

BYLAWS
OF
OUR MOTHER OF SORROWS ROMAN CATHOLIC PARISH - TUCSON

The Directors of this corporation, by unanimous vote, have adopted the following Bylaws to supersede any and all Bylaws previously adopted.

ARTICLE I
DIRECTORS

Section 1. The term "Pastor" for all purposes of these Bylaws shall be a priest who is so designated by appointment in accord with the polity of the Roman Catholic Church. In the absence of such appointment, the term "Pastor" shall apply to a priest designated as Administrator or a priest appointed in accord with Canon 517 section 2 of the Code of Canon Law. All said appointments shall be in accord with the policies and procedures of the Roman Catholic Church and the Code of Canon Law.

Section 2. The Diocesan Bishop and Moderator of the Curia of the Roman Catholic Church of the Diocese of Tucson, and the Pastor of this Parish, or those persons who in accordance with the Code of Canon Law of the Roman Catholic Church stand in their stead, together with two lay members of this Parish or its missions (hereinafter "Lay Members"), who are in full communion with the Roman Catholic Church, and who have been chosen or elected as herein provided, shall be the Directors of this corporation. If the office of Diocesan Bishop is vacant, nonetheless the priest who held the office of Moderator of the Curia at the time the office of Diocesan Bishop became vacant shall continue to be a Director of this corporation until his successor has been appointed by a person who becomes the Diocesan Bishop of the Diocese of Tucson.

Section 3. The two Lay Members who shall serve as Directors of this corporation shall have terms of service of three (3) years and until their successors are chosen or elected as hereinafter provided. Upon incorporation of this Parish, one of the Lay Members shall be designated as having a term of three (3) years, while the other Lay Member shall be designated as having a term of two (2) years, thereby staggering the terms of the lay Directors. The lay Directors shall be appointed upon completion of the incorporation process by the Pastor, subject to final approval by the Diocesan Bishop.

ARTICLE II
ELECTION OF LAY DIRECTORS

Section 1. The successors to each of the lay Directors first chosen shall be elected by written ballots at a meeting open to all registered members of the Parish or its missions, of the Parish or at the regularly scheduled Sunday Obligation Masses designated for the election.

Section 2. The Pastor shall cause notice of the election to be given by announcement thereof at such regularly scheduled Sunday Obligation Masses four (4) successive weeks prior to the election.

Section 3. It shall be the prerogative of the Pastor to nominate two persons as candidates for any vacancy on the Board of Directors of this corporation caused by resignation, removal, death, or term expiration of a lay practicing communicant.

Section 4. Only such lay persons who are in full communion with the Roman Catholic Church, and who are registered members of the Parish or its missions and have attained the age of twenty-five (25) years shall be eligible to be nominated and elected to serve.

Section 5. Additional nominations may be made in writing by at least ten (10) persons who are in full communion with the Roman Catholic Church, and who are registered members of the Parish or its missions.

Section 6. Only persons who are in full communion with the Roman Catholic Church, and who are registered members of the Parish or its missions, and who have attained the age of eighteen (18) years shall be eligible to nominate pursuant to Section 5 above and to vote.

Section 7. All nominations shall be made at least two (2) weeks before the election and shall be announced at the regularly scheduled Sunday Obligation Masses two (2) weeks prior to the election.

Section 8. At the time notice of the election is given, the Pastor shall appoint an election committee which shall receive the nominations, prepare the ballots, act as tellers, and generally supervise the election.

Section 9. The person receiving the greatest number of votes cast shall be elected as director for a term of three (3) years and until his or her successor is chosen or elected. In the event that only one person is nominated two weeks prior to the election, the nominations shall be closed and the nominee shall be declared elected.

Section 10. The Diocesan Bishop shall have the right to disapprove or remove any lay person elected (or to be elected) as a Director of this corporation, if the Diocesan Bishop determines that such person is not in full communion with the Roman Catholic Church. The Diocesan Bishop shall decide any question that may arise with regard to any election, and his decision in such matters shall be final.

ARTICLE III

MEETINGS OF THE BOARD

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held on the first Tuesday of October of each year at the Pastoral Center of the Diocese of Tucson, 111 S. Church, Tucson, Arizona, or at such other time and place as the Board of Directors shall from time to time determine.

Section 2. Special Meetings. Special Meetings of the Board may be called at any time by, or at the request of, the Diocesan Bishop, the President or the Vice-President of the Corporation.

Section 3. Notice of Meetings. No notice need be given of any annual meeting, unless the place of such meeting will be other than the Pastoral Center of the Diocese of Tucson. If the annual meeting is to take place anywhere other than at the Pastoral Center of the Diocese of Tucson, written notice of the place, date and hour of such meeting shall be mailed to all members of the Board of Directors not less than fourteen days before the date of the proposed meeting. Written notice of a Special Meeting, stating the place, date and hour, and agenda stating the purpose for which such meeting is called, shall be mailed not less than fourteen days before the date of the meeting to the usual address of every member of the Board of Directors. Any such notice shall be deemed to have been given when mailed.

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

Section 5. Quorum. A majority of the members of the Board of Directors who are engaged in office, from time to time, shall constitute a quorum at all meetings of the Board. The vote of a majority of the Board 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, the Articles of Incorporation, or by these Bylaws.

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

ARTICLE IV

OFFICERS

Section 1. This corporation shall have the following officers: President, Vice-President, Secretary, and Treasurer.

Section 2. The officers shall have such duties and rights as their respective offices imply and as provided by these Bylaws.

Section 3. The majority of the Board of Directors shall decide which of the two (2) lay directors will act as Secretary and which will act as the Treasurer.

ARTICLE V

THE PRESIDENT

Section 1. The Pastor of the Parish, as defined in Section 1 of Article I of these Bylaws, shall serve as President of the corporation.

Section 2. The President may call meetings of the Board of Directors and shall preside at all meetings of the Board of Directors when present at such meetings and shall have the right to authorize the Moderator of the Curia or delegate to preside at any meeting of the Board of Directors.

Section 3. The President shall be the chief executive officer of the corporation in the conduct of its affairs.

Section 4. The Pastor, as defined in Section 1 of Article I of these Bylaws, shall ipso facto cease to be President of the corporation on the effective day of his retirement, suspension from the exercise of pastoral governance, canonical loss of office, or transfer from the Parish.

Section 5. The priest appointed by the Diocesan Bishop as successor Pastor or Administrator, or the priest charged with responsibility of the spiritual care of the Parish under Canon 517, Section 2, of the Code of Canon Law of the Roman Catholic Church, of the Parish shall, on the effective day of his appointment, ipso facto be the President of the Corporation and a member of the Board of Directors.

ARTICLE VI

THE VICE PRESIDENT

Section 1. The Moderator of the Curia appointed by the Diocesan Bishop shall serve as the Vice President of the corporation.

Section 2. The Vice President shall preside at meetings of the Board of Directors whenever the President is not present.

Section 3. He may call meetings of the Board of Directors.

Section 4. He shall be an executive officer of the corporation in the conduct of its affairs.

Section 5. The Moderator of the Curia ceases ipso facto to be Vice President and a director of the corporation on the effective day of the appointment of his successor.

Section 6. Any successor Moderator of the Curia appointed by the Diocesan Bishop shall, on the effective day of his appointment, be ipso facto Vice President and a member of the Board of Directors of the corporation.

ARTICLE VII

THE SECRETARY

Section 1. The Secretary shall keep the minutes of the meetings of Board of Directors and shall perform such other duties as may be required of him or her from time to time by the Board of Directors.

Section 2. The Secretary shall always be a lay member of the Board of Directors.

ARTICLE VIII

THE TREASURER

Section 1. The Treasurer shall keep or cause to be kept an accurate and detailed account of receipts and disbursements in such form and manner as shall be required by the Board of Directors, and shall make a report thereof at such time as shall be required by the Board of Directors.

Section 2. The Treasurer shall always be a lay member of the Board of Directors.

ARTICLE IX

GENERAL PROVISIONS

Section 1. In case of a vacancy in the office of Secretary or Treasurer because of death, resignation, long absence, or inability to perform the duties of director, the President has the right to appoint a substitute or successor, as the case may require, subject to the approval of the Diocesan Bishop.

Section 2. Whenever the Secretary or Treasurer shall, after due notice, neglect or fail to attend the meetings of the directors, or to attend to the business of the corporation, his or her office may be declared vacant by the majority vote of the remaining directors, and such vacancy shall be filled for the remainder of the term by the President in accordance with Section 1 of this Article.

Section 3. All monies from whatever source received for the benefit of the corporation shall be deposited in bank accounts in the name of the corporation and proper books of accounts shall be kept of all monies or properties received and disbursements made. Any restrictions placed by donors on any monies or assets received by the corporation shall be properly documented and accounted for. All monies or assets received by the corporation shall be kept and managed in accordance with applicable provisions of the Canon Law of the Roman Catholic Church, and the guidelines set forth in the Accounting Manual for Parishes in the Diocese of Tucson promulgated from time to time by the Roman Catholic Diocese of Tucson.

Section 4. The withdrawal of funds from the bank accounts of the corporation shall be authorized on the signatures of the individuals approved by the Board of Directors from time to time.

Section 5. All books of accounts and the minute books of meetings shall be kept in the Parish office.

Section 6. The President and/or the Board may establish committees from time to time to review, investigate and study any and all temporal matters as may concern the corporation. Committee members need not be members of the Board of Directors. In addition to committees, a Pastoral Council and a Finance Council shall be established and maintained for the purpose of providing the Pastor regular consultation and advice on the pastoral and financial needs and condition of the Parish.

Section 7. The Diocesan Bishop and Moderator of the Curia or either of them may be represented at any meeting of the Board of Directors by written proxy with like effect as if personally present. Such proxy shall be produced prior to the commencement of any meeting and shall be kept with the minutes of such meeting.

Section 8. The Diocesan Bishop and the Moderator of the Curia, or either of them, may attend any meeting of the Board of Directors telephonically, or by video teleconferencing when such is available. The Board of Directors shall take steps to accommodate such telephonic appearance or video teleconferencing at Board meetings whenever requested by the Diocesan Bishop or the Moderator of the Curia.

ARTICLE X

SUPPORT OF PASTOR AND ASSOCIATES

Section 1. The salaries and salary components of the Pastor and Associate Pastors are determined by regulations promulgated by and through the Roman Catholic Diocese of Tucson.

Section 2. Stole and stipend fees are determined by regulations promulgated by and through the Roman Catholic Diocese of Tucson.

ARTICLE XI

CORPORATE SEAL

Section 1. This corporation may have, but shall not be required to use, a corporate seal containing the name of the Parish and the words "Corporate Seal."

ARTICLE XII

AMENDMENT OF BYLAWS

Section 1. These Bylaws may be amended by resolution unanimously adopted by the Board of Directors at any meeting called for that purpose. Any proposed amendment, to be effective, must be approved by the Bishop. Any proposed amendment not approved by the Diocesan Bishop shall be deemed null and void and of no force and effect.

The foregoing Bylaws, as above recorded, were adopted in the meeting of the Board of Directors by unanimous consent, such meeting having been held on the 13th day of January, 2006.

Secretary

APPROVED:

President

