

STATUTES OF ST. MARK'S EPISCOPAL CATHEDRAL

Amended and Restated January 15, 2026.

Section 1. The Dean.

The Dean shall be the Spiritual Leader of the Congregation worshipping in the Cathedral and shall be entrusted with the conduct of the services, pastoral work, and other such duties as described in Article VIII of the Cathedral Constitution. Nothing in these statutes should supersede the duties of the Dean according to the Cathedral Constitution or Canon Law.

Section 2. Treasurer.

The Treasurer shall be responsible for overseeing and reporting on the financial status and affairs of the Cathedral in accordance with Article X of the Constitution. The Treasurer shall have such duties as prescribed in Canon Law. The Treasurer must be bonded in an amount and by a surety approved by the Vestry. The Treasurer along with the Finance Committee is responsible for presenting a budget to the congregation at the Annual Meeting. The Treasurer shall be entrusted with other duties as described in Article X of the Cathedral Constitution.

Section 3. The Clerk.

The Clerk shall have custody of the seal and responsibility for maintaining the records of the Vestry in accordance with Article XI of the Constitution. The Clerk shall assist in the creation of the Cathedral Annual Report to the Congregation. The Clerk shall have such duties as are usually prescribed to the secretary of a corporation.

Section 4. Executive Committee.

An Executive Committee of the Vestry may meet from time to time and may act for the Vestry as directed by the Vestry through Vestry resolutions. It shall consist of the Dean, the Senior Warden, the Junior Warden, the Treasurer, and the Clerk. The Dean is an ex officio member and also a voting member. The Clerk shall take minutes during Executive Committee meetings.

Section 5. Vestry Vacancies

Should the Vestry fall below its threshold of nine (9) lay members, the Vestry may fill as many seats as necessary to again meet the threshold before the next Annual Meeting. To fill the vacancy the Vestry may call a Special Meeting of the Vestry to hold a vote to fill the vacancy according to ECMN Canon 503.2 and 503.11. Any person who fills a

vacancy only serves through the next Annual Meeting, at which they would be eligible to run for a full term.

Section 6. Standing Committees. There shall be five (5) standing Committees of the Vestry.

Each committee shall have no fewer than three (3) and no more than nine (9) members. Committee members shall be members, in good standing, of the Cathedral Congregation. Members of each committee are appointed by the Vestry. Members of the congregation can ask to serve on a committee with approval from the committee chair. Committee chairs shall submit timely reports to the Vestry about changes to their committee members. In the event of a vacancy resulting in less than three members of a committee, the committee chair can ask the Vestry to seek members to fill such vacancies.

Each committee will advise the Vestry on its area of jurisdiction. Each committee will plan and propose ideas and reports to the Vestry for approval. For proposals that require the use of Cathedral funds, the committee should work closely with the Finance Committee and Treasurer to determine an appropriate recommendation. The committees and Vestry should work together for the benefit of the church, with final approval by the Vestry pursuant to Canon Law.

A. *The Finance Committee,*

shall have the duty of preparing the annual budget for submission to the Vestry. The budget shall observe standard business methods as outlined in the *Manual of Business Methods in Church Affairs* from the Episcopal Church in the United States. Programs should not exceed approved budgeted amounts. After a budget is approved any further adjustments must receive Vestry approval. The committee shall make arrangements for the care of and accounting for the Cathedral's funds and other personal property in coordination with the Treasurer. The committee may make appointments, with approval of the Vestry, of any assistants to the Treasurer. The committee should work in coordination with other committees as appropriate in developing joint recommendations on overlapping areas to the Vestry. The Committee may also develop a Financial Procedures Manual to guide committee work. The Treasurer is an ex officio member of the committee.

B. *The Property Committee,*

shall have general charge and supervision of the physical property of the Cathedral. The committee shall oversee the review of insurance claims, maintenance concerns, and general improvement to the property. The committee will give recommendations on these issues to the Vestry for final resolution. The committee may also suggest ideas for cost savings to the benefit of the property. The committee should work in coordination with other committees as appropriate in developing joint recommendations on overlapping areas to the Vestry.

C. The Governance Committee,

shall have the responsibility of reviewing and proposing amendments to all governing documents. The Committee will oversee congregational elections including seeking nominations for positions and facilitating the election operations. The committee should work in coordination with other committees as appropriate in developing joint recommendations on overlapping areas to the Vestry.

D. The Stewardship Committee,

shall have general charge of fundraising for the Cathedral including annual pledges, events, and planned giving. The committee will also support educating the congregation about the importance of stewardship. The committee should work in coordination with other committees as appropriate in developing joint recommendations on overlapping areas to the Vestry.

E. The Personnel and Human Resources Committee,

shall be responsible for the creation and maintenance of an employment handbook, general oversight of job descriptions, and other employee relations. This does not include management and supervision of employees, which is the responsibility of the Dean. The committee should work in coordination with other committees as appropriate in developing joint recommendations on overlapping areas to the Vestry.

Section 7. Chairs of Committees and Committee Terms.

The chair of each committee shall be a member of the Vestry. The chair of the Finance Committee may be any Vestry member including the Treasurer. The Vestry will appoint a member as a chair of each committee. Each Chair shall be appointed by the Vestry for a term of one (1) year. No person may serve as chair of a Committee for more than three (3) successive years.

Committee members serve a term of three (3) years and can be appointed for a second term. At the end of the second term, a committee member may serve on another committee or take a break for one year before serving on the same committee again.

Section 8. Special Committees and Additional Expertise.

The Vestry may create special committees, by whatever name, to address specific needs of the cathedral. The special committee shall exist until the need is resolved. After the resolution of the need, the special committee shall dissolve. Special committee chairs shall submit timely reports to the Vestry about changes to their membership. In the event of a vacancy resulting in less than three members of a special committee, the committee chair can ask the Vestry to fill such vacancies. Special Committees may include, but are not limited to, the following:

A. Capital Campaign Committee

The Vestry shall appoint a capital campaign committee to plan, study, conceptualize, and manage capital fundraising. The committee shall work in coordination with the Dean, the Stewardship Committee, and the Property Committee to facilitate the campaign.

Section 9. Quorums and Voting

A. Quorum of the Vestry.

For regular business, a quorum for the Vestry will constitute a majority of the members of the Vestry. When an even number of Vestry members, quorum shall be 50% + 1. For the purpose of determining quorum members can attend in person or via electronic methods.

B. Cathedral Congregation.

At any regular or special meeting of the Cathedral Congregation, fifty (50) members who are eligible to vote as provided in the Cathedral Constitution, other than members ex officio, shall constitute a quorum.

C. Voting

In addition to those members present who are eligible to vote as provided in the Cathedral Constitution, the Vestry may from time to time approve a resolution that allows for remote voting according to such procedures and standards as the Vestry may establish in accordance with the canons.

Section 10. Vestry Meetings.

A. Regular Meetings.

Vestry meetings are held as specified in Article V of the Constitution.

Notice of Vestry meetings is in accordance with Article V of the Constitution.

The Bishop of the Dean chairs meetings of the Vestry in accordance with Article III of the Constitution.

B. Special Meetings.

Special Meetings of the Vestry are held in accordance with Article V of the Constitution.

C. Requests for Action.

A member of the Cathedral may submit to the Vestry a request for action. The member must send a message to the Dean, Senior Warden, and Junior Warden that discusses the request for action and the intended outcome. The Dean, Senior Warden, and Junior Warden decide to which committee the request for action is best suited and request a review from that committee to be presented within the next two regular Vestry meetings after receipt of the request for action.

Section 11. Execution of Instruments.

All checks, drafts, notes, and other negotiable instruments of the Vestry, Chapter, or Cathedral shall be signed by the Senior Warden, the Junior Warden or the Treasurer. The Finance Committee may, from time to time, request that the Vestry, by resolution or an amendment to these Statutes, include additional authorized signers. All checks, drafts, notes, and other negotiable instruments over \$2,500 shall require two authorized signatures.

All deeds, mortgages, conveyances, and other transfers of real property, or personal property with a value in excess of \$1,000, of the Vestry, Chapter, or Cathedral shall be executed by two authorized signers as defined in the preceding paragraph. Any such deed, mortgage, conveyance, or other transfer of property shall be duly authorized by a resolution of the Vestry and duly attested by the Clerk of the Vestry, and, if required, under appropriate corporate seal.

Section 12. Rules of Procedure. The meetings of the Council, the Chapter, the Congregation, and any duly appointed Committee of the Council or the Chapter shall be governed by Robert's Rules of Order, Newly Revised, except as otherwise provided in the Constitution or the Canons of The Episcopal Church in the United States of

America, the Constitution and Canons of the ECMN, the laws of the State of Minnesota, the Certificate of Incorporation of the Cathedral, and these Statutes.

Section 13. Amendment.

Amendments to the statutes may be proposed by any member of the Vestry. The Governance committee will review a proposed amendment to the statutes. In its next committee report to the Vestry the Governance Committee chair shall present the proposed amendment to the Vestry for the Vestry's review and vote. The amendment is adopted after a two-thirds majority vote in the Vestry that has quorum to do business. The Congregation receives notice of the changes to the statutes.