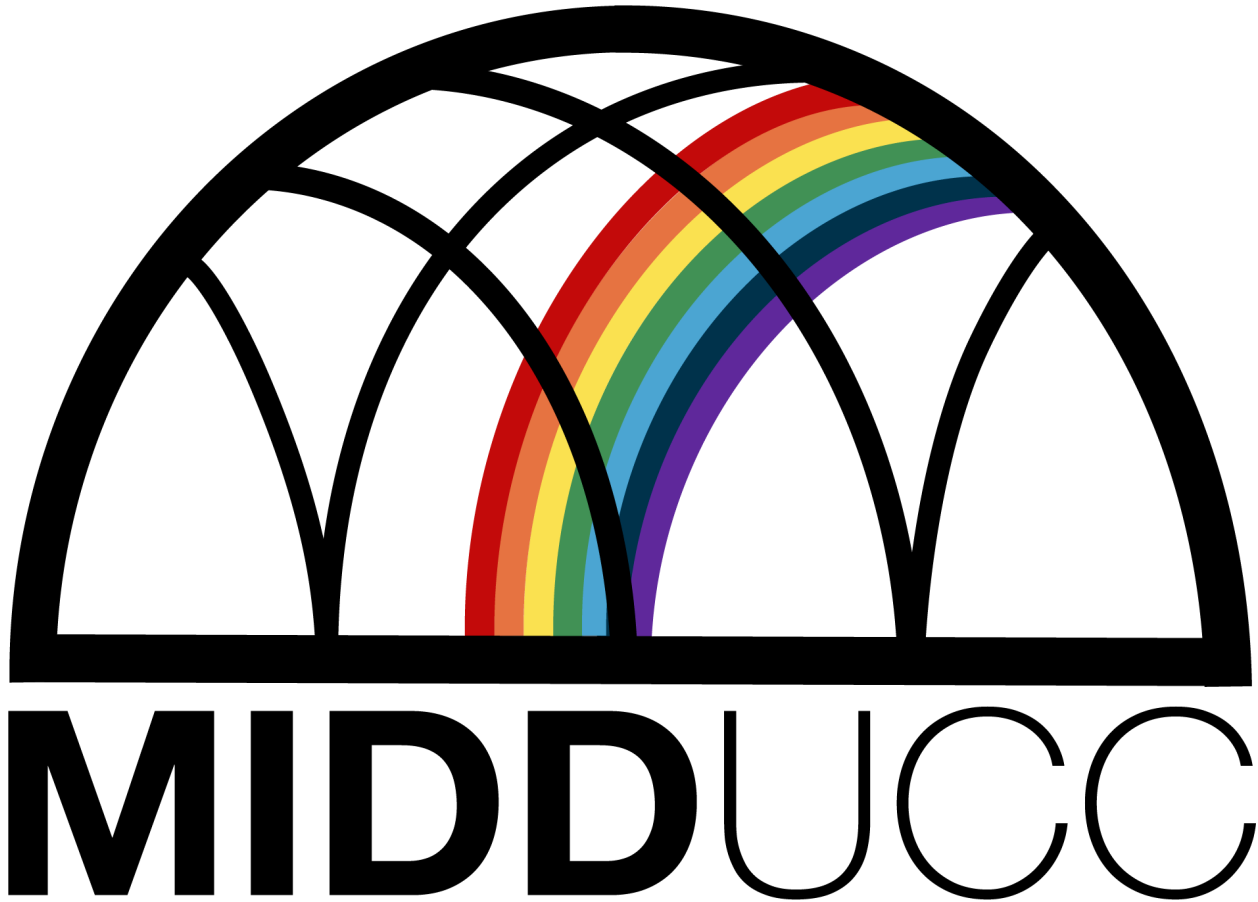


**By-Laws
of
The Congregational Church, United Church of Christ
of Middlebury, Vermont, Incorporated**

Amended on January 25, 2026



By-Laws

The Congregational Church, United Church of Christ
of Middlebury, Vermont, Incorporated

(as revised January 28, 1998)

(as amended January 29, 2006)

(as revised and amended January 25, 2015)

(as revised January 31, 2016)

(as revised and amended on January 31, 2021)

(as amended on January 29, 2023)

(as amended on January 28, 2024)

(as amended on January 26, 2025)

(as amended on January 25, 2026)

By-Laws

Article I Name

The name of this Church will be The Congregational Church, United Church of Christ of Middlebury, Vermont, Incorporated, hereinafter referred to as the Church.

Article II Our Covenant

*

The Congregational Church, United Church of Christ of Middlebury is an open and affirming Church. We welcome you, no matter who you are or where you are on life's journey.

We are a self-governing community of faith in covenant with the United Church of Christ, active in the local and global mission of the Church. It is our aim to offer welcoming hospitality to all. Our belief in the one God of love compels us to embrace one another, people from other Christian denominations, followers of other faiths, and individuals who do not identify as religious at all. Our goal is to see Christ in every human being and to value each person as an individual. We endeavor to love each other as God loves us.

We are a Church that is constantly growing in faith, with great diversity in conviction. There is no creed one must profess to be a member. Instead, we encourage one another to learn and grow in faith, to own and speak our convictions freely, and to respect those who believe differently from us. Indeed, as Paul wrote to the Ephesians, we long to live a life worthy of the calling we have received, to be humble, gentle, and patient with each other, bearing with one another in love and making every effort to keep the unity of the Spirit through the bond of peace (Ephesians 4:1-3).

Our unity comes from gathering and living in the name of Jesus, the one whom Christians have called Jesus of Nazareth, Jesus Christ, the Messiah of God. For some of us, we follow Jesus because we believe he taught and modeled the quintessential life of goodness. Jesus showed us the way, the truth, and the life lived with grace. He taught us to love God with our whole being, to love others as we love ourselves, and to labor for the reign of God through the pursuit of justice and peace. For others of us, we also follow Jesus because we believe he was the incarnation of the triune God. In his life, death and resurrection, Jesus testified to the reality of God-with-us. Jesus is the Son of God who came into the world so that we might be reconciled with God through grace, and experience new life in the Spirit of divine love.

Within our faith community, we embrace very different understandings of Jesus and the meaning of his life and death. Nonetheless, we are united in our allegiance to Jesus as

the heart of our fellowship. His enduring presence lives in our regard for one another, as well as in our outreach to those beyond our congregation.

As followers of Jesus, we recognize that we are on a journey of personal and spiritual growth. We grapple with questions of life and death and the mysteries of faith. No matter where we are on our journey, we are committed to supporting one another in nurturing our spiritual lives, throughout every stage of life. We embrace a multifaceted ministry to children and young adults, while also offering educational opportunities for adults and pastoral care for all. We give individual care to the homebound, the sick, the elderly, and the dying with a love grounded in faith.

As a Christian congregation, we honor scripture and tradition as pillars of our faith. In these texts and histories, we are heirs to a rich and varied treasure of stories, myth, poetry, and music. For some of us, the Bible represents the Word of God, while for others it is one source of wisdom and knowledge among many. Nonetheless, we are intentional in our commitment to study Christian scripture and tradition for wisdom, moral guidance, and an understanding of God and the world in which we live. No matter our approach to scripture and tradition, we are united in our conviction that “God is still speaking.”

As a community of faith, we assemble weekly for public worship. We pray privately and together, share music, and celebrate the sacraments. We deepen our connection to God and each other through scripture and sermon. We come together as the Body of Christ to be present for one another and in the presence of God. For it is written that, “...where two or three are gathered in my name, I am there among them” (Matthew 18:20).

Our congregation embraces two sacraments: Baptism and Communion. The sacrament of Baptism symbolizes God’s gracious claim on each of us and welcomes us into the Church, the Body of Christ. We baptize during worship when the community is present because baptism includes the community’s promise of love and care for the baptized.

We believe that all are welcome at Christ’s table for the sacrament of Communion. As long as there has been church, Christians have come together to break bread and share a cup in remembrance of the life and death of Jesus Christ. For some of us this provides a deeply spiritual and personal connection to God, while for others of us it is a symbolic meal representing the love that binds us together as a community. However we experience the meal, we celebrate Christ’s presence in our midst.

United as a community by our allegiance to Jesus, we are called to work together to help realize the reign of God on Earth. We do this by promoting peace and justice in our communities, our nation, and the world. We promote peace by building strong communities and seeking nonviolent solutions in situations of conflict. We promote justice by caring for the sick, feeding the hungry, and helping the disadvantaged among us, both at home and abroad. As stewards of God’s creation, we strive to protect the Earth and all the gifts it brings us. As Christians, we confidently look for opportunities to

partner across denominational and interfaith lines to foster cooperation and good will in the world.

This is who we are: A Church united in its diversity, with a faith centered on Jesus, committed to living out the Christian vision captured in the words of the prophet Micah: “What does the Lord require of you but to do justice, and to love kindness, and to walk humbly with your God?” (Micah 6:8)

Article III Mission

The mission of our congregation is to live as Jesus taught, loving God and loving our neighbors as ourselves.

Article IV Polity

The government of this Church is vested in its members, who exercise the right of control in all its affairs, subject in legal matters to the Articles of Association granted it by the Secretary of the State of Vermont.

While this Church is not subordinate to any ecclesiastical authority, it accepts the obligations of mutual counsel and cooperation in the free fellowship of the United Church of Christ, and pledges itself to share in its common aims and work. This Church will be in direct covenant with the Addison Association of the United Church of Christ, the Vermont Conference of the United Church of Christ, Inc., and through them the General Synod of the United Church of Christ.

Article V Membership

This Church regards all persons with equal respect and concern. It is open to and affirming of all persons, regardless of race, color, religion, gender, sexual orientation, economic status, age, national origin, place of birth, marital status, or physical, mental, or emotional disability. This Church welcomes into its membership any person who seeks to follow the teachings of Jesus and who wishes to join in the life and mission of this congregation.

A. Membership. The membership of the Church will be of two categories: Active and Associate. The Active members of this Church will consist of those (a) who present satisfactory letters of transfer from other churches; or (b) who make reaffirmation of their faith; or (c) who confess their faith and receive baptism if not previously baptized. Associate members are those members who choose to affiliate with this Church while retaining active membership in another church. Associate members will indicate their desire to affiliate with this Church through a reaffirmation of faith. Both Active and

Associate members are entitled to vote in all meetings of the Church and serve on governing bodies in the Church.

B. Reception. Candidates for Church membership will be presented to the Board of Membership. After orientation, the candidates will then be received at a Sunday worship service, conducted as determined by the Senior Pastor and the Board of Deacons. Candidates who are unable to attend in public may be received by the Senior Pastor and Board of Membership, acting on behalf of the Church.

C. Duties. Members are expected to participate as they are able in activities of the Church, including worship services, furthering the mission of the Church, and contributing to its financial well-being.

Article VI Services and Meetings

A. Worship and the Sacraments

1. A Service of Worship will be held on each Sunday morning of the year, and at such other times as may be determined by the Senior Pastor and the Board of Deacons.

2. The Sacrament of Communion will be celebrated at such times as will be determined by the Senior Pastor or the Board of Deacons. There will be at least six observances during the year.

3. Other services for worship, inspiration, prayer and study may be held as determined by the Board of Deacons or the pastors.

B. Business Meetings

1. Notice for the Annual Meeting and other corporate meetings will be posted or printed in bulletins two weeks preceding the date of such meeting. The time and place of the meeting will be announced from the pulpit on each of the two Sundays immediately preceding the date of such meeting.

2. The Annual Meeting of the members will be in the Church building on the last Sunday of each January, following the service of worship. At the Annual Meeting the members will receive the yearly reports of the officers, organizations, boards, committees and Church Council; elect officers; transact business; adopt the annual budget; and make plans for the new year. In the event of inclement weather, or the absence of a quorum, the Moderator may postpone the duly warned Annual Meeting by one week, to the following Sunday after worship. The agenda for the Annual Meeting will be determined by the Church Council. However, an article will be placed on the warning upon written petition by 5% of the voting membership of the Church, submitted to the Clerk not later than the third Sunday immediately preceding the date of such Annual Meeting.

3. Special meetings of the members will be called by vote of the Church Council, or by the Clerk upon written request of 5% of the voting members. The Church Council will specify the time, place, and nature of the business to be transacted.

4. A quorum will consist of at least 15% of the voting membership of the Church.

5. Voting will be by ballot if requested by seven members. A majority vote of the members present and voting will be decisive. However, the calling of a Senior Pastor or Associate Pastor, to be done upon the recommendation of a Pastoral Search Committee, will require a two-thirds vote of all voting members present and voting at a meeting specially called for this purpose.

6. The Official Year of the Church will begin contemporaneously with the Annual Meeting, and all officers, boards, and committees will assume their duties at that time and continue in office until their successors are elected and begin service. The term of office for Church Council members will commence at the first Church Council meeting following the Annual Meeting. However, the term for the Church budget will be the calendar year.

7. All officers, boards, and committees will report at the Annual Meeting and at such other times as may be requested by the Church Council.

8. Unless otherwise provided in these By-Laws, Robert's Rules of Order, Newly Revised, will govern all meetings of the Church and its boards and committees.

Article VII Finances

A. Annual Giving. The Church will seek support by contributions of individuals and organizations. Opportunity will be offered to all members of the Church to make pledges. The expenditure of money for current expenses, benevolence, and specific projects will be according to plans or budgets approved by vote of the Church membership. See also Article IX. Church Council, Section E. Fiscal Responsibilities, and Section H. Solicitation and Acceptance of Gifts.

B. Mission Support. The Church will cooperate with the Addison Association of the United Church of Christ and the Vermont Conference of the United Church of Christ in financial support of the wider mission of the Church. Likewise, the budget of the Church will include a "per capita contribution" for the expenses of the Association and the Vermont Conference of the United Church of Christ.

C. Trust and Endowment Funds. The investment of all Trust and Endowment Funds will be under the supervision of the Board of Trustees.

1. Any gift designated by the donor for some specific purpose will be used as designated. If the use for which the donor has designated a gift is no longer possible or practical during the donor's lifetime, as recommended by the appropriate Church Board, a change in the use of that gift may be requested by Church Council and approved in writing by the donor. After the donor's death, a change may only be made in accordance with the laws of the State of Vermont.

2. Bequests and other gifts and endowments of \$5,000 or more not specifically restricted as to use by the donor will be placed in the Church Endowment Fund. Only the income of such unrestricted funds will be used, unless the Church membership votes otherwise. Bequests and other gifts of less than \$5,000, which have not been specifically restricted as to use by the donor, will be added to the Stewardship Campaign as one-time gifts.

Article VIII Officers

The officers of the Church, all of whom are Active members, are the following:

A. Senior Pastor. The Senior Pastor will have charge of the spiritual welfare of the Church, with the assistance of the Board of Deacons. He or she will be a member *ex officio*, without vote on all boards and committees. The Senior Pastor will, however, have a vote on the Church Council.

Associate Pastor. The Associate Pastor will have responsibilities assigned by, and shared with, the Senior Pastor. He or she will be a member *ex officio*, without vote on all boards and committees. The Associate Pastor will, however, have a vote on the Church Council.

When a vacancy occurs in a pastorate, a Pastoral Search Committee will be proposed by the Nominating Committee in consultation with the Moderator and elected by the Church. With the cooperation of the Vermont Conference of the United Church of Christ, this Committee will make a canvas of available ministers, decide upon the candidate who in their judgment should be called to the pastorate, introduce the candidate to the Church, and, at a duly called meeting, propose his or her election. The Senior Pastor and the Associate Pastor will be elected by a two-thirds vote of all members present and voting at a meeting specially warned for this purpose. The Senior Pastor and the Associate Pastor will be ministers in good standing in the United Church of Christ.

The Church may at any time, by a majority vote at a meeting duly warned for the purpose, request a pastor, whether Senior Pastor or Associate Pastor, to resign within sixty days or such longer period of time as approved by the membership. In the case of the revocation of a pastor's Ministerial Standing in the United Church of Christ, the pastor's tenure with the Church will cease immediately. A pastor will give a minimum of sixty days written notice in case he or she wishes to leave of his or her own volition.

B. Moderator and Vice Moderator. The Moderator will be elected at the Annual Meeting for a term of one year. The Moderator will preside at all warned meetings of the Church. The Moderator will serve as chairperson of the Church Council and will have the other powers ascribed by law to the president of a corporation. A Vice Moderator, appointed by the Church Council for a one-year term, will preside at meetings in the Moderator's absence.

C. Clerk. The Clerk will be elected at the Annual Meeting for a term of one year. The Clerk will keep a faithful record of the proceedings of the Church and the Church Council. The Clerk will keep a register with addresses of the members of the Church with dates and modes of their reception and the termination of any membership. The Clerk will also keep a record of baptisms and marriages. The Clerk will issue letters of transfer, preserve on file all important official communications and written official reports, give legal notices of all meetings, conduct all correspondence so far as this is not otherwise provided for, and perform such other duties as usually pertain to the office of a clerk or secretary of a corporation.

D. Treasurer and Financial Secretary. The Treasurer will be elected at the Annual Meeting for a term of one year. The Treasurer will supervise receipt of all payments on pledges, keeping an accurate account of each subscriber, and of all monies received by special collection. The Treasurer will remit monies in accordance with the vote of the Church as to the distributions of such funds and will keep all special funds in separate accounts as directed by the Board of Trustees. The Church Council will appoint annually a Financial Secretary to assist the Treasurer in fulfilling the responsibilities of the Treasurer's Office. The Church Council will ensure that the Treasurer and the Financial Secretary are properly bonded.

E. Auditors. Two Auditors, elected annually by the Church, will examine the accounts of the Treasurer and report thereon.

F. Historian. At the Annual Meeting a Historian will be elected for one year. The Historian will keep a journal of all occurrences of interest to the Church.

Article IX Church Council

Between annual Church meetings, the Church Council will have the responsibility for coordinating the programs of the Church and its business. The Church Council will have the powers generally ascribed to the board of directors of corporations.

A. Membership of the Church Council. The Church Council will be composed of the following Church members: Moderator, Clerk, Treasurer, Senior Pastor, Associate Pastor, the chairpersons of the six church boards (see Article X), a member of the Budget and Stewardship Committee, and three elected at-large members. One at-large member will be elected at each Annual Meeting and will serve for a three-year term. After serving a full three-year term, an at-large member is ineligible for reelection to the post for a one-year period of time.

B. Organization. The Moderator will serve as the chairperson of the Church Council. The Church Council will also select from among its members a Vice-Moderator and such other officers as deemed necessary. The Church Council will adopt its own rules and procedures. The Clerk will keep a record of the Council's proceedings and regularly report the actions of the Council to the membership. The Church Council will

have the authority to appoint individuals and establish subcommittees as deemed necessary to carry out its responsibilities for the functioning of the Church. Such subcommittees may include Church members not on the Council. The Church Council will meet at least once each month from September through May, and at such other times as the Moderator deems necessary. In the absence of the Moderator, the Vice-Moderator will have the power to call a special meeting of the Church Council. A quorum of eight members is necessary for any action by the Council. All decisions by the Church Council will be by a majority vote of a quorum.

C. Personnel Evaluations. The Church Council will ensure that all employees of the Church, including the pastors, are evaluated annually. The Council will have primary responsibility for evaluating the work of the Senior Pastor. The Council will share responsibility with the Senior Pastor in evaluating the work of the Associate Pastor. The Church Council will annually review the performance evaluations of all Church employees. The three at-large members of the Council will serve as the Personnel Advisory Committee, and this subcommittee will make its recommendations to the full Council.

D. Staffing Responsibilities. The Church Council will have the authority to hire and dismiss employees of the Church, other than a pastor. With advice from the Personnel Advisory Committee and the Budget and Stewardship Committee, the Council will propose the compensation for Church Staff employees and for the Senior Pastor and Associate Pastor for inclusion in the annual budget.

E. Fiscal Responsibilities. The Church Council will consider budget requests from the Church boards and the proposed budget and revenue projections from the Budget and Stewardship Committee, and then finalize an annual budget for presentation to the Church membership at the Annual Meeting. The proposed budget will be distributed to members of the Church at least one Sunday before the Annual Meeting.

The Church Council will have the power to borrow up to ten percent of the annual budget to meet emergency needs not anticipated in the annual budget.

F. Powers of Appointment. The Church Council will appoint from among the Church membership a person or persons to fill any vacancy or vacancies which may occur among the officers, Church boards, or committees, to serve until the next Annual Meeting of the Church. The Church Council may also appoint, on the recommendation of the Senior Pastor or the appropriate Church board, delegates to groups and organizations where it is advisable for the Church to be represented. In the event of a vacancy in the Senior Pastorate, the Church Council will have the power to appoint an Interim Pastor.

G. Property of the Church. Any proposal to buy, sell or mortgage real property where the Church activities and offices are located must be approved by the Church Council and then submitted to the membership for a vote at either the Annual Meeting or a duly-warned special meeting. When a donor makes a gift of real property with the

intention that the Church sell the property and use the proceeds to further the Church mission as designated by the donor, the Board of Trustees, following appropriate consultation with the Gift Acceptance Committee, has sole authority to accept, manage, and sell the donated property.

H. Solicitation and Acceptance of Gifts. The Church Council has overall responsibility for all fundraising to support the Church. Major initiatives and campaigns require a vote by the membership at a duly-warned meeting in order to proceed.

To assure that the wishes of donors can be fulfilled when a gift is accepted, to prevent the Church from incurring expenses it cannot meet, and to protect the Church from liability, the Church Council establishes policies regarding what gifts the Church will accept. In doing this, the Church Council consults with the Board of Trustees, the Gift Acceptance Committee, the Planned Giving Committee, and with other groups as appropriate. All policies follow the laws of the State of Vermont and the Internal Revenue Service, and these policies are made known to the congregation.

Article X Church Boards

The basic life and work of the Church will be under the direction and supervision of Church boards, which report to the Church Council and whose members are elected from the membership of the Church. The following boards oversee the work of the Church: Board of Deacons, Board of Christian Development, Board of Pastoral Care, Board of Mission and Social Concerns, Board of Membership, and Board of Trustees.

A. Board Members. The Board of Deacons will consist of fifteen members. The remaining boards will consist of nine members each. One third of the members of each board will be elected at the Annual Meeting by the Church membership to serve a three-year term on the board to which they are elected. After serving a full term on the board, a member will not be eligible for reelection to the same board until the lapse of one year. The terms of board members will be so arranged that one-third of the members' terms will expire annually. Any vacancy which may arise on a board will be filled by a member of the Church appointed by the Church Council. A member so appointed will serve until the next Annual Meeting, at which time a member will be elected to serve the balance of the term.

Additionally, the Board of Deacons may appoint two junior deacons for one-year terms from among the high-school youth in the congregation. Junior deacons may serve two consecutive terms. Their work is supervised by the Chair or Vice-Chair of the Board of Deacons.

In addition to the fifteen members of the Board of Deacons, an additional person may serve as the Online Deacon. The Online Deacon will be elected at the Annual Meeting for a term of one year. This deacon position may be renewed annually.

B. Board Organization and Budget Duties. Boards will meet within five weeks after the Annual Meeting to elect a chairperson, a secretary, and such other officers deemed necessary. Each board is authorized to appoint such subcommittees as may be deemed necessary to fulfill its respective function. Such subcommittees may include other Church members not on the board. Each board will submit to the Church Council a proposed budget for its area of Church administration for the coming year at least 60 days before the Annual Meeting. Any request for funds over and above that provided for in the annual budget must be submitted to and approved by the Church Council.

C. Respective Duties of Church Boards. The duties of the Church boards will be as follows:

1. Board of Deacons. The Board of Deacons will cooperate with the Senior Pastor and the Associate Pastor in ministering to the spiritual interests of the Church and the community. They will work with the pastors in planning and coordinating worship services, including the provision for guest preachers in the absence of the Senior Pastor and Associate Pastor. The Deacons will assist in the preparation for and administration of the sacraments of the Church and will provide for ushering at Church services. When vacancies in the Church music personnel occur, the Deacons will also have responsibility, in consultation with the Senior Pastor, for recommending to the Church Council candidates for employment.

2. Board of Christian Development. The Board of Christian Development will be responsible for supporting the Church's Christian educational programs. The Board will be responsible for supporting the Director of Children and Youth Ministries in their leadership of the children and youth educational programs, and may also support the pastors and other lay leaders in providing adult education classes. In consultation with the Senior Pastor, the Board will participate in the selection of candidates for employment in the Christian Development Program, recommend candidates to the Church Council and consult on the employment contract for such persons. The Board will also be responsible for managing the Church's nursery. The Board will develop programming centered around fellowship that engages youth and families of the church.

3. Board of Pastoral Care. The Board of Pastoral Care will minister to the members of the Church and reach out to members with special needs. The Board will assist the pastors with visitation of Church members, including inactive members, the homebound, and those in hospitals and nursing homes. The Board will recognize and contact seniors at times of special celebration including birthdays. The Board will assist the pastors by preparing and hosting receptions following memorial services and funerals.

4. Board of Mission and Social Concerns. The Board of Mission and Social Concerns will provide information to the Church about the mission and outreach programs of the Church, whether local, national, or international. The Board will promote support of mission by the Church and make recommendations for its inclusion

in the Church budget. The Board will propose to the Church Council the disbursement of local mission funds. The Board will encourage the Church in its covenants with the wider Church, including the Addison Association and the Vermont Conference of the United Church of Christ. The Board will provide the Church with opportunities for concrete action to help meet human needs and to support peace, justice, and the integrity of creation. The Board will also work to raise the Church's awareness of issues of local, national, and global concern.

5. Board of Membership. The Board of Membership will undertake programs to engage church members in the life of the congregation, reach out to newcomers, assist the Senior Pastor in the installation of new members, and provide for the orientation and assimilation of new members into the Church. At least once every three years, with the help of the Senior Pastor and the Clerk, the Board will undertake a survey of the Church membership list and make necessary revisions and reclassifications. The Board will coordinate with other boards and groups to provide for the strengthening of the bonds of fellowship and community within the Church.

6. Board of Trustees. The Board of Trustees is charged with the maintenance and care of the physical property of the Church. The Board of Trustees will develop a schedule for the long-range maintenance of the Church building. In consultation with the Senior Pastor, it will set policy and establish procedures for the use of Church property. The Trustees will have the power to lease Church property. In consultation with the Senior Pastor, the Board of Trustees will recommend to the Church Council candidates for Building Manager and for custodial positions.

The Board of Trustees will have custody of and responsibility for the management of all trust funds and endowment funds held by the Church. The Board of Trustees will review information provided to it by the Investment Committee and, where appropriate, will vote upon recommendations made to it by the Investment Committee.

The Board of Trustees will establish policies regarding what assets the Church should accept as gifts. The Trustees will determine whether to accept gifts of real property and such other assets as are referred by the Gift Acceptance Committee (See Article XI, Section G). The Trustees are responsible for the management and sale of gifts of illiquid assets.

Discussions about proposed gifts and their outcomes are confidential.

Article XI Committees

Church committees serve particular governing and planning functions in the Church, under the jurisdiction of the Church Council and the boards. Members on committees may be elected or appointed. Some Church committees may be formed *ad hoc* in response to particular needs, but the following are standing committees with ongoing responsibilities:

A. Nominating Committee. The Nominating Committee, with the cooperation of the Senior Pastor, presents a proposed slate of officers, board members, at-large Church

Council members, and Nominating Committee members for election at the Annual Meeting of the Church. The Committee is responsible for proposing a Senior Pastoral Search Committee and an Associate Pastoral Search Committee, under the provisions of Article VIII, Section A.

The Committee has eight members: one each from the Board of Deacons, Board of Christian Development, Board of Pastoral Care, Board of Mission and Social Concerns, Board of Membership, and the Board of Trustees; and two members at large. The Church elects the members at large at its Annual Meeting. At least one member of the Nominating Committee will have served on the Committee during the previous year.

B. Budget and Stewardship Committee. The Budget and Stewardship Committee is responsible for formulating an annual budget to propose to the Church Council, as well as for conducting the annual Stewardship Campaign to raise funds for the support of the Church. The Committee serves under the general supervision of the Church Council and consults regularly with the Church Council. The Church Council appoints to the Committee at least five members and such additional members as it deems necessary. The Budget and Stewardship Committee has no limit in the length of service by its members.

C. Pastoral Relations Committees. The Church Council appoints Pastoral Relations Committees for the Senior Pastor and for the Associate Pastor. The Pastoral Relations Committees are charged with promoting mutual ministry and maintaining open communications among the Senior Pastor, the Associate Pastor, the Church Council, and the Congregation. The Committees function as advisory groups for the Senior Pastor and for the Associate Pastor. The Committees' duties include meeting with the relevant pastor to support his or her professional growth and personal well-being. Each Committee consists of six members, appointed by the Church Council in consultation with the relevant Pastor. Members of the Pastoral Relations Committees have no limit in the length of their service.

D. Personnel Advisory Committee. The Personnel Advisory Committee is a standing committee of the Church Council whose responsibilities are to advise and assist the Church Council in implementing the Church's Personnel Policy. The Personnel Advisory Committee's responsibilities include: administering personnel policies in a fair and equitable manner, reviewing and interpreting to the Church Council the annual evaluations of all staff members, creating and maintaining job descriptions for each non-clergy employee of the Church, and seeking to resolve conflicts relating to the work of non-clergy Church employees.

E. Investment Committee. The Investment Committee is a standing committee appointed by the Board of Trustees to assist the Board in overseeing the Church's invested funds, and to make recommendations to the Board of Trustees on matters requiring a vote by the Board. The Investment Committee has no limit in its size or in the length of service by its members.

F. Planned Giving Committee. The Planned Giving Committee is a standing committee appointed by the Church Council to promote giving to the Church through estate giving, life income gifts, and other planned gifts. The Committee educates the congregation about planned giving and advises individual donors on a confidential basis. The Planned Giving Committee also advises the Trustees, Church Council, and the Church membership on policies related to planned giving. The Planned Giving Committee has no limit in its size or in the length of service by its members.

G. Gift Acceptance Committee. The Gift Acceptance Committee is a standing committee, reporting to the Church Council, which expeditiously reviews and makes decisions on two groups of gifts. First, the Committee determines whether or not to accept gifts to support the Church which are for purposes other than established campaigns, funds, and initiatives, or which may have adverse consequences for the donor or the Church, based on policies approved by the Church Council, and based also on federal and state law. Second, the Committee determines whether to accept, decline, or refer to the Board of Trustees gifts of illiquid assets which have been made for any purpose, based on guidelines approved by the Trustees. Committee discussions and their outcomes are confidential.

Members of the Gift Acceptance Committee are the Church Moderator, the Senior Pastor, the Chair of the Board of Trustees, and the Chair of the Planned Giving Committee. Additionally, during a capital campaign, the Chair or one Co-Chair of the campaign serves on the Gift Acceptance Committee for the duration of the campaign. When the Senior Pastor is on sabbatical, the Associate Pastor serves in his or her place.

Article XII Amendments

These By-Laws may be amended at a regular or special meeting of the Church by a two-thirds vote of the members present and voting, provided that there is a quorum. The Church Council will set the time and place for a vote on any proposed amendment to the By-Laws.

A proposed amendment may be submitted by the Church Council or by a petition signed by ten members of the Church.

Notice of a proposed amendment to the By-Laws will be given from the pulpit on the two Sundays immediately preceding the date set for the vote on the proposed amendment. Notice of the proposed amendment will also be made available in writing to the Church membership at least two weeks prior to the date set for the vote on the amendment. Both notices will contain the substance of the proposed amendment and the date, time, and place of the vote on the proposed amendment.

Article XIII Charitable Corporation Status and Corporate Dissolution

A. The Church will conduct all of its business affairs in a manner to retain its status as a charitable, tax-exempt corporation under the Internal Revenue Code.

B. Upon dissolution of the Church, its assets and all property and interest which it will then possess, including any devise, bequest, gift or grant contained in any will or other instrument, in trust or otherwise, made before and after such dissolution, will be transferred to another tax-exempt religious society by a two-thirds vote of the members present and voting at a Church meeting. If lacking such vote, all assets of the Church will be transferred to the Vermont Conference of the United Church of Christ.

Article XIV Property

The Church may, in its corporate name, sue or be sued, acquire by purchase, gift, devise, bequest, or otherwise, and own, hold, invest, lease, reinvest or dispose of property, real and personal, for such work as the Church may undertake; and may purchase, own, receive, hold, manage, care for, and transfer and convey such property for the general purpose of the Church. It may receive and hold in trust both real and personal property and invest and reinvest the same, and make any contracts to promote the objects and purposes of the Church.