

St. James' Episcopal Church
8 Cornwall Street NW
Leesburg, VA 20176

Standard Operating Procedures

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Amended March 9, 2021

Amended July 27, 2021

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1. PURPOSE & AUTHORITY ACKNOWLEDGED

The purpose of this document is to codify the procedures and organizational framework for the Parish of St. James' Episcopal Church in Leesburg, Virginia, which accedes to the doctrine, discipline and worship and the Constitution and Canons of the Episcopal Diocese of Virginia and General Convention and is bound to them as adopted.

2. MEMBERSHIP

Any person shall be considered a Member of the Parish who:

- Is baptized with the baptism duly recorded in this Church (Canon 17.I-A)
- Is sixteen or more years of age
- Declares an intention to support the Parish by regular attendance at public worship and by financial support.

3. VESTRY

The Vestry is comprised of the Rector, Officers, and Elected Members.

3.1 Officers

The officers of the Parish are

- Rector
- Senior Warden
- Junior Warden
- Treasurer
- Register

The Wardens are nominated by the Rector and presented to the Vestry for approval for terms of up to two years. The Treasurer and Register are nominated by the Rector and presented to the Vestry for approval for three-year terms, which may be extended at the discretion of the Rector.

3.2 Elected Members of the Vestry

- Twelve members of the vestry are elected by the Congregation. They are each elected for three-year terms, in classes of four. Every year, a class of four rotates off, to be replaced by a new class of four persons.
- No Vestry member may serve more than one consecutive three-year term, but under exceptional circumstances, service may be extended for up to twelve months.
- Wardens must be selected from the elected members of the Vestry.
- No two members of the same household or immediate family members may serve on the Vestry with voting rights at the same time.
- All confirmed Members who are Communicants in Good Standing are eligible for election to the Vestry. Communicants in Good Standing is defined in the Canons as all communicants of this Church who for the previous year have been faithful in corporate worship unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the kingdom of God.

4.0 DELEGATES

- The Vestry shall elect annually by 1 April the number of Lay Delegates to the Annual Convention as permitted by the membership records submitted in the Parochial Report.
- Lay Delegates will be adult Communicants in Good Standing.
- Lay Delegates will serve a three-year term.
- The Rector will certify to the Secretary of the Diocese on forms provided by the Diocese no later than 15 April.
- Each Delegate shall be provided with one copy of the certification.
- The Lay Delegate(s) is/are authorized to vote
- The Lay Delegate(s) elected to the Convention shall also serve as the Church's Delegates to the Regional Council.

5.0. NOMINATIONS, ELECTION, ORGANIZATION AND OPERATION OF THE VESTRY

5.1 Nominations

- There shall be a Nominating Committee consisting of the Rector, the outgoing Vestry members, and members of the Parish appointed at the discretion of the Rector.
- The Nominating Committee will present a list of eligible potential nominees to parishioners eligible to vote. This distribution will be done by mail and/or electronic ballot at the discretion of the Rector and with 2/3 majority of the Vestry. The nominees receiving the highest number of votes shall constitute a single slate of Vestry candidates to be subsequently and formally elected at the annual meeting.
- The biographies of the candidates will be posted in advance of balloting.
- Nominations may be made from the floor by communicants in good standing at the Annual Meeting provided the nominee has given their consent in advance to have their name placed in nomination.

5.2 Elections

- The election of Vestry members will be held yearly at the Annual Meeting at such time and place as designated by the Rector with agreement from the Vestry. The Rector shall preside. If there is no Rector and/or special circumstances do not allow the Rector to attend, the Senior Warden shall preside.
- All Members who are registered in the Parish, are eligible to vote. Confirmation is not a requirement to vote at a congregational meeting.
- Voting will be by secret ballot in person and/or via electronic voting at the discretion of the Rector based on special circumstances. Proxies are not permitted. No election shall be valid unless those participating are qualified and number at least ten percent of adult communicants in good standing.
- Outgoing Vestry members will continue in office until their successors are elected and qualified.

5.3 Organization of the Vestry

- The Rector and Wardens or their designees shall present an orientation to the new Vestry members. The orientation shall include, but not be limited to:
 - Vestry duties, expectations, and responsibilities.
 - Duties and responsibilities of the Trustees.
 - Summary in collaboration with the Finance Committee of the Church's financials and investments.
 - An overview of Property capital projects
- Each new Vestry member shall qualify by subscribing to the declaration found in the Constitution and Canons of the Diocese of Virginia.
- Each new Vestry member shall complete required Diocese training within 60 days of election to the Vestry, and provide proof of completion to the Register, and the Parish Administrator.
- The Rector will preside at all meetings of the Vestry.
 - In the Rector's absence the Senior Warden will preside.
 - The Rector, the Wardens, and other Elected members of the Vestry will be voting members. The Treasurer and Register will be voting members only if they are also Elected Members of the Vestry.
 - Assistants to the Rector may attend, but will not have a vote.

5.4 Operations

- Vestry Retreat
 - Following the election and installation of the new Vestry, the Vestry may schedule and hold a retreat at a location to be determined by the Rector and the Executive Committee with agreement from the Vestry.
 - The agenda for the retreat shall be established by the Rector in consultation with the Associate Rector, Executive Committee, and with input from Vestry members.

- Vestry Vacancies:
 - In the event of a vacancy, the individual receiving the next highest number of votes in the most recent annual Vestry election will be offered the opportunity to serve the unexpired term of the departing Vestry member, and appointed if accepted. If this person does not accept, then the remaining candidates would be invited, in descending order of vote totals.

- Vestry Meetings
 - The Vestry will meet monthly and/or as needed at a date and time determined by each Vestry.
 - Exceptional circumstances may require additional meetings.
 - The Rector and the Executive Committee shall establish the agenda and provide to Vestry members a few days prior to the scheduled meeting, the agenda, minutes of the previous Vestry meeting and any ancillary documentation to be discussed at the meeting. It is the expectation that Vestry members will review documentation prior to the Vestry meeting at which the documentation will be discussed.
 - Vestry meetings are open to the congregation, unless a portion and/or the entire meeting is declared in executive session. Those parishioners wishing to attend a Vestry meeting should notify the Rector in advance and understand their role is non-participatory.

6. DUTIES OF VESTRIES, WARDENS, OFFICERS, TRUSTEES, & STANDING COMMITTEES

6.1 Vestries Shall

- Conduct the church's secular business.

- Establish Standing Committees as and if desired with varying terms and conditions to carry out church affairs and may limit participation in multiple Standing Committees by non-Vestry members.
- Regulate use of graveyard and/or columbarium.
- Establish a Finance Committee
- Elect up to five church members in good standing to serve as Trustees at the pleasure of the Vestry for indefinite terms.
- Approve all contracts for erecting, furnishing, and preserving church edifice and other projects in accordance with the following:
 - Contracts with an overall financial obligation of \$5,000 or less may be approved by the Rector, the Sr. Warden, or the Jr. Warden, any one of whom may sign the contract once approved.
 - Contracts with an overall financial obligation exceeding \$5,000 require Vestry approval and three proposals as feasible unless:
 - Vendors are non-responsive to bid requests, such that there is limited response; or, vendor(s) choose not to bid
 - Vendor has unique expertise in a limited field of vendor options.
 - Vendor contract is a renewal services contract, performance has been satisfactory and any actual annual cost increase is no greater than 5%. Renewal service contracts should be competitively bid every three years.
 - Contracts resulting from the execution of the approved budget which are within budget and over \$5,000 will be approved by the Executive Committee.
 - Once contracts over \$5,000 are approved they may be signed by either the Rector, the Sr. Warden, or the Jr. Warden.
 - Contract proposals and signed contracts for service(s) are the property of the Church and will be retained by the Parish Administrator. Copies of proposals or contracts will not be provided beyond the signatory authorities, the Rector, the Associate Rector, Church officers, the designated Ministry Leader and lay project leader(s) as appropriate.
 - Supplier Communications: Only the Rector, the Associate Rector, Church Officers, and the applicable lay project leader(s) may provide direction to a designated vendor. Non-contracted

suppliers are not permitted on Church property without the knowledge and approval of the Rector, Associate Rector, Church Officers or designated Ministry Leader or lay project leader(s)

6.2 Wardens

- Powers and Duties – With assistance of other members of the Vestry and congregation, the wardens shall have the following duties:

Sr. Warden

- Ensures the church adheres to the Standard Operating Procedures.
- Chairs the Vestry and/or the annual meeting in absence of the Rector
- Serves as support person to the Rector.
- Other duties as described in the Canons and as agreed to by the Rector ~~and~~ or the Vestry

Jr. Warden

- Oversees the operation and maintenance of Church Property
- Serves as the Chair of the Property Committee
- Serves as support person to the Rector.
- In coordination with the Rector and with staff, administers the approval process for use of Parish facilities in accordance with the Facility Use Policy
- Other duties as described in the Canons and as agreed to by the Rector or the Vestry

6.3 Officers

Treasurer

- Has general custody of all church funds and other investments.
- Serves as Chair of the Finance Committee
- Deposits and disburses funds under direction of the Vestry.

- Prepares reports for the Annual Meeting for the congregation, for the monthly Vestry meetings, and for other purposes and other times as the Vestry might require.
- Prepares the annual budget with input from Ministry Leaders, key stakeholders and all relevant Committees and agents.
- Supervises all associated functions of financial recordkeeping including third-party financial services providers.
- Ensures that the Diocese annual audit requirement is met via internal audit or by a certified outside party at least every five years or at the time of Rector transition

Register

- Keeps approved minutes of the Vestry meetings, and Annual/Special Parish Meetings.
- Distributes draft minutes of Vestry, Annual and Special Parish meetings to the Vestry for their approval.
- Ensures all Vestry approved minutes and related meeting materials and records are shared with the Parish Administrator for document retention.
- Distributes approved minutes to Ministry Leaders and Standing Committee Chairs.
- Performs other duties as requested in support of the Parish.

6.4 Standing Committees/Ministries

- May be established by the Vestry and may have varying terms and conditions to carry out church affairs, and Ministries of the Church.
- Standing Committee Chairs and Ministry Leaders will be appointed by the Rector. They may be non-Vestry members and are limited to non-consecutive 3-year terms. Terms apply to all Chairs and Leaders of Standing Committees and Ministries currently in force and/or designated in the future. Those Standing Committee Chairs or Ministry Leaders who have served a consecutive three-year term should be identifying their successor, whose appointment should be in place to align with the Annual Meeting. As new Ministry Leaders begin their three-year term, they should be identifying their successor to be appointed and in place by the Annual Meeting.

- Report to the Vestry at regular intervals, as determined by the Rector, the Executive Committee and/or the Vestry.
- Standing Committees as of the date of Revision are:
 - Finance
 - Property

6.5 Trustees

- Hold title to church property pursuant to the laws of the Commonwealth of Virginia and the Diocesan canons.
- Act only upon matters affecting the ownership and encumbrance of real estate owned by the Church
- May act only to carry out the will of the Vestry and the congregation
- Serve as agents of the Court to be served with Court papers
- Vestry appoints 5 Trustees, who serve at the pleasure of the Vestry for indefinite terms

7. MEETINGS OF THE PARISH

7.1 Annual Meeting

- The Annual Meeting shall be held at such date, hour, and place as the Rector designates with agreement from the Vestry, at which the Rector shall preside. In the absence of the Rector, the Sr. Warden shall preside.
- The Annual Meeting agenda will be the election of new Vestry members, recognition of Vestry members whose terms have expired, and other reports including:
 - Rector's report of the state of the Church will include a membership count update since the last Annual Meeting.
 - Treasurer's report on the financial health of the Church
 - Sr. Warden's report on items as agreed with the Rector

7.1 Special Meetings

- Special meetings of the Parish may be called if requested by the Rector, the Executive Committee or five members of the elected Vestry.

8 THE RECTOR

8.1 Selection

The Church shall follow the guidance established by the Diocese to conduct a search for a new Rector by establishing a Discernment Committee.

8.2 Election

After receiving the Discernment Committee's report and recommendations, then the Vestry will vote to elect the new Rector, which will be agreed upon by majority vote. Following the Vestry affirmative vote, the Sr. Warden will negotiate the Letter of Agreement with the candidate following Diocesan protocols.

8.3 Powers and Duties

- The Rector shall have jurisdiction over the spiritual affairs of the Parish and shall supervise and direct the Parish staff. For the purposes of the office, its functions, and duties, the Rector is entitled to use and control of the Church and Parish Buildings, equipment, and furniture and to access all records and registers maintained by the Parish.
- The Rector's working hours and locations will be established in consultation with the Senior Warden with due consideration given to preparation of sermons, pastoral care, and civic responsibilities.
- The Rector, in consultation with the Senior Warden and in coordination with the Finance Committee and recommended staffing parameters from the Diocese, shall establish staff requirements and pay scales.

8.4 Paid Leave

- The Rector is authorized paid leave per year based on contract terms.
- Leave dates shall be coordinated with the Senior Warden.

- The Rector will ensure Supply Priests are scheduled in advance of his absence.

8.5 Rector's Evaluation

- The Sr. and Jr. Wardens shall perform an annual evaluation of the Rector's performance of his duties.
- The Vestry will be notified as the evaluation is conducted and completed.
- The evaluation will be confidential and retained in the Rector's files.
- There shall be a Mutual Ministry Review each year conducted by the Rector, the Wardens, and such Vestry members as they may choose to assist.

8.6 Rector Sabbatical

- A sabbatical may be requested after five to seven years of service providing annual performance reviews are satisfactory.
- Scheduling of a sabbatical shall be coordinated with the Senior Warden one year prior to the Sabbatical dates in alignment with the guidelines established by the Diocese.

9 CHURCH PROPERTY

- All real and personal property is held in trust for the Episcopal Church and the Diocese of Virginia.
- No part of real property will be alienated, sold, exchanged, encumbered, or otherwise transferred without the consent of the congregation in a meeting called for that purpose, The Episcopal Diocese of Virginia, and approval of the appropriate court.

10 PARISH REGISTER AND PAROCHIAL REPORTS

- The Rector will maintain a register of official acts and make required entries as required by General Convention.

- The Rector will send to the Bishop on or before the first day of March annually a Parochial Report as required by the General Convention. The form will be provided by the Bishop.

11 GIFTS AND MEMORIALS

- No object intended as a permanent addition to the Church or Parish property or to be used therein during public worship shall be accepted as a gift or memorial without the approval of the Rector and the Vestry.
- All objects so accepted may be removed when deemed necessary by the Rector and the Vestry.
- The acceptance of all gifts, including any real, personal, tangible, or intangible property, whether restricted or unrestricted is subject to the approval of the Rector and the Vestry.
- The names of donors of any such gifts and memorials, any terms and conditions and date of acceptance shall be recorded in the permanent records of the Parish.

12 CONFLICTS OF INTEREST

Whenever a member of the Vestry has a financial or personal interest in any matter coming before the Vestry, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of dis-interested Members or the Vestry determine that is in the best interest of St. James' to do so. The minutes at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

13 ORGANIZATIONS

- All formal organizations and ministries connected with the Parish shall be responsible to the Vestry and under its oversight.

14. PROCEDURAL CHANGES

- Any proposed changes to the Standard Operating Procedures shall be approved by a two-thirds vote of the Vestry.
- The Standard Operating Procedures will be reviewed on a yearly basis typically in the spring prior to the Annual Meeting. The **Register** will retain throughout the preceding year a list of proposed amendments.

15. REFERENCES

- The Constitution & Canons of The Episcopal Church of the Diocese of Virginia
- The Constitution & Canons for the Governance of The Episcopal Church in the United States
- St. James' Episcopal Church Facility Use Policy
- St. James' Episcopal Church Benefits Summary

16. VESTRY APPROVALS & AMENDMENTS

- The original document as presented was approved on August 25, 2020 with the number of Trustees changed to 5 serving at the pleasure of the Vestry for indefinite terms.
- Amended March 9, 2021 to include updates:
 - 5.2 Elections - Stipulated voting parameters
 - 5.4 Vestry Vacancies – Clarified process for filling a vacancy on the Vestry
 - 6.1 Vestry Duties – Clarified contract process for church projects

- 6.3 Officers – Updated duties and changed Register title to Registrar
- 6.4 Committees – Updated language re: Committee Chairs tenure
- 6.5 Trustees – Clarified term language to serve indefinite terms

- Amended July 27, 2021 to include:
 - 6.4 Standing/Committees/Ministries – initiated 3-year term limits to align with Annual Meeting.

- Amended March 22, 2022 to include:
 - 3.2 Definition of Communicants in Good Standing
 - 5.2 Permitting voting in-person and/or via electronic voting for those qualified to vote
 - 5.3 Including overview of capital projects in Vestry orientation, and requires new Vestry members to complete Diocesan required training within 60 days of their election
 - 5.4 Provides further clarity that unexpired Vestry terms shall be filled by the next highest vote getter at the most recent Vestry election.
 - 6.2 Increases the approval authority of the Sr. Warden from \$3,000 to \$5,000 to align with the existing approval authority of property projects.
 - 6.3 Add to Treasurer’s responsibility chairmanship of Finance Committee & delineate when a full audit is warranted.
 - 6.4 Add specificity to Registrar’s responsibilities
 - 14.0 Add timing of annual review of SOP’s

- Amended July 25, 2023
 - 3.1 Officer title changed to Register to align with Diocese canons
 - 3.2 Elected Members of the Vestry – to align election of Sr. and Jr Warden positions with Diocese canons

- 6.3 Officer Duties – to align with Diocese canons changing title to Register

- Amended January 23, 2024
 - 5.1 Nominations – Gives those eligible to vote an expanded opportunity to vote via email or electronic ballot on a potential slate. With presentation of a single four-person slate at the Annual Meeting increases participation and fosters a celebratory Annual Meeting.

- Amended February 27, 2024
 - 3.0 Gives Rector discretion to extend term of Register or Treasurer
 - 4.0 Lay delegates will serve three-year terms
 - 5.2, 7.1 Removes requirement for Annual Meeting to be held in April
 - 5.4 Provides clarity on standards for parishioners wishing to attend Vestry meetings
 - 6.1 Provides clarity on ownership and distribution of proposals and signed contracts; supplier communications
 - 11.0 Adds language to clarify gift acceptance including real, tangible, and intangible property.