St. Paul's Vestry Procedures

This documents the procedures adopted on September 18, 2000 by the Vestry of St. Paul's Episcopal Church, Cary North Carolina with the latest revisions being March 19, 2001; April 2, 2020; July 20, 2020; October 19, 2020; January 19, 2021; March 21, 2022; October 20, 2025 (see revisions at the end of this document). These procedures are consistent with the Constitution and Canons of the National Church and the Constitution and Canons of the Diocese of North Carolina. These procedures are required when the above canons allow options one or more of which must be selected by the parish. Other procedures may be specified by the Vestry in situations where there is no provision made in the canons. These procedures may be changed at any time by the Vestry at a regular meeting or a meeting called in accordance with the provisions of the canons.
The procedures and policies in the Diocese of North Carolina Constitution and Canons 1999 are extracted here for clarity. The procedures adopted by St. Paul's Vestry are *specified in italics*.

The Mission and Ministry of the Diocese

Canon 18. The Mission and Ministry of the Diocese

> Section 1. By June 1 of each year, the Diocesan Council shall ask each parish and mission to pledge to support the Mission and Ministry of the Diocese through the diocesan budget for the ensuing year. The Council shall establish an appropriate percentage of that congregation's **total normal operating income** in the previous calendar year as determined from that year's required parochial report, reduced by the congregation's disbursements during the same period for outreach other than support of the diocesan budget. Each parish and mission shall submit its pledge by August 31.

Annual and Other Parish Meetings

Constitution, Article IX.

> Section 3**.** In all parochial and mission elections only those shall be entitled to vote who are **enrolled confirmed adult communicants in good standing**, and who thereby consent to be governed by the Constitution and Canons of the Church as are or may be adopted by the General convention, and the Convention of the Diocese pursuant thereto.

Canon 22 Section 1 Parish Meetings.

> (a) Annual Meeting. An annual meeting of the members qualified to vote in a parish shall be held on the first Monday in Advent unless the vestry of the parish designates some other date.
>
> *St. Paul's annual meeting and the vestry elections are held on the first or second Sunday in November.*
>
> (b) Other Parish Meetings. Upon call of the vestry, a meeting of the members qualified to vote in a parish may be held at any time, provided that notice of at least one week has been given.
>
> (c) Persons Qualified to Vote in Parish Meetings. An **enrolled confirmed adult communicant in good standing** in this Church may vote when present at any meeting of that parish, in accordance with the provisions of Article IX, Section 3, of the Constitution of this Diocese.
> (d) By-laws. For the orderly conduct of parish meetings, for the adoption of a rotating vestry system as authorized by Section 2 of this canon, and for the election of members of the vestry, by-laws not inconsistent with the Constitution and Canons of the Diocese may be adopted by any parish meeting.
>
> *St. Paul's has defined these procedures to satisfy these needs instead of defining by-laws.*
>
> (e) Voting. Motions, resolutions, elections, and all other matters presented to a parish meeting for vote shall be decided by a majority of the qualified members present and voting.

Vestries and Wardens of Parishes

Canon 22 Section 2. Vestries.

(a) Size and Composition. A vestry shall be composed of not fewer than three nor more than 15 members of the parish who are **enrolled confirmed adult communicants in good standing** of the Protestant Episcopal Church.

St. Paul's Vestry shall be composed of twelve (12) members.

(c) Vestry Plan Two. As an alternative to (b) Vestry Plan One, a parish may adopt a rotating vestry system. At the annual parish meeting, one-third of the Vestry shall be elected from among those who have not served on the Vestry during the past year, except that those appointed during the past year to fill unexpired terms of one year or less may … be made eligible for election to a full term, and the terms of those so elected shall be for three years.

St. Paul's uses (c) Vestry Plan Two rather than the options proposed in section 2b or section 2d.

(e) Filling Vestry Vacancies.

(1) In case of a vacancy on a vestry by reason of death, resignation, or other cause, the remaining members of the vestry may fill the vacancy from among those eligible to serve under the provisions of this canon.

(2) A person elected to fill a vacancy on a vestry shall hold office until the expiration of the term of the person whose office is to be filled.

(g) Nomination and Election Procedures.

(1) Nominations of persons to be elected to a vestry may be received at an annual parish meeting.

(2) A majority of those present and voting in an annual parish meeting shall be necessary to elect a member of the vestry. Nominees receiving a majority shall be declared elected. If additional ballots are required, the nominees to be voted on shall be limited to twice the number of positions remaining to be filled and, within that number, shall be those not elected on the previous ballot who received the highest number of votes. However, should there be a tie vote for the last position on any subsequent ballot, the number of nominees to be placed on that ballot shall be increased to include the two or more nominees whose votes were tied.

(3) Nominations and elections for members of the vestry may be by paper ballot or by voice vote.

St. Paul's provides for the selection by the Vestry of a Nominating Committee whose role is to present a qualified, balanced slate of vestry candidates. The Nominating Committee shall consist of five (5) members in good standing of the Parish. At least one of these shall be a vestry member whose term will end at the election. At least one shall be a non-vestry member of the parish. At least one shall be from the previous year's committee. One may be a senior youth member. All members of the Nominating committee must be enrolled confirmed adult communicants in good standing of St. Paul's. The Nominating Committee will complete its term as soon as next year's committee is selected. This should be done at the March vestry meeting after the annual meeting.

Nominations for the vestry may be received beginning one month after the annual meeting and continuing through November 1 (All Saints' Day). Nominations may be sent to the parish office or to any vestry member to be forwarded to the Nominating Committee. Candidates may self-nominate or be nominated by other members of the parish.

Nominees will complete a Candidate Profile form provided by the committee. Nominations are not considered complete until the nominee has filled out and returned the Candidate Profile form, has agreed to serve if elected, and has been determined to be eligible to hold the office according to the requirements of the canons. Profiles of the candidates selected by the Nominating Committee will be made available to the parish no later than one month before the annual meeting. The profiles will include brief information on each of the candidates. In addition to the profiles the committee will provide the names of the current vestry members with the dates that their terms end. This information is to be published in as many forms as possible.

The Nominating Committee will present a slate of four (4) to eight (8) candidates for election to the four open vestry positions at the annual parish meeting. Nominations are allowed from the floor at the annual parish meeting. These nominees will provide the same information requested of all nominees, as set out in the Candidate Profile form, declare a willingness to serve if elected, and be verified as meeting the requirements of the canons. Printed ballots will be provide at the annual meeting. The Candidates' names will be presented in alphabetical order. Space will be provided for the names of any candidates nominated from the floor. Each parish member eligible to vote, according to the canons, will receive a ballot at the meeting. The Tally Committee will be the four vestry members whose terms are ending. The results of the tally will be reported to the Clerk of the Vestry and announced at the meeting. Elected vestry members take office at the next regularly scheduled meeting of the Vestry following the election.

Canon 22 Section 3. Wardens.

(a) Election. Each vestry shall annually elect from among its own number a Senior and Junior Warden. The vestry shall elect the Senior Warden upon nomination by the Rector, unless there is no rector, in which case the election shall proceed without the rector's nomination. If a vacancy occurs in the office of Senior Warden or Junior Warden, a successor shall be nominated and elected in the same manner.

(b) Duties. In the absence of the Rector, the wardens shall preside in all meetings of the vestry or congregation, in order of their official seniority. As representatives of the vestry, they shall (subject to the vestry's directions and consistent with the rights of the rector) have charge of the church building and they shall see that it is kept from all uses inconsistent with the doctrine or discipline of the Protestant Episcopal Church and, so far as possible, in good repair, as becomes the house of God.

Canon 22 Section 4. Treasurer.

In the absence of any other appointment, the Junior Warden shall act as treasurer of the parish.

A Clerk of the Vestry, a recording secretary, a treasurer, and one or more assistant treasurers, who may or may not be Vestry members, are selected by the Vestry.

Legal Powers and Duties

Constitution Article X

Section 2. Rectors are recognized as having, by virtue of their office, the exclusive regulation, under their canonical superiors, of all the spiritual concerns of the parishes they serve; as being entitled at all times to have access to the church building, and to open the same for the services or instruction of this Church, as they may deem proper; to call meetings of the vestry or congregation; when present, to preside in the same, and, in case of a tie, to cast the deciding vote.

Canon 23 Legal Powers of a Parish Vestry

Section 1. The vestry of a parish shall be the trustees, shall have charge of all the secular concerns thereof, shall hold the property belonging thereto, and shall be authorized to collect, invest and disburse its funds.
Section 2. Before the vestry of any parish shall be authorized to **sell, mortgage, or otherwise convey or encumber any real property** held by it or by a corporation or other entity formed or controlled by or affiliated with such a parish, including encumbrances arising from purchase money obligations, it shall obtain the written consent of the Ecclesiastical Authority, acting with the advice and consent of the Standing Committee of the Diocese. Upon obtaining this consent, the vestry may, by appropriate resolution, authorize the wardens of the parish to execute such instruments as may be necessary or convenient for the purpose, and instruments so executed shall have the same force and effect as if executed individually by the members of the vestry.

Duties of a Vestry Member

Vestry Retreat.

Vestry members of St. Paul's are expected to attend an annual retreat. They are responsible for the registration fees if they are unable to attend and do not cancel their reservations 14 days prior to the retreat.

Members of Convention

Constitution Article III

Section 4. Each parish and mission in union with the Convention shall be entitled to be represented at its sessions by lay delegates whose number shall be determined in proportion to the number of **enrolled confirmed adults who are communicants in good standing** of the parish or mission as specified by canon.
These delegates shall be elected by the vestry from among the **enrolled confirmed adults who are communicants in good standing** of the parish or mission.
The delegates shall be chosen in a manner provided by cannon to assure that approximately one-third of the entire lay membership of the Convention is subject to election each year. The initial terms of delegates … shall be determined by the Secretary of the Convention. Upon the expiration of each term thereafter, each vestry shall elect for a term of three years a successor for each lay delegate whose term has expired.
Each vestry shall be entitled to elect, for one-year terms, a number of alternate delegates, subject to the same qualifications, equal to the delegates elected, who shall be authorized, in the order of their election, to fill any vacancy that may occur in the delegation originally chosen.

Canon 1 Members of Convention

Section 2**.** Laity. The clerks of the several parish and mission vestries electing lay delegates to the Convention shall furnish three certificates showing the names, addresses and telephone numbers of the lay persons elected. One (copy) shall be handed to the delegates-elect, one shall be forwarded to the Secretary of the Convention, and one shall be forwarded to the person or agency who is designated by the Secretary of the Convention in the host community.
Each congregation (parish or mission) shall be represented in the Convention in accordance with the average number of its **enrolled confirmed adult communicants in good standing,** as contained in the last three annual statistical reports printed in the Journal (of the Convention) as follows:

Enrolled Confirmed Adult Communicants in Good Standing	Number of Lay Delegates
1 – 49	1
50 – 149	2
150 – 299	3
300 – 599	4
600 – 999	5
1000 and over	6

Section 3

(a) Lay persons who meet the constitutionally required qualifications shall be elected delegates and alternate delegates to the Convention in accordance with the terms of this section. The length of initial terms under this system shall be prescribed by rule of order; upon the expiration of initial terms each lay delegate shall be elected for a term of three years**.** At the time delegates are chosen the vestries shall elect for one-year terms alternate delegates equal in number to the number of delegates authorized by Section 2, above.

Definitions

Canon 30 Definitions, Registers, and Reports

Section 3. (a) Definitions.

A **member** of this Church (The Episcopal) is a person who has been baptized with water in the Name of the Father, and of the Son, and of the Holy Spirit, and whose baptism has been duly recorded in this Church.

An **adult member** is a member who is 16 years of age, or older.

A **confirmed member** is:

(1) One who has been baptized in this church as an adult and has received the laying on of hands by the Bishop at Baptism, or

(2) One who has been baptized in this church as an adult and at some time after the Baptism has received the laying on of hands by the Bishop in Reaffirmation of Baptismal vows, or

(3) Any baptized person who received the laying on of hands at Confirmation by any bishop in the apostolic succession and has been received into the Episcopal Church by a Bishop of this Church, or

(4) Any baptized person who has received the laying on of hands by a Bishop of this Church at Confirmation or Reception.

A **communicant** is a member who has received the Holy Communion in this church at least three times during the preceding year.

A **communicant in good standing** is a communicant who, for the preceding year, has been faithful in corporate worship (unless for good cause prevented) and has been faithful in working, praying, and giving for the spread of the Kingdom of God.

An **enrolled member of a congregation** is a member whose baptism has been recorded in that congregation or who has been duly transferred to that congregation.

Section 5. Parochial Reports.

A report of every parish or mission in this Diocese shall be prepared annually for the year ending on December 31 preceding, upon the blank form prepared by the Executive Council of this Church and approved by the General Convention Committee on the State of the Church. It should be sent in duplicate not later than February 1 to the Bishop, or if there is no Bishop, to the Secretary of the Convention.

September 18, 2000

St. Paul's Vestry Procedures

Gene Dewell moved:

"To accept the Vestry Procedures document as presented."

Bill Fierke seconded.

Revisions were made, and Celia Hartnett moved:

"To accept the Procedures as revised."

Emery Anderson seconded, and the Vestry Procedures were accepted with one abstaining vote.

March 19, 2001
Clerk of the Vestry
Karen Smith moved to change the wording of St. Paul's Vestry Procedures to remove the stipulation that the Clerk be a member of the Vestry. This is not a canonical stipulation.

> **"Resolved,** ***that St. Paul's Vestry Procedures, Canon 22 Section 3. Wardens, second paragraph now read 'A Clerk of the Vestry, a recording secretary, a treasurer, and one or more assistant treasurers, who may or may not be Vestry members, are selected by the Vestry.' "***

Glenda Swann seconded the motion, and it passed by unanimous voice vote.

April 2, 2020
Vestry Meetings by Teleconference
Mary Kintz proposed a motion that St. Paul's adopt a by-law *providing for the conduct of meetings by teleconference, videoconference, or any other technology that allows all persons participating to hear each other at the same time and to participate in discussion. For purposes of determining a quorum and for voting, members participating in a meeting by means of remote technology are deemed present in person at the meeting. This by-law is in accordance with Canon 33.1 of the Diocese of North Carolina.* Vicki Bradley seconded, and the motion was passed by unanimous voice vote.

July 20, 2020
Date Change for Annual Parish Meeting and Election of Vestry Members
Mary Kintz proposed the following motion: Since our annual parish meetings have been held in November since 2014, I move to amend the St. Paul's Vestry Procedures to reflect that *the annual meeting and election of vestry members will be held on the first or second Sunday in November*. Christa Magee seconded the motion, and it was passed by unanimous voice vote.

October 19, 2020
Replacing Vestry Members when Annual Parish Meeting may not be held
Frank Laney presented an amendment which allows the Vestry itself to replace retiring members during times when an Annual Parish Meeting cannot be held. He proposed a motion to accept the amendment (shown below), and Mary Kintz seconded. The motion was approved by unanimous voice vote.

During periods when the Annual Parish Meeting (APM) may not be held due to such in-person meetings being prohibited by Diocesan or governmental rules, such as the Covid pandemic in 2020, the following process shall be used to replace members of the Vestry who have completed their terms.
The Vestry shall:

1. *Inform the parish of the new temporary process, which will remain in place only during the time when the parish may not meet in-person for the APM.*
2. *Ask parishioners to suggest Vestry candidates, including self-nomination.*
3. *Appoint an acting nominating committee to review and gather information about nominees, and to confirm that they are qualified as well as willing to serve. If there are fewer than 4 nominees, the committee may recruit additional candidates.*
4. *Consider the report of the acting nominating committee at a regular or called online meeting to be held after the normal date for the APM. The nominees and supplemental information shall be submitted to the Vestry one week prior to the Vestry meeting. After discussion, the Vestry will select the new members by confidential email ballots, submitted to the Clerk and/or Senior Warden. The Clerk and Senior Warden shall count the ballots and report the results to the Vestry, with subsequent ballots being used to break any ties.*

The new Vestry members will begin service with the Vestry meeting in January of the following year.

January 19. 2021
Timing of New Vestry Transition: Mary Kintz made a motion that new Vestry members will become active after 5:00 p.m. on the day of the Annual Vestry Retreat. They will assume voting privileges at that meeting. Before that time, the current Senior Warden will handle any business, signing of papers, etc. Frank Laney seconded the motion and it was passed unanimously.

October 20, 2025

Purchasing/Expenditure Approval Guidelines

Randall Robinson made a motion to approve the updated Purchasing/Expenditure Approval Guidelines and that they be included in the Vestry Procedures. Karen Smith seconded, and the motion was passed unanimously.
The guidelines approved on October 20, 2025, are included below:

• **Up to $1,000** - Approval by either someone on the list of approvers (appropriate Ministry Leaders), Office Manager, Finance Manager, Preschool Manager, Facilities Manager, or Rector, subject to staff protocols and procedures.

• **$1,000 to $5,000** - Approval by one of the following: Office Manager, Finance Manager, Preschool Manager, Facilities Manager, and one of the following: Junior Warden, Senior Warden, Rector, or Approval as listed in the $5000 - $15000 category.

• **$5,000 - $15,000** - Approval by the Rector or Finance Manager, and the Junior Warden or Senior Warden

• **Above $15,000** - Approval by a majority vote of the Vestry

Note: Expenditures including but not limited to health insurance bills, cleaning bills, diocesan asking, pension bills, and any invoices that result from contracts the vestry already approved such as cleaning and maintenance as part of the annual budget approval are considered as having vestry approval. Individual credit card purchases are subject to the approval limits, not the total monthly credit card bill.