



**St. Thomas**  
Whitemarsh

# Vestry

## Governance and Operations Manual

February 2020

Note: this manual is updated periodically. To view the most current version, please visit <https://stthomaswhitemarsh.org/about-us/governance/> or contact the Vestry's Clerk.

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# Governance and Operations Manual

This is the Governance and Operations Manual for the Vestry of St. Thomas' Church, Whitemarsh (STCW) and provides the process and requirements for the Vestry's oversight and governance of STCW.

The purpose of this manual is to help Vestry members to be effective partners in the leadership of St. Thomas' Church, Whitemarsh and to enter into a strong partnership with the ordained and lay leaders of their congregations.

Where it conflicts with the Canons and Constitutions of the Episcopal Church, the Canons of the Diocese of Pennsylvania, the parish's by-laws, or state law, those requirements shall supersede those which are set forth herein. The conduct of all commissions of the Vestry should be consistent with the processes set forth in this document. Changes to this document require the approval of the Vestry in advance of implementation.

This manual will be reviewed annually by the Vestry (described in Section IV paragraph B) who has sole ownership of its contents. This manual should not be reproduced in any form. The current version will be maintained at the Vestry web page and can be downloaded at [INSERT LINK]. The Vestry will notify all members of the updates using published email addresses at least 30 days prior to the effective date. Normally the effective date will be January 1 of each New Year, unless critical changes need to be made earlier.

Other documents of interest include:

Document Name	Version	File Location	Known as
Constitution & Canons	2015	<a href="#">Episcopal Church Website</a>	Episcopal Church Canons
Constitution and Canons For The Government of the Diocese of Pennsylvania of the Protestant Episcopal Church In The United States of America Otherwise Known As The Episcopal Church	2017	<a href="#">DIOPA Website</a>	Diocesan Canons
By-Laws of St. Thomas' Church, Whitemarsh	2015	Parish Administrator's File Cabinet; see Appendix A here	Parish By-Laws
Vestry Resource Guide	2015	<a href="#">iTunes</a>	Vestry Resource Guide
Personnel & Administrative Policies	2006	Parish Administrator's File Cabinet	Employee Manual
Vestry Resolution Registry	2019	<a href="#">Google Drive Folder "Governance"</a>	Vestry Resolution Registry

## Revision Updates

[We remove updates older than 12 months]

Date	Description
9/2018	Vestry Handbook introduced
2/2019	Vestry Handbook adapted
8/2019	Roles and responsibility defined for the Vestry, Vestry's Executive Committee and Wardens; Clerk job description added.
2/2020	Vestry Committees added; Annual Calendar of Vestry added; new By-Laws inserted

# The Vestry

## Duties and Responsibilities

- The canons of The Episcopal Church stipulate that the vestry shall:
  - *“Be agents and legal representatives of the congregation in all matters concerning its corporate properties and the relations of the congregation to its clergy”* (Title I. Canon 14, Section 2).
  - Ensure that standard business methods, as outlined in The Episcopal Church’s Manual of Business Methods in Church Affairs, will be observed (Title I. Canon 7, Section 1).
  - When a congregation is without a rector, the officers of the vestry are responsible for the continuation of worship, including the calling of a new rector (Title III. Canon 9, Section 3).
  - The vestry has responsibility for nominating persons for holy orders (Title III. Canon 5, Section 2).
- The Vestry shall exercise prudent oversight of the Church’s finances and stewardship of its Property.
- The financial affairs of the Church are the responsibility of the Vestry, in consultation with the Rector.
- The Vestry, with the support of the Rector and Building & Hardscapes Commission, determines the need for, and the Vestry, in consultation with the Rector, approves, any new buildings or structures, any alteration to existing buildings or the sale of Church property. The Standing Committee of the Diocese of Pennsylvania has approval rights for leases (under certain circumstances), all encumbrances, or any alienation of land.
- The Vestry is responsible for the maintenance of all buildings and grounds and any changes in day-to-day property management.
- The Vestry shall set forth policies relating to the approval of gifts to be received by the Church.
- Members of the Vestry are expected to be leaders in stewardship, demonstrating a high level of giving of their time, talent and treasure.
- Each Vestry member serves as a liaison to an assigned Vestry Commission
  - Each Vestry member’s duty is to the welfare of the whole congregation
  - Vestry members are members of the commission to which they are liaison
  - Each Vestry member provides a summary report (or meeting minutes) to all Vestry members, 48-hours before the Vestry meetings.
  - Each Vestry member works closely with a commission chair to ensure that the commission spends within the Vestry-approved budget.
  - The Finance Commission and Accounting Warden will notify the Vestry members to make requests on behalf of the Vestry Commission for any budget increases for the forthcoming year.
- Each Vestry member reads all Vestry reports before the Vestry meeting.

- The Rector presides at each meeting of the Vestry, or may delegate this responsibility to the Senior Warden.
- The Rector is not a voting member in the decisions brought before the Vestry (BL IV 2)
- When the parish is without a Rector, the Vestry will be responsible for calling a new Rector.
- The Rector's goals and performance are set and reviewed annually with the Vestry as part of an annual Mutual Ministry Review. This is not an evaluation of the rector but rather how well are the vestry and rector doing in achieving their mutual goals. It is a great tool to clarify expectations and ensure healthy relationships. The Rector's compensation and benefits package is then set annually by the Vestry in executive session without the Rector present.

[Added August 2019]

**Additional Vestry Responsibilities** [Adapted from Vestry Manual, The Episcopal Church in the Diocese of Central New York, Dec. 2015]

Having been duly elected by the congregation, the Vestry represents the parish formally in relationship with the Rector. The Vestry is responsible for:

- assuring that the congregations have adequate ordained and lay leadership and that parish finances and properties are managed appropriately;
- seeing that each member of the parish is asked to make a financial pledge for the support of the mission of the church;
- developing (more often by delegating the budget's initial development to a finance or budget committee of the parish) and then approving the annual budget for presentation to the parish at Annual Meeting;
- seeing that the parish's assessment by the Diocese is paid annually and that there is an annual audit of all financial records, internally and at least every three or four years by an outside auditor;
- work with the Rector to discern, articulate, and carry out the mission of the parish;
- approval of any permanent alteration or addition to the church buildings and all gifts over \$250.00 to the church [see BL III.8]
- help create and promote programs and activities that achieve the ministry of the parish;
- play a liaison role between parish members and clergy and staff, supporting good communications among all members of the church;
- represent members of the congregation to clergy and in turn help the parish understand the work the clergy are doing and the pressures they may be under;
- maintain adequate accounting records in conformity with forms provided by the Diocesan Treasurer to record all funds received and expended;
- mobilize the parish in terms of financial and human resources in order to realize the mission of the parish;
- create a well-planned strategy for various types of fundraising;
- support the ministry of every member of the parish and the Rector;
- evaluate candidates for Postulancy;
- establish a regular review of ministry to evaluate and refine the work of the parish;
- be examples of spiritual leadership committed to building up the Body of Christ;

- choose lay and alternate delegates to Diocesan Convention

### **Terms of Office** [See STCW BL]

### **Meetings**

The Vestry usually meets once a month, and sometimes takes a month off during the summer. Special meetings may be called according to the by-laws or Canons etc.

**Records Management and Archives:** In addition to the physical plant of the parish or mission, the Vestry is responsible for the records of the parish. Regardless of the source of the records-- Vestry, Rector, clerk, treasurer or other person acting on behalf of the parish--those which document the activities of the parish and its members are the property of the parish. Some records are permanent, and others do not need to be kept beyond certain legal or administrative limits. These limits are described in records retention schedules in both the Manual of Business Methods in Church Affairs (Episcopal Church, USA, New York, 1 January 1995) and Parochial Records and Archives of the Episcopal Church" A Guide to Their Proper Care and Management (Mark J. Duffy, Episcopal Diocese of Massachusetts, 1986).

## Vestry Meeting Covenants and Norms

***Prayer:*** Prayer and the study of Scripture should always be a regular part of the life of the Vestry. Vestry members are spiritual leaders of the congregation, and that dimension of their life and work needs to be nurtured and nourished. This means much more than having a perfunctory prayer at the beginning of the meeting: taking time to reflect and to listen to God before launching into Vestry business centers the members and the meeting in its real purpose for being.

***Decision-making:*** A number of important decisions, such as the calling of a new Rector or establishing a major new direction for the parish, may be made by consensus rather than by formal vote. A consensus does not mean that everyone wholeheartedly supports a decision but that everyone can live with and support it. The Vestry talks together and listens to different viewpoints to gain clarity on an issue. Routine decisions are made by a majority vote. These decisions should not take up an inordinate amount of the Vestry's time through lengthy discussion and debate in order to get a consensus.

***Meeting Length:*** It is recommended that a Vestry meeting not last more than two hours. After two hours the energy level goes down, and there are diminishing returns on the Vestry's efforts. Items on the agenda not dealt with should be first on the agenda of the next meeting of the Vestry, or authority to make the decision can be delegated to a committee. If meetings typically last longer, holding bi-monthly meetings or farming out to sub-committees may produce greater efficiency.

***Attendance:*** Vestry meetings are open to members of the parish, who may observe without power of vote. Guests may speak if recognized by the chair of the meeting. When the Vestry goes into

executive session to discuss personnel or other matters of a confidential nature, the meetings or a portion thereof are closed.

**Meeting Time and Place:** The Vestry meets on the 4th Tuesday each month (except that there is ordinarily no meeting during August), from 7:00 PM to 9:00 PM in the Hutchinson Room of the Emily N. Carey Learning Center unless communicated by the Wardens or Clerk.

**Agenda Format:** The Vestry is resolved to require the business meeting agenda, consent agenda, and all supporting documents be in the hands of all members a minimum of five days prior to the meeting. Members who have questions should contact the appropriate individual prior to the meeting. In order to add topics to the agenda, Vestry members may direct topics to a member of the Executive Committee prior to it's EC meeting. The EC meeting is typically held on the Tuesday before the Vestry meeting.

**Special Meetings, Calling Of:** Special meetings of the Vestry may be called by the Rector, the Wardens or three (3) members of the Vestry.

**Commission Visits to Vestry Meetings:** The Executive Committee schedules periodic visits from commissions chairs and members during the course of the year. There is no set annual requirement or rotation for each commission or committee to visit every year. Instead, it is at the discretion of the Executive Committee. The Preschool is an exception. As set forth in the Vestry meeting minutes of October 2010, the school director and a board member are invited to report to the Vestry on a quarterly basis.

**Behavior:** Our baptismal covenant commits us to respect the dignity of every human being. We are to speak the truth in love and to build up the Body of Christ. Vestry members are obligated to speak up in Vestry meetings. Everything that needs to be said should be said there and not in the parking lot after the meeting or in subsequent telephone conversations. If a Vestry member has differences with another Vestry member or a member of the clergy, those concerns should be addressed directly to the party involved. "Triangulation" around an issue is never a healthy practice.

**Staff:** In consultation with the Rector, all staff positions--i.e., the parish administrator, administrative assistants, assisting clergy, youth workers, educators, choir directors, and organists--are created and funded by the Vestry. Personnel filling these positions are hired by and serve at the discretion of the Rector and are accountable to the Rector. The Rector may work collaboratively with the executive committee or nominating committee in the selection of staff.

**Additional Norms and Covenants for the Vestry:** STW's Vestry has agreed to the following norms and covenants in its meetings (Retreat 2018):

- We devote time at the start of each meeting to the spiritual practice of opening your hearts and minds to the Holy Spirit's leading
- We strive to focus our time in evaluating strategic, big-picture concerns



- Our executive committee will set the agenda for each meeting and the Clerk will provide agendas ahead of the meeting, as well as the web link to written reports from the rector, finance committee, and other committees or ministries, so members can read them in preparation for the upcoming meeting.
- We strive for efficient meetings that start and end on time.
- Starting in June 2018, we are using a consent agenda, where items such as minutes and committee reports that are expected to pass easily without discussion, are distributed to members several days ahead of the meeting. Members are asked to consider the materials prior to the meeting, where they will be approved without further explanation or discussion. If any member has questions or feels a consent agenda item needs discussion, he or she can ask in advance that it be moved onto the regular agenda. This technique avoids needless discussion and frees up time for more significant issues.
- We conduct an evening mini-retreat within 2 months of convening the new vestry each year during which we review the norms and covenants as well as this Manual. And following the summer, the Vestry will convene for a Friday evening social hour and Saturday morning working retreat. The Rector and Vestry will plan the retreat together.
- We strive to put a major share of the Vestry's time and energy into discerning a vision and mission for the faith community.
- We strive to delegate by establishing committees and working groups for tasks like the annual stewardship campaign, vestry nominations, or one-time projects such as refurbishing the church entryway or completing a building use survey. Working groups and committees reporting back regularly to the vestry help raise up new leaders and involve more members of the congregation. We aim to properly empower these committees to act by being wary of the temptation to undermine the process by revisiting the question once a working group or committee has offered its findings.
- We strive to communicate regularly with the congregation through timely, simple and straightforward communications, utilizing the types of communications channels favored by our members—written, spoken, email, social media, etc.
- Once a decision is made, support one another in that decision and move on to the next item.
- We aim to create plans for projects that are set for success. The plan needs to include:
  - Clear goals and expectations
  - A timeline with defined milestones or checkpoints
  - Regular communication to the congregation on goals and progress using multiple channels
  - A method for seeking support from stakeholders and critics
  - A method for selecting people for each task involved and holding them accountable
  - A way to measure results and evaluate impact on the congregation
  - When the plan is successful, celebrate and give thanks. When it is not, dust yourselves off, learn from mistakes, and give thanks to God for second chances.
- Following the reports at each Vestry meeting, we will reserve the last 10 minutes prior to the closing prayer to step back regularly to evaluate its work and health as a team. Our Junior Warden will ask:
  - Are we firmly focused on mission?

- Are we moving forward on the goals and expectations we set?
- Where is there measurable progress?
- Where are we stuck?
- Are we honoring our group norms and vestry covenant?
- Do we deal directly with disagreement?
- How are we handling conflict?
- Do we enjoy one another, laugh, and have fun together?
- Are we too immersed in vestry concerns to draw strength and hope from worship?
- Where we are falling short, we'll work on ways to improve. Where there is progress, we'll give ourselves a hearty pat on the back. Where there is trouble, we'll commit to work through it together.
- We understand that, as VRG Ch. 3 says, "change always involves letting go of the way things were. It asks us to innovate, to rethink our roles and our sense of purpose. It might also make us uncomfortable. [Our] role as a vestry at such times is to remain firmly focused on mission, to be patient and hopeful with those struggling with transition, and to manage [our] own resistance, trusting in what fourteenth-century mystic Meister Eckhart called "the magic of beginnings."
- During our last vestry meeting of the year (ahead of the Annual Meeting) we will give retiring members an opportunity to share their observations and suggestions, as well as their hope for the vestry's work going forward. They may be asked to share their wisdom and experience with the newly formed vestry at the annual vestry retreat following the election.

### ***Consent Agenda Format***

The following *Vestry Papers* article by Bob Schorr, manager of church plants and strategic development for the Episcopal Diocese of Texas, was published in January 2014 on the ECF Vital Practices website ([ecfvp.org](http://ecfvp.org)). It notes the following:

A consent agenda is a collection of items that require action by the vestry but that can be dispatched without further discussion, debate, or information. Minutes of the previous meeting are a good example. Rather than taking time to: ask for a motion to approve the minutes; note the presence of a second; ask if there are any additions/corrections/deletions to the minutes; ask for any further discussion; and then call the question, the minutes are approved in a single, non-debatable motion along with a host of other items.

For a consent agenda to work, it is important that all the reports and items on the agenda are identified in advance and materials sent to members in a timely manner, giving all members time to read the material before coming to the meeting. This requires that the draft minutes be circulated for review and correction within one week of a meeting. Members then have a week to submit corrections, additions, and deletions to the clerk or secretary, and the minutes are finalized and distributed at least one week prior to the next meeting where they are to be approved.

Another example is the rector's report. This should be written, but the rector should have time to briefly highlight or discuss sensitive matters orally during the meeting.

**How Does it Work?**

The consent agenda lists each item, the action to be taken (received, approved) and the supporting detail for each item is attached to the consent agenda.

The consent agenda is moved, seconded, and voted on without discussion of any kind. This means everything on the agenda should be noncontroversial or already decided at a previous meeting. The motion is documented in the minutes and the consent agenda and all documentation is included with the minutes of the meeting in the official records of the congregation.

Any member may contact the chair prior to the meeting and request an item be removed due to a need for additional information, late-breaking developments, or further discussion. The item is struck from the agenda prior to the vote. It should not be moved to the business meeting agenda but rather handled "off line" or put on the agenda for the next meeting.

While each vestry is unique, a consent agenda should save thirty to sixty minutes per meeting. This opens up time for more strategic mission and ministry discussions and for shorter and more productive meetings.

## Executive Committee of the Vestry

- *“The role of an executive committee is to help set agendas for vestry meetings and to provide guidance, keeping the focus on the congregation's hopeful vision for the future. Except in extraordinary circumstances, an executive committee should guard against acting on behalf of the vestry.”* [VRG, Ch. 2].
- The Executive Committee is comprised of the Rector, the Church Wardens, and one or more at-large members (its desired number determined annually by the Vestry), elected by the Vestry from among its members.
- The Executive Committee hears all funding requests from Vestry liaisons before deciding whether the matter is ready to go before the Vestry.
- The Executive Committee meets or speaks by conference call one week before the Vestry to set the agenda for the upcoming Vestry meeting.
- The Executive Committee serves as our church's Human Resource Commission.
  - This HR function applies to, but is not limited to, the following scenarios:
    - The Executive Committee shall organize and conduct the annual Mutual Ministry Review with the Rector (Here is a great resource from ECF Vital Practices on Mutual Ministry Review: [https://www.ecfvp.org/uploads/tools/files/Living\\_into\\_Our\\_Ministries2.pdf](https://www.ecfvp.org/uploads/tools/files/Living_into_Our_Ministries2.pdf) ; Remember it is not an evaluation of the Rector but for the entire congregation and its leadership to assess the effectiveness of its ministry. The Canon for Growth and Support can provide additional resources.)
    - The Rector shall consult with the Executive Committee regarding potential hires
  - This HR function is subject to certain exceptions, including but not limited to the following:
    - Our Administrative and Personnel Policies (updated January 2019) empower the Senior and Junior Wardens to assist in resolving grievances of current employees
    - The Rector is required to consult with the Executive Committee to terminate an employee or to eliminate a position. The matter is, then, brought before the Vestry before implementation. Notwithstanding, assistant or associate clergy are under the canonical authority of the Rector.
- The Rector may, in his or her discretion, terminate employees for grievous offenses without further consultation with the Executive Committee or Vestry.
- The Executive Committee is empowered to act on behalf of the vestry in emergencies.
  - Such potential circumstances include but are not limited to the following:
    - addressing security or life safety concerns
    - ordering completion of building repairs where a delay would risk further damage
- At the stated meeting following the election of members of the Vestry in each year, the Vestry shall elect one or more of their number as at-large members of the Vestry's Executive Committee. Except as otherwise directed by the By-Laws, all elections shall be by ballot,

unless the same shall be dispensed by the unanimous consent of the members of the Vestry present.

## Annual Calendar of Vestry

*This is for guideline planning purposes only. Each meeting agenda is established by the consensus of the executive committee. [Events in brackets denotes separate meeting].*

### **March**

Executive committee and officer elections  
Resolution for Clergy Housing Allowance  
[Vestry Commission Chairs Meeting]

### **April**

Six-month agenda  
[Vestry training with diocesan canon]

### **May**

Resolution for appointment of Preschool Board members  
[Bishop's Sunday visit and lunch with Vestry]

### **June**

Rector and Vestry's Mutual Ministry Review

### **July**

Governance review (bylaws, policies, Vestry Handbook, Cemetery)

### **August**

Adjourned for summer break if circumstances permit

### **September**

Preschool report and budget request presentation

### **October**

Capital needs survey presentations by BHC, Landscape Comm, Cemetery Board  
Six-month agenda  
[Fall Retreat]  
[Vestry Commission Chairs Meeting]

### **November**

Outreach Commission presentation and budget request presentation

**December**

Acceptance of nominations slate for election to Vestry; instructions to publish slate  
Budget preparation

**January**

Adopt annual budget (Church, Cemetery, Preschool, Outreach)

**February**

Publish annual budget to be presented at Annual Meeting  
Vestry designation of prior-year Preschool surplus income  
Thoughts, hopes and dreams shared by members concluding terms  
[Annual Meeting of the Members]  
[Vestry Orientation for new Vestry members, confidentiality agreements]

## Church Wardens

- Wardens are officers of the church corporation.
- The Wardens consist of the Senior Warden (aka “Rector’s Warden”), the Junior Warden (aka “People’s Warden”), and the Accounting Warden.
  - The Senior Warden is appointed by the Rector from among the ranks of Vestry members.
  - The Junior Warden is elected by the Vestry from among its members.
  - The Accounting Warden is elected by the Vestry from among its members.
- In addition to their role as lay leaders of the church, Wardens provide primary oversight on behalf of the Vestry of certain responsibilities, to include:
  - The Junior Warden shall provide primary oversight on behalf of the Vestry in matters relating to the maintenance of the Church’s real property, including the work of the Parish Administrator and the church’s committees to which these duties are delegated by the Vestry.
  - The Accounting Warden shall provide primary oversight on behalf of the Vestry in matters relating to the Church’s financial property, including the work of the Parish Administrator and the vestry’s Finance Committee.
- “The Church Wardens shall have a general superintendence of the property of the Corporation, except as delegated to the Committees, and shall take care that the Sexton and other employees perform their respective duties in a satisfactory manner, and that order be maintained in and about the Church. They shall have power to make purchases of all articles necessary for the use of the Church within the limits of a budget adopted by the Vestry without further authorization from the Vestry.”
- The Wardens meet or speak by conference call with the Rector once a month two weeks before the Vestry meeting as a council of advice.
- STCW’s Vestry Handbook contains specific job descriptions for each Warden role. In general, the duties of a Warden are as follows:
  - Share privately with the rector insights, concerns, and issues which may face the Congregation.
  - Interpret the Rector's role and expectations to the people.
  - Act as consultant and advisor to the Rector.
  - Support the Rector's effort to make the committees of the church work.
  - Take responsibility for the administration and maintenance of the congregation's properties.
- When the congregation does not have a rector, the roles of the wardens become especially important. At such times the wardens:
  - Serve as the Ecclesiastical Authority for the parish in communication with the Bishop and the diocesan offices.
  - In the absence of a Rector, ensure worship services are conducted; It may mean lay worship leadership, not just supply priest.

- Convene and preside at vestry meetings.
- Act as custodians of the congregation's register and records.
- Maintain a register of all Baptisms, Confirmations, Marriages, and Burials, as well as a list of communicants in good standing is kept.

[Source: VRG, Ch. 2, p. 13]



## Vestry's Commissions and Committees

*[Added February 2020]*

The activities of the parish are planned, funded, volunteer supported, and implemented by Vestry commissions on behalf of the Vestry. Each commission is led by a Chair or Co-Chairs that gain parishioner participation in support of a core functional mission area for the parish. Commission work is the backbone of our parish participation.

The purpose of our commissions is to carry out the mission of our parish, on behalf of the Vestry, and in mutual ministry with clergy and staff. In furtherance of the parish mission, commissions focus on a particular area of ministry that helps the whole parish live into its mission. The ancillary purpose of our commissions is to serve as a connection point for creating fellowship opportunities, and facilitate the spiritual growth of parishioners to reach new heights in their ministry by virtue of baptismal covenant. Much of the stewardship work for the parish, completed in shared ministry with the Rector, is completed with the leadership of our commissions.

There are eleven (11) standing Commissions of the Vestry, which are presented below as grouped by function:

<p><b>SERVICE</b></p> <ul style="list-style-type: none"> <li>● Pastoral Care</li> <li>● Outreach</li> </ul>	<p><b>SPIRITUAL VITALITY</b></p> <ul style="list-style-type: none"> <li>● Worship &amp; Arts*</li> </ul> <p>Formation:</p> <ul style="list-style-type: none"> <li>● Adult Spiritual Formation*</li> <li>● Children, Family &amp; Youth*</li> </ul>
<p><b>INVITATION &amp; CONNECTION</b></p> <ul style="list-style-type: none"> <li>● Welcoming</li> <li>● Hospitality</li> <li>● Stewardship</li> </ul>	<p><b>SUSTAIN</b></p> <ul style="list-style-type: none"> <li>● Buildings &amp; Hardscapes</li> <li>● Landscape</li> <li>● Endowment</li> </ul> <p><i>See notes below about Finance and Endowment</i></p>

*\*denotes that the commission takes up work that is the canonical duty of the rector only, not the vestry*

The Vestry can also establish permanent or temporary ad-hoc committees, all of which remain subject to the financial oversight and controls of the Vestry. Current committees with permanent charges include Nominating Committee, Endowment Committee, Cemetery Board, History, Preschool Board, Endowment Committee, Whitemarsh Learning Advisory Committee. Recent examples of temporary committees include Marketing (concluded 2018), Solar Task Force (concluded 2019), School strategic planning (concluded 2017), CS Lewis programming, Cuba Pilgrimage, and RenewalWorks (2019).



## Chairs, Co-Chairs, & Vice Chairs

Each commission is directed by a chair or co-chairs, in consultation with the Rector. Chairs or co-chairs shall be selected from among the laity by the Rector, and confirmed by the Vestry. The duties of a commission chair include:

- Assist with establishing strategic vision for Commission
- Assist with recruitment of new members and adhere to 3 year terms (maybe exceptions)
- Support succession planning with co-chair, Rector, Vestry liaison and Nominating Committee.

- Provide incoming Chair with an one-on-one training session to review job description and any pertinent documents/materials
- Establish Annual Goals and Objectives with Committee and Track Results/measurable outcomes
- Follow Budget as outlined by Finance Committee and inform Finance immediately of budget revisions/requests
- Collaborate with Leadership on Church Strategic Planning initiatives
- Prepare meeting schedule for the year, agendas and document approved meeting minutes
- Communication and collaborate with Rector, Staff, and Vestry Liaison and Program leaders
- Delegate Commission work among members
- Prepare Annual Report and submit by the deadline
- *[Please note this list above is a draft and should be revisited in the future for revisions/edits/additions]*

Additionally, each commission has a designated Vestry member which serves as a liaison to that commission. This liaison is a member of the Vestry and also a member of that commission to which they are liaison. This member's role is to facilitate the flow of information from the commission to the Vestry and to share announcements and important initiatives from the Vestry to the commissions.

The Rector is an ex-officio member of every commission and may attend meetings in his or her discretion. To the extent possible, the policy of the Vestry is to encourage each commission to have either a staff or clergy member to serve as liaison to each commission.

## Policies & Procedures

The policies & procedures of St. Thomas' Church, Whitemarsh are detailed here. Where possible, citations are made to direct the reader to the actual policy as adopted.

### Annual Meeting

~~The order of business at Annual Meetings of members, so far as practicable, shall be as outlined in paragraph H.6 of our By-Laws.~~

### Bishop, Annual Vestry Meeting with

“...The canons require that the vestry and rector meet periodically with the bishop to discuss the congregation's life and ministry. It's easy for a busy congregation to lose touch with the diocese and the bishop, and these meetings help strengthen the connection with the diocese. [VRG Ch. 3].

### Confidentiality Policy

Vestry Resolution 2018.06-3 requires Vestry members and members of the Finance Committee to sign an approved form of confidentiality agreement.

### Conflict of Interest Policy

The Vestry seeks to protect STCW's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of a member of the Vestry or member of a Vestry commission or committee, such as Finance Committee, Buildings and Hardscapes Commission, or the parish's Endowment Committee, or might result in a possible excess benefit transaction. [see Vestry Resolution #2018.06-2]. The Policy provides a set of procedures to manage potential conflicts. The Policy is available at this [link](#).

# Job Descriptions

## Vestry

[This sample job description for all members of Vestry is excerpted from the Vestry Resource Guide and it is suggested we fine-tune and adopt a general vestry job description, as explained:

*"Congregations should have written job descriptions for every position, beginning with the rector and the vestry. Here we offer sample vestry job descriptions to customize for the needs of your faith community. We also recommend contacting your diocese for examples of job descriptions from other congregations or faith communities in your area."*

*(Excerpt From: Nancy Davidge. "Vestry Resource Guide.")*

### **Vestry members should, to the best of their ability:**

- Have a love of God and demonstrate a commitment to following the way of Christ
- Be active in and knowledgeable about the congregation, its programs, and governance
- Be fair, interact well with people, and strive to earn the respect of the members of the congregation
- Commit themselves to the concept of partnership between vestry and clergy leaders, reminding themselves and others that the success of an inclusive model of leadership relies on everyone's participation
- Purposefully strive to be a servant of the people without the need to be the "most important" person in the congregation or the need to be the one with the right answers to everything
- Have enthusiasm and vitality for this ministry

### **Vestry members should be able to make the following time commitments:**

- Vestry meetings and committee work
- Vestry retreat(s)
- Weekly worship services, rotating occasionally if more than one is offered
- Congregational events: coffee hours, meals, fundraisers, Christian formation programs, etc.
- Diocesan meetings as necessary
- Annual meeting

### **Vestry members are responsible for:**

- Bringing one's whole self to the table: being present in mind, body, and spirit
- Risking openness with one's ideas, beliefs, and desires
- Offering talents to discern and support the congregation's mission and vision
- Being active ministers of the gospel in daily life and work
- Pledging financial support early in the annual or other campaign
- Praying daily for the rector, leaders, and members of the congregation

## Senior Warden

- Serve as “the Rector’s Warden” -- a lay confidant to and for the Rector.
- Serve as chief lay leader and spokesperson for the parish.
- Support other clergy and staff, ensuring they are able to lead balanced lives -- devoting time to prayer, spending time with their families, and attending to their physical health so that they can serve the parish well.
- Identify and recruit devoted lay leaders for critical parish positions.
- Delegate effectively, following through on action items and ensuring that tasks get done.
- Meet with the Rector as needed on an ad hoc or routine basis.
- Ensure effective and regular communication with the parish.
- Promote harmony, keeping conflict to a minimum and focusing the leadership’s energies productively.
- Exhibit a non-anxious presence during both calm and challenging times.
- Attend services regularly and otherwise actively participate in the life of the parish.
- Understand and convey the importance of the St. Thomas’ Preschool to the church’s mission.
- Demonstrate a record of meaningful financial and volunteer support.
- Be a visible presence, leading by example and getting to know as many parishioners as possible.
- Lead vestry meetings in the absence of the Rector.
- Form and appoint a search committee for a new Rector in the event of the current Rector’s departure.
- Specific duties:
  - Attend all Vestry meetings
  - Organize the Wardens’ and Executive Committee meetings each month
  - Help plan and attend each month’s Vestry meeting and the parish’s annual meeting
  - Participate in the parish’s budgetary process
  - Attend one meeting of each Vestry commission during tenure (if possible)

*Updated: December 14, 2017*

## Junior Warden

- Serve as “the People’s Warden” -- the voice of the parish’s laity.
- Support the Senior Warden in his or her role as chief lay leader and spokesperson for the parish.
- Serve in the Senior Warden’s stead in the event of his or her absence at a given meeting.
- Support other clergy and staff, ensuring they are able to lead balanced lives -- devoting time to prayer, spending time with their families, and attending to their physical health so that they can serve the parish well.
- Identify and recruit devoted lay leaders for critical parish positions.
- Delegate effectively, following through on action items and ensuring that tasks get done.
- Ensure effective and regular communication with the parish.
- Promote harmony, keeping conflict to a minimum and focusing the leadership’s energies productively.
- Exhibit a non-anxious presence during both calm and challenging times.
- Attend services regularly and otherwise actively participate in the life of the parish.
- Understand and convey the importance of the St. Thomas’ Preschool to the church’s mission.
- Demonstrate a record of meaningful financial and volunteer support.
- Be a visible presence, leading by example and getting to know as many parishioners as possible.
- Assist the Senior Warden in:
  - Leading vestry meetings in the absence of the Rector
  - Convening a search committee for a new Rector in the event of the current Rector’s departure
- Specific duties:
  - Attend all Vestry meetings
  - Participate in the Wardens’ and Executive Committee meetings each month
  - Help plan and attend each month’s Vestry meeting and the parish’s annual meeting
  - Participate in the parish’s budgetary process
  - Attend one meeting of each Vestry commission during tenure (if possible)

*Updated: December 14, 2017*

## Accounting Warden

1. The St Thomas Church By Laws require that the Accounting Warden is an officer of the corporation of St Thomas' Church Whitemarsh, shall serve as Treasurer, shall be appointed by the Vestry, and shall be selected from the Vestry.
2. The Accounting Warden is responsible for representing the Vestry in all financial affairs. The financial affairs of the Church are the responsibility of the Vestry, in consultation with the Rector.
3. The Accounting Warden shall ensure that standard business methods, as outlined in The Episcopal Church's Manual of Business Methods in Church Affairs, will be observed (*Title I, Canon 7, Section 1*) including:
  - a. Financial Management including Operational and Capital Budgeting, Cash Management, Investment Management
  - b. Internal Controls
  - c. Bookkeeping
  - d. Taxes
  - e. Clergy Discretionary Funds
  - f. Annual Audit
  - g. Insurance
  - h. Parochial Reports
  - i. Records Management
4. The Accounting Warden shall preside over the Finance Committee and Endowment Committee and shall be afforded a committee vote.
5. The Accounting Warden has final approval with regard to all financial matters not requiring Vestry approval.
6. The Accounting Warden shall present a monthly financial report of the Church, Preschool and Cemetery to the Vestry.
7. The Accounting Warden shall participate in monthly meetings of the Wardens and the Executive Committee.
8. The Accounting Warden shall present to the Vestry the annual Church, Preschool, and Cemetery budgets, including personnel compensation to the Executive Committee.
9. As required by *Article V of the By-Laws*, the Accounting Warden shall present an Annual Report at the Annual Meeting of Members.
10. The Accounting Warden shall manage in coordination with the Business Administrator the financial affairs of Church.
11. The Accounting Warden shall communicate regarding financial matters on behalf of the Vestry to the members of the parish, and on behalf of the St Thomas Church to the PA Diocese, and to the general public as a Vestry representative.
12. For an Accounting Warden to be effective he/she is encouraged to communicate with the clergy, staff, ministry commissions, on a regular basis. The person should provide for trust and financial transparency, attend monthly meetings of the vestry and finance committee, and support Church growth projects.



13. The Accounting Warden is the Church fiduciary with roles, responsibilities and liabilities that are associated in that position.
14. Prerequisites to the position include knowledge of the Church financials, accounting/financial expertise, and a Vestry member.

## Clerk

These are in addition to the requirements and responsibilities of all vestry members.

### **Time Commitment**

- Distribution of agenda and minutes from previous meetings
- Maintain roster of members and contact information
- Other duties as deemed necessary by the rector (with the concurrence of his/her warden)

### **Responsibilities**

- Take notes during vestry meetings and afterwards, prepare and distribute minutes [1]
- Maintain a file of all vestry meeting minutes [2]
- If asked, take minutes for the annual congregation meeting
- Prepare, date, sign, and maintain documents as required [2]

### **Accountability**

- The clerk may be elected or appointed as provided for by diocesan canon or congregational bylaws
- The clerk is accountable to the rector and vestry
- The clerk's ministry should be considered a part of the annual mutual ministry review

Notes:

[1] The clerk may delegate note taking responsibility during the Vestry meeting so that he or she may participate more fully. If delegated, the clerk collects the draft minutes from the assigned member within 2 days following the meeting, makes revisions as appropriate, in consultation with the notetaker, and then distributes the minutes..

[2] Our Vestry uses online file storage (i.e. Google Drive) for filing minutes and maintaining documents, including its governance library. The clerk ensures that vestry members have access to the folders and the timely distribution/access to the items considered in a meeting's consent agenda. The clerk also keeps a paper file of the minutes with the files of the church for safekeeping.

[3] St. Thomas' vestry elects its clerk annually, as soon as practicable after the annual congregation meeting.

*Added: August 5, 2019*

## Rector

### **Introduction:**

The Rector leads St. Thomas' Church, Whitemarsh as pastor, priest and teacher, sharing the councils of this Parish and the whole Church, in communion with our Bishop. By word and action, informed at all times by the Holy Scriptures, the Book of Common Prayer, and the Constitution and Canons of the General Convention and our Diocese, the Rector shall proclaim the Gospel, love and serve Christ's people, nourish them, and strengthen them to glorify God in this life and in the life to come.

### **Spiritual and Pastoral Responsibilities:**

The Rector is expected to:

- Fashion his life in accordance with the precepts of the Gospel;
- Love and serve people among who he or she works, caring alike for young and old, strong and weak, rich and poor;
- Serve as the senior preacher;
- Declare God's forgiveness to penitent sinners;
- Pronounce God's blessing;
- Share in the administration of Holy Baptism;
- Share in the celebration of the mysteries of Christ's Body and Blood;
- Perform other ministrations as entrusted;
- Respect and be guided by the pastoral direction of the Bishop;
- Be diligent in reading and studying of Holy Scripture and in seeking knowledge of such things as may make them stronger, more able ministers of Christ;
- Be a faithful pastor to all whom he or she is called to serve and work together with them and with fellow ministers to build up the family of God;
- Pattern his or her life and that of his or her family, household and community in accordance with the teachings of Christ so that they may be wholesome examples to parishioners;
- Persevere in prayer, both public and private; and,
- Create a non-anxious, peaceful and stable presence at the center of the Parish.

In accordance with the responsibilities placed upon him or her by ordination vows, the Rector, in subordination to the Ecclesiastical Authority and Canons of the Diocese, shall have oversight responsibility for the following, sharing equitably in carrying out these responsibilities with other Parish clergy:

- Worship, liturgy, music and sacramental observances, including worship planning and scheduling;
- Adult, children and youth spiritual formation; and,
- Pastoral care to the parish, including visitations to sick parishioners and shut-ins.

### **Management Responsibilities:**

The Rector and the Vestry have shared responsibility for the management of the day-to-day business and affairs of the Church as provided by the Bylaws. Specifically, unless otherwise

provided in the Bylaws, the responsibility of the Rector with respect to such management is as follows:

- The business of the corporate entity, St. Thomas' Church, Whitemarsh, is managed by the Vestry.
- The Rector serves in such corporate roles, presides at such meetings of the Parish and Vestry and carries out such other responsibilities as are set forth in the By-laws;
- The Rector, in consultation with the Vestry, annually determines the number and type of employees and their compensation within the annual budget adopted by the Vestry;
- The Rector has authority to fill those positions and dismiss employees in consultation with the Vestry.
- The Rector will nurture and equip lay leadership.

### **Finance Responsibilities:**

The Rector's responsibilities with respect to Finance are subject to the following provisions governing Vestry oversight:

- The financial affairs of the Church are the responsibility of the Vestry, in consultation with the Rector. Any budgetary modifications that may affect Worship are to be communicated to the Rector and require the Rector's approval.
- The Accounting Warden has final approval with regard to all financial matters not requiring Vestry approval.
- The Business Administrator reports to the Rector with respect to day-to-day administration of the staff.
- All expenditures must be approved by one of the following individuals, depending on the category of the expenditure (provided, however, that the Vestry may, from time to time, by resolution set dollar amounts up to which the Rector or Business Administrator, or both, will have authority to spend without such approval):

Accounting Warden	for	Personnel Expenses
Business Administrator	for	Communications/Advertising
Rector	for	Worship and Adult Spiritual Formation (not Music)
Accounting Warden	for	All expenditures not listed above
- The Vestry will review all receipts and expenditures of the Church on a regular basis with such frequency as the Vestry shall determine, but not less than quarterly in general and not less than annually in the case of the discretionary funds of the Rector.

### **Property Responsibilities:**

The Rector's responsibilities with respect to Property are subject to the following provisions governing Vestry oversight:

- The Rector is responsible for approving the use of all buildings and grounds.
- The Vestry, with the support of the Rector and the Property Commission, determines the need for, and the Vestry, in consultation with the Rector, approves, any new buildings or structures, any alteration to existing buildings or the sale of Church property.
- The Vestry is responsible for the maintenance of all buildings and grounds and any changes in day-to-day property management.

- Approval by both the Rector and the Vestry is required for the use of any memorials or bequests that affect Church property prior to their implementation.

**Stewardship, Planned Giving and Shared Ministry Responsibilities:**

The Rector's responsibilities with respect to Stewardship, Planned Giving and Shared Ministry are subject to the following provisions governing Vestry oversight:

- The Rector is responsible for the teaching and preaching of the theology of Stewardship.
- Subject to Vestry oversight, the Stewardship Commission leads the annual stewardship campaign and, in that connection, keeps the Rector and Vestry regularly informed with respect to its plans and the implementation thereof. The Rector will support the Commission in the implementation of its campaign as reasonably requested by the Commission.
- The Vestry, with the support of the Stewardship Commission, is responsible for communications to members of the Parish during and after the close of the annual stewardship campaign.

**Strategic Planning and Program Development Responsibilities:**

The Rector's responsibilities with respect to Strategic Planning and Program Development are subject to the following provisions governing Vestry oversight.

- The Vestry and Rector have shared responsibility for strategic planning.
- The Rector has primary responsibility for program development in consultation with the Vestry and subject to Vestry oversight and approval with respect to the budgeting and funding for program development and implementation.
- New proposals and ideas relating to strategic planning and program development must be presented to the Vestry prior to the initiation of any process to establish new plans or programs or any communication thereof to members of the Parish or others. It is not the intent of the foregoing to limit the Rector and other clergy from conducting and planning "routine" activities consistent with their normal day-to-day roles and past practice. The Rector and Rector's Warden, in the course of their regular communication with each other, will determine whether such new activities are "routine" or need to be presented first to the Vestry.

**Time Commitment:**

The Rector's work includes not only activities directed to the Parish and its well-being, but also labors on behalf of the Diocese and community. The Rector's scheduled work week is five days, usually measured as ten to twelve units of mornings, afternoons, or evenings in various combinations reflecting the demands of this ministry. In general, no more than three evenings per week are expected. The Rector is expected to preserve at least one continuous twenty-four hour period each week solely for personal and family use.

Periods of leave at full compensation, including national holidays, annual vacation, professional development leave and Sabbath leave, shall be set forth in the Rector's employment letter, as modified by agreement of the Rector and Vestry.

**Term:**

Unless otherwise provided by agreement, the tenure of the Rector continues until dissolved by mutual consent of the Vestry and Rector or by arbitration and decision as provided by the relevant Canons of the Diocese of Pennsylvania and of the General Convention.

**General Qualifications:**

College graduate; ordained Priest in the Episcopal Church; significant prior experience as a parish priest, preferably as a Rector.

**Skills and Strengths:**

Excellent skills in the following areas:

- Preaching and teaching;
- Pastoring;
- Leadership; and
- Administration.

Strengths in the following areas:

- Spirituality;
- Sacramental;
- Authentic, humble and trusting;
- Prayerful; and
- Sense of Humor.

## Bibliography & Web Resources

[Diocesan Canons](#)

[Episcopal Church canons](#)

[STW's Governance Library](#)

The Warden's Handbook, The Episcopal Diocese of Maryland, January, 2007

Vestry Manual, The Episcopal Church in the Diocese of Central New York, December 2015

## Appendix A: By-Laws of St. Thomas' Church, Whitemarsh

[Attached]



**BY-LAWS OF  
ST. THOMAS' CHURCH, WHITEMARSH**

Approved by the Vestry  
January 28, 2020

ARTICLE I

Members; Qualification of Voters

The Members of the Corporation qualified to vote at elections of members of the Vestry and on all questions that may come before any meeting of the Corporation shall be those persons otherwise qualified under Article VI of the Articles of Incorporation.

ARTICLE II

Meetings of Members

1. Meetings of the Members shall be held in the Church edifice or other adjacent building of the Corporation.
2. Notice of every meeting of the Members (whether the Annual Meeting or Special Meetings as described below) shall state the time, place and object of the meeting. Notice of the Annual Meeting shall also include the names of all nominees for election and shall notify the Members of their right to make a Nomination by Petition (as described in Article III, Section 6(b) below). Notice of every meeting shall be given in two (2) ways:
  - a. In writing by, or at the direction of, the Officers of the Vestry to each Member, sent via U.S. Mail or via email at least thirty (30) days prior to the day named for the meeting, unless a greater period of notice is required by law; and
  - b. By announcement at the regular church services on the three (3) Sundays next preceding the meeting.
3. A meeting of the Members duly called shall not be organized for the transaction of business unless a quorum is present. The presence of ten per cent (10%) of the Members (the required number to be determined prior to the meeting) shall constitute a quorum at all meetings of the Members for the transaction of business except as may be otherwise provided by law.
4. Voting may be by ballot, voice vote, show of hands or any other reasonable means determined by the Vestry; provided, however, that voting must be by ballot if required by Section 8 below.
5. Every Member shall be entitled to one (1) vote, in person and not by proxy.

6. The Annual Meeting of the Members shall be held on such date and at such time as may be fixed by the Vestry, but before April 1st, in each year, at which meeting the Members shall elect Vestry persons and transact such other business as may properly be brought before the meeting.
7. The Rector, or a member of the Vestry selected by the Rector, shall preside at the Annual Meeting (“the Presider”). The Clerk of the Vestry shall be the Secretary of the meeting or in the Clerk’s absence, the Rector may appoint another member of the Vestry to be the Secretary of the meeting. The slate of nominations (including any Nominations by Petition, as described in Article III, Section 6(b) below) for members of the Vestry, deputies to the next Diocesan Convention and delegates to the Deanery shall be presented by the Nominating Committee.
8. If there is only one person nominated for each position, then the Presider shall call for a vote after the slate has been presented. If there is more than one person nominated for any position, then voting shall be ballot. The Presider shall then appoint as judges of election three Members.
9. It shall be the duty of the judges of election to open the polls. When all Members present have had opportunity to vote, the judges shall declare the polls closed, proceed with the count and announce to the meeting the result of the election. The nominees receiving the highest number of votes in a single ballot (even though less than a majority of votes cast) shall be elected to fill the number of Vestry positions to be elected.
10. As soon as practicable after the Annual Meeting, the Vestry shall hold a meeting for the purpose of electing officers as described in Article IV below.
11. Special Meetings of the Members may be called at any time by the Rector, the Vestry, or upon the request of ten percent (10%) of the Adult Communicants in Good Standing as reported in the most recent Parochial Report that has been submitted to the Diocese of Pennsylvania. The Rector, or a member of the Vestry selected by the Rector, shall preside at Special Meetings.

### ARTICLE III

#### Members of the Vestry and Meetings of the Vestry

1. The business of the Corporation shall be managed by a board of directors designated the Vestry, which shall consist of no more than fifteen (15) or fewer than ten (10) Vestry persons or such other number not inconsistent with the Articles of Incorporation (as amended) of the Corporation--as may be determined by a majority of the Vestry persons. In an emergency the Vestry could function with fewer than ten (10) members for a period of no more than thirty (30) days. No decrease in the number of Vestry persons shall have the effect of shortening the term of any Vestry person.
2. Persons qualified to serve on the Vestry shall be Members who have been confirmed and who are at least twenty-one (21) years of age. A majority of the Vestry members shall be residents of Pennsylvania. Notwithstanding the foregoing, employees of the Corporation, family

members of such employees, family members of clergy of the Corporation, and family members of sitting Vestry members shall be ineligible for election to the Vestry.

3. At the Annual Meeting, Vestry persons shall be elected to hold office for terms of three (3) years each to fill vacancies of the Vestry persons whose terms expire in that year. The terms of the Vestry persons shall be staggered resulting in three (3) classes of Vestry members of as nearly equal numbers as possible. Vestry persons shall serve until their successors are elected and qualified.
4. No person shall be eligible for election as a Vestry person if at the time of his/her proposed election he/she has served as such for two (2) consecutive full terms or any part of two (2) terms unless, at the time of his/her proposed election, one (1) year—or the period between Annual Meetings—has elapsed since he/she was last a Vestry person.
5. Nominations for election of Vestry persons at the Annual Meeting in each year may be made in two ways:
  - a. Nominations shall be made by the Nominating Committee.
  - b. Nominations may also be made by any twenty-five (25) Members by informing the Vestry in writing of such nomination (a “Nomination by Petition”) at least twenty (20) days before the date of the Annual Meeting. Members shall be notified of the right to submit Nominations by Petition during the fall of each year and at least three months prior to the Annual Meeting by publication in the Corporation newsletter, in the Sunday service leaflet and on the Corporation website. The Officers of the Vestry shall have responsibility to ensure that these notices are posted. In the event that the Vestry is informed of a Nomination by Petition after written notice of the Annual Meeting has been given, the Vestry shall give a second written notice with the revised list of nominees.
6. Vacancies in the Vestry may be filled by a majority of the remaining Vestry persons, though less than a quorum. A Vestry person elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. The term, not exceeding three (3) years, of each Vestry person elected to fill a vacancy occurring by reason of an increase in the number of Vestry persons shall be stated in the resolution declaring his/her election.
7. Regular meetings of the Vestry may be held at such times and such places as predetermined by resolution of the Vestry or on the call of the Rector and the Wardens. Special meetings of the Vestry may be called by the Rector, the Wardens or three (3) members of the Vestry. Oral and written notice of every meeting shall be given at least twenty-four (24) hours prior to such meetings except in the case of emergency.
8. A majority of the members of the Vestry shall constitute a quorum for the transaction of all business. The acts of a majority of the Vestry persons present at a meeting at which a quorum is present shall be the acts of the Vestry. Any action which may be taken at a meeting of the Vestry may be taken without a meeting if a consent or consents in writing or electronically setting forth the action so taken shall be signed by a quorum of the Vestry persons in office and shall be filed with an officer of the Corporation.

9. The Rector shall be the ex-officio President of the Vestry and shall preside at all meetings of the Vestry but shall have no vote at such meetings. The Rector may appoint another Vestry member to preside in the Rector's place.
10. To the fullest extent that the laws of the Commonwealth of Pennsylvania as now in effect or as hereafter amended permit elimination or limitation of the liability of members of the Vestry, no member of the Vestry of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a member of the Vestry. Any amendment or repeal of this Section or adoption of any provision of these By-Laws or the Articles of Incorporation of the Corporation which has the effect of increasing the liability of members of the Vestry shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to its adoption.

#### ARTICLE IV

##### Officers and Wardens

1. The officers of the Corporation shall be the Rector, who shall serve as president; the Senior Warden (also known as Rector's Warden), the Junior Warden, the Accounting Warden (who shall serve as treasurer) and the Clerk and other such officers as may be elected by the Vestry. The Senior Warden, Junior Warden, Accounting Warden and Clerk shall be selected from the Vestry.
2. The officers, other than the Senior Warden, shall be elected each year by the Vestry at the first Vestry meeting that occurs after the Annual Meeting and shall serve in their capacity at the pleasure of the Vestry or for such terms as the Vestry shall specify and until their successors are elected.
3. The Senior Warden shall be appointed by the Rector and shall serve in the capacity of Senior Warden at the pleasure of the Rector until his/her successor is appointed.
4. The duties and authority of the officers of the Corporation shall be as provided in these by-laws or by resolution of the Vestry.
5. Minutes of all meetings shall be recorded and compiled by a person designated by the Vestry and approved by the Vestry. These minutes shall be kept on file in the office of the Corporation and be available to Members.

#### ARTICLE V

##### Election of the Rector

1. When a vacancy occurs in the Office of Rector, the Senior Warden shall promptly notify the Bishop of such vacancy in writing.
2. Nominations for the Office of Rector shall be made openly at a meeting of the Vestry. Written notice of such meeting, stating that nominations would then be made and received, shall be given at least five (5) days prior to such meeting. Election of the new Rector shall take place at a subsequent meeting of the Vestry, no earlier than one (1) week after the meeting where nominations were made. Written notice of such meeting, stating that such election is intended, shall be given at least five (5) days prior to such meeting
3. The Rector shall be elected by vote of two-thirds (2/3) of all members of the Vestry. Such election need not be by written ballot except upon demand made by two (2) Vestry persons at the election or before the voting begins.
4. The agreement between the Rector-elect and the Corporation shall be reduced to writing and signed by both parties, subject to the Bishop's approval. Both parties shall be furnished with a signed copy of the agreement.
5. The election of the Rector shall conform in all respects with the Canon Laws.

## ARTICLE VI

### Of Committees and Commissions

The Vestry may create such committees or commissions, standing or special, to perform such functions as specified by Vestry resolution, and to serve such terms as the Vestry may deem appropriate. Appointment of the chairs and members of such committees or commissions shall occur pursuant to policies adopted by resolution of the Vestry.

## ARTICLE VII

### Indemnification

1. *Right to Indemnification.*
  - a. Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Internal Revenue Code (the "Code") or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each member of the Vestry, member of the clergy, and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person in the defense of any action or proceeding (other than an action by the Corporation or in the right of the Corporation if approved by the Vestry) to which such person is a party by reason of being or having been a member of the Vestry, member of the clergy, or

officer of the Corporation (any such action or proceeding, other than as aforesaid, hereinafter being referred to as an “Action”).

- b. Persons who are not members of the Vestry, members of the clergy, or officers of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Vestry at any time designates any of such person as entitled to the benefits of this Article VII.
    - c. As used in this Article VII, “indemnatee” shall include each member of the Vestry, each member of the clergy, and each officer of the Corporation and each other person designated by the Vestry as entitled to the benefits of this Article VII; “liability” shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and “expenses” shall include fees and expenses of counsel incurred by the indemnatee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnatee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section 3 hereof that the indemnatee was entitled to indemnification for expenses in respect of an action brought under that section.
2. *Right to Advancement of Expenses.* Every indemnatee shall be entitled as of right to have his/her expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation received a written undertaking by or on behalf of the indemnatee to repay the amount advanced if it should ultimately be determined that the indemnatee is not entitled to be indemnified for such expenses.
3. *Right of Indemnatee to Initiate Action*
  - a. If a written claim under Section 1 or Section of this Article is not paid in fully by the Corporation within thirty days after such claim has been received by the Corporation, the indemnatee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnatee shall also be entitled to be paid the expense of prosecuting such action.
  - b. The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section 1 shall be (i) that the indemnatee’s conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnatee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation’s tax exempt status under Section 501(a) of the Code or result in the Corporation’s failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.
  - c. The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section 2 shall be that the indemnatee failed to provide the undertaking required by Section 2.
4. *Non-Exclusivity; Nature and Extent of Rights.* The rights to indemnification and advancement of expenses provided for in this Article VII shall (i) not be deemed exclusive of any other

rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who served the Corporation at any time while this Article VII is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he/she was entitled or was designated as entitled to indemnification under this Article VII and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

## ARTICLE VIII

### Of the Church Buildings and Furniture

No construction of any new Church buildings, or alteration of or addition to any part of any of the existing Church buildings or the Church furniture, nor any decoration of the same shall be made without the consent of the Vestry, and no tablet, window or monument shall be placed in the Church, unless a complete design thereof shall have been first approved by the Vestry; Provided, that nothing herein contained shall in any wise be taken to affect or vary the rights of the Rector as specified in the Constitution and Canons of The Episcopal Church.

## ARTICLE IX

### Of Gifts to the Church

All articles of every description given to the Church or placed in, upon or about any of the Church buildings, whether as memorials or otherwise, shall become the absolute property of the Corporation, and subject to the exclusive control and disposition of the Vestry in all respects.

## ARTICLE X

### Amendments

1. These by-laws may be amended or repealed—in whole or in part—by a vote of two-thirds (2/3) of all members of the Vestry; provided, however, that the Vestry shall have no authority to amend or repeal any part of these by-laws which relates to any subject which is committed exclusively to the Members by statute.
2. Each amendment to or repeal of these by-laws by the Vestry shall be proposed in writing at a meeting of the Vestry held at least fourteen (14) days prior to the date of the meeting at which such amendment or repeal is adopted.
3. These by-laws may also be amended or repealed – in whole or in part – by a vote of a majority of the Members present at any meeting of the Members. This power in the membership includes the power to change or override any otherwise effective action by the Vestry to alter,

amend or repeal the by-laws taken pursuant to Section 1 of this Article. Notice of any such meeting of the Members shall set forth the proposed change or a summary thereof.



## Appendix B: Vestry Resolution Registry & Policies

[Latest Update Attached]

## Vestry Resolution Registry

Print Date: 2/22/2020

Notes: Carried motions related to the approval of meeting minutes, clergy housing allowance, and some relating to temporal matters, are omitted from this abstract.

Resolution #	Date Adopted	Description	Document Location
2005.07-1	7/26/2005	Establishing the Church Endowment	<a href="#">Google Drive</a>
2005.07-2	7/26/2005	Gift Acceptance Policy	<a href="#">Google Drive</a>
2005.07-3	7/26/2005	Spending Rule Policy	<a href="#">Google Drive</a>
2008.07-1	6/22/2008	Unbudgeted and unfunded financial obligations, Executive Committee approval authority up to \$5,000	<a href="#">Google Drive</a>
<b>[Minutes prior to 2010 have not been collected or systematically abstracted as of July 2018]</b>			
2010.02-1	2/23/2010	Approval of 2010 operating budget	<a href="#">Google Drive</a>
2010.11-1	11/16/2010	Cemetery Resolution	<a href="#">Google Drive</a>
2010.11-2	11/16/2010	Staff/clergy increases: Wardens will meet privately to discuss clergy and staff raises.	<a href="#">Google Drive</a>
2010.11-2	11/16/2010	Finance Committee Organization Plan	<a href="#">Google Drive</a>
2010.12-1	12/14/2010	Postulancy Application for Tyler Doherty	<a href="#">Google Drive</a>
2010.12-2	12/14/2010	Cell Phone Tower on Church Property	<a href="#">Google Drive</a>
2010.12-3	12/14/2010	Rotations for Vestry Commissions	<a href="#">Google Drive</a>
2010.12-4	12/14/2010	Outreach gifts list in Parish Call and profiled throughout the year in either the Parish Call or Sunday leaflet .	<a href="#">Google Drive</a>
2011.02-1	2/22/2011	Approval of 2011 operating budget	<a href="#">Google Drive</a>
2011.02-2	2/22/2011	Put the 2010 budget surplus back into the church Endowment	<a href="#">Google Drive</a>
2011.09-1	9/27/2011	Lay Ministry Appointment: Bill Eagleson to Endowment Committee	<a href="#">Google Drive</a>
2011.09-2	9/27/2011	Approval of Capital Campaign Feasibility Consultant Hire	<a href="#">Google Drive</a>
2011.12-1	12/13/2011	Approval for use of Vestry Designated Fund for cash flow needs	<a href="#">Google Drive</a>
2012.01-1	1/24/2012	Allocation and use of Second Saturday Sales in excess of the budgeted amount	<a href="#">Google Drive</a>
2012.02-1	2/28/2012	Approval of 2012 operating budgets of the Church, Cemetery and Nursery School	<a href="#">Google Drive</a>
2012.02-2	2/28/2012	Approval to use Vestry Designated Fund to cover the 2011 deficit	<a href="#">Google Drive</a>
2012.03-1	3/27/2012	Use of \$5,000 from the Vestry designated fund for Capital Campaign cottage meetings	<a href="#">Google Drive</a>
2012.05-1	5/22/2012	Use the undesignated fund of \$50,000 for a youth minister salary	<a href="#">Google Drive</a>
2012.06-1	6/26/2012	Interfaith Housing Alliance Program	<a href="#">Google Drive</a>
2012.10-1	10/23/2012	Extend the full-time stewardship position to March 31, 2013	<a href="#">Google Drive</a>
2012.10-2	10/23/2012	Update the belfry carillon communication system	<a href="#">Google Drive</a>
2012.10-3	10/23/2012	Lay Ministry Appointment: Sally Wurts to Endowment Committee	<a href="#">Google Drive</a>
2012.10-4	10/23/2012	Lay Ministry Appointment: Pam McKernan to Finance Committee	<a href="#">Google Drive</a>
2012.11-1	11/13/2012	Approval of Nursery School Bylaws	<a href="#">Google Drive</a>
2012.11-2	11/13/2012	Authorization of maintenance work at Groton House	<a href="#">Google Drive</a>
2012.12-1	12/18/2012	Approval to hire a parttime bookkeeper for the Capital Campaign	<a href="#">Google Drive</a>
2012.12-2	12/18/2012	Approval of Diocesan assessment and gift: \$43,450 plus \$6,550 gift above assessment	<a href="#">Google Drive</a>
2012.12-3	12/18/2012	Reprioritization of capital campaign projects	<a href="#">Google Drive</a>
2012.12-4	12/18/2012	Clergy Housing Allowance	<a href="#">Google Drive</a>
2013.02-1	2/19/2013	Approval to hire Historic Building Architects for Church Slate Roof Building Project	<a href="#">Google Drive</a>
2013.03-1	3/26/2013	Approved changes to the Nominating Committee By-Laws	<a href="#">Google Drive</a>
2013.04-1	4/23/2013	Approval of Nursery School and the Cemetery budgets	<a href="#">Google Drive</a>
2013.05-1	5/21/2013	Lay Ministry Appointment	<a href="#">Google Drive</a>
2013.06-1	6/25/2013	Approval of 2013-2014 Nursery School Board Members	<a href="#">Google Drive</a>
2013.07-1	7/23/2013	Hire Carter van Dyke as design engineer for project	<a href="#">Google Drive</a>
2013.07-2	7/23/2013	Replacement for Auditor	<a href="#">Google Drive</a>
2013.11-1	11/19/2013	Various Property motions related to roof and parish house projects	<a href="#">Google Drive</a>
2014.01-1	1/26/2014	Lay Ministry Appointment	<a href="#">Google Drive</a>
2014.01-2	1/26/2014	Hire E. Allen Reeves as the construction manager for the Parish House Project	<a href="#">Google Drive</a>
2014.01-3	1/26/2014	Authorize the Wardens and Finance Committee to explore borrowing for future Capital Campaign projects	<a href="#">Google Drive</a>
2014.02-1	3/2/2014	Approval of a yearly pledge of \$5K to the Diocese in addition to the Diocesan assessment when possible	<a href="#">Google Drive</a>
2014.02-2	3/2/2014	Various Property motions related to roof and parish house projects	<a href="#">Google Drive</a>
2014.05-1	5/27/2014	Endowment Gift Policy - requirement to transfer within 30 days	<a href="#">Google Drive</a>
2014.05-2	5/27/2014	Approval of 2014-2015 Nursery School Board Members	<a href="#">Google Drive</a>
2014.05-3	5/27/2014	Approval of the Church Road Driveway Entrance concept	<a href="#">Google Drive</a>
2014.07-1	7/22/2014	Merger of Stewardship and Planned Giving Commissions	<a href="#">Google Drive</a>
2014.07-2	7/22/2014	Expansion of the Vestry Nominating Committee role to include identifying commission chairs and key leaders	<a href="#">Google Drive</a>
2014.07-3	7/22/2014	Funding for Direct Mail Advertising from the Vestry Designated Fund	<a href="#">Google Drive</a>
2014.09-1	9/3/2014	Capital Campaign Funding	<a href="#">Google Drive</a>
2014.09-1	9/23/2014	Endowment Investment Policy	<a href="#">Google Drive</a>
2014.10-1	10/21/2014	Vestry Endorsement for Postulancy and Ordination	<a href="#">Google Drive</a>
2014.10-2	10/21/2014	Endowment Fund Spending Rate	<a href="#">Google Drive</a>
2014.10-3	10/21/2014	Nursery School Endowment Fund Agreement	<a href="#">Google Drive</a>
2014.11-1	11/18/2014	Lay Ministry Appointment	<a href="#">Google Drive</a>
2014.11-2	11/18/2014	Use of Vestry Designated Fund to do a Christmas direct mailing	<a href="#">Google Drive</a>
2014.12-1	12/16/2014	Deny Goddard School at Zion Church	<a href="#">Google Drive</a>

2014.12-2	12/16/2014	Approval of 2015 Nursery School Budget	<a href="#">Google Drive</a>
2015.1-1	1/27/2015	Schematic Drawings for Parish House Addition	<a href="#">Google Drive</a>
2015.1-2	1/27/2015	Negotiation with Zion Church to allow for 4 single family homes	<a href="#">Google Drive</a>
2015.1-3	1/27/2015	Approval for writing guidelines for signage, lighting, memorial plantings, preferred plants, terraces, gardens etc.	<a href="#">Google Drive</a>
2015.1-3	1/27/2015	Policy to have cash on hand for 3 months of expenses	<a href="#">Google Drive</a>
2015.2-1	2/18/2015	Approval of the 2015 Operating budget, Nursery School budget and Cemetery budget	<a href="#">Google Drive</a>
2015.2-2	2/18/2015	Approval of funding for Option A for the Parish House Addition	<a href="#">Google Drive</a>
2015.04-1	4/28/2015	Adoption of the By-Laws of St. Thomas' Church, Whitemarsh	<a href="#">Google Drive</a>
2015.06-1	6/23/2015	Vestry Resolution in recognition and appreciation of the distinguished leadership and service of Kathleen Schmeer	<a href="#">Google Drive</a>
No Motion	7/21/2015	[No Motion] Guidelines for Mission Trip, Best Practices	<a href="#">Google Drive</a>
2015.09-1	9/22/2015	Transfer \$42,000 to the NS Endowment and \$8,000 to the NS Annual Fund account	<a href="#">Google Drive</a>
2015.10-1		STNS Naturescape	<a href="#">Google Drive</a>
2015.11-1	11/17/2015	Contract for Parish House Construction	<a href="#">Google Drive</a>
2015.11-2	11/17/2015	Lay Ministry Appointment	<a href="#">Google Drive</a>
2015.12-1	12/15/2015	Replace Parish House roof	<a href="#">Google Drive</a>
2015.12-2	12/15/2015	Use the Endowment as collateral for the PNC loan	<a href="#">Google Drive</a>
No Motion		[No Motion] Vestry Resolution on Commission Rotations	<a href="#">Google Drive</a>
2016.01-1	1/26/2016	Outreach budget for 2016 and ECS partnership	<a href="#">Google Drive</a>
2016.01-2	1/26/2016	Combination of cemetery and perpetual endowment funds	<a href="#">Google Drive</a>
2016.01-3	1/26/2016	Naming the ECLC multi-purpose room in honor of Bruce Beck.	<a href="#">Google Drive</a>
2016.02-1	2/16/2016	2016 Nursery School Budget	<a href="#">Google Drive</a>
2016.02-2	2/16/2016	2016 Cemetery Budget	<a href="#">Google Drive</a>
2016.02-3	2/16/2016	2016 Operating Budget	<a href="#">Google Drive</a>
2016.05-1	5/24/2016	Warden and Lay Ministry Appointments	<a href="#">Google Drive</a>
2016.11-1	11/15/2016	Use Vestry Designated Fund to repair hot water heater in the Parish House/ MacColl kitchen	<a href="#">Google Drive</a>
2016.11-2	11/15/2016	Finance Committee to continue investigation into the use of solar panels	<a href="#">Google Drive</a>
2016.11-3	11/15/2016	Approval of Landscape Commission Manual	<a href="#">Google Drive</a>
2016.12-1	12/13/2016	3% Staff Bonus	<a href="#">Google Drive</a>
2016.12-2	12/13/2016	Lay Ministry Appointment: Joe Culley	<a href="#">Google Drive</a>
2017.01-1	1/24/2017	Lay Ministry Appointment: Joe O'Neill	<a href="#">Google Drive</a>
2017.01-2	1/24/2017	Keep the status quo financial reporting for new building	<a href="#">Google Drive</a>
2017.02-1	2/28/2017	Approval of the Church Operating Budget, Nursery School Budget and Cemetery Budget for 2017	<a href="#">Google Drive</a>
2017.03-1	3/28/2017	Withdrawal from Nursery School Endowment for use in marketing plan	<a href="#">Google Drive</a>
2017.03-2	3/28/2017	St Thomas Award Nominations	<a href="#">Google Drive</a>
2017.04-1	4/25/2017	Change Vestry Designated Fund to Vestry Restricted Fund	<a href="#">Google Drive</a>
2017.04-2	4/25/2017	Appointment of Event Planner	<a href="#">Google Drive</a>
2017.07-1	7/25/2017	Approval of Nursery School Board Members	<a href="#">Google Drive</a>
2017.11-1	11/14/2017	Amendment to Nursery School By-Laws: change to school mission statement	<a href="#">Google Drive</a>
2017.11-2	11/14/2017	Amendment to Nursery School By-Laws: change name to St. Thomas Pre-School	<a href="#">Google Drive</a>
2017.12-1	12/19/2017	Pre-School 2018 budget	<a href="#">Google Drive</a>
2017.12-2	12/19/2017	Cemetery 2018 budget	<a href="#">Google Drive</a>
2017.12-3	12/19/2017	Lay Ministry Appointment: Craig Toedtman	<a href="#">Google Drive</a>
2017.12-4	12/19/2017	Endowment Fund Spending Rate	<a href="#">Google Drive</a>
2018.01-1	1/23/2018	Extend benefits to the Nursery School Director	<a href="#">Google Drive</a>
2018.02-1	2/27/2018	Approval of 2018 Outreach budget	<a href="#">Google Drive</a>
2018.02-2	2/27/2018	Lay Ministry Appointment extension: Bill Lutz on Endowment Committee	<a href="#">Google Drive</a>
2018.03-1	4/5/2018	Approval of 2018 operating budget	<a href="#">Google Drive</a>
2018.03-2	4/5/2018	Approval of contracts including Reeves, Deeter, and School House Lease	<a href="#">Google Drive</a>
2018.03-3	4/5/2018	Use of funds designated for inurnment garden	<a href="#">Google Drive</a>
2018.04-1	4/24/2018	Approval of new Preschool Board member appointments	<a href="#">Google Drive</a>
2018.04-2	4/24/2018	Approval of a \$10,000 matching grant program for a new preschool playground in honor of Cynthia Cheston.	<a href="#">Google Drive</a>
2018.05-1	5/22/2018	Camp Hill Road Driveway project	<a href="#">Google Drive</a>
2018.05-2	5/22/2018	Sewer pipe repair in the Preschool	<a href="#">Google Drive</a>
2018.05-3	5/22/2018	Construction of Inurnment Garden	<a href="#">Google Drive</a>
2018.06-1	6/26/2018	Adoption and maintenance of Vestry Resolution Registry	<a href="#">Google Drive</a>
2018.06-2	6/26/2018	Adoption of a Conflict of Interest Policy	<a href="#">Google Drive</a>
2018.06-3	6/26/2018	Adoption of a Confidentiality Policy	<a href="#">Google Drive</a>
2018.06-4	6/26/2018	Contract Approval for Sacristy and Robing Room Renovation	<a href="#">Google Drive</a>
2018.06-5	6/26/2018	Contract Approval for Renovation of Small Preschool Playground	<a href="#">Google Drive</a>
2018.06-6	6/26/2018	Contract Approval for Website Support and Maintenance	<a href="#">Google Drive</a>
2018.06-7	6/26/2018	Lay Ministry Appointment	<a href="#">Google Drive</a>
2018.10-1	10/23/2018	Lay Ministry Appointment: Will Woolbert to Endowment Committee	<a href="#">Google Drive</a>
2018.10-2	10/23/2018	Preschool Painting Contract	<a href="#">Google Drive</a>
2018.11-1	11/13/2018	Lay Ministry Appointment: Charlie Weeks to Endowment Committee	<a href="#">Google Drive</a>
2018.11-2	11/13/2018	Adoption of Gift Acceptance Policy by Purpose of Gift and renaming of prior Gift Acceptance Policy	<a href="#">Google Drive</a>
2018.11-3	11/13/2018	Lay Ministry Appointment: Phil Anspach to Finance Committee	<a href="#">Google Drive</a>

2018.11-4	11/13/2018 Furniture Dedication in McCausland Chapel	<a href="#">Google Drive</a>
2018.12-1	12/11/2018 Competitive Procurement Policy	<a href="#">Google Drive</a>
2018.12-2	12/11/2018 Policy Regarding Operation and Management of Financial Affairs of The St Thomas' Preschool	<a href="#">Google Drive</a>
2018.12-3	12/11/2018 Preschool Tuition Remission Policy	<a href="#">Google Drive</a>
2018.12-4	12/11/2018 Policy for Clergy Times of Work and Leave	<a href="#">Google Drive</a>
2018.12-5	12/11/2018 Approval for execution of the 3-year catering contract with Seedling and Sage	<a href="#">Google Drive</a>
2018.12-6	12/11/2018 Update to Family Leave Policy	<a href="#">Google Drive</a>
2019.01-1	1/22/2019 Ordination Endorsement for Michael Palmisano	<a href="#">Google Drive</a>
2019.01-2	1/22/2019 Approval of 2019 Preschool and Cemetery Budgets	<a href="#">Google Drive</a>
2019.01-3	1/22/2019 Establishing Transition Ministry fro 2019-2020, Expense Budget, Seed Funding and Gift Solicitation	<a href="#">Google Drive</a>
2019.01-4	1/22/2019 Search Consultant Engagement	<a href="#">Google Drive</a>
2019.01-5	1/22/2019 Transition Communications Plan	<a href="#">Google Drive</a>
2019.01-6	1/22/2019 Approval for use of funds for Honduran water mission	<a href="#">Google Drive</a>
2019.01-7	1/22/2019 Establishing committees for the Parish Profile and Search & Discernment; Approval of Appointee Lists	<a href="#">Google Drive</a>
2019.02-1	2/26/2019 Amendment to Resolution R2018-6.5 Regarding Renovation of Small Preschool Playground	<a href="#">Google Drive</a>
2019.02-2	2/26/2019 Appointment of Steve Elliott to fulfill Nat Taylor's term and role on the Vestry	
2019.03-1	3/26/2019 Appointment of Phil Anspach as Chair of Finance Committee	<a href="#">Google Drive</a>
2019.03-2	3/26/2019 Authorization for Limited Gift Solicitation relating to Solar	<a href="#">Google Drive</a>
2019.03-3	3/26/2019 Endowment Payout Rate	Meeting Minutes
2019.03-4	3/26/2019 2019 Church Budget Approval	Meeting Minutes
2019.05-1	5/28/2019 Approval of 2019 Budget for Outreach	<a href="#">Google Drive</a>
2019.05-2	5/28/2019 2019 Clergy Housing Allowance	<a href="#">Google Drive</a>
2019.05-3	5/28/2019 Update to Endowment Committee Investment Policy	<a href="#">Google Drive</a>
2019.05-4	5/28/2019 Approval of Appointments to Preschool Board	<a href="#">Google Drive</a>
2019.06-1	6/25/2019 Amendment of 2019 Church Operating Budget	<a href="#">Google Drive</a>
2019.10-1	10/6/2019 Energy Management Policy and Adoption of The Genesis Covenant	<a href="#">Google Drive</a>
2019.10-2	10/6/2019 Resolution Authorizing Solar Energy System, Funding LED Conversion, and Establishing a Solar Capital Account	<a href="#">Google Drive</a>
2019.11-1	11/19/2019 Investment Policy Statement	<a href="#">Google Drive</a>
2019.11-2	11/19/2019 Personnel & Administrative Policies	<a href="#">Google Drive</a>
2019.11-3	11/19/2019 Solar Agreement Authorization	<a href="#">Google Drive</a>
2019.12-1	12/17/2019 Publishing Nominations for Slate Election to Vestry Service	<a href="#">Google Drive</a>
2019.12-2	12/17/2019 Outreach 2020 Budget Approval	<a href="#">Google Drive</a>
2019.12-3	12/17/2019 Gazebo Gift Acceptance	<a href="#">Google Drive</a>
2019.12-4	12/17/2019 Installation of Railing in Cemetery	<a href="#">Google Drive</a>

## Policies of St. Thomas' Church Whitemarsh

Print Date: 2/22/2020

Notes: No representation is made as to the completeness of this list.  
The reader is also directed to review the separate list of Vestry Resolutions.  
Questions or requests should be directed to the Clerk of Vestry.

Date	Category	Description	Document Link
1/28/2020	Corporate	By-Laws of St. Thomas' Church	<a href="#">View</a>
11/19/2019	Administrative	Personnel & Administrative Policies	<a href="#">View</a>
12/11/2018	Administrative	Competitive Procurement Policy	<a href="#">View</a>
12/11/2018	Administrative	Qualified Tuition Reduction Program	<a href="#">View</a>
11/13/2018	Administrative	Gift Acceptance Policy by Purpose of Gift	<a href="#">View</a>
12/15/2019	Committee	Rotations on Vestry Commissions	<a href="#">View</a>
9/24/2019	Committee	Preschool By-Laws	<a href="#">View</a>
12/11/2018	Committee	School Finance Policy	<a href="#">View</a>
6/26/2018	Committee	Confidentiality Agreement	<a href="#">View</a>
6/26/2018	Committee	Conflict of Interest Policy	<a href="#">View</a>
9/1/2016	Committee	Landscape Commission Policies and Procedures	<a href="#">View</a>
11/16/2010	Committee	Finance Committee Organization Plan	<a href="#">View</a>
2/22/2005	Committee	Nominating Committee Process and Policy	<a href="#">View</a>
11/19/2019	Endowment	Investment Policy Statement	<a href="#">View</a>
4/23/2018	Endowment	Informational Only: Fund Descriptors	<a href="#">View</a>
10/21/2014	Endowment	Endowment Fund Agreement - Preschool	<a href="#">View</a>
5/27/2014	Endowment	Endowment Resolutions and Policies	<a href="#">View</a>

## Appendix C: Supplemental Reading

### Five Characteristics of Effective Vestries

(Excerpt from DIOPA's Resources Website at <https://www.diopa.org/resources> by The Rev. Tom Pumphrey)

1. A self-understanding as leaders of Christian parish ministry
  - Though the vestry, rector and officers are charged canonically and legally with particular responsibilities, each member's scope of concern, as well as the life of the vestry as a whole, is the broad scope of parish ministry.
  - This calls for a strategic view of the parish rather than an administrative view. The vestry delegates and avoids micro-managing.
  - As a Christian community of ministry, effective vestries self-consciously cultivate personal relationships with each other and with God, treating God as active and present and involved.
2. Healthy, transparent interactions
  - Opinions and feelings are freely shared without defensiveness, over-emotionalizing issues or attaching a sense of insult or attack (given or received) to differences among members.
  - Discussions are frank, direct, solutions-oriented, and focused on the pertinent issue at hand.
3. Mutual accountability and clarity of expectations
  - Leaders and the vestry at large are comfortable with accountability to each other.
  - Structures are in place for mutual ministry review between rector, staff, vestry and ministries based on clear, mutually established expectations.
  - The Vestry (including the rector) interacts based on clear expectations of group norms.
4. A healthy rector who models these traits and nurtures them among the vestry.
5. Processes and structures that nurture unity, positive interactions and "productive" meetings.
  - Group norms that outline specific behaviors expected or discouraged.
  - Clarity about the process of discussing agenda items. Discussion norms foster issue-oriented discussion, rather than parliamentary jockeying. Issues are clearly differentiated between those presented for information to the vestry, those seeking the vestry's advice, or those requiring action by the vestry.
  - Understand deliberations as a group discernment process, grounding the work in the common seeking of God's voice. Avoid votes unless legally or canonically required.
  - Focused agenda prepared in advance.
  - Reports issued in advance so that meeting time is spent on the implications of reports rather than reporting.

Avoiding trouble in the future: Three “Deadly Sins”

- 1) Unhealthy interpersonal traits.
- 2) Structures that hinder working together and sow distraction, dissention and distrust.
- 3) Unhealthy leaders (last because a healthy system can hold leaders accountable).

## Excerpts from the Vestry Resource Guide

### **Chapter 1:**

Vestry members are legal representatives and agents of a parish, charged with specific responsibilities by the canons of The Episcopal Church. They share leadership responsibilities with the rector. As legal representative and agent, the vestry functions much like the board of any nonprofit, with responsibility for finances and management of property and human resources. Many aspects of the vestry's role are defined by entities beyond the congregation—local, state, and federal laws, and diocesan and Episcopal Church canons—as well as by the church's own constitution and bylaws.

Vestry service entails working collaboratively with fellow vestry members and the rector to create a vision and plan of action that reflects God's dream for the congregation. It means cultivating congregation-wide conversations about where God is calling your faith community. It means balancing your role in discerning God's mission and vision with sound stewardship of its property and resources.

#### **Focus on the Mission & Vision of the Congregation:**

The shared responsibilities of the vestry and the rector can be described roughly as

- Discernment of God's call
- Identification of new leaders
- Stewardship and development of resources
- Special duties when a congregation is without a rector

[ECF is] convinced that the most important of these is discernment. The primary tasks for a vestry are discerning what God is calling your faith community to do and articulating a hopeful vision of the church and the world as God's mission. A clear mission and strong vision create a firm foundation for your decisions and actions.

#### **A New Kind of Leadership:**

The challenges we face today call for a new kind of leadership from our vestries, one that begins with asking questions: Why? What does this have to do with Jesus? How do our efforts help us grow as followers of Christ? Before the vestry can begin to answer these questions, it needs to spend time building a strong and healthy lay and clergy team with the rector. It needs to devote an upfront portion of its time to prayer, scripture study, and worship. It needs to engage in open and honest dialogue and to listen deeply to one another, the congregation, and the community beyond the church walls.

When the vestry is able to do that, the Holy Spirit has the opportunity to be heard. Perceptions and ideas can begin to coalesce in a mission that makes sense for the congregation in this time and place, a mission that clearly has to do with Jesus and with helping its members grow as followers of Christ.

When we prayerfully ask and answer these questions, the challenges of tight budgets, leaky roofs, and community criticism can be seen in the light of Christ's own mission for your congregation. They can be understood in relation to a hopeful vision of your church's future.

We are not advocating a mission and vision carved on tablets of stone or placed prominently on your website and other communications for all time. We see the vestry's work in mission and vision to be ongoing and adaptive. The Spirit is ever on the move, and we are called always to be open to new directions, new possibilities, and new life.

**Chapter 2:** pertaining to the governance, structure and selection of the ministry of the Vestry.

Governance—the rules and practices that ensure accountability, fairness, and transparency in an organization—is a key responsibility of the vestry, and is so named in the canons of The Episcopal Church, as well as in diocesan and church constitutions and bylaws. In addition, state statutes may dictate specific responsibilities for a vestry as the governing board of a faith community.

The canons of The Episcopal Church stipulate that the vestry shall:

- Be agents and legal representatives of the congregation in all matters concerning its corporate properties and the relations of the congregation to its clergy" (Title I. Canon 14, Section 2).
- Ensure that standard business methods, as outlined in The Episcopal Church's Manual of Business Methods in Church Affairs, will be observed (Title I. Canon 7, Section 1).
- When a congregation is without a rector, the officers of the vestry are responsible for the continuation of worship, including the calling of a new rector (Title III. Canon 9, Section 3).
- The vestry has responsibility for nominating persons for holy orders (Title III. Canon 5, Section 2).

In its capacity as legal representatives and agents of a congregation, vestries must be aware of ongoing responsibilities and potential liabilities. Vestries and congregations can be held legally liable for any of the following:

- Accidents and other incidents occurring on church property or during church-sponsored activities
- Violation of fiduciary responsibilities, especially those related to finances
- Violations of contracts, leases, or other legal agreements
- Wrongful termination and other employment practices
- Discrimination and sexual harassment and misconduct



In very rare instances, individual members of vestries may be held personally liable for significant acts of malfeasance or willful misconduct. Because of potential liability, vestries should ensure that the congregation has adequate liability as well as directors' and officers' insurance coverage, including coverage for employment-related actions. These policies can provide coverage for actual claims as well as legal defense. To review your insurance coverage needs, speak with your diocesan administrator or insurance carrier. Another resource to turn to is The Church Insurance Company, a subsidiary of The Episcopal Church's Church Pension Group.

### **Beyond the Canons to Shared Ministry**

In our work with vestries across the Church, ECF finds that mission-focused vestries reflect the larger role the laity plays in the congregation's mission and vision. In these faith communities, vestries are responsible for:

- Ongoing discernment of God's call and articulating the congregation's mission and vision in its unique location, at this particular moment in time
- Identifying new leaders for the congregation and for the wider Church, including the empowerment of lay leaders and nomination of candidates for holy orders
- Stewardship and growth of resources for the realization of the mission of the church, including ensuring that standard business methods are observed and serving as agents and legal representatives of the congregation in all matters concerning its corporate properties
- Special responsibilities during time of clergy transition including the continuation of worship and calling a new rector

### **The Role of the Rector**

In congregations practicing shared leadership and working in partnership with the rector, it is essential to understand the canonical responsibilities assigned to rectors by The Episcopal Church. The rector's responsibilities include:

- Worship and spiritual life
- Selection and oversight of all assisting clergy
- Use and control of all buildings and furnishings, as delimited by the canons
- Education of all ages in the scriptures; the doctrine, discipline, and worship of the Church; and in the exercise of ministry as baptized persons
- Stewardship education for all ages
- Preparation for baptism, confirmation, reception, and reaffirmation
- Announcing the bishop's visit with the warden and the vestry and providing the bishop with information about the congregation's spiritual and temporal state
- Applying contributions not otherwise designated from one Sunday per month to charitable uses
- Reading communications from the House of Bishops at worship
- Recording all baptisms, marriages, confirmations, and burials in the congregation register

It's a daunting list, and it would be an interesting exercise to consider the ways the congregation can work with the rector to help fulfill it. Even though these are the responsibilities of the rector, that doesn't mean he or she is charged with carrying out these

duties alone. Delegating tasks while retaining oversight is a common practice. From the vestry to Sunday School, youth groups and Bible studies to myriad committees and groups that support every facet of congregational life, the congregation provides leadership and support to build and strengthen the community. When a church does not have a full-time rector, responsibilities are further distributed to sustain the worship and life of the congregation. The life of a faith community is a shared enterprise, indeed.

## **VESTRY STRUCTURE**

As the primary leadership body for Episcopal communities of faith, vestries are made up of elected members who serve for a specific period of time, often three years. Vestries consist of elected members, one or more wardens, a treasurer, and a secretary or clerk. The canons of The Episcopal Church leave guidance on vestry election, terms of office, eligibility for reelection, and vestry size to individual dioceses—another reason to keep a copy of your diocesan canons close at hand. The sections below follow models used in most dioceses. Should you have questions, consult your diocesan chancellor.

### **Vestry Size**

Vestry size varies. For many congregations, a vestry of nine to fifteen members, including wardens, enables optimum participation and ease of decision-making. Small congregations sometimes find that a smaller vestry is more sustainable. In some dioceses, canons permit the "vestry of the whole" model, where the entire congregation of a small church meets to do the work of the vestry.

### **Terms of Office**

Vestry members commonly serve staggered, three-year terms with one third of the body elected each year. Warden's terms may vary. Terms of office are specified in the congregation's bylaws and may be dictated by diocesan canons. The practice of incorporating new members each year brings fresh insights and ideas while experienced members provide continuity. It also creates a critical need to include orientation and team building each year in the months following an election. Occasionally, a vestry member is unable to complete his or her term, leaving a vacancy. Check your bylaws and talk with your diocese about filling open seats on the vestry.

### **Who Can Serve on the Vestry**

While not a canonical requirement, it is standard practice for vestries to reflect the composition of their congregations. Perhaps there are members of your congregation who are overlooked for vestry service—new members, youth, seniors, racial and ethnic minorities, single, young adult, or LGBT (lesbian, gay, bisexual, or transgender) members. The vestry should reflect the varieties of experience, skills, and interests in your faith community. Fresh perspectives and new voices enrich vestry discussion and discernment.

Youth representation on vestries has been encouraged since General Convention 2009, and many churches have amended their bylaws to include a briefer term, usually one year, for a vestry representative of high school age. Because state law often requires all members of a governing board to be of legal age, diocesan canons and congregational bylaws generally prohibit youth representatives from voting on actions with legal implications. It is a good

practice to know what your diocesan canons and bylaws say in this regard. Questions should be discussed with your diocesan chancellor.

Some vestries reserve seats for members of specific groups or committees, a practice we do not recommend. A member whose purpose is to represent a particular group or activity is not free to provide the visionary and practical leadership for the congregation as a whole, which is the work of the vestry.

When writing or revising the vestry service section of your congregation's bylaws, it is a good practice to consider whether employees who are members of the congregation, their family members, and the family members of the clergy should be eligible for vestry service, as well as whether more than one member of a family can serve at the same time. You might wish to avoid potential conflicts and boundary issues by including a provision in the bylaws making employees, their family members, clergy family members, and the family of sitting vestry members ineligible for election to the vestry.

### **Eligibility for Reelection**

Congregational bylaws usually determine whether wardens and vestry members are eligible for reelection after serving one or more terms of office, unless otherwise specified by diocesan canons or state law. Taking time off between terms can help to prevent burnout and expand the congregation's leadership base.”