

Governance of St. James' Episcopal Church

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Revisions

Section	Revision Summary	Date Approved
All	Revised document to separate governance from operating policies; renamed document St. James Parish Governance from Standard Operating Procedures.	September 23, 2025

Article I Purpose and Authority

The purpose of this document is to codify the governance framework for the Parish of St. James' Episcopal Church in Leesburg, Virginia ("St. James'"), a part of the Diocese of Virginia. These bylaws are intended to be consistent with the doctrine, discipline, worship and the Constitution and Canons of the Episcopal Diocese of Virginia and General Convention. Should an inconsistency be identified, the Constitution and Canons of the Episcopal Diocese of Virginia (the "Diocese of Virginia") will supersede the policy outlined in this document.

This framework will be reviewed annually by the Executive Committee and modified as necessary with a two-thirds majority approval of the St. James' Vestry.

Article II Membership

Section 1. Members.

All persons who have been baptized, whether in this Episcopal Church or in another Christian Church, and whose Baptisms have been duly recorded in the Episcopal Church, and who regard St. James' as their regular place of worship, shall be Members of the Church.

Section 2. Members Eligible to Vote.

Any member of the church who:

- Is sixteen or more years of age, and
- Declares an intention to support the Parish by regular attendance at public worship and by financial support,
- Is a communicant in good standing. A communicant in good standing means a member of the Church over the age of sixteen who has received Holy Communion in the church at least three (3) times in the preceding year and who for the preceding year has been faithful corporate worship.

Section 3. Annual Meetings.

The Annual Meeting shall be held within 2 months of the end of the fiscal year on a date, hour, and place designated by the Rector, with agreement from the Vestry. 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:

- The Rector's report on the state of the Church will include a membership update from 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.

Section 4. Special Meetings

Special meetings of the Parish may be called if requested by the Rector, the Executive Committee, the Vestry, or ten qualified members of the parish with a minimum of three days notice, when given, place and subject of the meeting.

Section 5. Notice and Place of Meetings; Quorum

All meetings of the membership will take place in the Parish Hall or the Nave of the Church at the Rector's discretion at the time specified in the notice.

Notice of all meetings will be given by announcement at the services in the Church at least two Sundays immediately preceding the date of the meeting, and by publication in the weekly bulletin and parish newsletter. Such notices indicate the type and purpose of the meeting.

The quorum for a properly noticed meeting shall be 10% of the members eligible to vote.

Article III The Vestry

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

Section 1. Eligibility

Every voting member (as defined in Article II Section 2) who has been confirmed or received shall be eligible to serve as a vestry member.

Section 2. Number and Term of Office

The Vestry is comprised of the Rector, twelve lay members of the Congregation, the Treasurer, the Register, and other ordained staff. The Executive Committee of the Vestry is comprised of the Rector, Sr Warden, Jr Warden, Treasurer, and Register. The wardens are nominated by the Rector from the elected Vestry members 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, with the approval of the Vestry.

The Congregation elects the Twelve lay members of the vestry. 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 people. 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. No two members of the same household or immediate family members may serve on the Vestry with voting rights at the same time.

Note: The Diocese of Virginia Constitution and Canons requires a vestry to be at least three or more than twelve, except in any church with more than 150 confirmed or received communicants in good standing. In those situations, additional members may be added as outlined in the table below up to a maximum of 18:

Confirmed/Received Communicants in Good Standing	Maximum Number of Vestry Members
0-150	12
151-250	13
251 – 350	14
351 – 450	15
451 – 550	16
551 – 650	17
>651	18

Section 3. Nominations

Voting members of the church may be nominated to serve as Vestry members. At least 3 months before the annual meeting, the Rector shall appoint 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 solicit nominees from the parish and will work together to present a list of eligible potential nominees to vote members at least two months prior to the annual meeting. This distribution will be done by mail and/or electronic ballot at the discretion of the Rector and with two-thirds majority of the Vestry. The distribution will include biographies of the candidates. 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.

Section 4. Elections

The election of Vestry members will be held yearly at the Annual Meeting by the Voting Members present and voting. A quorum of voting members must be present.

Outgoing Vestry members, including wardens will continue to serve in office until their successors have been elected and qualified, typically at the next regularly scheduled vestry meeting.

Section 5. 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. If they agree to serve, they will be appointed. If this person does not accept, then the remaining candidates are invited, in descending order of vote totals.

If none of the remaining candidates are willing to serve, the vestry will elect an eligible person by majority vote to fill the unexpired term.

Section 6. 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. Two members of the Vestry may call a meeting with a minimum of three days' notice from the Rector and Vestry.

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.

Section 6.1 Quorum and Presiding Officer

A simple majority of voting members of the Vestry will constitute a quorum for the transaction of business at any meeting of the Vestry. The Rector shall preside at the meetings of the Vestry when present. In the absence of the Rector, the Senior warden, or in the Sr. Warden's absence the Junior warden shall preside.

Article IV Duties of Vestries, Officers, Trustees, and Standing Committees

Section 1. Duties of Vestries

Vestries Shall:

- Cooperates with the Rector in promoting the spiritual welfare of the congregation.
- 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 the St. James Cemetery and Columbarium.
- Establish a Finance Committee
- Elect up to five church members, who are adult communicants in good standing to serve as Trustees at the pleasure of the Vestry for indefinite terms.
- Approve a yearly budget and provide oversight to ensure resources are managed effectively.
- Approve all contracts for erecting, furnishing, and preserving church edifice and other projects in accordance with St. James Financial Authorities and Purchasing Policies.

Section 2 Officers

The officers of the church shall be the Rector, Senior Warden, Junior Warden, Treasurer, and Register and other such officers as the vestry may from time to time designate.

With assistance of other members of the Vestry and congregation, the officers shall have the following duties:

Section 2.1 Rector

Section 2.1.1 Selection and Election

The Church shall follow the guidance established by the Diocese to conduct a search for a new Rector by establishing a Discernment Committee. After receiving the Discernment Committee's report and recommendations, the Vestry will vote to elect the new Rector, which will be agreed upon by majority vote. Once the call has been approved and accepted, the Sr. Warden will negotiate the Letter of Agreement with the candidate and ensure it is approved by the Diocese.

Section 2.1.2 Powers and Duties of the Rector

The Rector of the Church shall be the president and chief executive officer of the Church and shall perform such duties and shall have such powers as may be prescribed by the Constitution and Canons of the Episcopal Church and of the Diocese of Virginia

The Rector shall have authority 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.

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

Section 2.1 Duties of Sr. Warden

- Advises, encourages, and supports the Rector in accomplishing the vision of the Church.
- Acts as a sounding board and confidante to the Rector.
- Assist in formal and informal communications and support for all missions.
- Encourage the Rector to take care of their own health – mentally, physically, and spiritually.
- With Jr Warden, ensures the appropriate supply of vestments, books, and elements for worship services.
- Chairs the Vestry and/or the annual meeting in absence of the Rector.
- Other duties as described in the Canons and as agreed to by the Rector and or the Vestry

Section 2.2 Duties of Jr. Warden

- Oversee the operation and maintenance of Church Property
- Serves as the Chair of the Property Committee

- Responds to operational maintenance requests from the Parish Administrator
- With the Sr. Warden, ensures the appropriate supply of vestments, books, and elements for worship services.
- Serves as a 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

Section 2.3 Duties of 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.

Section 2.4 Register

- Keeps approved minutes of the Vestry meetings, and Annual/Special Parish Meetings.
- Distribute 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.

Section 2.5 Standing Committees and Ministries

- Standing Committees and Ministries may be established by the Rector or the Vestry and may have varying terms and conditions to carry out church affairs, and Ministries of the Church.
- The Rector will appoint Ministry Leaders. They may be non-Vestry members and are limited to non-consecutive 3-year terms. This term may be extended at the discretion of the Rector with Vestry approval. Terms apply to all Chairs and Leaders of Standing Committees and Ministries. Standing Committee Chairs or Ministry Leaders who have served a consecutive three-year term should identify their successor, whose appointment should be in place to align with the Annual Meeting.
- Report to the Vestry at regular intervals, as determined by the Rector, the Executive Committee, and/or the Vestry.
- Standing Committees are:

- Finance
- Property

Section 2.6 Duties and Responsibilities of Trustees

- Hold title to church property pursuant to the laws of the Commonwealth of Virginia and the canons of the Diocese of Virginia.
- Do not have independent authority; must act only to carry out the will of the Vestry and the congregation.
- May act only upon matters affecting the ownership and encumbrance of real estate owned by the Church.
- Serve as agents of the Court to be served with Court papers.
- The Rector nominates a minimum of three and a maximum of five Trustees who are presented to the Vestry for approval. Trustees serve terms of a maximum of up to 7 years. At the Rector's pastoral discretion, a Trustee's term may be adjusted by the Rector, with the approval of the Vestry.