

BY-LAWS

ST. JAMES CATHEDRAL
CHICAGO, ILLINOIS

DIOCESE OF CHICAGO

ARTICLE I

PURPOSE OF BY-LAWS

Sec. 1. The purpose of these By-Laws is to supplement the Constitution of St. James Cathedral (“the Constitution”) and the Canons of the Episcopal Church of the United States of America and the Diocese of Chicago for the governance of the Parish and the administration of its activities. The By-Laws pertain primarily to the organizational and procedural matters of the Cathedral. If any provision of these By-Laws is or becomes in conflict with the Canons of the Episcopal Church or the Diocese of Chicago, the applicable Canon shall prevail. In the event that any section of these By-Laws is found to be invalid or unenforceable as a matter of canon law, the remainder of these By-Laws shall remain in full force and effect.

ARTICLE II

MEMBERS OF THE PARISH

Sec. 1. Membership of St. James Cathedral shall be in accordance with Canon 1.17.1 of the Canons of the Protestant Episcopal Church of America and by the Canon of the Diocese of Chicago entitled “Parish Meetings and Elections”.

Sec. 2. Persons eligible to vote at Parish meetings shall be specified by the Canon of the Diocese of Chicago entitled “Parish Meetings and Elections”.

Sec. 3. The Treasurer or the Secretary of the Chapter shall bring or cause to be brought to every Annual or Special Meeting such records as are necessary to determine the identity of Parishioners qualified to vote. In the event of a challenge as to eligibility of a voter’s qualifications, the Bishop or the Dean shall make the final determination.

ARTICLE III

PARISH MEETINGS

Sec. 1. The Parish shall hold Annual Meetings as provided for by the Canons of the Diocese of Chicago and the Constitution of the Cathedral; Annual Meetings shall occur at a date, time and place to be designated by the Dean.

Sec. 2. Subject to Section 3 of this Article III, special meetings of the Parish may be held at any time upon the call of the Bishop, Dean, Chapter, or the Warden who oversees administrative affairs, or at the written request of any fifty qualified voters of the Cathedral, including one member of the Chapter, filed with the Secretary of the Chapter.

Sec. 3. At least two weeks' written notice of any special meeting of the Parish describing the purpose thereof shall be mailed or e-mailed to all members of the Cathedral, and a like notice shall be posted upon the bulletin board and published in the Parish Newsletter or a comparable publication.

Sec. 4. A quorum of an Annual or Special Meeting shall be specified by the Canon of the Diocese of Chicago entitled "Quorum".

Sec. 5. The Bishop retains the right to preside at all Parish Meetings. If the Bishop is absent, or if the Bishop chooses not to preside, then the first available of the following persons, in order, shall preside:

- a) The Dean.
- b) Warden for Administrative Affairs.
- c) Warden for Real Property.
- d) Secretary of the Chapter.
- e) A qualified voter elected by the Parish Meeting then assembled.

ARTICLE IV

NOMINATION AND ELECTION OF THE CHAPTER

Sec. 1. The nomination and election of the Cathedral Chapter shall be specified by the Canon of the Diocese of Chicago entitled "The Cathedral".

Sec. 2. Vacancies occurring in the Chapter prior to November 1 in any year may be filled by appointment by the Dean with the approval of the remaining members of the Chapter. Chapter members so appointed shall hold office until the next Annual Meeting of the Parish, at which time the vacancy for the balance of the term shall be filled by election by the qualified voters then in attendance.

Sec. 3. The terms of Chapter Members shall be specified by the Constitution and the Canon of the Diocese of Chicago entitled "The Cathedral". All elected members shall serve until their respective successors shall have been elected.

Sec. 4. A Nominating Committee shall be appointed by the Dean, subject to the approval of the Chapter, for the purpose of nominating candidates for the Chapter. Such Committee shall consist of Chapter members and at least three members of the Parish who are qualified voters and not currently members of the Chapter.

Sec. 5. The Nominating Committee shall, where possible, nominate from among the qualified voters of the Parish at least the same number of persons as there are vacancies to be filled at the succeeding Annual Meeting. The Committee shall submit its report for posting and publication on or before the December Chapter Meeting.

Sec. 6. Other nominations for the Chapter vacancies may be made by petition of ten or more qualified voters of the Parish. Any such nominations shall be submitted in writing signed by the nominators and delivered to the Dean no later than ten days prior to the Annual Meeting.

The names of any persons so nominated shall be posted and published forthwith. Thereupon, the nominations shall be deemed closed.

Sec. 7. The Bishop or the Dean shall appoint three qualified voters to serve as tellers who shall supervise the elections at the Annual Meeting.

ARTICLE V

THE DEAN

Sec. 1. The Bishop shall appoint a Dean after consultation with the Chapter.

Sec. 2. The Dean shall exercise executive authority over all Cathedral staff and assisting clergy. The Dean shall preside over all meetings of the Chapter. If there be no permanent Dean, the Bishop shall appoint an interim Dean or Provost to serve in the capacity of Dean until a permanent Dean is selected. The process by which an Interim Dean or Provost is selected will be the same as outlined in Section 1.

Sec. 3. The Dean (or, if there be no permanent Dean, the Interim Dean or Provost) shall be solely responsible for all pastoral and liturgical decisions affecting the spiritual life of the Cathedral Parish, subject to the oversight of the Bishop. In matters affecting the fiscal and physical life of the Cathedral, the Dean shall be required to consult with the Chapter.

ARTICLE VI

CHAPTER OFFICERS AND OPERATION

Sec. 1. The Chapter shall have the power and responsibility to administer all of the temporal matters of the Cathedral.

Sec. 2. At all meetings of the Chapter, a simple majority of all of the elected members of the Chapter shall constitute a quorum. Lacking a quorum, a majority of members present may adjourn the meeting to a date not less than ten days later. Notice of any such adjournment shall be mailed to all members of the Chapter not less than five days prior to the date set for the adjourned meeting.

Sec. 3. The Chapter shall have the power and duty:

- a) to elect annually from its own number, or from members of the Parish who are qualified voters, a Secretary of the Chapter, a Treasurer, an Assistant Treasurer, and such other officers as it may from time to time deem necessary or desirable;
- b) to receive all income turned over to it by the Finance Commission and all current contributions, and to disburse such funds for the operation and development of the Cathedral and its program, including the Missionary Program of the Diocese and the Episcopal Church, and other purposes.

c) to fix the salaries of all clergy and other employees in service with the Cathedral in consultation with the Bishop.

d) in general, to exercise all of the usual functions, powers, and duties as are now or shall hereafter be incumbent upon the vestry of a parish.

Sec. 4. The Chapter may adopt written policies, procedures and/or regulations for the organization and conduct of its duties. The Chapter may form any committees it deems advisable to carry out its duties and responsibilities.

Sec. 5. Regular meetings of the Cathedral Chapter shall be held monthly; notwithstanding the foregoing, the July and August meetings will not typically be held, unless Chapter, the Dean or the Executive Committee determines the press of business requires that one or both such meetings be held. Meetings will be held in the Diocesan Center or at such other place as shall be appointed by the Bishop, the Dean or Wardens. Every Regular Meeting shall be open to parishioners who wish to attend, but may be closed upon the request of the Bishop, Dean or a majority vote of the Chapter members present. The Annual Meeting of the Chapter shall be the first regular meeting following the Annual Meeting of the Parish. The Chapter shall elect a Secretary, a Treasurer and an Assistant Treasurer at this Annual Meeting.

Sec. 6. Every member of the Chapter is expected to attend every regular meeting of the Chapter, except when a personal or family emergency or medical condition necessitates an absence, in which event the Dean or the Secretary shall be advised prior to the meeting, of the necessity of the absence. If a member of the Chapter is absent from three or more regular meetings in the course of a year, other than in accordance with the foregoing, he or she shall be considered to have resigned. The minutes of each Chapter meeting shall reflect those members present, those members absent with excuse and those members with unexcused absences.

Sec. 7. Special meetings of the Chapter may be called in the manner provided by the Canons of the Episcopal Church and the Diocese of Chicago and the Constitution of St. James Cathedral. ("Constitution"). Such meetings shall be held in the Diocesan Center or at such other place as shall be appointed by the Bishop, the Dean or the Wardens.

Sec. 8. At or prior to every regular meeting of the Chapter, the Dean, Wardens or Secretary shall provide to every member a written agenda of matters to be brought before said meeting. Nonetheless, the Chapter is free to take up and decide such matters as properly come before it, whether or not stated on the agenda, except where prior notice is required by these By-Laws, the Constitution or the Canons.

Sec. 9. Meetings of the Chapter shall be presided over by the Dean. In the event of the Dean's absence, or if the Dean waives the privilege of overseeing Chapter meetings, the meetings will be presided over by the Warden for Administrative Affairs or, in his or her absence, by the Warden for Real Assets. Should the Bishop be in attendance at a meeting of the Chapter, the meeting shall be presided over by the Bishop. The Bishop reserves the right to delegate the control of the meeting over to the Dean or Wardens if the Bishop sees fit to do so.

Sec. 10. Meetings of the Chapter will be conducted according to Robert's Rules of Order in matters of procedure, except for such particular procedures as the presiding officer shall

suggest and apply without objection by the Chapter, or if there be an objection, upon majority approval of the Chapter.

Sec. 11. Unless dispensed with for good cause, every regular meeting of the Chapter shall be opened with prayer and shall include the approval of minutes, a financial report from the Treasurer, and a report from the Dean on such timely and significant developments in the life of the Parish as would be useful and appropriate for the Chapter to know.

ARTICLE VII

FUNDS OF THE PARISH AND DIOCESE

Sec. 1. The Chapter shall have the sole power and responsibility to control, invest and manage all endowment, capital funds, and capital property of the Cathedral. Said funds and property of the Cathedral shall include all future legacies and capital gifts, and such funds and property of active or inactive organizations within or affiliated with the Cathedral to the extent that the funds and property of such organizations are transferred to the Cathedral for management. The Chapter shall have full power to sell any of such investments and property and to invest and reinvest the proceeds and any other funds under their control, and to pay reasonable expenses with respect to conducting these responsibilities.

Sec. 2. The Chapter shall have the power, right and responsibility to make appropriations from any properly available funds of the Cathedral to pay for repairs and improvements to, and to maintain and insure, Cathedral and Diocesan buildings and property. The Chapter shall have the power and responsibility to make reasonable appropriations from the income to assist it in performing its functions.

Sec. 3. In order to fulfill its fiduciary duty to the Parish, the Chapter shall establish a Finance Commission according to the requirements of Article VII, Sections 3 and 4, the Constitution. The Finance Commission may make a report to the Chapter during each Chapter meeting. The Finance Commission shall also be responsible for drafting the annual budget of the Parish. Once such budget is drafted, the Treasurer of the Chapter will submit the budget to the Chapter to be voted on and approved by the Chapter. No budget will be approved unless it receives an affirmative vote of the majority of voting members of the Chapter. Each budget shall be submitted to the Chapter for approval by the December Chapter meeting. The Chapter, through the Finance Commission, or on its own, may engage the services of investment counsel and other professional counsel to assist them in their responsibilities, and may pay reasonable compensation for such services.

Sec. 4. The books and records of the Parish shall be maintained in accordance with prudent business practices, generally accepted accounting principles and the Constitution and Canons of the Episcopal Church and the Diocese of Chicago. The Treasurer of the Chapter shall have strict responsibility for the proper maintenance of all financial records of the Cathedral.

Sec. 5. No contract involving \$5000 or more shall be signed on behalf of the Parish without the approval, by resolution, of the Chapter. No contract involving any amount shall be signed on behalf of the Parish by anyone except the Dean, the Treasurer, one of the Wardens, or such other persons as the Chapter, by resolution, may specify.

Sec. 6. The payment of Parish funds by check or similar instrument drawn on a Parish account shall require two signatories, either from the Treasurer or Assistant Treasurer or from two Chapter Officers. The Treasurer or Assistant Treasurer must be satisfied by reasonable inquiry that the payment of such funds is authorized and appropriate.

Sec. 7. The records of the Parish pertaining to a Parishioner's pledge or financial contribution to the Parish shall be privileged against disclosure to the Parish, the Chapter, or any person other than the Bishop, Dean, Wardens, or Treasurer; except that there may be disclosure to the Chapter, in confidence, if such disclosure is authorized by the Bishop, Dean or Wardens, or by majority approval by the Chapter for a reason stated in the minutes of the Chapter (without necessarily disclosing in such minutes the identity of the Parishioner).

Sec. 8. Nothing herein shall prevent the Bishop, Dean or Treasurer from disclosing the amount of a Parishioner's pledge, or the status of financial contributions, to persons authorized by the Bishop, Dean, Wardens or Treasurer for the purpose of conducting a canvass, soliciting said Parishioner for a pledge, requesting said Parishioner to pay an arrearage on a pledge, or for related or similar purposes. Should such disclosure be made, the Wardens shall keep a written record of the date of disclosure, to whom such disclosure was made and the purpose for such disclosure. The Bishop, Dean, Wardens and Treasurer shall make every effort to insure that the confidentiality of a Parishioner's pledge remains intact.

ARTICLE VIII

COMMITTEES AND COMMISSIONS

Sec. 1. The Chapter shall create an Executive Committee, consisting of the Dean, the Wardens and the Treasurer, and may create such other standing or *ad hoc* committees of the Chapter as it shall determine. Chapter committees shall consist of not less than two Chapter members and such other members of the Parish as the Chapter shall appoint. The Chapter may delegate to any such committee any authority of the Chapter, however conferred, other than any authority or responsibility set forth in Article IX of these By-Laws.

Sec. 2. In addition to the committees authorized in Section 1 of this Article, the Chapter may create from time to time such other committees or commissions as it may deem appropriate, whose members may or may not be members of the Chapter. Committees or commissions created under the authority of this Section 2 may furnish advice and counsel to the Chapter, but shall not exercise any authority concerning the affairs of the Cathedral granted to the Chapter by the Canons or any governing document of the Parish.

Sec. 3. All Commissions and Committees shall have a Chair, or as needs dictate, a Co-Chair, who will be appointed by the Chapter or, if the Chapter fails to do so, the Dean, in which case the Dean shall notify the Chair or Co-Chair appointments to the Chapter. A person appointed to Chair or Co-Chair of a Commission or Committee shall serve a term specified by the party that appointed him or her.

Sec. 4. The Chapter shall create a Parish Council, consisting of the Dean and the members of Chapter in addition to the heads of the commissions of the Cathedral. The Parish Council will convene at least four times a year to discuss and develop strategies that can be

implemented to help the Cathedral achieve the objectives of its overall mission. Any procedures, policies or programs adopted by the Parish Council shall be submitted to the Chapter for review and approval. An affirmative vote of the majority of voting members of the Chapter shall be required in order to officially implement any procedures, policies or programs adopted by the Parish Council. No procedure, policy or program undertaken by the Parish Council will be considered valid unless it has been approved by the Chapter.

ARTICLE IX

INDEMNIFICATION

Sec. 1. The Parish shall, to the fullest extent now or hereafter permitted by law, indemnify any Chapter member or other officer of the Parish (and, if provided in a Chapter resolution or by contract, any employee or agent of the Parish) who was or is a party to an action, suit or proceeding by reason of serving in such capacity. This indemnification shall also apply to a person serving at the request of the Chapter as a director, officer, or trustee of another entity.

Sec. 2. The indemnification provided herein shall apply to attorney's fees, judgments, fines, expenses and amounts paid in settlement incurred by such person in connection with such action, suit or proceeding if such person has acted within the scope of that person's authority or is found by Chapter to have acted in good faith.

Sec. 3. The indemnification provided herein shall continue as to a person who has ceased to be serving in a capacity specified in Section 1 of this Article with respect to any action, suit or proceeding by reason of such person's having served in such capacity.

Sec. 4. All persons acting at the request of the Chapter or providing any service to the Parish in a voluntarily capacity shall not be held liable for any damages done by an act or omission in rendering such service pursuant to Chapter 805 of the Illinois Compiled Statutes, Section 110, Paragraph 47.

Sec. 5. The Chapter shall, as soon as practicable upon ratification of these By-Laws, take appropriate action to implement the provisions of this Article.

ARTICLE X

RATIFICATION AND AMENDMENT OF BY-LAWS

Sec. 1. These By-Laws shall be amended upon an affirmative majority vote of the full membership of the Chapter. Notice of any proposed amendments to these By-Laws shall be sent to each Chapter member along with the notice for a Regular Meeting. All amendments to the By-Laws shall become effective immediately after the approval of the Chapter.