

THE CONSTITUTION OF
THE CATHEDRAL CHURCH OF ST: JAMES, CHICAGO, ILLINOIS
(As Adopted December 10, 1970 and Amended March 15, 1977, December 18, 1979, December
14, 1999 and January 28, 2001)

ARTICLE I

NAME

Section 1. The Name of this Corporation shall be: The Cathedral Church of St James, Chicago.

ARTICLE II

PURPOSES

Section 1. The Purposes of this Corporation shall be the establishment in the City of Chicago for the people of the Diocese of Chicago, of a Cathedral Church and such incidental foundations, schools, faculties and other religious and charitable works as may properly be connected with the Cathedral Church; the acquisition of such buildings, grounds and other property, real or personal, and the securing of such endowments, capital and other funds, as may be necessary or appropriate to such establishment; and the maintenance and management of such Cathedral Church and other property in accordance with the doctrine, discipline and worship of that branch of the Holy Catholic Church, known in law as The Episcopal Church of the United States of America, and subject to the Constitution and Canons of such Church and the Constitution and Canons of the Diocese of Chicago.

ARTICLE III

POWERS

Section 1. In furtherance of its purposes as set forth in ARTICLE II hereof, the Corporation shall have all the powers granted under the provisions of that portion entitled "Religious Corporation Act", of Chapter 805, Section 110 of the Compiled Statutes of the State of Illinois, including without limiting the generality of the foregoing, the power to acquire a Cathedral Church building suitable for the conduct of Diocesan services, as well as those of a Cathedral congregation, and other buildings designed to provide quarters for the work of the Cathedral establishment, including the Cathedral congregation and offices for the Diocese, its functions and its agencies together with grounds adjacent to such buildings, and to acquire such other property, real or personal as shall be necessary or appropriate for the accomplishment of the aforesaid purposes of the Corporation, all of which buildings, grounds and other property may be acquired from time to time by any one of the following means, namely, by purchase of

land and the erection thereon of one or more buildings, by the purchase of real estate, by gift, grant, devise or bequest, including, when authorized by an Annual or Special Diocesan Convention, the conveyance and transfer to it by an existing Parish of this Diocese located in the City of Chicago, of land, buildings and other property of the Parish, pursuant to an agreement with such Parish.

Section 2. The management of the property owned by the Corporation and the administration of the temporal affairs of the Cathedral establishment shall be conducted by the Corporation, through the Cathedral Chapter; provided, however, that no church building belonging to the Corporation shall be removed, taken down or otherwise disposed of, and no real property owned by the Corporation shall be sold or encumbered, without the previous written consent of the Bishop of the Diocese of Chicago, acting with the advice and consent of the Standing Committee.

ARTICLE IV

THE CATHEDRAL CHURCH

Section 1. The Cathedral Church shall be the seat of the Bishop of Chicago, and as such, also the diocesan church for the use of the clergy and laity of the Diocese of Chicago under and in accordance with the doctrine, discipline and worship of the Church in the Diocese of Chicago, and in particular it shall be designated for the Cathedral congregation, for the conduct of public worship and other appropriate ministrations and activities.

ARTICLE V

MEMBERSHIP

Section 1. The members of this Corporation shall be as expressed in the Canon of the Diocese of Chicago specifically entitled "The Cathedral".

ARTICLE VI

THE CATHEDRAL CHAPTER

Section 1. The Cathedral Chapter shall be the legislative and administrative body of the Corporation, through and by which the Corporation acts.

Section 2. Meetings of the Cathedral Chapter shall be held and conducted as follows:

A. (As Amended March 15, 1977 and September ____, 2007) Regular Meetings, 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. Except as otherwise provided herein, any business falling within the scope of the Corporation Powers, may be transacted at any Regular Meeting.

B. Special Meetings may be called by the Bishop to be held at any place within the City of Chicago, at any day or hour, upon no less than five days' notice to each member of the Chapter, which notice shall specify the business to be considered at the meeting, and no business not so specified shall be transacted. Special Meetings shall be called by the Bishop, (or in his absence, or if there be no Bishop, then by the Secretary), upon the written request of any six members of the Chapter, which request shall specify the business to be considered at such meeting, and no business not so specified shall be transacted. Notice of such meeting containing such specification shall be mailed to each member of the Chapter, within five days after receipt of such written request, provided that at no meeting thus called, shall any business transacted be valid unless the Bishop, if there be a Bishop, shall be present or shall give his written approval of such business.

C. A quorum for the transaction of business at any meeting shall consist of a majority of the Chapter; 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.

D. (As Amended September ____, 2007) All notices of meetings shall be mailed by or under the direction of either the Bishop or the Secretary. Any notice required by this Article to be mailed will be deemed validly given if sent by regular mail, postage prepaid, by registered mail (whether or not return receipt requested), by electronic mail, by courier or by hand delivery, in each case to the last known address on file in the office of the Dean of the Cathedral.

E. Notwithstanding, the foregoing, any meeting, regular or special, may be held on written waiver of notice signed by each of the members of the Chapter.

Section 3. (As Amended December 14, 1999 and September ____, 2007) Officers of the Cathedral Chapter shall be the following: A President, A Vice-President, one or two Wardens, a Secretary, a Treasurer, who shall be a communicant of the Cathedral Church, an Assistant Treasurer, and such other officers as the Cathedral Chapter may from time to time determine upon. The Bishop shall be the President *ex officio*; the Dean shall be the Vice-President *ex officio*. There shall be two Wardens, one elected at each Annual Meeting of the Cathedral Church, from among the members of the Parish, for a two-year term. One Warden will oversee matters pertaining to the real assets of the Cathedral, and the other will oversee matters relating to the administration of the Cathedral. Each Warden shall serve until the second Annual Meeting of the Cathedral following the one at which he or she was elected, and until a successor is elected. All other officers shall be elected at each Annual Meeting of the Chapter, to serve until the next Annual Meeting of the Chapter and until their respective successors shall have been elected; all officers other than the the Treasurer and the Assistant Treasurer shall be members of the Chapter. Between Annual Meetings the Chapter may elect officers to fill vacancies and to fill newly created offices, such officers to serve until the next Annual Meeting of the Chapter and until their successors are elected. The various officers shall perform the duties customarily incident to their offices. Bonds may be required of the Treasurer and the Assistant Treasurer.

Section 4. There may be such committees of the Cathedral Chapter as the Chapter shall from time to time require.

Section 5. (Adopted December 14, 1999 and As Amended September ____, 2007) Anything else herein notwithstanding, the Chapter, may by a super-majority of three-quarters vote, extend for one year the term of any Warden who is in the second year of his or her term as Warden. This extension is subject to majority consent of the congregation at its Annual Meeting.

ARTICLE VII

THE CATHEDRAL CHURCH

Section 1. (As Amended September ____, 2007) The Cathedral Church shall meet annually at such time in the month of January as the Dean shall designate. At such meeting members who possess the qualifications to vote as set forth in the Canons of the Diocese of Chicago, shall elect the Cathedral Church's members of the Cathedral Chapter, and provided that the other provisions of the Canons, pertaining to Parish meetings and elections shall govern the proceedings of the Cathedral Church except that the Cathedral Church shall have the right neither to change the name of the Cathedral Church nor to sell or encumber any property belonging to the Corporation.

Section 2. The salaries of the Dean of the Cathedral Church and of all other clergy assigned to the Cathedral shall be determined by the Cathedral Chapter after consultation with the Bishop. No person shall be appointed to a paid position on the Cathedral Staff until proper provision has been made for his salary by the Bishop and the Cathedral Chapter.

Section 3. (As amended December 18, 1979 and September ____, 2007) A Finance Commission consisting of the Treasurer and the Wardens (ex officio), one lay member of the Chapter, and one Communicant of the Cathedral Church, not necessarily but normally a member of Chapter, shall be elected at each annual meeting to serve until the next annual meeting of the Cathedral Church. The Finance Commission shall advise the Chapter on all financial matters.

Section 4. Prior to the December meeting of the Cathedral Chapter, the Finance Commission shall prepare a budget showing the anticipated income and expenses of the Corporation for the following calendar year, and shall submit this budget to the Cathedral Chapter at its December meeting for approval or revision. The Cathedral Chapter shall adopt the budget either as presented or with such revisions as it deems proper.

Section 5. The Corporation shall maintain such bank accounts as it shall from time to time deem necessary to the transaction of its business.

Section 6. All income raised from securities owned by the Corporation and all rents received from real estate owned and leased by the Corporation shall be collected by the Cathedral Chapter and deposited in the appropriate accounts. All moneys received from pledged subscriptions of members of the Cathedral Church, Easter and Christmas offerings, loose offerings at other than Diocesan services, and other contributions and income designated for the

use of the Cathedral Church, shall be collected by the Treasurer and deposited in the appropriate account.

Section 7. The Cathedral Chapter shall manage the physical properties of the Corporation and shall conduct all business matters pertaining to the Cathedral. No items of expense in excess of the amounts budgeted shall be paid by the Treasurer or Assistant Treasurer without the approval of the Cathedral Chapter or the Bishop.

ARTICLE VIII

THE BISHOP

Section 1. The Bishop may occupy the Cathedral, whenever he or she desires, with or without notice to the Dean.

Section 2. The Bishop may preach and celebrate the Holy Communion and conduct other services in the Cathedral Church at such times as he or she may desire, by arrangement with the Dean or upon reasonable notice to the Dean.

Section 3. The Bishop shall be entitled to use the Cathedral Church for Diocesan and other general purposes by arrangement with the Dean or upon reasonable notice to the Dean.

Section 4. The Bishop shall install the Dean and may, with the Dean, install the Canons.

Section 5. The Bishop shall be the authority in determining all matters ceremonial.

Section 6. The Bishop shall prescribe the vestments to be officially worn by the Dean, all Canons, and any other clerical or lay officials of the Cathedral.

ARTICLE IX

THE DEAN

Section 1. The Dean of the Cathedral is the canonical representative of the Bishop. The Bishop shall appoint the Dean of the Cathedral Church after consultation with the Cathedral Chapter. The Dean shall hold office during the pleasure of the Bishop, with the advice of the Cathedral Chapter and, subject to this limitation, the Dean's tenure shall be governed by the Constitutions and Canons of the Episcopal Church of the United States of America and of the Diocese of Chicago.

Section 2. The Dean shall hold and exercise with respect to the Cathedral Chapter, all such rights, duties, privileges and prerogatives, as ordinarily inhere in the Rector of a Parish within the Diocese, except as limited by this Constitution or as may be determined by the Cathedral Chapter.

Section 3. In the absence of the Bishop, the Assistant Bishop, the Bishop Coadjutor, or, a Bishop Suffragan, if any, the Dean is the Bishop's deputy in the Cathedral Church.

Section 4. (As Amended September ____, 2007) If there be no Dean, or in the absence of the Dean, the Bishop shall exercise such relationship to the Cathedral Church as though he or she were the Dean, except that if there be an Interim Dean or Provost, he or she shall have the same rights, duties, privileges and prerogatives as the Dean, subject to the oversight of the Bishop.

ARTICLE X

THE CANONS

Section 1. The Bishop and the Dean jointly may nominate to the Cathedral Chapter any clergy or layperson in good standing to be a Residentiary Canon, or an Honorary Canon, which nomination shall become effective only upon approval by the Chapter. With the exception of Honorary Canons, the appointment and title end and are vacant upon resignation or upon completion of the work to which a Canon was assigned.

Section 2. Canons Residentiary are entitled to occupy a place in the Choir. They may take part in services and preach, on the invitation of the Dean, or of the Bishop on reasonable notice to the Dean. All Canons Residentiary must be canonically resident within the Diocese of Chicago.

Section 3. Honorary Canons shall not exceed fifteen in number. Under special circumstances, additional Canons may be appointed subject to the approval of Chapter. They shall be nominated by the Bishop and the Dean, and elected by the Cathedral Chapter. Their offices and titles shall continue for life, but shall cease upon resignation. They may be assigned places in the Choir and may participate in Cathedral services on invitation of the Dean, or of the Bishop on reasonable notice to the Dean.

ARTICLE XI

AMENDMENTS

Section 1. This Constitution may be amended by an affirmative majority vote of the full membership of the Cathedral Chapter, provided that a statement of the substance of each proposed amendment shall have been given in the notice of the meeting at which the same is to be acted on, that if the meeting be a special meeting, the notice shall have been sent out not less than ten days prior thereto, and that if the meeting, regular or special, be held on waiver of notice, and provided further that no amendment shall become effective unless and until the Bishop shall have given his written approval thereof. Once the Cathedral Chapter votes to amend the Constitution, the proposed amendments to the Constitution shall be presented to the Parish for ratification at the next Annual Meeting, provided that notice of the substance of each proposed amendment shall be given to all Parish Members at least ten days prior to the Annual Meeting. A simple majority vote of the Parish Members present at the Annual Meeting shall be required for ratification.