

SUMMARY: CIVIL INCORPORATION 2009

Prior to 2009:

- Archdiocese was an unincorporated association
- Owned/operated parishes, schools, agencies
- No formal legal structure
- Financial and support services provided by archdiocese and vendors

Why Restructuring/Goals?

- **Provides civil law recognition of Canon (church) law** (court rulings had often ignored church law)
- Assists in isolation of liability risk (i.e., isolates individual parish/school assets from risk)
- Assists in dealing with secular enterprises (i.e., grants and fundraising)
- Helps maintain financial strength (credit rating)
- Properly recognizes archdiocesan vs. parish/school/agency control (central payroll, insurance, purchased services, etc.) (**subsidiarity**)
- Continues to use existing internal controls and structures as much as possible
- **Provides full recognition of Canon law through use of Delegated (reserved) Powers of the Archbishop and pastors**

NEW STRUCTURE 2009

Roman Catholic Archdiocese of Indianapolis, Inc.

- Catholic Center operations
- Archdiocesan agencies
- Employs all priests and agency employees

Provides services to parish corporations (including parish schools), interparochial high school corporations and other incorporated agencies under written service agreements

Separate Parish Corporations

- Parish operations (parish elementary schools and two parish high schools are included in parish corporations)
- Parishes employ parish and parish school staff
- Parish corporations receive and pay for services from the archdiocesan corporation per agreements
- All real estate is held in trust by **RC Indianapolis Properties, Inc.*** and is leased back to parishes
- Funds in excess of operating needs are held in trust by **The Catholic Community Foundation, Inc. (CCF)***

*These two corporations already existed prior to 2009

Other Separately Incorporated Entities

Operate similar to parish corporations as described above:

- **Interparochial High Schools Corporations (5)**
- St. Mary's Child Center, Inc. (SMCC)
- Notre Dame ACE Academies (aka MTCA)
- Catholic Youth Organization, Inc. (CYO)
- Catholic Charities, Inc.
- St. Elizabeth/Coleman Adoption Services, Inc.

What is the Board of Directors?

- At a parish, the board of directors consists of the pastor or a priest-administrator or priest-moderator (for PLCs) and two others: president of the parish council and president of the parish finance council
- Directors serve as the president, secretary and treasurer of the corporation for civil law purposes
- Interparochial high school chief administrators (presidents) and board members serve as the corporate board of directors for the high schools
- Directors hold an **Annual Meeting of the Sole Member** (for the corporation) and approve the major activities that have occurred during the year (acceptance of the minutes of active councils, commissions, and committees)
- Establishes new commissions/committees
- Annually registers the corporation with the Indiana Secretary of State and provides a written report of the financial operations of the corporation to the Member according to established procedures and deadlines.

What Do these Changes Mean to Parish Council, School Commission or Interparochial High School Board Members?

- **The day-to-day roles and relationships between the Pastor and his parishioners do not change**
- The roles of lay governance bodies (i.e., school commissions) **stay the same** – consultative or advisory to the pastor and administrators
- Interparochial high school boards remain as *boards of limited jurisdiction* per the **Delegated (reserved) Powers of the Archbishop**
- Services of the archdiocese (payroll, insurance, OCS, etc.) for which parishes have been assessed in the past are now completed as agreements for services.
- **The Archbishop retains his position as the chief canonical officer of his see (the archdiocese) as the Sole Member of each corporation** (e.g., he has the final vote)
- The annual meeting of is the legal or official time to amend the bylaws, appoint new members, make major decisions about the future of the parish/school/agency and to report on finances, accomplishments and challenges.

We have simply formalized the legal structures. It does not change the way the Church operates day-to-day.

Archdiocesan Attorney John S. (Jay) Mercer