

## General Directives

1. Governance of the parish under civil law is vested in the Board of Directors by virtue of the parish's incorporation under Minnesota Statute 315.15. All actions of the parish that require corporate authority must be authorized by a motion approved by vote of the Board of Directors and recorded in the corporate record book. The Board of Directors consists of five members: the Bishop (President), the Vicar General, the Pastor (Vice-President) and two trustees. The Bishop and Vicar General do not attend the Board of Directors' meetings in person but cast their votes in favor of specific motions through proxies. These proxies do not authorize the action contained in the motion; they only authorized the pastors to cast the vote of the Bishop and Vicar General in favor of the specified motion. The motion that is passed and recorded in the corporate record book establishes corporate authority. An Affidavit of Corporate Resolution (Forms 4 and 5) can be issued establishing corporate authority. Whenever you are filling in the parish name on a legal document, use the parish name exactly as given on the Articles of Incorporation. This may be different in some way from the name commonly used but it is the legal name of the parish corporation and is required for legal documents.
2. The annual meeting of the Parish Corporation Board of Directors shall be held within 90 days of the close of the fiscal year; i.e. between June 30 and September 29.
  - a. Document B provides an agenda for the annual meeting.
  - b. The primary purpose of this meeting is to examine and approve the parish financial records. A copy of these financial records, signed by the Pastor, Treasurer and Secretary, shall be sent to the Bishop within 90 days of the close of the fiscal year. A complete financial report shall be published to the parish within 90 days of the close of the fiscal year.
  - c. Trustees shall be appointed or re-appointed, if their two-year terms have expired (Form 1) and the Secretary and Treasurer elected by the members.
  - d. Other appropriate business may be carried out if required proxies have been obtained.
  - e. Document C provides sample minutes for an annual meeting. The minutes and all support documents must be placed in the corporate record book.
  - f. The Annual Corporate Board Meeting Report (Form 2) must be completed and returned to the Chancery after the meeting.
3. Special meetings of the Parish Corporation Board of Directors are held when they are required for a specific action.
  - a. This 'action' will almost always require a corporate resolution (motion).
  - b. Corporate resolutions always require proxies from the Bishop and the Vicar General.
  - c. Document D provides a list of items that require a corporation resolution and, hence, proxies from the Bishop and Vicar General
  - d. Form 3 should be used to request proxies.

- e. A selection of sample motions is provided in Document E and sample minutes for a special meeting is provided in Document F.
4. The transfer of real estate have special requirements which are covered in Document G. This document can be provided to lawyers and other interested parties.