

**AMENDED AND RESTATED BYLAWS OF**  
**THE PARISH PASTORAL COUNCIL OF**  
***THE SAINT MICHAEL ROMAN CATHOLIC CHURCH CORPORATION***  
***As of June 17, 2025***

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## ARTICLE I PURPOSES AND OBJECTIVES

1. **PURPOSES AND OBJECTIVES OF THE PARISH PASTORAL COUNCIL OF THE SAINT MICHAEL ROMAN CATHOLIC CHURCH CORPORATION.** The principal purposes and objectives of Parish Pastoral Council (the “Council”) of *The Saint Michael Roman Catholic Church Corporation* are:

PURPOSE. To assist the Pastor in his leadership role of planning, organizing, initiating, promoting, coordinating and reviewing the evangelization, worship, religious education and service activities within the parish (the “Parish”) of Saint Michael the Archangel Roman Catholic Church (the “Church”);

### OBJECTIVES.

- a. To assess the needs of the whole Parish and its members, and to develop and implement a pastoral plan (the “Pastoral Plan”) which will promote the common good of the Parish;
- b. To foster unity and a sense of community in the Parish and to coordinate all Parish activities in a manner that will best serve the interests of the Parish;
- c. To promote programs and activities recommended by the Bishop and Pastor, as well as the Council itself;
- d. Informing the Pastor of the needs and concerns, gifts and resources of the whole Parish and its members;
- e. Developing and reviewing a Parish mission statement and periodically re-evaluating and revising it;
- f. Participating in ongoing Parish planning;
- g. Recommending policies, procedures and programs which would assist in the implementation of the mission and the Pastoral Plan;
- h. Reviewing and evaluating the effectiveness of existing programs; and,
- i. Reflecting on Diocesan pastoral priorities and recommending how they can be implemented in the Parish.

2. **SUBJECT TO LAWS OF CHURCH.** *The Saint Michael Roman Catholic Church Parish Pastoral Council* shall at all times be subject to the general laws and discipline of the Roman Catholic Church, and shall receive and enjoy its franchises as an advisory body, solely for the purposes set forth in this Article I.

## **ARTICLE II**

### **ACTIVITIES AND CHARACTERISTICS OF THE COUNCIL**

**1. ACTIVITIES.** The Council shall:

- a. Advise and aid the Pastor as he implements recommendations of Council and the Pastor's plan for the growth and maintenance of the Parish. Authority and implementation shall at all times remain the responsibility of the Pastor.
- b. Assist in communicating such to the Parish.
- c. Evaluate, advise and recommend changes of Parish pastoral matters.
- d. Act as a conduit for ideas and suggestions from parishioners of the Parish ("Parishioners") to the Parish staff.
- e. Facilitate a sense of community and a spiritual atmosphere in the Parish and such other matters as shall be assigned to the Council by the Pastor.

**2. CHARACTERISTICS OF THE COUNCIL.**

- a. Prayerful. The Council shall devote time to reflective prayer at each meeting and makes provision at least once a year to have some special time or meetings spent together solely in prayer, reflection and spiritual sharing.
- b. Pastoral. The Council is pastoral in the sense that its purpose is to assist in the development of an overall mission plan for the Parish in order to make Christ evermore present to the Parishioners and to the wider community.
- c. Representative. The Members represent the entire Parish community and exercise their responsibility with a concern that includes all Parishioners.
- d. Discerning. Through a prayerful consensus process, the Council merges the diverse experiences, skills and gifts of the Council Members, and having listened to the Parishioners' needs and ideas, discerns recommendations concerning the direction and priorities of the Parish.
- e. Responsive. The Council has a responsibility to be sensitive to and cognizant of justice and peace issues at the local, national, and international level.
- f. Enabling. In the spirit of God's love, the members of the Council strive to recognize and support each other's gifts and seek ways in which each Parishioner's gifts may surface, grow and flourish for the good of the Church.

### **ARTICLE III MEMBERSHIP**

**1. NUMBER, ELECTION, AND TERM OF OFFICE.** The Council shall consist of:

a. The Pastor and all clergy of *The Saint Michael the Archangel Roman Catholic Church*;

b. The two (2) lay members (Trustees) of *The Saint Michael Roman Catholic Church Corporation*; and

c. Six (6) additional lay members ("Members") elected from the Parishioners, including the Chair of the Council.

d. The Chair of the Finance Council, although not a member of the Council may be invited to participate in Council meetings.

Since the election process may result in a membership not sufficiently representative of the total Parish community, the Pastor may designate additional Members to achieve this goal. The number of designated Members shall not exceed twenty-five percent (25%) of the total number of Members. Such designation shall provide for one year terms and such Members shall be limited to six years of service.

The term of office of Members of the Council hereunder shall be as specified below, but shall continue thereafter until a qualified successor thereto is duly appointed and accepts such office. A Member may serve for more than one term, but less than three consecutive terms, and, except as provided otherwise herein, the term shall begin immediately following such election or designation. Each Member shall hold office until his or her term expires, death, resignation, removal, disqualification, or his or her successor has been appointed and otherwise fulfilled the requirements of such position.

**2. VACANCIES.** Vacancies on the Council (lay Members) may be filled for the unexpired term thereof by the Pastor.

**3. RESIGNATION OF MEMBERS.** Any Member may resign from the Council by delivering a written resignation to the Pastor.

### **ARTICLE IV NOMINATIONS, ELECTION AND OFFICERS**

**1. NOMINATIONS.** The Members will be elected at each annual meeting (usually in June) of the Council by the vote of a majority of the Members present and voting at the annual meeting. The Members of Council shall be divided into three classes. All classes shall be as nearly equal in number as possible. Current Members shall serve until the first annual meeting following adoption of these Amended and Restated Bylaws. The term of office of the first class shall expire at the next annual meeting of the Council, the term of office of the second class shall expire at the second such annual meeting, and the term of office of the third class shall expire at the third such annual meeting. At each annual meeting of the Council after the election of the first classified

membership, Members shall be elected for a term of three years to replace those whose terms are expiring at such meeting. Before the annual meeting, Parishioners will be notified of the forthcoming election and will be invited to suggest candidates for the election of Members. Parishioners can nominate themselves or others. All Members of the Council may submit up to two nominations. All nominations are to be written and submitted to the Secretary of the Council before the June meeting. All candidates shall be faithful and registered members of the Parish and shall be limited to two consecutive terms.

2. **ELECTIONS.** Elections shall take place at the annual meeting of the Council. Members will vote for candidates to fill the vacant positions. The candidate(s) receiving the highest number of votes shall be elected.

3. **OFFICERS.** The Pastor presides at every meeting of the Council. He consults, accepts or rejects recommendations and develops agenda with Council officers. Although the Pastor is the presider, he shares leadership of the Council so the Council shall for a term of one year nominate and elect from its membership the following officers:

a. A Chairperson who shall facilitate Council discussion at all meetings and direct its activities.

b. A Secretary who shall keep accurate records of all meetings of the Council. A copy of such records shall be kept on file in the Pastor's office. The Secretary is responsible for receiving all nominations for elected members and conducting elections.

## **ARTICLE V MEETINGS OF COUNCIL**

1. **MEETINGS.** The Council shall meet at least quarterly and at such other times as the Pastor shall designate.

2. **REGULAR MEETINGS.** Regular meetings of the Council shall be held with notice at such place and at such frequency as the Council shall determine is necessary for the efficient operation of the Council's affairs.

3. **SPECIAL MEETINGS.** Special meetings of the Council may be called by the Pastor or any other two Members of the Council, on seven days' notice to each Member. The person or persons authorized to call special meetings of the Council may fix the place for the holding of any special meetings of the Council. If no such designation is made, the place of meeting shall be the Parish in the Town of Greenwich, Connecticut. Only that business which is listed as an item to be presented as part of the Agenda for the Special Meeting in the notice may be conducted at the Special Meeting.

4. **CONDUCT OF MEETINGS.** At all meetings of the Council, the conduct thereof and all questions concerning decorum or parliamentary procedure shall be decided under the provisions of Robert's Rules of Order.

5. **NOTICE OF SPECIAL MEETINGS.** Written or oral notice of the date, time and place of all special meetings of the Council, which must also include the agenda of items to be presented at the Special Meeting, shall be given to each Member, either personally, by

electronic transmission, confirmed telecopy, telegram, courier service, or by U.S. Postal Service mailed to the Member at the Member's address as it appears on the Parish's books, unless such Member shall have filed with the Secretary of the Church a written request that notices be mailed to some other address, in which case it shall be mailed to the address designated in such request at least seventy two (72) hours prior to the time/date of the meeting, provided that any one or more Directors may waive such notice in writing by attendance without protest at such meeting.

6. **QUORUM.** Three lay members of the Council, together with the Pastor, shall constitute a quorum. Except as otherwise provided by law or by these Bylaws, all questions shall be decided by a vote of the majority of the Members present in person at any meeting of the Council at which a quorum was present.

7. **PARTICIPATION IN MEETING BY TELEPHONE.** The Members may participate in a meeting of the Council by means of conference telephone or similar communications equipment enabling all Members participating in the meeting to hear one another, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

8. **VOTING.** At every meeting of the Council each Member shall be entitled to vote in person or by conference telephone or Zoom call. Each Member shall be entitled to one vote.

9. **COMPENSATION.** Members shall not receive any compensation for their services in such capacity. They may, however be reimbursed for unusual expenses which are incurred in the performance of their duties as Members.

10. **COUNCIL'S ACTION WITHOUT MEETING.** If the Members severally or collectively consent in writing to any action taken or to be taken by the Council, and the number and classification of such voting Members constitutes a quorum for such action, such action shall be as valid as though it had been authorized at a meeting of the Council. The Secretary of the Council shall file such consent or consents with the minutes of the meetings of the Council.

## **ARTICLE VI EXECUTIVE COMMITTEE**

1. **MEMBERSHIP.** The Executive Committee of the Council shall consist of the Pastor, the Chair of the Council, the Chair of the Finance Council and the two (2) lay trustees of the Church. In addition, the Pastor may appoint and remove additional members of the Executive Committee. The Pastor shall be the Chair of the Executive Committee.

2. **PURPOSE AND POWERS.** During the intervals between meetings of the Council, the Executive Committee shall possess and may exercise all the power of the Council provided any action taken shall not conflict with the policies and expressed wishes of the Board of Directors of the Church.

3. **CONDUCT OF MEETINGS.** Minutes of all meetings of the Executive Committee shall be recorded. At all meetings of the Committee, the conduct there of and all

questions concerning decorum or parliamentary procedure shall be decided under the provisions of Robert's Rules of Order.

4        **QUORUM.** Meetings of the Executive Committee shall be held at such time and place as may be determined by the Committee. At all duly convened meetings thereof, a majority of the Committee shall constitute a quorum, and the act of a majority of the Committee at which a quorum was present shall be the act of the Committee. If a quorum is not present at a meeting of the Committee, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present.

5        **NOTICE OF MEETINGS.** Written or oral notice of the date, time and place of all meetings of the Executive Committee shall be given to each member either personally, by electronic transmission, confirmed telecopy, telegram or courier service at least two (2) days prior to the date of the meeting, provided that any one or more members may waive such notice in writing and/or by attendance without protest at such meeting.

6        **PARTICIPATION IN MEETING BY TELEPHONE.** The members may participate in a meeting of the Executive Committee by means of conference telephone or similar communications equipment enabling all members participating in the meeting to hear one another, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## **ARTICLE VII UNITED IN MINISTRY COMMITTEE**

1.        **PURPOSE.** The United in Ministry “(UIM)” mission is to promote and ensure open communications, collaboration and cohesiveness across parish and ministry strategies and events.

2.        **MEMBERSHIP.** The Members of the UIM Committee, comprised of the leaders/co-leaders of all affiliated organizations, councils, and ministries of the Parish shall report to the Council to develop and implement collaborative programs and events in support of the vision of the Parish and “The One” vision as defined by the Bishop. The UIM shall include the leadership of all Parish organizations, councils, and ministries to promote and support the vibrancy of Parish life. The leaders and co-leaders of organizations, councils and ministries must be approved by the Pastor.

## **ARTICLE VIII AMENDMENT OF BYLAWS**

These Bylaws or any part of them may be altered, amended, added to or repealed by majority vote of the Council.



## **ARTICLE IX AUTHORITY**

The Council established in each parish in the Diocese of Bridgeport, is the consistent policy of the Diocese of Bridgeport. It possesses a consultative role only and is governed by norms determined by the Diocesan Bishop, Canon 536; The Parish Administration and Finance Manual of the Diocese of Bridgeport. It is responsible to, and presided over by, the Pastor.

## **ARTICLE X EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Member, officer, employee or representative of this Council shall take any action or carry on any activity by or on behalf of the Council not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereunder be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XI GENERAL PROVISIONS**

1       **NOTICES; WAIVER.** Notices delivered personally, by confirmed telecopy or other electronic transmission, or by courier service shall be deemed to be delivered upon actual receipt. Mailed notices shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. Notices given by telegram shall be deemed to be delivered when the telegram is delivered to the telegraph company. Whenever any notice is required to be given to any Member, a waiver thereof in writing signed by the Member entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice to such person.

2       **CONSTRUCTION.** Whenever the context of these Bylaws so require, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as reasonable and possible: (i) the remainder of these Bylaws shall be considered valid and operative; and (ii) effect shall be given to the intent manifested by the portion held invalid or inoperative.

3       **HEADINGS.** The headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

4       **INCONSISTENCIES WITH CERTIFICATE OF INCORPORATION.** If any provision of these Bylaws shall be found to be inconsistent with any provision of the Certificate of Incorporation of the Church, as now existing, or as from time to time amended hereafter, the provisions of such Certificate of Incorporation shall prevail.

*Approved at a meeting on June 17, 2025.*