

## BYLAWS

### The Church of St. John of Vermillion Minnesota

#### I.

The Board of Directors of The Church of St. John of Vermillion Minnesota, a Minnesota Religious Parish Corporation organized and existing pursuant to Minnesota Statutes, Section 315.15, shall consist of the five members of the Parish Corporation, three of whom enter into office ex officio -- viz: the Archbishop of The Archdiocese of Saint Paul and Minneapolis, the appointed Vicar General of said Archdiocese to serve in this capacity (Vicar General), and the canonically appointed Pastor or Parochial Administrator of the Parish of The Church of St. John of Vermillion Minnesota. The other two Directors shall be lay members belonging to the Parish as above described, duly chosen by the above-mentioned Archbishop of The Archdiocese, the Vicar General, and the Pastor of the said above-described Parish to be lay members of the Parish Corporation.

#### II.

The term of office of the lay members above-mentioned shall be for two years from the date of their election, and until successors to them have been duly chosen and have entered upon the duties of their respective offices.

#### III.

The resignation of a lay member of the Board shall be offered in writing to the Vice President and shall be submitted by him to the Archbishop and Vicar General for approval.

#### IV.

If any member of the Board of Directors, except ex officio members, becomes unfit for the duties of the office of Director, or are incapable of performing such duties, the remaining Directors shall have authority to remove the Director permanently from membership on the Board and as a member of the Parish Corporation. Causes for which a Director may be removed from membership are: physical inability to perform the duties of the office; prolonged neglect to perform such duties, or to perform them properly; persistent refusal to observe in the transaction of the business of the Board, the statutes and rules of The Archdiocese of Saint Paul and Minneapolis, or the rules of the general and recognized discipline of the Roman Catholic Church; or public personal conduct at variance with the laws of said Roman Catholic Church.

#### V.

A majority of the Directors shall constitute a quorum for the transaction of business, and the action of said quorum shall be considered to be the action of the Board, except in those cases mentioned in the

Certificate of Incorporation as requiring a unanimous vote of the Directors. Any action which could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing and signed by all of the Directors.

VI.

The Board of Directors should consult with the Parish Councils (Finance and Pastoral Councils) on all important matters pertaining to the pastoral care and temporalities of the Parish, but the Parish Councils shall have no legal vote in the transaction of the business of the Parish Corporation.

VII.

The officers of the Parish Corporation shall be: a President, a Vice President, a Secretary and a Treasurer. The Archbishop of the Archdiocese, or in the event of the death or incapacity of said Archbishop, the Administrator of the Archdiocese shall be ex officio the President. The Pastor of the Parish shall be ex officio the Vice President. The Secretary and the Treasurer shall be elected by the three ex officio Directors of the Parish Corporation and shall hold their respective offices during the term of their membership on the Board.

VIII.

The President, or, in his absence, the Vice President, shall preside at all meetings of the Board. The President and the Vice President shall otherwise perform all such duties as usually appertain in corporations to the offices of President and Vice President.

IX.

The Treasurer, along with the Vice President (Pastor), shall provide for the orderly receiving, accounting and dispersing of all funds belonging to the Parish Corporation. They shall oversee the deposit of all monies belonging to the Parish Corporation in a financial institution designated by the Board. All such monies shall be deposited in the name of the Parish Corporation and shall be withdrawn under the signature or signatures approved by the Board. The Treasurer shall also ensure the Parish Corporation keeps files of account balance sheets, old checks, duplicate carbon copies, and other treasury-related files, maintains current status with the IRS, filing necessary forms, prepares and presents an annual financial report to the Board, and ensures that one other Board member is a registered co-signer on the Parish Corporation financial accounts.

X.

The Parish accounts shall be examined and approved by the Board of Directors at least once a year, and a report of all receipts and expenditures of the Parish Corporation shall be communicated to the congregation within 120 days of the close of the fiscal year. A copy of such report signed by the Vice President, Treasurer, Secretary, and Finance Council Chairperson, shall be submitted as required by Archdiocesan Policy.

XI.

The Secretary shall record the minutes of all meetings, which shall be kept in the Parish Corporation minute book; send minutes of Parish Corporate Board meetings to the Pastor and other Trustee within ten days of the meeting; and conduct, receive, and file all Parish corporate correspondence as directed by the Board.

XII.

Deeds, mortgages, contracts, evidences of indebtedness, documents of whatever form affecting the property of the Parish Corporation, or entailing upon it a monetary obligation, shall when duly authorized by the Board, be signed and executed by the President or Vice President and the Secretary, and by none other or others in their stead, unless such other or others be duly empowered to that effect by the unanimous vote of all the Directors.

XIII.

No Director, unless authorized by the Board, shall have the power or authority to sign notes or other evidences of debt or to contract liabilities binding on the Parish Corporation. No Director, without a special authorization from the Board, shall be presumed to have the power or permission to act as agent of the Board; and no contract made and no liability assumed by a Director in the absence of such special authorization shall be other than that Director's own personal contract or liability, and no mere custom or practice of any member or any Director of the Board, separately or collectively, shall be construed as establishing a legal agency binding on the Board.

XIV.

There shall be no expenditures for personal property, repairs, remodeling/renovation, or new construction costing in excess of the amounts set forth in Archdiocesan Policy, without the unanimous consent of the Board. Other transactions requiring the unanimous consent of the Board are detailed in Archdiocesan Policy. Exempted from this expenditure limitation are routine employment contracts for teachers and regular parish staff.

XV.

All action, of whatever nature, of the Parish Corporation shall be null and void which is not in conformity with its own Certificate of Incorporation, with the statutes and rules of The Archdiocese of Saint Paul and Minneapolis, and with the generally recognized discipline of the Roman Catholic Church.

XVI.

These Bylaws shall not be repealed or amended except by a unanimous vote of all the members of the Parish Corporation.