

## **CONSTITUTION OF THE CATHEDRAL**

As Amended, Restated, and Enacted June 17, 2025.

St. Mark's Episcopal Cathedral ("Cathedral"), a religious corporation under Chapter 315, Minnesota Statutes, is subject to the Constitution and Canons of the Protestant Episcopal Church in the United States of America ("The Episcopal Church") and the Constitution and Canons of the Episcopal Church in Minnesota ("ECMN"), hereby enacts the Constitution of the Cathedral, as follows:

### **ARTICLE I CATHEDRAL**

This Cathedral is established to the glory of God and for the good of all people. It is a Cathedral Church of the ECMN, for the Clergy and Laity of ECMN, and their use. It is to be a house of prayer for all people who may gather to worship God.

The Cathedral is the official seat and the spiritual home of the Bishop and a center of ECMN work and worship. As the Church of the whole ECMN, it shall represent the whole ECMN in the spirit of its administration and the catholicity of its teachings.

### **ARTICLE II THE NAME and INCORPORATION**

The name of the Cathedral shall be St. Mark's Episcopal Cathedral. The Cathedral is a religious corporation organized under Minnesota Statutes, Section 315.20. It possesses all the rights and powers and is governed by this Constitution and Statutes adopted by the Cathedral, the laws of the State of Minnesota, the Constitution and Canons of The Episcopal Church, and the Constitution and Canons of the ECMN (collectively herein "Canon Law"). This Constitution and the Statutes are subject in all respects to Canon Law and must be interpreted in a manner which is consistent therewith.

### **ARTICLE III THE VESTRY**

The Vestry shall be responsible for the management of the temporal affairs of the Cathedral, including its administration, and the determination of such spiritual matters as may be referred to it by the Bishop or the Dean. The Vestry shall function as and enjoy all the powers, duties, and responsibilities of the vestry of a parish under Canon Law. In accordance with the laws of Minnesota, the Bishop Diocesan, the Dean, and the Wardens and Vestry members shall constitute

the Chapter of the Cathedral unless otherwise specified by Canon Law or by action of the Vestry or Bishop as specified in Article IV.

The Vestry shall consist of four (4) officers and no fewer than four (4) and no more than nine (9) members of the laity from the Cathedral Congregation. The officer positions are as follows:

1. The Senior Warden
2. The Junior Warden
3. The Clerk; and
4. The Treasurer

The Wardens, Clerk, Treasurer, and other members of the Vestry shall be elected at the Annual Meeting of the Congregation and be members, as defined by Article XII, of the Cathedral Congregation in accordance with ECMN Canon 503.9 (2019) or as otherwise amended.

The Bishop Diocesan shall be an ex-officio member of the Vestry entitled to vote at its meetings and shall serve as its presiding officer when present.

The Dean shall be an ex-officio member of the Vestry entitled to vote at its meetings and shall serve as its presiding officer in the absence of the Bishop Diocesan. In the absence of the Dean, the Wardens, the Senior Warden if present, or the Junior Warden, or other person designated by the Dean shall preside at the meetings of the Vestry in accordance with ECMN Canons 502.5, 503.1, and 602.2 (2019) or as otherwise amended.

#### **ARTICLE IV**

##### **VESTRY TERMS OF OFFICE**

A term for a member of the Vestry is three (3) years, except for Members of the Vestry elected to fill vacancies as set forth in the bylaws. Members of the Vestry, who have served four (4) consecutive years in any capacity as member or officer may not be elected to the Vestry again until after the expiration of one (1) year in accordance with ECMN Canon 503.8 and 503.9 (2019) or as otherwise amended.

Officers of the Vestry shall be elected annually.

One third of the Members of the Vestry shall be elected annually in accordance with ECMN Canon 503.9(a) or as otherwise amended.

**ARTICLE V**  
**MEETINGS OF THE VESTRY**

The Vestry shall hold monthly meetings and may decide not to meet for one (1) month in each year. Special meetings of the Vestry may be called for such time and place as appointed by: (a) the Bishop; (b) the Dean; (c) the Senior Warden; or (d) two-thirds of the Members of the Vestry in accordance with ECMN Canon 503.5.

Notice of every meeting of the Vestry, whether monthly or special, shall be given in writing at least seven (7) days before the holding of such meeting, stating the time and place of the meeting. Notices shall be mailed (including via electronic mail) to the Bishop, the Dean, the Officers and Members of the Vestry, and any other members of the Cathedral Staff or Congregation necessary for the business which will be transacted in accordance with ECMN Canon 503.5 or as otherwise amended.

The Vestry may meet in person or via teleconference, videoconference, or other similar technology that allows for simultaneous communication between attendees; if such technology is used, the Vestry shall be deemed to be “in person” for the purposes of determining voting requirements.

**ARTICLE VI**  
**VESTRY VACANCIES**

Should the Vestry have less than nine (9) members of the laity, the Vestry may fill the vacancies in accordance with ECMN Canon 503.2 or as otherwise amended. The Bishop or the Dean may call a special meeting of the congregation to fill the vacancies.

**ARTICLE VII**  
**THE BISHOP**

The Cathedral shall be at the Bishop’s use for special services at any time when appropriate notice is given to the Dean. The Bishop shall take part in the services as the Bishop may see fit. The Bishop shall have use of the pulpit personally or for other designees with appropriate notice to the Dean.

**ARTICLE VIII**  
**THE DEAN**

The Dean shall be the rector of the congregation of the Cathedral with full authority and responsibility in matters pertaining to the Cathedral as provided by Canon Law. The Dean shall have all rights, powers, privileges, and responsibilities of a rector of a parish under Canon Law.

The Dean shall work on, organize, and assist with the conduct and implementation of the temporal affairs of the Cathedral working with the Vestry, the Wardens, and administrative staff. The Dean shall have responsibility for and authority over all Cathedral clergy and all employees of the Cathedral, subject to any authority given to the Vestry in Minnesota law, Canon Law, or the Letter of Agreement to which the Dean is subject in accordance with ECMN Canons 603.6 and 7 (2019) or as otherwise amended.

In the event the office of Dean is vacant, the Bishop Diocesan may appoint themselves the Dean or interim Dean as the Bishop so chooses. If the Bishop Diocesan does not appoint themselves as Dean or interim Dean, the Dean shall be elected either upon the joint action of the Bishop and the Vestry or by the Vestry upon nomination by the Bishop. The Bishop may nominate three (3) or more persons from whom the Vestry shall select one (1). The call of the Dean shall be confirmed only following execution of a Letter of Agreement by the Dean-elect, the Wardens, and the Bishop.

In the event that the office of Dean is vacant, the Bishop shall provide for the spiritual and pastoral affairs of the Cathedral in accordance with Canon Law.

## **ARTICLE IX**

### **THE SENIOR AND JUNIOR WARDENS**

The Senior and Junior Wardens shall be members of the Cathedral Congregation, elected by and from it at its annual meeting. They shall perform the usual duties ascribed to such offices.

The Wardens shall hold office for the term of one (1) year, and until their successors are elected. No person may serve more than three (3) consecutive years as a Warden, either in the Senior or Junior office.

## **ARTICLE X**

### **THE TREASURER**

The Treasurer of the Cathedral shall be a member of the Cathedral Congregation and shall be elected by the Congregation at its annual meeting. The Treasurer shall be responsible for overseeing and reporting on the financial status and affairs of the Cathedral. The Treasurer shall periodically report to the Vestry on issues under the Treasurer's charge. The Treasurer must be bonded in an amount and by a surety approved by the Vestry.

The Treasurer shall have such duties as may be prescribed in Canon Law, this Constitution, and the Statutes of the Cathedral, and shall be subject to such additional regulations in the discharge of such duties as the Vestry may designate.

The Treasurer shall hold office for the term of one (1) year, and until their successor is elected. No person may serve more than three (3) consecutive years as Treasurer.

## **ARTICLE XI**

### **THE CLERK**

The Clerk of the Cathedral shall be a member of the Cathedral Congregation and shall be elected by the Congregation at its annual meeting. The Clerk shall support the Vestry with records management and administrative support. For purposes of the ECMN Canons, the Clerk is the Secretary of the Cathedral.

The Clerk shall hold office for the term of one (1) year, and until their successor is elected. No person may serve more than three (3) consecutive years as Clerk.

## **ARTICLE XII**

### **THE CATHEDRAL CONGREGATION**

Membership in the congregation of the Cathedral shall be determined in accordance with The Episcopal Church Canon Law. Voting members of the congregation are those in good standing in accordance with ECMN Canon 501.4.

## **ARTICLE XIII**

### **MEETINGS OF THE CONGREGATION**

The Vestry shall call an annual meeting with twenty (20) days' notice to the Congregation by forms of communication that the Cathedral regularly uses to communicate with the Congregation. This can include, but is not limited to, mail, email, telephone, and announcements. The annual meeting shall be in January of every year unless otherwise set by the Bishop, the Dean, or the Vestry.

The Bishop Diocesan, the Dean, or a majority of the Vestry may call a special meeting of the Congregation in the same manner as the calling of an annual meeting.

## **ARTICLE XIV**

### **THE CHAPTER**

The Bishop Diocesan of the ECMN, or other Bishop who is the Ecclesiastical Authority of ECMN shall be, ex officio, the presiding officer of the Chapter if there is a Chapter separate from the Vestry.

Either the Bishop Diocesan, or other Bishop who is the Ecclesiastical Authority of the ECMN or the Vestry may decide that a Chapter separate from the Vestry shall be created. If so, the Chapter shall consist of:

1. Bishop Diocesan of the ECMN, or other Bishop who is the Ecclesiastical Authority of the ECMN.
2. The Bishop Coadjutor (if there be one).
3. The Bishop Suffragan(s) (if there be one or more).
4. Three (3) persons elected by the ECMN Convention
5. Three (3) persons appointed by the Bishop.
6. Three (3) Vestry members (one of whom may be a Warden) elected by the Vestry.
7. Three (3) members of the Cathedral Congregation nominated by the Vestry and elected by the Cathedral Congregation.

The Chapter will meet four (4) times each year, at days and times designated by the Bishop or at other times when called by the Bishop to meet.

The Chapter shall have an advisory role in partnership with the Cathedral, the congregations and faith communities of the ECMN, and the Bishop. The Chapter shall have no governance role regarding the Cathedral or the Cathedral Congregation, except as required by law or Canon Law.

## **ARTICLE XV CHAPTER VACANCIES**

The Bishop shall have the right to fill any vacancy in the membership of the Chapter from positions appointed by the Bishop or the Bishop's predecessors.

The Chapter shall have the right to fill any vacancy in its membership of those elected by the ECMN Convention.

The Vestry shall have the right to fill any vacancy in the membership of the Chapter of those elected by Vestry.

Any person elected to fill such vacancy shall have the same classification as the member whose vacancy is being filled and shall only serve until the completion of the term of the person whose position they are filling, unless subsequently elected in their own right.

## **ARTICLE XVI AMENDMENTS**

This Constitution may be amended as follows: Any proposed amendment(s) shall be considered by the Vestry. If adopted by the Vestry on a majority vote, such amendment(s) shall be presented to the Bishop Diocesan or other Bishop exercising Ecclesiastical Authority for their written consent to the amendment(s). If the Bishop gives such written consent, the proposed amendment(s) shall be presented to the Congregation at or before an Annual or Special Meeting of the Congregation. The Vestry shall notify the Bishop and the Congregation of the proposed amendment(s) and of the Annual or Special Meeting at which it will be considered. The

amendment(s) shall become effective immediately upon adoption by the Congregation by a majority vote of those present and voting.