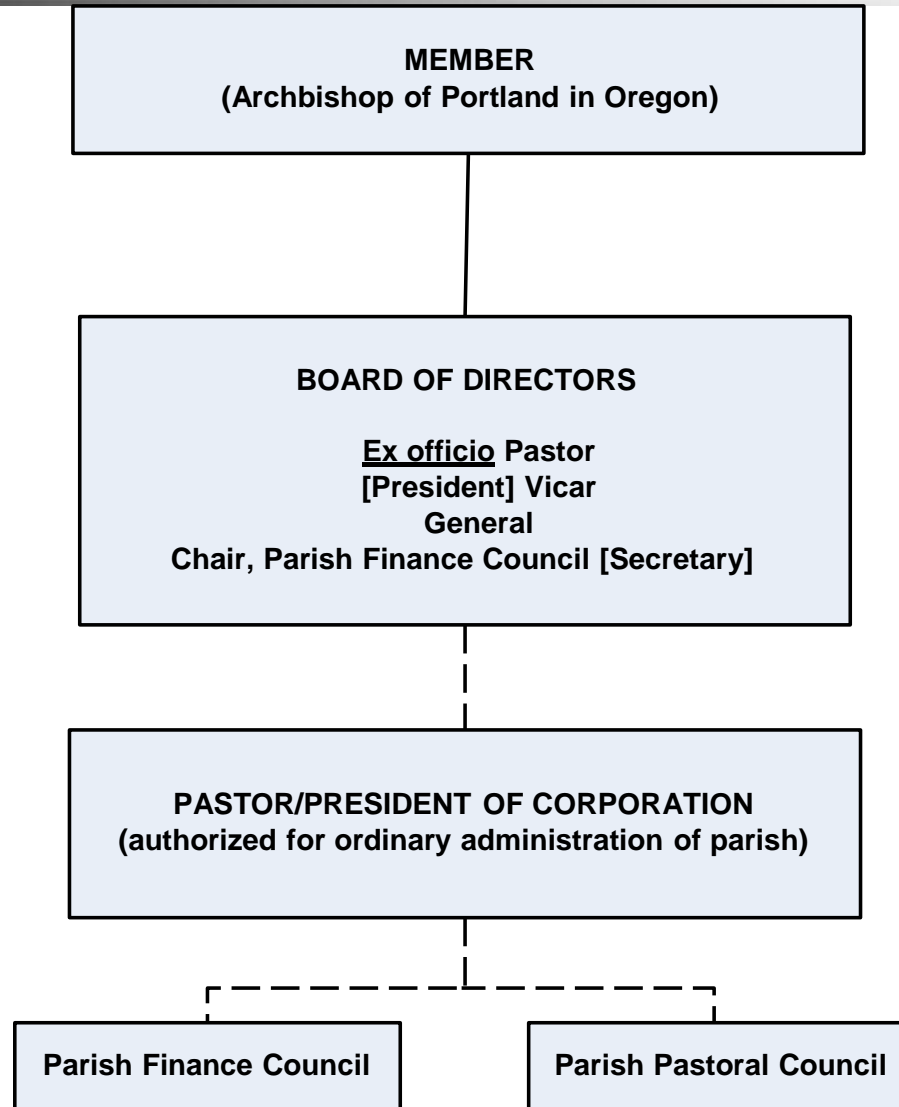
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1. The Parish Corporation

PARISH MEMBER CORPORATION



ARTICLES OF INCORPORATION
OF
[NAME] CATHOLIC CHURCH, PORTLAND, OREGON
RECITALS

- A.** The Archdiocese of Portland in Oregon (the “Archdiocese”) is an ecclesiastical entity of the Roman Catholic Church under the religious leadership of the Archbishop of Portland in Oregon, as duly appointed by the Holy See of the Roman Catholic Church (the “Archbishop”). Under the Code of Canon Law of the Roman Catholic Church (“Canon Law”), the Archdiocese is a separate juridic entity with its own rights and obligations. The Archdiocese exists under civil law as a separate Oregon corporation.
- B.** [NAME OF PARISH] (the “Parish”) is a parish under Canon Law: a certain community of the faithful whose pastoral care is entrusted to a pastor who is appointed by and under the jurisdiction of the Archbishop (the “Pastor”). Under Canon Law, the Parish also is a separate juridic entity with its own rights and obligations.
- C.** Throughout their history, the Archdiocese and the Parish each have operated as separate entities and functioned with each other pursuant to Canon Law and the doctrines, teachings, traditions and polity of the Roman Catholic Church.
- D.** To ensure that the separate juridic persons of the Archdiocese and the Parish under Canon Law are more clearly reflected in their civil law organizational structures, the undersigned incorporator hereby forms this Corporation. Henceforth the Parish will exist and operate under civil law as an Oregon religious nonprofit corporation.
- E.** Nothing in these Articles of Incorporation or the Bylaws of the Corporation is intended to alter, modify or vacate the Archdiocese’s or the Parish’s continuing rights and obligations under Canon Law and the doctrines, teachings, traditions and polity of the Roman Catholic Church.
- F.** The Parish expressly acknowledges that it is subject to the ecclesiastical jurisdiction of the Archbishop, Canon Law and the doctrines, teachings, traditions, and polity of the Roman Catholic Church, as interpreted by the Archbishop in his sole discretion.

Note: As used herein, the term “Pastor” may refer also to the designated Administrator or Pastoral Administrator of a parish.

ARTICLE 1
Name

The name of the Corporation is [NAME] Catholic Church, Portland, Oregon (the “Corporation”).

ARTICLE 2
Type

The Corporation is a religious corporation.

ARTICLE 3
Member

- 3.1 Designation of Member.** The Corporation will have a single member, the Archbishop, or in the case of vacancy in the position of Archbishop of Portland in Oregon, the duly appointed Administrator of the Archdiocese (“Member”).
- 3.2 Member’s Attorney-in-fact.** Any consent, approval, authorization, response or other writing, instrument or other action required or permitted of or reserved to the Member under these Bylaws, the Articles of Incorporation or the Oregon Nonprofit Corporation Act (the “Act”) shall be effective if given, made or executed by the Member or by the Member’s attorney-in-fact duly appointed by written instrument executed by the Member.

ARTICLE 4
Purposes and Powers

- 4.1 General Purpose.** The Corporation is organized and must be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- 4.2 Specific Purpose.** The specific and interrelated purposes of the Corporation are: to carry out the mission of the Roman Catholic Church, as operated through the Archdiocese, specifically in connection with the religious, charitable or educational operations of the Parish; and to hold property for the use and benefit of and in trust for the Parish, its mission, ministries and activities. All actions of the Corporation in furtherance of these purposes shall be consistent with and subject to Canon Law and the doctrines, teachings, traditions, and polity of the Roman Catholic Church.
- 4.3 Net Earnings.** No part of the Corporation’s net earnings may inure to the benefit of any private shareholder or individual.
- 4.4 Powers.** The Corporation shall have the power to take any lawful action necessary, appropriate or desirable to carry out its purposes, except as restricted in these Articles of Incorporation or the Bylaws of the Corporation.

- 4.5 General Restrictions.** Notwithstanding any provision in these Articles of Incorporation to the contrary:
- (a) No part of the Corporation's assets may be used in any manner, and the Corporation may not participate in any activity, that would cause the Corporation to cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code; and
 - (b) The Corporation shall have no power to act in violation of Canon Law or the doctrines, teachings, traditions, and polity of the Roman Catholic Church, as interpreted by the Archbishop in his sole discretion.
- 4.6 Restriction on Influencing Legislation.** No substantial part of the Corporation's activities may consist of carrying on propaganda, or otherwise attempting, to influence legislation.
- 4.7 Restriction on Political Campaigns.** The Corporation may not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE 5

Liability of Directors and Uncompensated Officers

To the extent permitted by and in accordance with the Act:

- (a) a director or uncompensated officer shall have no personal liability to the Corporation or its Member for monetary damages arising out of or in connection with his or her conduct as a director or officer; and
- (b) the Member shall have no personal liability to the Corporation for monetary damages arising out of or in connection with his conduct as Member.

ARTICLE 6

Indemnification

- 6.1 Indemnification.** To the extent permitted by and in accordance with the Act, the Corporation will indemnify and defend an individual made a party to a proceeding because the individual is or was a member, director or officer against liability incurred in the proceeding.
- 6.2 Advance for Expenses.** To the extent permitted by and in accordance with the Act, the Corporation will pay for or reimburse the reasonable expenses incurred by a member, director or officer who is a party to a proceeding in advance of final disposition of the proceeding.

ARTICLE 7
Special Powers Reserved/Authorized to the Member

In accordance with ORS 65.301(3) (and any successor statute so providing), the Member is authorized to exercise the following powers that would otherwise be exercisable by the Corporation's Board of Directors:

- (a) Approval of a plan of merger (to the maximum extent such authority can be exercised under applicable law by the Member without action of the Board of Directors);
- (b) Approval of the sale, lease, exchange or other disposition of all or substantially all of the Corporation's assets, other than in the usual and regular course of the Corporation's activities (to the maximum extent such authority can be exercised under applicable law by the Member without action of the Board of Directors);
- (c) Approval of the voluntary dissolution of the Corporation (to the maximum extent such authority can be exercised under applicable law by the Member without action of the Board of Directors); and
- (d) Amendment or repeal of the Articles of Incorporation or Bylaws of the Corporation when such amendment or repeal is necessary for conformity with Canon Law or the doctrines, teachings, traditions and polity of the Roman Catholic Church, as interpreted by the Archbishop in his sole discretion.

ARTICLE 8
Directors

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of its Board of Directors subject to the limitations set forth in these Articles of Incorporation. The Board of Directors may exercise the following powers, but only with the prior written consent of the Member:

- (a) File a petition in bankruptcy, dissolve, merge or transfer all or substantially all of the assets of the Corporation;
- (b) Purchase, sell, or otherwise acquire or transfer real property or interests in real property of the Corporation;
- (c) Sell, dispose of or otherwise alienate any capital asset of the Corporation in a transaction (or a series of related transactions) involving an aggregate amount in excess of the amount determined under Canon Law (canon 1292), as it may be modified from time to time;
- (d) Borrow money, issue notes, bonds and other obligation or secure any of its obligations by mortgage or pledge of any of its property or income;

- (e) Enter into an agreement to lease real property of the Corporation for a term in excess of that duration established by the Archdiocese, as it may be modified from time to time;
- (f) Amend or repeal the Articles of Incorporation or Bylaws of the Corporation;
- (g) Create or cause the creation of, fund or otherwise support the formation of an affiliated or subsidiary entity;

Other actions that may be specified in the Bylaws.

ARTICLE 9 Distribution of Assets on Dissolution

Upon dissolution, the Corporation must distribute its assets in accordance with applicable provisions of Canon Law to one or more organizations organized for the religious, charitable or educational purposes of the Roman Catholic Church and which are recognized as exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 10 Registered Office and Registered Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that location is:

SW&W Legal Services, Inc.
1211 SW Fifth Avenue, Suite 1800
Portland, OR 97204.

ARTICLE 11 Incorporator

The name and address of the incorporator is:

John G. Vlazny
2838 E. Burnside Street
Portland, OR 97214.

ARTICLE 12 Mailing Address for Notices

The mailing address to which notices may be mailed is:

c/o Schwabe, Williamson & Wyatt PC
1211 SW 5th Ave, Suite 1800
Portland, OR 97204.

ARTICLE 13
Effective Date

These articles of incorporation will become effective on April 30, 2008.

Incorporator:

John G. Vlazny

AMENDED BYLAWS
OF
[NAME] CATHOLIC CHURCH, [CITY], OREGON

Preamble

The Corporation (sometimes herein referred to as the “Parish”) has been formed:to carry out the mission of the Roman Catholic Church, as operated through the Archdiocese of Portland in Oregon (the “Archdiocese”), specifically in connection with the religious, charitable and educational operations of the Parish; and to hold property for the use and benefit of and in trust for the Parish, its mission, ministries and activities; both of the foregoing, consistent with and subject to the Code of Canon Law of the Roman Catholic Church (“Canon Law”) and the doctrines, teachings, traditions, and polity of the Roman Catholic Church.

SECTION 1 MEMBER

- 1.1 Designation of Member.** The Corporation will have a single Member, the Archbishop of Portland in Oregon (the “Archbishop”), as duly appointed by the Holy See or, in the case of vacancy in the position of Archbishop of Portland in Oregon, the duly appointed Administrator of the Archdiocese.
- 1.2 Member’s attorney-in-fact.** Any consent, approval, authorization, response, writing, instrument or other action required or permitted of or reserved to the Member under these Bylaws, the Articles of Incorporation or the Oregon Nonprofit Corporation Act (the “Act”) shall be effective if given, made or executed by the Member or by the Member’s attorney-in-fact duly appointed by written instrument executed by the Member.

SECTION 2 MEMBERSHIP MEETINGS AND ACTION WITHOUT MEETINGS

2.1 Annual Meetings.

- (a) If the Act requires the Corporation to hold an annual membership meeting, the Corporation shall hold its annual meeting on the second Thursday of September of each year, or at such other time and date as may be fixed by the Member. Ordinarily, the requirement for such meeting will be fulfilled by written consent initiated by the Member and delivered to the Corporation as set forth in Section 2.2.
- (b) The failure to hold an annual meeting does not affect the validity of any corporate action.

Note: As used herein, the term “Pastor” may refer also to the designated Administrator or Pastoral Administrator of a parish.

2.2 Action Without Meeting.

- (a) Action required or permitted by the Act to be taken at a membership meeting may be taken without a meeting if the action is taken by the Member, which action must be evidenced by one or more written consents describing the action taken, signed by the Member, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.
- (b) A consent signed under this Section 2.2 has the effect of a meeting vote and may be described as such in any document.

2.3 Proxies.

- (a) The Member may appoint a proxy to vote or otherwise act for the Member by signing an appointment form either personally or by the Member's attorney-in-fact.
- (b) An appointment of a proxy is revocable by the Member. Appointment of a proxy is revoked by the person appointing the proxy:
 - (1) attending any meeting and voting in person; or
 - (2) signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.
- (c) Subject to ORS 65.237 and any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the Member making the appointment.

2.4 Special Powers Reserved/Authorized to the Member. In accordance with ORS 65.301(3) (and any successor statute so providing), the Member is authorized to exercise the following powers that would otherwise be exercisable by the Corporation's board of directors:

- (1) Approval of a plan of merger (to the maximum extent such authority can be exercised under applicable law by the Member without action of the board of directors);
- (2) Approval of the sale, lease, exchange or other disposition of all or substantially all of the Corporation's assets, other than in the usual and regular course of the Corporation's activities (to the maximum extent such authority can be exercised under applicable law by the Member without action of the board of directors);

- (3) Approval of the voluntary dissolution of the Corporation (to the maximum extent such authority can be exercised under applicable law by the Member without action of the board of directors); and
- (4) Amendment or repeal of the Articles of Incorporation or Bylaws of the Corporation when such amendment or repeal is necessary for conformity with Canon Law or the doctrines, teachings, traditions and polity of the Roman Catholic Church, as interpreted by the Archbishop in his sole discretion.

SECTION 3 BOARD OF DIRECTORS

3.1 Duties of Board.

- (a) All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the board of directors, subject to any limitation set forth in the Articles of Incorporation or these Bylaws.
- (b) The board of directors may exercise the following powers, but only with the prior written consent of the Member:
 - (1) File a petition in bankruptcy, dissolve, merge or transfer all or substantially all of the assets of the Corporation;
 - (2) Purchase, sell, or otherwise acquire or transfer real property or interests in real property of the Corporation;
 - (3) Sell, dispose of or otherwise alienate any capital asset of the Corporation in a transaction (or a series of related transactions) involving an aggregate amount in excess of the amount determined under Canon Law (canon 1292), as it may be modified from time to time;
 - (4) Borrow money, issue notes, bonds and other obligations or secure any of its obligations by mortgage or pledge of any of its property or income;
 - (5) Enter into an agreement to lease real property of the Corporation for a term in excess of that duration established by the Archdiocese, as it may be modified from time to time;
 - (6) Create or cause the creation of, fund or otherwise support the formation of an affiliated or subsidiary entity;
 - (7) Amend or repeal of the Articles of Incorporation or Bylaws of the Corporation; and
 - (8) Any other action requiring consent of the Member under these Bylaws.
- (c) Consistent with Canon Law, the ordinary administration of the Parish, as is usual and customary under Canon Law, is delegated to the Pastor.

3.2 Number and Qualifications of Directors.

- (a) The board shall consist of three directors all *ex-officio*.
- (b) Except for those individuals serving on an interim basis pursuant to Section 3.4, the qualifications of the directors are as follows:
 - (1) In virtue of holding the position specified, the following will be *ex-officio* directors:
 - A. The Pastor of the Parish;
 - B. The Vicar General of the Archdiocese; and
 - C. The chair of the Parish Finance Council (or similarly named group fulfilling the requirements of canon 1280).
 - (2) An employee of the Parish shall not serve as a director.
- (c) Except as otherwise provided in the Articles of Incorporation or these Bylaws, each director shall have and enjoy all rights as a director under the Act, including the right to vote on all matters that may properly come before the board of directors.

3.3 Terms of Directors.

- (a) The term of a director shall be for so long as the individual occupies the position in virtue of which he or she serves as director or until removed.
- (b) A director will be deemed to have resigned from the board of directors as of the effective date of the director's resignation from the office in virtue of which he or she serves as director.
- (c) A director will be deemed to have been removed from the board of directors as of the effective date of the director's removal from the office in virtue of which he or she serves as a director.

3.4 Vacancy on Board.

- (a) If a vacancy occurs on the board of directors on an interim or permanent basis, the vacancy will be filled as follows. The Member will fill a vacancy in the directorship of an individual who serves in virtue of his office as Vicar General of the Archdiocese or Pastor of the Parish. The Pastor will fill a vacancy in the directorship of the individual who serves in virtue of his or her service as chair of the Parish Finance Council. In extraordinary circumstances, the Member may fill any vacancy on the board on an interim basis to the extent necessary for board action or to enable the Corporation to comply with the Act.

- (b) A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under Section 3.3 or otherwise, may be filled by the Member or the Pastor, in accordance with Section 3.4, before the vacancy occurs but the new director may not take office until the vacancy occurs.
- (c) A vacancy on the board of directors may be filled on an interim or permanent basis.

3.5 Chairperson of the Board of Directors. The board of directors may appoint a chairperson of the board of directors at any time. The chairperson of the board of directors will preside at all meetings of the board of directors and will perform other duties prescribed by the board of directors.

SECTION 4 MEETINGS AND ACTION OF BOARD

4.1 Regular and Special Meetings.

- (a) If the time and place of a directors' meeting is fixed by these Bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.
- (b) The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs:
 - (1) all directors participating may simultaneously hear or read each other's communications during the meeting; or
 - (2) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.
- (c) If a meeting is conducted through the use of any means described in Section 4.1(b):
 - (1) all participating directors must be informed that a meeting is taking place at which official business may be transacted; and
 - (2) a director participating in the meeting by this means is deemed to be present in person at the meeting.

4.2 Action Without Meeting.

- (a) Action required or permitted by the Act to be taken at the board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by one or more written consents, including consents given by electronic means (e.g., fax, email), describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

- (b) Action taken under this Section 4.2 is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.
- (c) A consent signed under this Section 4.2 has the effect of a meeting vote and may be described as such in any document.

4.3 Call and Notice of Meetings.

- (a) Regular meetings of the board may be held with reasonable notice of the date, time, place and purpose of the meeting.
- (b) Special meetings of the board must be preceded by at least seven days' notice to each director of the date, time, place and purpose of the meeting.
- (c) The presiding officer of the board, the president or 50 percent of the directors then in office may call and give notice of a meeting of the board.

4.4 Waiver of Notice.

- (a) A director may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as provided in Section 4.4(b), the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.
- (b) A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

4.5 Quorum and Voting.

- (a) A quorum of the board of directors consists of a majority of the fixed number of directors.
- (b) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the board of directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.
- (c) A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- (1) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting; or
- (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting.

4.6 Committees.

The Parish's Finance Council and the Parish's Pastoral Council shall be standing committees advisory to the Pastor. Subject to Section 3.1(c), the board of directors may create, in addition, one or more advisory committees to offer advice and counsel to the Pastor and/or the Corporation. Absent an express grant of authority by the board of directors, such committees shall be advisory only and shall not have the power or authority in any way to bind the Corporation.

SECTION 5 STANDARDS OF CONDUCT

5.1 General Standards for Directors.

- (a) A director must discharge the duties of a director, including the director's duties as a member of a committee:
 - (1) in good faith;
 - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (3) in a manner the director reasonably believes to be in the best interests of the Corporation.
- (b) A director will not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

5.2 Director Conflict of Interest. All matters involving an actual or potential conflict of interest between the director and the Corporation shall be governed by ORS 65.361, or any successor statute.

SECTION 6 OFFICERS

6.1 Required Officers.

- (a) The Corporation shall have a president and a secretary, and will have no other officers.
- (b) For purposes of ORS 65.371, the president of the Corporation shall be the Pastor of the Parish, and the Pastor shall have all rights, responsibilities and authority

afforded to and imposed upon a president of an Oregon non-profit corporation, subject to such limitations or qualifications as are set forth in the Corporation's Articles of Incorporation, these Bylaws, or any resolution duly adopted by the Corporation's board of directors.

- (c) The secretary of the Corporation shall be the director who serves in virtue of his or her position as chair of the Parish Finance Council.

6.2 Duties and Authority of Officers. Each officer has the authority and will perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers. Nothing here shall, or is intended to, affect or limit the ecclesiastical relationship between the Archbishop (or the Archdiocese) and the Pastor, between the Archbishop (or the Archdiocese) and the Parish, or between the Pastor and the Parish, which relationships shall be governed pursuant to Canon Law, and the doctrines, teachings, traditions and polity of the Roman Catholic Church.

6.3 Standards of Conduct for Officers.

An officer must discharge the officer's duties:

- (a) in good faith;
- (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) in a manner the officer reasonably believes to be in the best interests of the Corporation.

6.4 President. The President will supervise, direct, and control the affairs of the Corporation, and will perform all duties commonly incident to the office of president of a corporation and other duties prescribed by the Member or the board of directors, in all respects to the extent consistent with Canon Law and the doctrines, teachings, traditions, and polity of the Roman Catholic Church.

6.5 Secretary. The secretary will:

- (a) prepare minutes of the directors' and Member's meetings and authenticate records of the Corporation;
- (b) ensure that all notices by the Corporation under the Act, the Articles of Incorporation or these Bylaws are given;
- (c) keep and maintain the records of the Corporation specified in ORS 65.771(1) and (5); and
- (d) perform all duties commonly incident to the office of secretary and other duties prescribed by the board of directors or an authorized officer.

SECTION 7 INDEMNIFICATION

- 7.1 Indemnification.** The Corporation will defend and indemnify an individual made a party to a proceeding because the individual is or was a Member, director or officer against liability incurred in the proceeding to the extent permitted by and in accordance with the Act.
- 7.2 Advance for Expenses.** To the extent permitted by and in accordance with the Act, the Corporation will pay for or reimburse the reasonable expenses incurred by a Member, director or officer who is a party to a proceeding in advance of final disposition of the proceeding.
- 7.3 Non-Exclusivity of Rights.** The indemnification and provisions for advancement of expenses provided in this Section 7 will not be deemed exclusive of any other rights to which directors, officers, employees or agents may be entitled under the Articles of Incorporation or these Bylaws, any agreement, general or specific action of the board of directors, vote of Member or otherwise, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.
- 7.4 Savings Provisions.** The repeal of a provision of this Section 7 does not affect:
- (a) the operation of the provision or any action taken under it before its repeal; or
 - (b) any ratification, right, remedy, privilege, obligation or liability acquired, accrued or incurred under the provision before its repeal.
- 7.5 Severability.** If any provision of this Section 7 or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of this Section 7 that can be given effect without the invalid provision or application, and to this end the provisions of this Section 7 are severable.
- 7.6 Contract Right.** All rights to indemnification under this Section 7 are contract rights that cannot be amended to retroactively reduce a director's or officer's rights under this Section 7.

SECTION 8 AMENDMENT OF BYLAWS BY THE DIRECTORS AND THE MEMBER

- 8.1 Amendment or Repeal by the Directors.** The board of directors may amend or repeal these Bylaws:
- (a) only with the prior written consent of the Member;
 - (b) except to the extent the Articles of Incorporation or these Bylaws reserve this power exclusively to the Member, in whole or in part; or

- (c) unless the Member, in amending or repealing a particular bylaw, provides expressly that the board of directors may not amend or repeal that bylaw.

8.2 Amendment or Repeal by the Member. The Member may amend or repeal these Bylaws without any action or the concurrence of the board of directors, even though these Bylaws may also be amended or repealed by the board of directors pursuant to Section 8.1 above when such amendment or repeal is necessary or appropriate to facilitate the Corporation's compliance with the Act or other applicable law, as determined by the Member.

SECTION 9 NOTICE

9.1 Oral or Written Notice. Notice may be oral or written unless otherwise specified for a particular kind of notice.

9.2 Methods of Notice. Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire, wireless or electronic communication, or by mail or private carrier mailed to the address stated in Section 9.5 below.

9.3 Written Notice by the Corporation to Member. Written notice by the Corporation to the Member, if in a comprehensible form, is effective when mailed if it is mailed postpaid and is correctly addressed as provided in Section 9.6(a) below.

9.4 When Oral Notice is Effective. Oral notice is effective when communicated if communicated in a comprehensible manner.

9.5 When Written Notice is Effective. Except as provided in Section 9.3, personal written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) when received;
- (b) five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed;
- (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- (d) thirty days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed; or
- (e) the date specified by the Articles of Incorporation or these Bylaws with respect to notice to directors.

9.6 When Written Notice is Correctly Addressed.

- (a) Unless otherwise so notified pursuant to this Section 9, written notice is correctly addressed to the Member if addressed to the principal place of business of the

Archdiocese as shown in the then current records of the Oregon Secretary of State Corporation Division.

- (b) Written notice is correctly addressed to the Corporation if addressed to its registered agent or, if none is of record, to the Corporation's principal office shown in the then current records of the Oregon Secretary of State Corporation Division.
- (c) Written notice is correctly addressed to a director if addressed to the director's last known address appearing in the records of the Corporation.

SECTION 10 MISCELLANEOUS

- (a) Any matter not specifically addressed herein shall be governed by the Act.
- (b) Notwithstanding anything herein to the contrary, the Corporation may enter into certain agreements with the Archdiocese and/or various of its affiliates to support the Corporation in the management of its business and affairs.

SECTION 11 DEFINITIONS

All terms used in these Bylaws that are defined in the Articles of Incorporation of the Corporation or the Act will have the meanings ascribed to them in the Articles of Incorporation or the Act.

These Amended Bylaws were adopted by the board of directors of the Corporation effective as of the date of the 2012 annual Member meeting of the Corporation.

Secretary or President

2. Corporate Meetings

GUIDELINES FOR BOARD ACTION

BOARD ACTION/MEMBER APPROVAL <u>REQUIRED</u>	BOARD ACTION APPROPRIATE	BOARD ACTION NOT REQUIRED
<p>Board action is necessary whenever the written consent of the Member is required for corporate action. See <i>Articles of Incorporation</i>, Article 8 for complete list.</p> <p>The most common activities of a parish requiring board action include:</p> <ul style="list-style-type: none"> • Purchasing real property • Selling real property • Granting an easement that may restrict the future use or diminish the value or marketability of parish property* • Selling a capital asset of the parish (other than real property) valued at more than \$500,000 • Borrowing money • Leasing parish real property (initial lease term) for a period of 1 year or more • Initiating a major construction project 	<p>Although Member consent is not required, board action is appropriate when the parish is considering certain other significant actions. For example:</p> <ul style="list-style-type: none"> • Closure of the parish school, or adding/ceasing to operate certain grade levels • Expanding parish operations to include new activities that have a significant business component (e.g., a child care center, a thrift shop, a bus service for students, etc.) • Developing a master plan for parish facilities • Initiating a capital campaign • Undertaking a major maintenance project • Lease renewals 	<p>Board action is NOT required for the day-to-day operations of the parish. The ordinary administration of the parish that is the prerogative of the Pastor under Canon Law has also been delegated to the Pastor under the parish civil corporate structure. Thus, board action is not required (or appropriate), for example, for:</p> <ul style="list-style-type: none"> • Hiring/terminating parish personnel • Authorizing routine expenditures within the parish budget • Operating established parish ministries • Initiating new parish activities that do not have a significant business component <p>Board action is NOT required in furtherance of an action previously approved by the board when follow-up has expressly been delegated to a named individual and/or under specific conditions.</p>

* Various "routine" easements (utility easements, temporary construction easements and the like) may be granted by the Pastor in the ordinary administration of the parish. These are easements that do not unduly burden parish properties or materially impact their use or value.

Note: In some cases, action by a parish board of directors will be taken along with other approvals required of the parish under Canon Law in connection with the Archbishop's oversight of parish affairs, or for insurance purposes (for example, submission of parish building plans to the Archdiocesan Building Commission; review of certain contract provisions for compliance with insurance protocols.)

BOARD ACTION: WHEN IS A MEETING REQUIRED?

The board of directors may take action with or without a meeting.

MEETING REQUIRED (Bylaws, Section 4.1)

A meeting of the board of directors should be called when:

- ✓ a decision needs to be made or topic addressed that requires discussion by the directors;
 - ✓ previous discussion among the directors suggests that there may not be unanimous consent to the proposed action; or
 - ✓ [if the action requires Member consent] the director who is the Member's-attorney-in-fact (the Vicar General) has not been previously been provided sufficient information to consent to the proposed action.
- Notice of the meeting must be given in accordance with the Bylaws, Section 4.3. If possible, the meeting should be held when all directors can attend.
 - A quorum must be present for the board to transact business. (Bylaws, Section 4.5)
 - The meeting may be held in one location with all directors coming together; or any or all directors may participate by telephone conference or other means of communication so long as all directors participating may simultaneously hear or read each other's communications during the meeting. (Bylaws, Section 4.1)
 - Minutes of the meeting should be taken and placed in the Corporate Minute Book.

MEETING NOT REQUIRED (Bylaws, Section 4.2)

The board of directors may take action without a meeting when *everyone* on the board is in agreement about the action to be taken.

- The unanimous consent of ALL 3 directors is required – not just a majority vote. (Bylaws, Section 4.2(a))
- A telephone or other informal poll is advisable to confirm that all directors are in agreement with the proposed action before proceeding to act by written consent. If any director requests further discussion among the directors, that should take place before proceeding further. If fewer than all directors are in agreement, the board should schedule a meeting.
- A telephone poll to individual directors resulting in a mere majority vote in favor of an action does not authorize the board to act by written consent. *Only* if the poll results in unanimous approval of all directors is board action authorized by written consent.
- Every director must sign and date the written consent form or counterpart thereof. (Bylaws, Section 4.2(a)). The consent form should be placed in the Corporate Minute Book.

[See sample forms: *Minutes of Meeting of the Board of Directors*; *Consent to Corporate Action by the Board of Directors Without a Meeting*]

[NAME OF PARISH CORPORATION]

**MINUTES OF BOARD OF DIRECTORS MEETING
[DATE]**

The board of directors of [NAME OF CORPORATION] met on [DATE] at [TIME] at [PLACE]. The following directors were present: [NAMES OF DIRECTORS PRESENT]. (If applicable) [NAMES OF DIRECTORS] attended the meeting by teleconference. [NAMES OF OTHERS PRESENT] were also in attendance at the meeting.

[NAME OF PASTOR/PRESIDENT] called the meeting to order and noted that the number of directors in attendance was sufficient to constitute a quorum.

The minutes from the meeting of the Board of Directors held on [DATE] were presented by the Secretary and approved by voice vote.

Committee reports [if applicable]

Old business

[For each agenda item include:]

Summary of discussion.

Decision [if applicable].

New business

[For each agenda item include:]

Summary of discussion.

Decision [if applicable].

Other/Conclusion

There being no further business, the meeting was adjourned at [TIME].

Signature of Secretary

**CONSENT TO CORPORATE ACTION WITHOUT A MEETING
BY THE BOARD OF DIRECTORS**

Name of Corporation: _____

In accordance with the Oregon Nonprofit Corporation Act, we, the undersigned, being all the Directors of this corporation, an Oregon nonprofit corporation, do consent to the following corporate action as if such action had been taken at a duly held meeting of the Board of Directors of the corporation:

RESOLVED:

FURTHER RESOLVED:

FURTHER RESOLVED: [As necessary]

Signing this Consent constitutes a written waiver of any notice required by the Oregon Nonprofit Corporation Act, the Corporation's Articles of Incorporation, Bylaws, or otherwise.

This Consent may be signed in counterparts.

This action is to be effective as of: _____
Date

Signature (Pastor)

Date Signed: _____

Signature (Vicar General)

Date Signed: _____

Signature (Chair, Parish Finance Council)

Date Signed: _____

3. Corporate Resolutions

CORPORATE RESOLUTIONS

This section provides templates of corporate resolutions appropriate for use by a parish corporation. Are parishes required to use these templates? No, but many parishes have found them helpful. Use of the templates will help assure a parish board that it has not omitted anything significant.

The sample corporate resolutions relate to the subject matters on which parishes most frequently take corporate action:

- Purchase of real property
- Sale of real property
- Granting an easement
- Leasing parish property
- Initiating a major construction project
- Entering into a major construction or maintenance contract
- Borrowing money
- Selling a major capital asset of the parish (other than real property).

Note that the sample resolutions on each subject matter state:

- ✓ The corporate action authorized (e.g. sale of property), attaching documents when appropriate;
- ✓ The person or persons authorized to carry out the action approved;
- ✓ If applicable, that the authorization of the board is subject to Member approval;
- ✓ If applicable, that the action authorized is subject to policies and procedures of the Archdiocesan Building Commission or Parish Funds Trust/Loan Commission; and
- ✓ That any action previously taken by the corporation (i.e., prior to formal board resolution) to carry out the action authorized is ratified.

Additional resolutions may be appropriate and vary with different parish situations.

CORPORATE RESOLUTIONS TEMPLATES ARE AVAILABLE ELECTRONICALLY AT:

<https://factsonline.archdpx.org/>

**CONSENT TO CORPORATE ACTION WITHOUT A MEETING
BY THE BOARD OF DIRECTORS**

Name of Corporation: _____ (“Corporation”)

In accordance with the Oregon Nonprofit Corporation Act, we, the undersigned, being all the Directors of this Corporation, an Oregon nonprofit corporation, do consent to the following corporate action as if such action had been taken at a duly held meeting of the Board of Directors of the Corporation:

RESOLVED, that the board of directors approves the transactions contemplated by the [*TITLE ON PURCHASE AGREEMENT*] between the Corporation and [*OTHER PARTY*] in the form presented to the board of directors, attached as Exhibit A (the “Purchase Agreement”).

FURTHER RESOLVED, that the president [acting alone is] [acting alone or acting together with [*NAME(S)*], are] authorized to sign and deliver all documents and to take or cause to be taken all other acts on behalf of the Corporation that they deem necessary or appropriate to effect and carry out the intent of the above resolution.

FURTHER RESOLVED, that the foregoing resolutions are subject to the consent of the Member of the Corporation and shall not be effected and carried out without such consent.

FURTHER RESOLVED, that all acts previously taken by any officer of the Corporation [or by [*NAME*] _____] on behalf of the Corporation to effect and carry out the intent of the above resolutions are approved, ratified, and confirmed, provided the acts were not inconsistent with these resolutions or with the Corporation’s Articles of Incorporation or Bylaws, the Oregon Nonprofit Corporation Act, or any other applicable law.

Signing this Consent constitutes a written waiver of any notice required by the Oregon Nonprofit Corporation Act, the Corporation’s Articles of Incorporation, Bylaws, or otherwise.

This Consent may be signed in counterparts.

This action is to be effective as of the date last signed below.

Signature (Pastor) Date Signed: _____

Signature (Vicar General) Date Signed: _____

Signature (Chair, Parish Finance Council) Date Signed: _____

**CONSENT TO CORPORATE ACTION WITHOUT A MEETING
BY THE BOARD OF DIRECTORS**

Name of Corporation: _____ (“Corporation”)

In accordance with the Oregon Nonprofit Corporation Act, we, the undersigned, being all the Directors of this Corporation, an Oregon nonprofit corporation, do consent to the following corporate action as if such action had been taken at a duly held meeting of the Board of Directors of the Corporation:

RESOLVED, that the board of directors approves the transactions contemplated by the [*TITLE ON SALE AGREEMENT*] between the Corporation and [*OTHER PARTY*] in the form presented to the board of directors, attached as Exhibit A (the “Sale Agreement”).

FURTHER RESOLVED, that the president [acting alone is] [acting alone or acting together with [*NAME(S)*], are] authorized to sign and deliver all documents and to take or cause to be taken all other acts on behalf of the Corporation that they deem necessary or appropriate to effect and carry out the intent of the above resolution.

FURTHER RESOLVED, that the foregoing resolutions are subject to the consent of the Member of the Corporation and shall not be effected and carried out without such consent.

FURTHER RESOLVED, that all acts previously taken by any officer of the Corporation [or by [*NAME*] _____] on behalf of the Corporation to effect and carry out the intent of the above resolutions are approved, ratified, and confirmed, provided the acts were not inconsistent with these resolutions or with the Corporation’s Articles of Incorporation or Bylaws, the Oregon Nonprofit Corporation Act, or any other applicable law.

Signing this Consent constitutes a written waiver of any notice required by the Oregon Nonprofit Corporation Act, the Corporation’s Articles of Incorporation, Bylaws, or otherwise.

This Consent may be signed in counterparts.

This action is to be effective as of the date last signed below.

	Date Signed: _____
Signature (Pastor)	

	Date Signed: _____
Signature (Vicar General)	

	Date Signed: _____
Signature (Chair, Parish Finance Council)	

**CONSENT TO CORPORATE ACTION WITHOUT A MEETING
BY THE BOARD OF DIRECTORS**

Name of Corporation: _____ (“Corporation”)

In accordance with the Oregon Nonprofit Corporation Act, we, the undersigned, being all the Directors of this Corporation, an Oregon nonprofit corporation, do consent to the following corporate action as if such action had been taken at a duly held meeting of the Board of Directors of the Corporation:

RESOLVED, that the board of directors approves the transactions contemplated by the [TITLE ON DOCUMENT CREATING EASEMENT] {between} the Corporation and [OTHER PARTY] in the form presented to the board of directors, attached as Exhibit A (the “Easement”).

FURTHER RESOLVED, that the president [acting alone is] [acting alone or acting together with [NAME(S)], are] authorized to sign and deliver all documents and to take or cause to be taken all other acts on behalf of the Corporation that they deem necessary or appropriate to effect and carry out the intent of the above resolution.

FURTHER RESOLVED, that the foregoing resolutions are subject to the consent of the Member of the Corporation and shall not be effected and carried out without such consent.

FURTHER RESOLVED, that all acts previously taken by any officer of the Corporation [or by [NAME] _____] on behalf of the Corporation to effect and carry out the intent of the above resolutions are approved, ratified, and confirmed, provided the acts were not inconsistent with these resolutions or with the Corporation’s Articles of Incorporation or Bylaws, the Oregon Nonprofit Corporation Act, or any other applicable law.

Signing this Consent constitutes a written waiver of any notice required by the Oregon Nonprofit Corporation Act, the Corporation’s Articles of Incorporation, Bylaws, or otherwise.

This Consent may be signed in counterparts.

This action is to be effective as of the date last signed below.

Signature (Pastor)

Date Signed: _____

Signature (Vicar General)

Date Signed: _____

Signature (Chair, Parish Finance Council)

Date Signed: _____

**CONSENT TO CORPORATE ACTION WITHOUT A MEETING
BY THE BOARD OF DIRECTORS**

Name of Corporation: _____ (“Corporation”)

In accordance with the Oregon Nonprofit Corporation Act, we, the undersigned, being all the Directors of this Corporation, an Oregon nonprofit corporation, do consent to the following corporate action as if such action had been taken at a duly held meeting of the Board of Directors of the Corporation:

RESOLVED, that the board of directors approves the transactions contemplated by the [TITLE ON LEASE AGREEMENT] {between} the Corporation and [OTHER PARTY] in the form presented to the board of directors, attached as Exhibit A (the “Lease Agreement”).

FURTHER RESOLVED, that the president [acting alone is] [acting alone or acting together with [NAME(S)], are] authorized to sign and deliver all documents and to take or cause to be taken all other acts on behalf of the Corporation that they deem necessary or appropriate to effect and carry out the intent of the above resolution.

FURTHER RESOLVED, that the foregoing resolutions are subject to the consent of the Member of the Corporation and shall not be effected and carried out without such consent.

FURTHER RESOLVED, that all acts previously taken by any officer of the Corporation [or by [NAME] _____] on behalf of the Corporation to effect and carry out the intent of the above resolutions are approved, ratified, and confirmed, provided the acts were not inconsistent with these resolutions or with the Corporation’s Articles of Incorporation or Bylaws, the Oregon Nonprofit Corporation Act, or any other applicable law.

Signing this Consent constitutes a written waiver of any notice required by the Oregon Nonprofit Corporation Act, the Corporation’s Articles of Incorporation, Bylaws, or otherwise.

This Consent may be signed in counterparts.

This action is to be effective as of the date last signed below.

Signature (Pastor)

Date Signed: _____

Signature (Vicar General)

Date Signed: _____

Signature (Chair, Parish Finance Council)

Date Signed: _____

**CONSENT TO CORPORATE ACTION WITHOUT A MEETING
BY THE BOARD OF DIRECTORS**

Name of Corporation: _____ (“Corporation”)

In accordance with the Oregon Nonprofit Corporation Act, we, the undersigned, being all the Directors of this Corporation, an Oregon nonprofit corporation, do consent to the following corporate action as if such action had been taken at a duly held meeting of the Board of Directors of the Corporation:

RESOLVED, that the board of directors approves the plan of the Corporation to initiate and complete construction to [BUILD/REMODEL/EXPAND] the [NAME OF PARISH BUILDING] (“Construction Project”).

FURTHER RESOLVED, that the Corporation follow whatever standards and procedures are required and approvals necessary through the Archdiocesan Building Commission process to carry out the Construction Project. Such standards and procedures may include but not be limited to: developing or updating a parish master plan; following established construction standards and guidelines; obtaining review and approval of construction documents, etc.

FURTHER RESOLVED, that the foregoing resolutions are subject to the consent of the Member of the Corporation and shall not be effected and carried out without such consent.

FURTHER RESOLVED, that the president [acting alone is] [acting alone or acting together with [NAME(S)], are] authorized to sign and deliver all documents and to take or cause to be taken all other acts on behalf of the Corporation that they deem necessary or appropriate to effect and carry out the intent of the above resolutions.

FURTHER RESOLVED, that all acts previously taken by any officer of the Corporation [or by [NAME] _____] on behalf of the Corporation to effect and carry out the intent of the above resolutions are approved, ratified, and confirmed, provided the acts were not inconsistent with these resolutions or with the Corporation’s Articles of Incorporation or Bylaws, the Oregon Nonprofit Corporation Act, or any other applicable law.

Signing this Consent constitutes a written waiver of any notice required by the Oregon Nonprofit Corporation Act, the Corporation’s Articles of Incorporation, Bylaws, or otherwise.

This Consent may be signed in counterparts.

This action is to be effective as of the date last signed below.

Signature (Pastor)

Date Signed: _____

Signature (Vicar General)

Date Signed: _____

Signature (Chair, Parish Finance Council)

Date Signed: _____

**CONSENT TO CORPORATE ACTION WITHOUT A MEETING
BY THE BOARD OF DIRECTORS**

Name of Corporation: _____ (“Corporation”)

In accordance with the Oregon Nonprofit Corporation Act, we, the undersigned, being all the Directors of this Corporation, an Oregon nonprofit corporation, do consent to the following corporate action as if such action had been taken at a duly held meeting of the Board of Directors of the Corporation:

RESOLVED, that the Corporation enter into and perform the following agreements, each with any changes that the president or any officer authorized by the president deems necessary or appropriate:

- (a) the [NAME OF AGREEMENT] { between } { among } the Corporation and [OTHER PARTIES] in the form { presented to the board of directors } { attached as Exhibit A } (the “Agreement”); and
- (b) any other agreements contemplated by the Agreement.

FURTHER RESOLVED, that the president [acting alone is] [acting alone or acting together with [NAME(S)], are] authorized to sign and deliver all documents and to take or cause to be taken all other acts on behalf of the Corporation that they deem necessary or appropriate to effect and carry out the intent of the above resolutions.

FURTHER RESOLVED, that all acts previously taken by any officer of the Corporation [or by [NAME] _____] on behalf of the Corporation to effect and carry out the intent of the above resolutions are approved, ratified, and confirmed, provided the acts were not inconsistent with these resolutions or with the Corporation’s Articles of Incorporation or Bylaws, the Oregon Nonprofit Corporation Act, or any other applicable law.

Signing this Consent constitutes a written waiver of any notice required by the Oregon Nonprofit Corporation Act, the Corporation’s Articles of Incorporation, Bylaws, or otherwise.

This Consent may be signed in counterparts.

This action is to be effective as of the date last signed below.

_____ Signature (Pastor)	Date Signed: _____
_____ Signature (Vicar General)	Date Signed: _____
_____ Signature (Chair, Parish Finance Council)	Date Signed: _____

**CONSENT TO CORPORATE ACTION WITHOUT A MEETING
BY THE BOARD OF DIRECTORS**

Name of Corporation: _____ (“Corporation”)

In accordance with the Oregon Nonprofit Corporation Act, we, the undersigned, being all the Directors of this Corporation, an Oregon nonprofit corporation, do consent to the following corporate action as if such action had been taken at a duly held meeting of the Board of Directors of the Corporation:

RESOLVED, that the Corporation is authorized to seek approval to borrow and obtain a loan in an amount not to exceed \$[AMOUNT] from the Parish Funds Trust, and to use as collateral whatever the Trustees of the Parish Funds Trust may require to secure the Corporation’s obligation to pay the debt.

FURTHER RESOLVED, that the Corporation enter into and perform any agreements that the president deems necessary or appropriate to effect and evidence the borrowing or any security therefor (the “Loan Documents”); and that the president [acting alone is] [acting alone or acting together with [NAME(S)], are] authorized to execute and delivery for and on behalf of the Corporation all such Loan Documents.

FURTHER RESOLVED, that the foregoing resolutions are subject to the consent of the Member of the Corporation and shall not be effected and carried out without such consent.

FURTHER RESOLVED, that, once the foregoing loan is established and funded, the president, without the necessity of further action by this board of directors, is further authorized to renegotiate terms and conditions of the loan, sign and deliver on behalf of the Corporation the renegotiated and/or amended Loan Documents and any other documents contemplated by the renegotiated and/or amended Loan Documents, provided that such renegotiation or amendment does not increase the principal amount of the Corporation’s debt.

FURTHER RESOLVED, that all acts previously taken by any officer of the Corporation [or by [NAME] _____] on behalf of the Corporation to effect and carry out the intent of the above resolutions are approved, ratified, and confirmed, provided the acts were not inconsistent with these resolutions or with the Corporation’s Articles of Incorporation or Bylaws, the Oregon Nonprofit Corporation Act, or any other applicable law.

Signing this Consent constitutes a written waiver of any notice required by the Oregon Nonprofit Corporation Act, the Corporation’s Articles of Incorporation, Bylaws, or otherwise.

This Consent may be signed in counterparts.

This action is to be effective as of the date last signed below.

Signature (Pastor)

Date Signed: _____

Signature (Vicar General)

Date Signed: _____

Signature (Chair, Parish Finance Council)

Date Signed: _____

**CONSENT TO CORPORATE ACTION WITHOUT A MEETING
BY THE BOARD OF DIRECTORS**

Name of Corporation: _____ (“Corporation”)

In accordance with the Oregon Nonprofit Corporation Act, we, the undersigned, being all the Directors of this Corporation, an Oregon nonprofit corporation, do consent to the following corporate action as if such action had been taken at a duly held meeting of the Board of Directors of the Corporation:

RESOLVED, that the board of directors approves the transactions contemplated by the [TITLE ON SALE AGREEMENT] {between} the Corporation and [OTHER PARTY] in the form presented to the board of directors, attached as Exhibit A (the “Sale Agreement”).

FURTHER RESOLVED, that the president [acting alone is] [acting alone or acting together with [NAME(S)], are] authorized to sign and deliver all documents and to take or cause to be taken all other acts on behalf of the Corporation that they deem necessary or appropriate to effect and carry out the intent of the above resolution.

FURTHER RESOLVED, that the foregoing resolutions are subject to the consent of the Member of the Corporation and shall not be effected and carried out without such consent.

FURTHER RESOLVED, that all acts previously taken by any officer of the Corporation [or by [NAME] _____] on behalf of the Corporation to effect and carry out the intent of the above resolutions are approved, ratified, and confirmed, provided the acts were not inconsistent with these resolutions or with the Corporation’s Articles of Incorporation or Bylaws, the Oregon Nonprofit Corporation Act, or any other applicable law.

Signing this Consent constitutes a written waiver of any notice required by the Oregon Nonprofit Corporation Act, the Corporation’s Articles of Incorporation, Bylaws, or otherwise.

This Consent may be signed in counterparts.

This action is to be effective as of the date last signed below.

_____ Date Signed: _____
Signature (Pastor)

_____ Date Signed: _____
Signature (Vicar General)

_____ Date Signed: _____
Signature (Chair, Parish Finance Council)

**CONSENT TO CORPORATE ACTION WITHOUT A MEETING
BY THE BOARD OF DIRECTORS**

Name of Corporation: _____

In accordance with the Oregon Nonprofit Corporation Act, we, the undersigned, being all the Directors of this corporation, an Oregon nonprofit corporation, do consent to the following corporate action as if such action had been taken at a duly held meeting of the Board of Directors of the corporation:

RESOLVED: That the following name(s) be added as authorized signatories on bank account # _____ maintained by the corporation at _____
_____ Bank, _____, Oregon:

[STATE NAMES HERE]

FURTHER RESOLVED: That the following name(s) be removed as authorized signatories on bank account# _____ maintained by the corporation at _____
_____ Bank, _____, Oregon.

[STATE NAMES HERE]

FURTHER RESOLVED:

[ADD OTHER CHANGES, IF ANY, TO BE MADE TO THE ACCOUNT INFORMATION]

Signing this Consent constitutes a written waiver of any notice required by the Oregon Nonprofit Corporation Act, the Corporation's Articles of Incorporation, Bylaws, or otherwise.

This Consent may be signed in counterparts.

This action is to be effective as of: _____
Date

Signature (Pastor)

Date Signed: _____

Signature (Vicar General)

Date Signed: _____

Signature (Chair, Parish Finance Council)

Date Signed: _____

4. Frequently Asked Questions

Frequently Asked Questions

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Who is on the parish board of directors?	4.3
How does the corporate board relate to the day to day operations of the parish?	4.3
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BEST PRACTICES FOR PARISH CORPORATIONS

Questions and Answers

The following questions address issues that have arisen since the parishes were incorporated. [References are to the parish Articles of Incorporation (“Articles”) and Bylaws; or this manual, *Best Practices for Parish Corporations* (“Best Practices manual”).]

I. THE CORPORATION IN THE LIFE OF THE PARISH

How does incorporation change the way a parish operates?

Incorporation does not change the essentials of parish life. Parishes continue to operate in accordance with Canon Law, the particular law of the Archdiocese of Portland in Oregon, and customary arrangements between the parishes and the Pastoral Center.

- The pastor remains head of the parish, advised by the parish finance and pastoral councils. Corporate structure recognizes this in designating the pastor *ex-officio* President of the corporation with the parish councils as standing advisory committees.
- The Archbishop has canonical oversight of parish affairs. Corporate structure recognizes this in designating the Archbishop as sole Member.
- Pastoral Center offices provide services to the parishes and assist the Archbishop in his oversight of parish affairs. A *Parish Services Agreement* between the parish corporation and the Archdiocese describes this arrangement.

Changes are primarily in procedures related to certain business transactions.

What procedures are different for parishes under the corporate structure?

Significant parish business transactions have long been subject to the oversight of the Archbishop under Canon Law. With parishes as separate corporations, this oversight is accomplished, in part, through action by the board of directors and Member consent. Examples of these significant transactions include: buying, selling or leasing parish real property, borrowing money, and initiating a major construction project. [See *Articles*, 8 for a complete list.]

When does the Archbishop become involved in parish corporate affairs?

The Archbishop as corporate Member is involved in certain parish business activities for which he has oversight responsibilities under Canon Law. [See *Articles*, 7 and 8]

When must the board of directors become involved in parish affairs?

Any corporate action requiring Member consent requires prior board action. These include buying, selling or leasing parish property, borrowing money, and other major business transactions. [See *Guidelines for Board Action* in Best Practices manual.]

May the board of directors become involved in other parish affairs?

Yes. Even when board approval is not required under Article 8 (prior to Member consent), it may nonetheless be appropriate when the parish is considering other action with a significant business component (e.g., opening a child care center, initiating a capital campaign, developing a master plan for parish facilities, closing the parish school or ceasing to operate certain grade levels, etc.). [See *Guidelines for Board Action* in Best Practices manual.] **Note:** Other consultations/authorizations may be required, even when board action is not. E.g., closing a school would involve the Department of Catholic Schools.

Does the parish corporation need to have an annual meeting?

Nonprofit corporations are *not* legally required to hold an annual meeting of the board of directors. The only required meetings of a parish board of directors are those necessary for the board to approve the actions specified in the Articles and Bylaws of the corporation.

It is appropriate, however, for a parish board to meet annually or more frequently, as circumstances warrant, for purposes of parish business (e.g., to review the annual budget/financial situation; to consider other matters with a significant business impact on the parish; and/or to ratify actions that the board may have taken without previous meetings). [See *Guidelines for Board Action*, in Best Practices manual, 2-A.1.]

II. PARISH CORPORATE STRUCTURE

How is the parish structured under civil law?

The parish is incorporated as an Oregon nonprofit religious corporation. It is structured as a “member corporation” with a sole member and board of directors. [See chart of *Parish Member Corporation* in Best Practices manual.]

Who is the Member of the parish corporation?

The sole Member of the parish corporation is the Archbishop. Parishioners are members of the parish as a *canonical/ecclesial entity*. They are *not* “members” of the civil legal entity, the parish corporation. [Articles, 3]

Who is on the parish board of directors?

The parish board consists of three *ex-officio* directors: the Pastor, the Vicar General, and the chair of the parish Finance Council. [Bylaws, 3.2] The Pastor is President of the Corporation, the chair of the parish Finance Council is Secretary [Bylaws 6.1]

How does the corporate board relate to the day to day operations of the parish?

The parish corporate board is not involved in the routine management of the parish. That is the prerogative of the Pastor under Canon Law and has been delegated to the

Pastor under the parish civil corporation structure [Bylaws, 3.1(c). The corporate board should not be involved in, for example, hiring or firing parish personnel, authorizing budgeted expenditures, or operating established parish ministries.

Who needs to be involved in meetings of the parish board of directors?

All three directors must have notice of a meeting and a quorum (majority) of the three directors must be present for the board to take any action binding on the corporation. [Bylaws, Section 4]

Who needs to be notified of a meeting?

All three directors must be notified of a formal board meeting and a quorum present for corporate action to be valid. With a board consisting of only three members and the availability of conference calling, it should be only in extraordinary circumstances that all three board members are not in attendance at a meeting.

If all three directors are in favor of a proposed board action, does the board need to have a formal meeting?

No. When everyone on the board of directors is in agreement with the action to be taken, the board may take action by written consent. A sample form for *Consent to Corporate Action Without a Meeting* is included in the Best Practices manual, 2-D.1

What if the parish wants to purchase or sell real property, needs to take immediate action and there is no time to convene the board of directors?

If immediate action is needed, the transaction should be made “subject to corporate approval” (*not* “subject to approval of *the Archdiocese*”). This will allow time for the pastor/parish to fully inform each board member about the transaction, obtain board approval and Member consent for the action. Contingencies in real property sales and purchases are common, including contingencies related to the approval of a corporate board.

Is a specific format required for resolutions of the board of directors?

No. Oregon law does not specify a format for corporate resolutions. However, to assist parishes, templates for resolutions are included in the Best Practices manual for board actions typically taken by parishes (purchase of real property, sale of real property, granting an easement, borrowing money, etc.). [See *Corporate Resolutions*, Best Practices manual, 3-B.1 to 3-B.8.]

Now that the parish has a corporate board of directors, where do the parish Finance and Pastoral Councils fit in?

Under Canon Law, the parish Finance and Pastoral Councils are advisory to the Pastor. Under the parish corporate structure, the parish Finance and Pastoral Councils are permanent standing committees advisory to the President/Pastor. The civil corporate structure is intended to mirror the canonical advisory structure.

III. CORPORATE NAME/ASSUMED BUSINESS NAME

When must the parish use its proper corporate name?

The parish should use the proper legal name of the parish corporation (e.g., "St. Lucy Catholic Church, Portland, Oregon") on all formal legal documents related to the parish. This includes documents related to property purchases and sales, leases, contracts, bank accounts and the like. To the extent feasible, check stock, receipts for charitable contributions and tax related forms should also use the proper legal name of the parish corporation. If the parish has registered an assumed business name, the assumed business name may be used in place of the proper corporate name.

When should a parish consider registering an assumed business name?

The main purpose of an assumed business name is to tell the public who is doing business under that name, i.e., to avoid confusion in the mind of the public. Registering an assumed business name may also protect the holder of the name from having another business operate under the same name.

If a parish's proper corporate name is quite different from the name under which it is commonly known, an assumed business name is appropriate. E.g., if *Our Lady of the Assumption Catholic Church, Portland, Oregon* is commonly known as, and labels its letterhead, parish bulletin, website, etc. "St. Mary's Parish," the latter name would appropriately be registered as an assumed business name.

If the parish operates under a name that is virtually the same as its proper corporate name (as do most parishes), it probably does not need an assumed business name. E.g., if the proper corporate name is *St. Lucy Catholic Church, Portland, Oregon*, and the parish operates under the name *St. Lucy Church*, an assumed business name may not be needed.

Circumstances may help determine whether an assumed business name is appropriate. Regardless of whether a parish registers an assumed business name, it should refer to itself consistently by either its proper corporate name or its assumed business name. *Our Lady of the Assumption Catholic Church, Portland, Oregon d/b/a St. Mary's Parish* should not take title to real property under the name "St. Mary's Catholic Church."

Is an assumed business name appropriate for any parish activities?

Yes. It may be advisable for the parish to register an assumed business name for certain ongoing activities with a substantial business component. The following activities are examples:

- 1. A parish school**, especially when the name of the school is not that of the parish. E.g., St. Rose of Lima Catholic Church, Portland Oregon/Archbishop Howard School.
- 2. A parish cemetery**, especially when the cemetery is distant from the parish or does not share the parish name. E.g., Our Lady of the Lake Catholic Church, Lake Oswego, Oregon/Sacred Heart Cemetery.
- 3. A mission of the parish**, especially if the mission conducts business as if it is quasi-independent of the parish.

4. **A business endeavor** that does not carry the name of the parish. E.g., “Thrifty Cottage”, as a ministry of St. Agatha Catholic Church, Portland, Oregon.

Note: Parish ministries and activities typically should operate in the name of the parish. Applications for liquor licenses, gaming licenses, etc. should be in the name of the parish rather than a particular parish group or event.

Again, circumstances may help determine whether an assumed business name is appropriate.

How does a parish register an assumed business name?

The process is simple. Forms may be obtained online from the Oregon Secretary of State Corporations division at: <http://sos.oregon.gov/business>. Choose “Forms,” “Business Registration Forms,” then “Assumed Business Name,” locate the needed form (e.g., *New Registration*), click on “Print Form” and the fillable form will open in Adobe. Once the form is completed and signed, mail the form and a check in the amount of \$50.00 to the State of Oregon, Secretary of State.

Does the parish corporation need to register with the Oregon Department of Justice or other state agency?

Every parish corporation is already “registered” with the Oregon Secretary of State. When other state agencies require a parish entity to “register,” it is typically because documents submitted do not use the proper legal name of the corporation or an assumed business name on file with the Secretary of State. For example, an application filed in the name of “St. Lucy’s Auction Committee” or “Blessed Sacrament Altar Society” may trigger concern that the applicant is an unregistered entity.

IV. THE PARISH AND THE PASTORAL CENTER

Does the Archdiocese’s Chief Financial Officer need to be an authorized signatory on parish bank accounts?

No. The parish is not required to have the Archdiocese’s CFO as an authorized signer on parish bank accounts. However, the CFO is willing to provide this service upon a parish’s request. Some parishes appreciate having the CFO as a signatory, in the event of an emergency or unforeseen circumstances.

If a parish wishes to sell stock it has received as a donation, must it do so through the Archdiocese’s Department of Financial Services?

No. The parish is not required to do so. However, parishes typically achieve significant cost-savings and avoid the hassle by selling stock through the Archdiocese. The Department of Financial Services is willing to provide this service for parishes.

Do contracts still require review and approval by the Archdiocese?

Yes. A parish corporation may enter into contracts without the signature of the Archdiocese *as a party to the contract*. However, construction or building maintenance contracts for an amount over \$10,000 must still be approved by the Risk Management Office for insurance purposes before the contractor may commence work on the project.

Do leases still require review and approval by the Archdiocese?

Yes. A parish corporation may enter into leases without the signature of the Archdiocese as a party to the lease, since the Archdiocese no longer has title to the real property under lease. However, leases must still be approved by the Risk Management Office for insurance purposes before the lessee occupies the premises.

Must parishes continue to submit any document with an indemnification provision to the Risk Management Office?

Yes. An indemnification provision is one whereby the parish/school agrees to pay the damages and expenses of another person or entity in the event of personal injury or other loss. An indemnification provision may put a parish at undue risk. Because insurance is typically involved, an indemnification provision may adversely affect other parishes and the Archdiocese as well.

A parish anticipating signing any contract or other agreement that includes an indemnification provision must first refer the contract or other agreement to the Risk Management Office for review of the indemnification provision. The Risk Manager may be able to assist the parish in having the indemnification removed, or at least reworded to allocate liability for loss more equitably between the parties.

How does the parish's board of directors interact with the Parish Funds Trust?

If a parish requests a loan from the Parish Funds Trust (f/k/a the Archdiocesan Loan and Investment Fund), approval of the parish's board of directors (and Member consent) is required before the parish commits to the loan, or any parish collateral is offered to support the loan. The *Parish Funds Trust: Guide for Participants* provides information for parishes on policies and procedures related to the Parish Funds Trust.

V. MISCELLANEOUS

Does the parish corporation need to have a corporate seal?

No. The corporation may, but is not required to, have its own seal. Use of the corporate seal will rarely, if ever be required.

**5. Contact List for Parish
Corporations
&
Corporate Minute Books
Checklist**

CONTACT LIST FOR PARISH CORPORATE MATTERS

Subject	Contact	Phone	Fax	Email
Property Manager Purchases/Sales Easements Leases Contracts	Delia Wilson	(503) 233-8352	(503) 234-2903	dwilson@archdpdx.org
Loans/borrowing (Parish Funds Trust)	Michelle Braulick	(503) 233-8311	(503) 232-2123	mbraulick@archdpdx.org
Risk Manager	Rhonda Kwei	(503) 233-3251	(503) 234-2903	rkwei@archdpdx.org
Vicar General, as corporate director	Most Rev. Peter Smith	(503) 233-8321	(503) 234-2545	
General Counsel	Elise Ferguson/ G. Kevin Kiely	(503) 233-8356	(503) 234-2903	eferguson@archdpdx.org gkkiely@archdpdx.org

CORPORATE MINUTE BOOKS: A Checklist for Parishes

An up-to-date parish Corporate Minute Book will contain the following documents, as applicable.

√	Item
	Organizational documents (included in Corporate Minute Book given to parish)
	Meetings – Board of Directors
	Minutes of all official board meetings (with relevant attachments)
	Consent of Directors for board action taken without a meeting (with referenced attachments)
	Member consents (if a board action required Member consent)
	Annual Member Meeting
	Annual Member Meeting/consents (2009, 2010, 2011)
	Annual Report
	Annual Report submitted to Oregon Secretary of State, Corporations Division
	Amendments to Annual Report (if any)
	Directors: Documents of Appointment and Resignation
	Director’s notice of resignation (to pastor/president and Member)
	Other
	Communications from Archdiocesan offices concerning parish corporations
	Assumed Business Name filings (with Oregon Secretary of State, Corporations Division)
	Any other documents related to the parish corporation and/or corporate action