

CONSTITUTION OF THE CATHEDRAL

Amended and Restated December 19, 2013

Entering into Force February 1, 2014

ARTICLE I

CATHEDRAL

This Cathedral is established to the glory of God and for the good of all people. It is the Cathedral Church of the Episcopal Church in Minnesota (ECMN), belonging to the Clergy and Laity of the ECMN, and for their use. It is to be a house of prayer for all people who may resort thereto to worship God.

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

ARTICLE II

THE NAME

The name of the Cathedral shall be St. Mark's Episcopal Cathedral.

ARTICLE III

THE COUNCIL

The Council shall consist of:

1. A Senior and a Junior Warden.
2. Fifteen of the Laity elected by and from the Cathedral Congregation.
3. The Treasurer.
4. The Clerk.

The Council shall have the care and management of the temporal affairs of the Cathedral and the determination of such spiritual matters of administration as may be referred to it by the Bishop or by the Dean. The Wardens, Treasurer, and other members of the Council shall be elected by and from the Cathedral Congregation, and shall be communicants of the Episcopal Church in good and regular standing at the time of their election.

ARTICLE IV

THE BISHOP

The Bishop serves as *Ex Officio* president of the Council and the president of the Chapter. The Bishop shall determine the ordering of services and work of the Cathedral.

The Cathedral shall be at the Bishop's disposal for special services at any time whereof due notice be given the Dean. The Bishop shall take such part in the services as the Bishop may see fit. The Bishop shall have use of the pulpit personally or for others at any time.

ARTICLE V
THE DEAN

The Dean shall be elected either upon the joint action of the Bishop and the Council or by the Council upon nomination by the Bishop who shall nominate three (3) or more persons from whom the Council shall select one (1). The Dean shall serve as the *Ex Officio* vice president (the Bishop serving as *Ex Officio* president) of the Council.

ARTICLE VI
THE CANONS

Residential Canons shall be elected by the Council on the joint nomination of the Bishop and the Dean, for the discharge of such duty in the worship, preaching, and work of the Cathedral as may be assigned to them by the Dean, if there be one. They shall not be members of the Council or of the Chapter.

Honorary Canons may be elected by the Council at any stated meeting from among the Presbyters of the ECMN on the nomination of the Bishop. They shall hold office until death, resignation, or removal by a vote of the majority of the members of the Council, with the written consent of the Bishop. They shall not be members of the Council or of the Chapter, and there shall not be more than five (5) at any time. They shall have the right to sit in the Choir of the Cathedral at all services and shall preach at the Cathedral at the invitation of the Dean.

ARTICLE VII
THE SENIOR AND JUNIOR WARDENS

The Wardens, in order of seniority, shall chair Council meetings.

The Senior and Junior Wardens shall be members of the Laity 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, in order of seniority, shall chair the meetings of the Cathedral Congregation. The Wardens shall hold office for the term of one (1) year, and until their successors are elected. No person may serve more than four (4) consecutive terms as a Warden.

ARTICLE VIII
THE TREASURER

The Treasurer of the Cathedral shall be a member of the Laity of the Cathedral Congregation, and shall be elected by it at its annual meeting for a term of one (1) year, and until a successor is elected, and shall be subject to such regulations in the discharge of duties as the Council may from time to time designate, and shall annually report to the Council the condition of the affairs committed to the Treasurer's charge. The Treasurer may, in the absence of the Senior Warden and Junior Warden, preside at meetings of the Council. The treasurer may be re-elected, but no person may serve more than four (4) consecutive years as the Treasurer.

ARTICLE IX
THE CLERK

The Clerk of the Council shall be a member of the Laity of the Cathedral Congregation and shall be elected by the Congregation at the annual meeting thereof.

ARTICLE X
THE CATHEDRAL CONGREGATION

The Congregation of the Cathedral shall be determined by the Canons of the Diocese of Minnesota from time to time in force and effect as to the qualifications of voters in parishes.

ARTICLE XI
COUNCIL TERMS OF OFFICE

The terms of office of the members of the Council, other than those of the Wardens and the Treasurer, shall be three (3) years, and one-third of the Council (not including the Wardens, Treasurer, and Clerk) shall be elected annually. No members of the Council, other than those of the Wardens, the Treasurer, and the Clerk shall be elected to succeed themselves at the expiration of their terms of office but such members may be re-elected to the Council after the expiration of one (1) year or may be elected Wardens or Treasurer at the expiration of their terms; provided, however, that persons elected to the Council to fill vacancies may be re-elected to succeed themselves if the unexpired terms of office which they were elected to fill were less than two (2) years at the time of their election.

Ex Officio members of the Council serve without vote.

ARTICLE XII

MEETING OF THE CONGREGATION AND THE COUNCIL

The annual meeting of the Cathedral Congregation shall be held at St. Mark's Episcopal Cathedral in Minneapolis, Minnesota, within the first four (4) months of the calendar year and on a date designated by the Council in January of each year.

Special meetings of the Cathedral Congregation may be called upon ten (10) days notice in writing by the Council. Such notice shall state the time and purpose of said meeting and copies of the notice shall be mailed to the members of the Cathedral Congregation at the addresses shown on the records of the Congregation.

The Dean shall at the annual meeting of the Congregation submit a full report of the work of the Cathedral during the previous year, and the Treasurer shall make a report of receipts and disbursements for the previous year and of the financial condition of the Cathedral.

The Council shall hold monthly meetings.

Special meetings of the Council may be called: (a) by the Bishop at such time and place as the Bishop shall appoint; or (b) by the Senior Warden, or in the Senior Warden's absence or disability, by the Junior Warden; or (c) by six (6) members of the Council.

Notice of every meeting of the Council, whether annual, stated or special, shall be given in writing, at least five (5) days before the holding of such meeting, stating the time and place thereof.

ARTICLE XIII

THE CHAPTER AND THE CORPORATION

The Bishop of the ECMN, by virtue of his office, shall be presiding officer of the Chapter.

The Chapter shall consist of:

1. The Bishop of the ECMN.
2. The Bishop Coadjutor (if there be one).
3. The Bishop Suffragan (if there be one).
4. Three (3) persons elected by the ECMN Convention.
5. Three (3) persons appointed by the Bishop.
6. Three (3) Council members (one of whom may be an officer—Warden or Treasurer), as elected by the Council.
7. Three (3) members of the Cathedral Congregation, as nominated by the Council and elected by the Cathedral Congregation.

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

The Chapter shall have an advisory role in partnership with the Cathedral, the ECMN Congregations, and the Bishop. The Chapter shall have no governance role regarding the Cathedral or any Congregation, except as required by law. Any action undertaken by the Chapter pursuant to legal provisions that pertains to the governance of the Cathedral shall be at the sole and exclusive direction of the Council.

The corporation shall be managed and composed as provided in the Articles of Incorporation of the Foundation of St. Mark's Episcopal Church in the City of Minneapolis, as they may be in effect from time to time. Any elections by the Chapter of members to the Board of Directors to the corporation shall be solely and exclusively upon the nomination of such Directors by the Council.

ARTICLE XIV VACANCIES

The Bishop shall have the right to fill any vacancy in the membership of the Chapter of those appointed thereto by him or his predecessor.

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

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

Any person elected to fill such vacancy shall have the same classification as the member whose vacancy is being filled.

ARTICLE XV AMENDMENTS

This Constitution may be amended at any duly called meeting of the Council by a two-thirds vote of all of the members, provided that such amendment has been passed at a duly called meeting held at least three (3) months previous by a majority vote of the members of the Council present at such meeting, and that notice of such fact has been given in the call for the meeting at which final action is to be had; and provided, also, that the Bishop of the ECMN shall give his consent in writing to such proposed amendment.