

CANONICAL STRUCTURE

THE VESTRY

A. What is it? The National Canons define the Vestry as:

"The agents and legal representatives of the Parish in all matters concerning its corporate property and the relation of the Parish to its Clergy."¹

Our Diocesan Canons provide:

"The temporal affairs of a Parish . . . shall be managed by a Vestry"²

It is comparable to a Board of Directors in a civil corporation, and as all of our Parishes are civil corporations, the Vestry serves as the Board of Directors of that civil corporation.

In the Diocese of West Missouri, a Vestry must consist of no fewer than five persons,³ one of whom must be the Rector.⁴

B. Eligibility for Election to the Vestry. How Elected. Term of Office. To be eligible for election as a member of the Vestry of a Parish, a person must:

1. be an adult communicant of that Parish in good standing;
2. have contributed regularly to the support of that Parish for at least six months prior to election; and
3. be conscientiously attached to the doctrine, discipline and worship of The Episcopal Church.⁵

¹ *National Canon I.14.2.*

² *Diocesan Canon XV.1.*

³ *Diocesan Canon XV.1.*

⁴ *Diocesan Canon XV.4.*

⁵ *Diocesan Canon XV.1.*

Vestry persons are elected at the regular annual meeting of the Parish.⁶ If there should be a vacancy in the Vestry between annual meetings, that vacancy is filled by a majority vote of the Vestry members.⁷

The term of office of a Vestry person is one year, unless the Parish has adopted a plan in which terms of Vestry persons are longer than one year. In no event, however, may a Vestry term be longer than three years. Whether a Vestry person can succeed himself or herself is determined by the Parish.⁸

- C. Officers of the Vestry. The presiding officer of the Vestry is the Rector.⁹ The Senior Warden is appointed by the Rector annually, and the Senior Warden must be a member of the Vestry.¹⁰ The Vestry elects a Junior Warden, Secretary and Treasurer for one year terms. The Junior Warden and Secretary must be members of the Vestry. The Treasurer may be a member of the Vestry but need only be a member of the Parish.¹¹ Treasurers must be adequately bonded.¹²

In the Diocese of West Missouri, all parishes must maintain fidelity insurance in an amount equal to or greater than that provided by Church Insurance Co.

If you wish to compare the officers of a Vestry to the officers of a civil corporation, the comparison would be as follows:

Rector	-	President
Senior Warden	-	Executive Vice President
Junior Warden	-	Vice President
Secretary	-	Secretary
Treasurer	-	Treasurer

⁶ *Diocesan Canon XIV.1.*

⁷ *Diocesan Canon XV.3.*

⁸ *Diocesan Canon XV.2.*

⁹ *National Canon I.14.3.*
Diocesan Canon XV.4.

¹⁰ *Diocesan Canon XV.5.*

¹¹ *Diocesan Canon XV.5.*

¹² *National Canon I.7.3.*

D. Vestry Meetings. Vestry Meetings are conducted by Bylaws or other rules and regulations adopted by the Vestry.¹³

E. Vestry Committees. The Diocesan Canons provide:

"The presiding officer of the Vestry shall, at the annual meeting thereof, appoint as many committees as may be necessary to carry on the business of the Vestry.¹⁴

Normally the committees themselves will be established by Bylaws, and this Canon contemplates that the Rector will announce those persons who are to serve on the various committees established by the Bylaws. While the Canon does not expressly so state, normally those appointments to committees by the Rector are made only after the advice of the Vestry is first obtained.

F. Responsibility and Authority of the Vestry. The Vestry, which includes the Rector as its presiding officer, is responsible for all the property and business affairs of a Parish and, except as limited by Canon or state law, possesses all power necessary to satisfy that responsibility. The principal limitations on the Vestry's power are:

1. its inability to encumber or alienate any of its property, real or personal, without the written consent of the Bishop and Standing Committee;¹⁵
Diocesan Canon XV.9.
2. its inability to fire its Rector;¹⁶ *Diocesan Canon XVIII.3.*
3. its inability to hire or direct Assistant Clergy.¹⁷

Other limitations on the power of the Vestry arise by virtue of the relationship between the Vestry and the Rector, which will be addressed below.

¹³ *Diocesan Canon XV.8.*

¹⁴ *Diocesan Canon XV.7.*

¹⁵ *National Canon I.7.3.*
National Canon II.7.2.

¹⁶ *National Canon III.21.1.*

¹⁷ *National Canon III.14.1(b).*

The Vestry is further charged with the responsibility of:

1. filling the office of Rector when that office becomes vacant;¹⁸
Diocesan Canon XIX

2. electing delegates to Diocesan Convention.¹⁹ *Diocesan Canon II.1.*
It is also incumbent on a Vestry to see that the Parish that it serves continues to meet those conditions which had to be satisfied in order for the Parish to become a Parish. Those conditions are that the Parish:

1. be fully self-supporting with all Diocesan assessments paid in full;
2. be in possession of a suitable building;
3. pay all normal operating expenses;
4. pay compensation and benefits for its clergy at no less than that as established for full-time Congregational priests;
5. adhere to the doctrine, discipline and worship of The Episcopal Church and the Constitution and Canons of the Diocese of West Missouri.²⁰

Failure of a Parish to continue to meet these standards may result in the Parish's reversion to Congregational status and the transfer of title to all of its property to the Diocese.²¹

G. Relationship of the Vestry to the Rector. As mentioned earlier, although the Vestry, working with the Bishop²² has the responsibility to elect and call a Rector, it has not the power to terminate a Rector.²³ *Diocesan Canon XVIII.3.* Interestingly, a Rector may not resign as Rector without the consent of the Vestry, unless such resignation is by reason of the Rector's having attained age 72.²⁴ *Diocesan Canon XVIII* Just as the Vestry

¹⁸ *National Canon III.17.*

¹⁹ *Diocesan Constitution VIII.4.*

²⁰ *Diocesan Canon XII.1.*

²¹ *Diocesan Canon XIII*

²² *National Canon III.17.*
Diocesan Canon XIX

²³ *National Canon III.21.1.*

²⁴ *National Canon III.20. & 21.*

is responsible for the temporal affairs of a Parish, the Rector is responsible for the spiritual affairs of a Parish,²⁵ *Diocesan Canon XX* including the conduct of worship,²⁶ the hiring and firing of Assistant Clergy,²⁷ music,²⁸ and the use and control of all buildings, grounds and furniture of the Parish necessary to fulfill the Rector's functions and duties.²⁹

Diocesan Canon XX

- H. Relationship of the Vestry to the Diocese. It is incumbent on every Vestry person to realize that his or her responsibility for the property and temporal affairs of the Parish he or she serves does not stop with the Parish, but goes beyond the Parish to the Diocese and the National Church. The National Canons provide:

"All real and personal property held by or for the benefit of any Parish, Mission or Congregation is held in trust for this Church, and the Diocese thereof in which such Parish, Mission or Congregation is located."³⁰

This trust has been upheld by many of the civil courts of this country, including the United States Supreme Court. In furtherance of that trust, the Constitution and Canons of the Diocese of West Missouri require that all Articles of Incorporation of each Parish of this Diocese contain a provision that upon the expulsion, suspension or dissolution of the Parish, all of its property, without any further act of that Parish, shall at once devolve upon and become the property of the Diocese.³¹

PERSONAL LIABILITY OF PERSONS SERVING
AS MEMBERS OF VESTRY OR BISHOP'S COMMITTEES

- A. Missouri Statutory Protection. The Missouri statutes provide that any person serving as an officer or member of a governing body of an entity which operates

²⁵ *National Canon III.14.1(a)*

²⁶ *National Canon III.14.1(a).*

²⁷ *National Canon III.14.1(b).*

²⁸ *National Canon II.6.1.*

²⁹ *National Canon III.14.1(c)*

³⁰ *National Canon I.7.4.*

³¹ *Diocesan Constitution XI.*
Diocesan Canon XII.3.

under the standards of Section 501(c) of the Internal Revenue Code, who is not compensated for his or her services by a salary, is immune from personal liability for any civil damages arising from acts performed in his or her official capacity. There are exceptions to this immunity, specifically intentional, wanton or willful misconduct or gross negligence.³² Clearly, those persons serving as officers of Parishes and Congregations, or as members of the Vestry of Parishes or the Bishop's Committee of a Congregation, other than Rectors and Vicars and any others who may be salaried, would be protected under this statute. Unfortunately, the statute does not protect them from legal expenses and other costs they may incur should they be sued, even if they were ultimately found to be immune from liability under the law.

There is, however, another statute in Missouri which provides that unless limited by Articles of Incorporation or Bylaws, a not-for-profit corporation shall indemnify a director who is successful in the defense of any proceeding in which the director was a party because he was a director³³, and that a corporation may extend that indemnity to other persons.³⁴ Indemnity of a person serving on the Vestry is therefore automatic. Indemnity of other persons, such as staff or officers who are not on the Vestry, requires some positive action by the Vestry to establish that indemnity.

B. Volunteer Protection Act of 1997. On September 18, 1997, a federal law, the Volunteer Protection Act of 1997, came into effect. Under the provisions of that Act, no volunteer of a non-profit organization is liable for harm caused by any act or omission of the volunteer on behalf of the organization if:

1. the volunteer was acting within the scope of the volunteer's responsibilities in the non-profit organization;
2. if appropriate or required, the volunteer was properly licensed, certified or authorized to perform the activities the volunteer had undertaken on behalf of the non-profit organization;
3. the harm was not caused by willful, criminal misconduct, gross negligence, reckless misconduct, or a conscious, flagrant indifference to the rights or safety of any individual harmed by the volunteer; and
4. the harm was not caused by the volunteer operating a motor vehicle or other craft for which the state requires the operator to possess a license or to maintain insurance.

³² §537.117, R.S. Mo.

³³ §355.471, R.S. Mo.

³⁴ §333.476, R.S. Mo.

There are some limitations under the Act primarily based on state law limitations, but, to the best of my knowledge, Missouri has enacted no such limitations.

C. Directors' and Officers' Liability Insurance. All parishes must obtain directors' and officers' liability insurance to protect its Vestry and officers. This insurance will protect a director or officer against both liability and the cost of defense up to the policy limit. It also protects the parish which otherwise would be indemnifying its Vestry and officers. D&O insurance may be obtained through Church Insurance Company at a relatively reasonable cost.

The Diocese has D&O insurance which covers all of the members of the Diocesan Council, the officers of the Diocese and also all of the members of the Bishop's Committees.

Note that D&O insurance covers only officers and directors. It would, therefore, cover the Rector, as he is an officer of the Parish. It does not cover any Associate Rectors or staff although those individuals are normally covered under the general liability plan.