

# Being a Vestry—2018

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This document is a guide to new and veteran members of the Vestry on the duties of Vestry members under the national and local canons, the by-laws of the parish, and the legal requirements for governing boards under the laws of the Commonwealth of Massachusetts.

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## 1.0 Polity of the Episcopal Church

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1. The Episcopal Church, first legally incorporated as the Protestant Episcopal Church of the United States of America though its formal name is: “The Protestant Episcopal Missionary Society in the United States for Foreign and Domestic Missions,” is the American daughter of the Church of England.
2. The Episcopal Church is an independent church which is part of the Anglican Communion—that fellowship of national churches that trace their origin to the Church of England. The national church is usually referred to as a “Province of the Anglican Communion”. Each member province of the Communion has its own form of government. All of the churches in the communion share doctrine and history with the Archbishop of Canterbury serving as the *‘first among equals’* among the primates (heads) of the several national churches.
3. The polity (governance) structure of the Episcopal Church very much was determined by the history of the United States. Unlike Great Britain, the U.S. does not have an established (state supported) church. Those who after the revolution that created the U.S. wanted to remain within the faith community and institutions of their mother church could not legally do so since they could not acknowledge the British monarch as Supreme Governor of the Church. The Episcopal Church was incorporated by an act of the New York state legislature to give it legal standing. The form of government was

diocesan and conventional. The local dioceses have their legal identity through legal relationship to the national church. The national church is under the executive guidance of the Presiding Bishop and the General Convention. The Presiding Bishop is the first among equals in the Episcopal Church. The legislative authority is vested in the General Convention. The General Convention is a two-house body made up of a House of Bishops and a House of Deputies (composed of clergy and the laity). Matters of faith and discipline are determined and defined by the General Convention. The structure of dioceses in the Episcopal Church mirrors the structure of the national church. The bishop and the annual convention determine the teaching, discipline and finances of their diocese. Both the national church and the dioceses have Standing Committees that manage church issues on behalf of the annual convention. When there is no bishop in office, the standing committee exercises all executive authority and pastoral ministry until a bishop is elected.

4. The local unit of organization of the Episcopal Church is the parish. The parish is a church family member of the diocese. Its legal personality is tied to that of the diocese. Parishes are incorporated into dioceses through the action of the standing committees. Likewise, the dissolution of a parish or the reorganization of a parish into a mission is overseen by the standing committee and bishop.
5. Each parish is governed by the canons of the national church, the diocese and the parish's by-laws. Each parish has a Vestry made up of members of the congregation and two lay executives, the Senior and Junior Wardens. Each parish has either a rector who is elected by the parish and confirmed in office by the bishop or a priest-in-charge functioning with the authority of a rector. In those instances where there is no rector, or priest-in-charge, an interim priest provides ordained, ministerial services to the parish. Where there is a rector, she or he functions as an agent of the bishop in all matters having to do with the religious life of the congregation. The rector likewise enjoys certain rights of office regarding oversight of the property of the parish. The Vestry functions very much like the standing committee. Its range of authority is both spiritual and organizational. The next part of this document will discuss the structure of the parish and the responsibilities of the Vestry.

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## 2.0 The Canons

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1. The canons of the church are the church's organizational rules and laws. The canons cover everything from the qualifications for minis-

try, the election of clergy, the disciplining of clergy, business methods, the establishment of ministries, etc.

2. The canons of the national church are created and changed by the conventions of the national church. The members of the convention are elected by clergy and laity of every diocese along with the active bishops having diocesan responsibilities. Those elections habitually happen at the diocesan conventions.

### **2.1 National Canons pertaining to Vestries**

The principal national canons that deal with vestries and parish governance are:

- Title I, Canon 14: Of Parish Vestries
- Title I, Canon 6: Of the Mode of Securing an Accurate View of the State of This Church
- Title I, Canon 7: Of Business Methods in Church Affairs
- Title III, Canon 9: Of the Life and Work

### **2.2 Diocesan Canons pertaining to Vestries**

The principal Massachusetts diocesan canons that deal with vestries and parish governance are:

- Title I, Canon 14: Organization of Parishes and Missions
- Title I, Canon 16: Records and Reports of Parishes, Missions and Clergy
- Title I, Canon 17: Business Methods Generally
- Title I, Canon 18: Alienation or Encumbrance of Real Estate

## **3.0 The Parish By-Laws**

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The third set of rules governing the work of the Vestry is the parish by-laws. In order to become a parish in the diocese, a parish must submit along with its request for affiliation a set of by-laws that lays out how the parish will govern itself. Once adopted, the by-laws may be amended as needed with the consent of the diocesan Standing Committee. A revision of the parish's by-laws passed at the 2015 Special Call Parish Meeting. It was reviewed and ratified by the Standing Committee of the Diocese.

#### 4.0 Massachusetts Statues

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The parish and the diocese are both corporate bodies which are organized under the laws of the Commonwealth dealing with non-profit corporations. As a non-profit corporation, a parish enjoys certain advantages in law and bears certain responsibilities too.<sup>1</sup>

#### 5.0 St. Cyprian

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St. Cyprian's Vestry at the most basic level serves as the governing board of the parish. The role of the Vestry is laid out in the parish Constitution and By-Laws:

##### *“13.2 Authority and Duties*

The Vestry shall constitute the Standing Committee of the Parish, and shall exercise all its powers in accordance with usage and discipline of the Episcopal Church in compliance with the Statutes of the Commonwealth of Massachusetts and the provisions of these By-laws.

- It shall be the duty of the Vestry to:
- Manage the prudential affairs and to care for the property of the Parish.
- To provide for the furniture, books, vestments, and all things necessary for the celebration of public worship.
- To see that all buildings and personal property belonging to the Parish are adequately insured;
- To supervise the investment of funds of the Parish.
- To authorize and direct such purchases and sales as a Vestry may from time to time deem wise, and any and all transfers, assignments, deeds or other instruments, which may be necessary or proper in that connection.
- To supervise and direct the Officers in the discharge of their duties.
- The Officers and Vestrypersons, in consultation with the Rector, shall authorize staff positions and the terms of employment.

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1. The pertinent statutes governing non-profit corporations are to be found in Title XXII, Chapter 180. Specific laws touching upon religious associations are found under G.L. Title XI, chapter 67.

- The handling of all or any of the investments may be delegated by the Vestry to the Wardens or Treasurer and this includes their purchase, custody, sale and transfer.
- The Vestry may delegate to the Wardens and/or Treasurer, generally or in particular cases, the authority to execute contracts, deeds, leases, bonds, notes, checks and other instruments, which may be necessary or proper.
- The Vestry may appoint or authorize the appointment of any committee that it deems desirable. All such committees shall be accountable to the Vestry.
- The Vestry shall follow the good practices set forth in the Manual of Business Methods in so far as practicable.
- The chief points of the above section are:
- The Vestry is the governing body of the parish
- The Vestry is responsible for stewardship of the parish property—both real estate and other tangibles
- The Vestry is to commission an annual audit of the parish's financial records
- The Vestry appoints committees as needed to carry out parish work
- The Vestry ensures that property is not mortgaged or sold without the consent of the bishop and diocesan standing committee

The executive function resides in the Co-Senior and Co-Junior Wardens.

What are the typical matters the Vestry deals with?

- Election of a rector when necessary
- Coordination of the fundamental ministry of the parish along with the rector
- Ensure that the canons of the national church and the diocese are observed faithfully and that the laws of the Commonwealth are followed
- Safeguard and care for the parish's property
- Insure that the physical plant is maintained
- Make provisions that the church's property is fully insured
- Ensure that the ministries of the parish are properly funded.”

## 6.0 Fundamental Issues

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**Law and spirit.** The discussion thus far has dealt with structural matters. We have reviewed how the church is organized at the national, diocesan, and the parish level. Each element of these several structures has its own rules and regulations intended to assist in carrying out the church's ministry.

The canons, rules, and regulations really have only one purpose: to provide a framework through which ministry can be carried out. Fundamentally, the work of the church is to make God's love and presence felt and experienced in the world of brokenness.

The parish much like the diocese and the national church is part of the Body of Christ. Each member has something unique to offer the parish family and the world outside the parish. It is the work of healing and reconciling that informs at a very basic level the work of the Vestry. As such, what the Vestry does should be a genuine expression of the faithful and worshiping community. In his *The Vestry Handbook, revised edition*, Christopher Webber observes “decisions not growing out of prayer and Bible study and worship will be less likely to sustain and nourish the parish as it seeks to carry out its primary mission in obedience to the Holy Spirit.”<sup>2</sup>

Central to the life of the Vestry is the prayer life of its members individually and the group as a whole. All the work of the Vestry should begin and end with prayer. Prayer should inform all that is done. If discussions become heated, or tempers begin to fray, it would be a good thing to halt proceedings for a moment of silence or vocal prayer.

**Vision and dreams.** While there is always the temptation of viewing the work of the Vestry as being concerned with “nuts and bolts” and tasks to be done, the deeper dimension of the Vestry’s work is its giving voice to the community’s hopes and desires for the parish’s mission. The Vestry is to provide leadership to the church family. Where does that leadership come from? From the life of prayer—personal and corporate. An idea the new Vestry may want to consider as a new session begins is a time of reflection, maybe a Saturday for prayer, thought and conversation. Again, Webber in his *Handbook* notes:

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2. Webber, Christopher L., *The Vestry Handbook, revised edition*, (Harrisburg, PA: Moorehouse Publishing, 2000), p. 3-4.

*“A newly elected vestry needs, above anything else, to take time to reflect on its vision of the parish and its understanding of its mission. Many vestries plan an annual “overnight” or time apart to get priorities straight, perhaps with the help of the consultant and perhaps with other selected members of the parish.”<sup>3</sup>*

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3. Webber, p. 72.