

The United Church of Hinesburg Bylaws
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Council Approved

Amended and Restated
Bylaws

The United Church of Hinesburg
Hinesburg, Vermont

Article I – Name

The name of the church is the United Church of Hinesburg.

Article II – Purposes

The United Church of Hinesburg (the Church) is a welcoming and inclusive community where all are invited to connect, serve, worship, celebrate, learn and grow with God's help. As such, the Church seeks to build a more just, loving and sustainable world through acts of fellowship, community service and joyful worship.

An Open, Welcoming, Affirming, and Reconciling Church/Congregation

The United Church of Hinesburg is an open, welcoming, and affirming church and a reconciling congregation, embracing diversity in our congregation and community, and affirming the dignity and worth of every person as created in the image of God. We believe discrimination is incompatible with Christ's Gospel of unconditional love. We welcome into full membership and participation in the Body of Christ persons of every race, language, age, gender, sexual orientation, physical or mental ability, economic or marital status, and faith background. We affirm and celebrate all loving and committed relationships. We commit ourselves to work diligently to end oppression and discrimination. Following the example of Jesus Christ, we hereby declare ourselves to be an Open, Welcoming, and Affirming Church and a Reconciling Congregation.

Article III – Polity

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

While the Church is beholden to no ecclesiastical authority, it freely joins in covenant with the United Church of Christ, United Methodist Church and American Baptist Churches, banding together for mutually supportive ministry, continued education and mission.

Article IV – Membership

The Church welcomes into membership all who, having been baptized, publicly commit themselves to faith in Jesus Christ and to the life and mission of the United Church of Hinesburg.

Professing Members of the Church shall be received into the American Baptist, United Church of Christ, United Methodist Church, or received into the United Church of Hinesburg as Ecumenical Professing Members in accordance with the customs and procedures of the denomination of their choice.

Persons wishing to affiliate with the United Church of Hinesburg while retaining membership in another church (dual membership) shall be received into the Church as Associate Professing Members. Associate Professing Members shall enjoy all the rights and responsibilities of Regular Professing Members.

Any Member of the Church, who, on the finding of the Pastor and the Membership Care & Hospitality team, has neither attended regular worship services nor contributed to the Church financial support for two years, nor actively supported a church-sponsored event for two years, may be placed on Inactive status. Inactive Members shall have no membership rights, no vote in the affairs of the Church and shall not be counted in its statistical reports. Inactive Members may be restored to active status by the Membership Care and Hospitality team, or its designees, at the request of the inactive member who has demonstrated participation in the life of the Church. Hereinafter "Member" shall refer to an active Member.

Letters of transfer to other churches shall be granted by the Church on request of the Members desiring them.

Article V – Meetings of Members

Section 5.1 Business Meetings

Section 5.1.1 Annual Meeting.

The annual meeting of the members of the Church shall be held each year at a date and time determined by the Board of Directors. Due notice thereof shall be given in writing using normal communication channels which may include but not be limited to church newsletters and weekly updates. Notice shall also be given from the pulpit during the two weekly services prior to the meeting. The purpose of this meeting shall be to hear the yearly reports of the officers, teams, committees and other organizations, to conduct elections, transact business, revisit the missions and goals of the congregation, review the budget and set up plans for the year.

Section 5.1.2 Special Meetings.

Special meetings for business may be called at any time by a majority vote of the Board of Directors, by the Pastor, by the Board of Directors Chair, or upon petition of ten members. The nature of the business to be transacted shall be stated in a written notice to the membership and shall be announced during the two weekly services prior to the meeting.

Section 5.2 Quorum.

A quorum for conducting a meeting shall consist of twenty per cent (20%) of the active members as shown in the most recent annual report.

Section 5.3 Voting.

Elections and other votes may be voice vote, unless another method shall be determined by the presiding officer, except that voting shall be by ballot if requested by a member present at the meeting and approved by a majority of those present when such voting is to take place. Unless otherwise required, a plurality of those present and voting shall determine all issues.

Section 5.4 Official Year.

The fiscal year of the Church shall begin on July 1. Upon election new officers, board and committee members will assume their positions on the date of the annual meeting and serve to the next annual meeting of whatever year their term expires.

Section 5.5 Electronic Meetings and Consent Meetings.

Any regular or special meeting of the Board of Directors, Operating Committees or Ministry Teams may be held by telephone or through electronic means including email, so long as all members of that Board, Committee or

Team have the ability to communicate with each other and a record is made of any action taken. Any action required by law to be taken at a meeting of a Board, Operating Committee or Ministry Team may be taken without a meeting so long as the members consent, and a record is made of any action taken.

Article VI - Pastor(s)

The pastor(s) shall be in charge of the spiritual welfare of the Church with the assistance of the Ministry Teams and shall seek to enlist people as followers of Christ, visit the sick and the bereaved and other members of the Church, preach the gospel, administer the sacraments, and shall have the care of all services of public worship and administer the activities of the Church in cooperation with various boards and committees.

- The senior pastor shall be responsible for the church staff and shall manage the staff with the assistance of the Personnel Committee.
- The senior pastor shall be an ex-officio member of the Board of Directors.
- The senior pastor will lead in the coordination of the work of the ministry teams, or may delegate that coordination to other staff or lay leaders, consistent with the goals of the ministry team governance model.
- The senior pastor will share with the Board Chair responsibility for setting the agenda for all meetings of the congregation.
- The pastor(s) shall be called for an indefinite time by a two-thirds vote of those present at a meeting called for that purpose. When a vacancy occurs in the pastorate, the nominating committee shall present a list of nominees for a pastoral search committee to be voted upon at a special or regular meeting of the members of the Church. This committee shall investigate available ministers, settle upon the one who in its judgment should be called to the pastorate, introduce that person to the Church and at a duly called meeting propose election to the office of pastor. The pastor's Letter of Call shall be reviewed annually by the Personnel Committee and revised as needed.
- While the term of the pastor(s) shall be indefinite, the Church may at any time, by a majority vote of a duly notified meeting of the Church membership in which a quorum is present, require a pastor's resignation. A pastor shall give sixty-days' notice of intent to resign for any other reason of his/her/their volition; but in the case of loss of ministerial standing on the part of the pastor, relations shall cease at once.

Article VII - Governance

Section 7.1 Governance

The governance structure of the Church consists of (1) the Board of Directors, (2) Operating Committees, and (3) Board-Appointed Committees and Delegates. The governance structure is designed to distinguish between governance and ministry. Governance is responsible for articulating the mission and vision of the Church; adopting policies to guide its ministry and to ensure responsible stewardship of its resources; and seeing that its policies are executed and that staff & Committees are held accountable for the authority delegated to them. Ministry is responsible for the "work of the Church," i.e., fulfilling the mission of the Church through ministry which includes staff, ad hoc committees, ministry teams, and individuals. While there is a clear boundary between the two spheres of leadership, they function as a partnership providing mutual support to each other.

Section 7.2 Board of Directors

Except during meetings of the Church membership, the Board of Directors shall be the executive authority of the Church. It shall carry out the directives adopted by the members at meetings and shall establish policy consistent with the will of that governing body when so expressed. It will focus on strategic planning and draft

mission statements for approval by the congregation. Based on these mission statements, the Board of Directors shall draft long-term policies and set annual goals to guide the work of ministry teams. The Board of Directors will also periodically evaluate the effectiveness of efforts by the congregation to meet goals. The Board of Directors will frequently communicate with the congregation – both to gather and share information. All committees, officers and staff shall be responsible to the Board of Directors and through it to the Church membership.

Section 7.2.1 Membership.

The Board of Directors shall consist of pastors and members of the church as follows:

- Chair
- Secretary
- Treasurer
- Four additional Directors elected to serve staggered three-year terms. Terms may be extended for up to three years.
- Senior Pastor and other pastors as determined by the Sr. Pastor and the Board serve as *ex-officio* (non-voting) member(s) of the Board
- Optionally, a representative from the church youth may be elected to serve a one-year renewable term.

Members of the Pastor's immediate family may not serve as Board members. Neither may any two Board members be members of the same immediate family.

Section 7.2.2 Authority.

The Board of Directors shall have the executive authority of the Church and by way of illustration and not of limitation of that responsibility:

- Receive reports from staff and committees
- Review and implement or reject proposals of the staff and committees.
- In consultation with the pastor(s), nominate a Nominating Committee to prepare the slate of Officers, Board Member(s), Operating Committee Chairs and Operating Committee members for the ensuing year. The Nominating Committee shall be elected at the at the Annual Meeting.
- Fill vacancies occurring during the terms of an incumbent on committees and among those officers which are elected annually. Such appointment to offices or committees shall be for the remainder of the term of the member whose resignation or other termination created the vacancy.
- May borrow money for the operating expenses of the Church but shall make no contract with an external entity creating a liability in excess of ten thousand dollars without the approval of the Church membership.
- Be the coordinating body of the Church, responsible for long range planning, establishing policies and procedures and the interpretation and evaluation thereof.
- Appoint such ad hoc committees and teams as may from time to time be necessary or appropriate to carry out the work and function of the Church.
- Appoint a Property Manager to lead a property team charged with the responsibilities associated with the care and maintenance of the property and also act as the point of contact for anything property related.
- Require the property team to conduct periodic accessibility audits of the Church's facilities, either internally or by hiring outside professionals, to discover and identify barriers that impede the full

participation of people with disabilities and shall make plans to determine priorities for the elimination of such barriers

- Assure that a register of members of the church is kept current with addresses, dates and modes of reception and removal, as well as records of baptisms, marriages and deaths.

Section 7.2.3 Meetings.

The Board of Directors shall meet at least four times during the year, with the regular meetings at times and places fixed by it or by the Chair. Special meetings may be called by the Chair, the Senior Pastor or upon petition of five members of the Board. Adequate notice of special meetings, including time and location, must be given to each member. A majority of the number of directors established in accordance with these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The affirmative vote of the majority of the directors at a meeting in which a quorum is present shall be the act of the Board of Directors.

Section 7.2.4 Additional Responsibilities.

Members of the Board of Directors will serve as liaisons or representatives to all Operating and Ad Hoc Committees, and Ongoing Ministry teams.

Section 7.3 Operating Committees

Operating Committees help the Board of Directors to govern. They gather information, draft policy, and report to the Board. Members of Operating Committees are elected for three-year terms (unless otherwise noted) at the Annual Meeting.

The following committees shall serve under and report to the Board of Directors as needed. Unless otherwise stated, members of Operating Committees shall be members of the church

Section 7.3.1 Nominating Committee

The Nominating Committee shall consist of no fewer than three elected members who serve staggered three-year terms. This committee shall prepare a list of nominations for Officers, Board members, Operating Committee chairs and Operating Committee members, Ministry Team Leaders and other positions for the ensuing year. In preparing the list of nominations, the Nominating Committee will seek to reflect the diversity of church members, consistent with the non-discrimination statement set forth in Article II. This list shall be communicated as part of the written notification(s) required prior to an Annual Meeting or Meeting of the Membership as designated in Article V Section 1A. The preparation and communication of said list shall in no respect limit the right of any member to make nominations from the floor.

Section 7.3.2 Personnel Committee

The Personnel Committee shall consist of no fewer than three elected members who serve staggered three-year terms. The committee shall be responsible to the Board of Directors and shall:

- Ensure that the United Church of Hinesburg is a responsible employer,
- Create and maintain job descriptions for all employed staff positions,
- Perform an annual review of the Pastor's Letter of Call and revise as necessary,
- Develop performance goals and perform annual evaluations with employed staff,
- Review and affirm staff hires, reorganizations and terminations.
- Provide a framework for evaluating and communicating with candidates during a search process.
- Develop and maintain an up-to-date Employee Manual of human resource policies and practices.

Section 7.3.3 Finance Committee

The Finance Committee shall consist of the Treasurer and of no fewer than three elected members who serve staggered three-year terms. This committee shall report to the Board of Directors upon request and shall:

- Oversee the development of the annual budget
- Be vested with authority in matters relating to the real and personal property of the United Church.
- Ensure that adequate insurance is in force on all buildings and properties of the Church.
- Ensure that adequate personnel insurance is in place.
- Be responsible for the administration of all investment funds under its purview, including any and all reporting required by external entities.
- Provide regular and frequent reporting to the Directors on the Church's financial situation
- Provide the Board of Directors with the report of the Auditor(s) and any remediation completed to address audit observations.
- Receive recommendations concerning the financial needs of the various Committees and Ministry Teams.
- Receive and oversee all monies and property coming to the Church by gift, devise, or bequest, in trust or on condition or otherwise held by it for investment except as otherwise provided.
- Establish a Trustee Treasurer from among the members of the Finance Committee, who shall be responsible for making required reports to the Probate Court concerning the use of funds designated as Trustee investments funds. This position shall exist as long as the Probate Court requires an accounting of these funds by a person designated as Trustee of the church.
- Appoint Financial Secretaries and Auditors.
 - Financial Secretaries are appointed annually to:
 - Receive all payments and offerings,
 - Keep an accurate account with each contributor and furnish contributors with statements of their accounts as directed by the committee,
 - Deposit in such depository as the Finance Committee shall order.
 - Auditor(s) are appointed annually to carefully examine and audit all financial records and shall submit a written report to the Finance Committee. Auditors may be church members.

Section 7.3.4 Stewardship Committee

The Stewardship Committee shall consist of no fewer than 3 elected members who serve staggered three-year terms, i.e., one elected each year. This committee shall report to the Board of Directors upon request and shall:

- Plan and execute stewardship drives as deemed necessary;
- Create and maintain an annual calendar of stewardship events, including special appeals and fundraisers to ensure there is no overlap;
- Identify fundraising opportunities and oversee fundraising events deemed necessary or desirable;
- Identify and implement ways throughout the year to thank those who make the ministry of the Church possible;
- Promote electronic giving and other ways to give, such as gifts from assets, and through legacies or bequests;
- Identify opportunities for expanding our list of current donors;
- Write grant proposals as needed.

Section 7.3.5 Property Team

The property team is responsible for the care and maintenance of the Church buildings, grounds and other properties. The property team will be led by the board-appointed Property Manager who will recruit volunteers to assist in maintenance tasks. The property team may consist of both church members and non-members. The Property Manager, with approval of the Board, may hire professionals when necessary to complete repairs and perform maintenance tasks.

Section 7.4 Board Appointed Committees and Delegates

Board-appointed committees and delegates are appointed by the Board of Directors. The number of members/delegates is subject to change and there are no specific terms or term limits. Nominations for these positions will originate from the Board.

Section 7.4.1 Ad-Hoc Committees and Task Forces

The Board of Directors may establish an Ad-Hoc Committee or time-limited Task Force for a specific purpose. The make-up of each Committee or Task Force will be determined by Board of Directors and may include hired consultants. Such Committees and Task Forces will submit their work and recommendations to the Board of Directors for consideration.

Section 7.4.2 Delegates

The Board of Directors may call upon individuals to serve as its representative, for example:

- Delegate(s) to Champlain Association of the Vermont Conference United Church of Christ
- Delegate(s) to The Vermont Conference United Church of Christ Annual Meeting
- Delegate(s) to The United Methodist Annual Conference.

Section 7.4.3 Auxiliary Organizations

All organizations connected with the Church and using its equipment are subject to the jurisdiction of the Board of Directors.

Article VIII - Officers

The officers of the Church shall be elected from among the members at the Annual Meeting of members for a term of one year. The term for the Chair shall be renewable up to three years. The terms for the Secretary and Treasurer shall be renewable without limit. The officers shall be:

- **Chair**
The Chair shall preside at all meetings of the congregation. The Chair maintains a neutral role when presiding at regular and special meetings.
The Chair sets the agenda for meetings of the Board of Directors, in consultation with the Senior Pastor. The Chair presides over the Board of Directors meetings as a voting member.
Additionally, the Chair shall perform such other duties as the Board or congregation may from time to time determine.
- **Secretary**
The Secretary shall keep a faithful record of the proceedings and actions of the Church. The Secretary shall take the Minutes of the Annual Meeting and other meetings of the Congregation.

The Secretary shall be a member of the Board of Directors and shall maintain minutes of the actions taken by the Board.

- **Treasurer**

The Treasurer shall oversee the disbursement of all money contributed to causes represented in the Church budget, and other such funds and contributions as the Board of Directors may determine. The Treasurer shall make regular and detailed reports on funds received and expended to the Finance Committee and to the Board of Directors.

- **Other Officers**

Other officers may be elected as need shall direct.

Article IX - Ministry

Section 9.1 Ministry Teams

Ministry Teams perform the ministry, service and outreach of the Church. Ministry Teams may be ongoing or ad hoc. Ongoing Ministry Teams carry out core functions of ministry and outreach. Ministry Team Leaders for each of the core functions will be nominated by the Nominating Committee and elected to serve one-year terms, renewable without limit. Membership on ongoing Ministry Teams will be determined by the Pastor and Ministry Team Leaders. Ministry Team Leaders shall be members of the church. Non-members may participate on Ministry Teams.

Section 9.2 Ongoing Ministry Team Core Functions

The following core functions, by way of illustration and not of exclusion shall be carried out by ongoing Ministry Teams consistent with the goals adopted by the members of the Church at each Annual Meeting and with policies set forth by the Board of Directors. Each core function may be carried out by a single ministry team, by multiple teams, or more than one core function may be carried out by a single team as deemed appropriate.

Section 9.2.1 Worship

The Worship Team shall foster spiritual development by supporting the Pastor in planning, implementing, and supporting all public worship.

- Provide support at each worship service of the Church including organizing and orienting greeters, ushers and readers, operating the sound system, and other tasks before and after each service.
- Make arrangements for Communion and support other special services in the life of the Church.
- Ensure the general appearance of the sanctuary, including changing paraments, candles, and candle lighters, seasonal decorations and flowers.
- Plan lay-led services and encourage the participation of many voices during worship services.
- Assist the pastor in coordinating with staff members responsible for service music.

Section 9.2.2 Christian Education

The Christian Education Team shall minister to the spiritual needs of children associated with the Church and wider community. The duties of the Team shall include:

- Identify Christian education needs.
- Study and select materials, equipment, and curriculum.
- Operate a Sunday School program for children, including recruiting and training teachers
- Publicize material for camps and conferences sponsored by denominational and ecumenical agencies.

- Offer a summer program for children when possible.
- Maintain guidelines for the Caring Community Policy.

Section 9.2.3 Youth Program

The Youth Program Team serves to organize and support youth programming at the Church. The duties of the Team shall include:

- Plan and provide support for youth programming during calendar year.
- Plan and coordinate summer trips, as applicable.
- Strengthen the youth program's connection to other aspects of the community at UCH.

Section 9.2.4 Membership Care & Hospitality

The Membership Care and Hospitality Team serves to support members of the Church and wider community and offer hospitality during community events. The duties of the Team shall include the following:

- Organize groups to provide service during coffee hour, funeral receptions and other community activities.
- Provide support to members at times of particular need such as illness, loss, family crisis, or the physical inability to attend worship.
- Reach out to visitors with welcome, identify prospective new members, provide orientations, recruit sponsors and plan New Member Sunday services.
- Collect weekly attendance at church services.
- Coordinate a periodic update of the Church Directory for congregational use.

Section 9.2.5 Missions & Social Justice

The Missions and Social Justice Team serves to support the social work and outreach of the Church and its members. The duties of the Team shall include the following:

- Plan and implement the Church's mission of outreach and action in helping to meet the needs of persons beyond the congregation.
- Pay special attention to local and larger community needs for acts of compassion, justice and advocacy for persons living in poverty, prejudice or other forms of social oppression.
- Maintain conformance with Open and Affirming (ONA), Reconciling Ministries Network (RMN), and Association of Welcoming and Affirming Baptists (AWAB) principles.

Section 9.3 Ad Hoc Ministry Teams

Ad hoc ministry teams may be formed around specific projects that interest members of the Church and that are aligned with the mission voted by the congregation and the goals articulated by the Board of Directors. Ad hoc teams are self-directed and are filled by self-selection. Such teams are intended to be created and disbanded as projects emerge and are completed. The work of all Teams, ongoing and ad hoc, shall be coordinated by the Pastor or staff member appointed by the Pastor.

Section 9.3.1 Ad Hoc Ministry Team Formation

All ad hoc ministry teams must:

- Consist of three or more individuals, two or more being Church members
- Provide the following to the Board of Directors for initial review:
 - A simple purpose statement or job description of the team
 - Any budgetary requests

- A list of team members
- Receive approval by the Board of Directors

Section 9.4 End of Year Ministry Team Requirements

All ministry teams must provide the following to the Board of Directors at a date set annually by the Board:

- Evaluation of progress made on yearly goals;
- Any changes to the team's purpose statement or job description;
- One or more goals for the upcoming year;
- Budgetary requests for the upcoming year;
- An updated list of team members.

Article X. Indemnification of Officers, Directors, Ministry Teams and Administrative Members

Section 10.1 Indemnification

Any Board member or officer threatened with or made a party to any action, suit, or other proceeding by reason of the fact that he or she is or was a Board member or officer of the United Church of Hinesburg, shall be indemnified by the Church to the fullest extent permitted by law against all liabilities and expenses, including counsel fees reasonably incurred by her or him in connection therewith, except as hereinafter provided. The Church shall also indemnify any other employee or agent of the Church to the extent that the Board of Directors may, in its sole discretion, determine. No indemnification shall be provided for any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding to have acted with gross negligence or not to have acted in good faith in the reasonable belief that her or his action was in the best interests of the Church. The Church shall be authorized to bring a declaratory judgment action to determine whether any such person shall have acted with gross negligence or not in good faith. As to matters disposed of by a settlement agreement or compromise payment, pursuant to a consent decree or otherwise, no reimbursement, either for said payment or for any other expenses in connection with the matter so disposed of, shall be provided unless such compromise shall be approved:

- By a disinterested majority of the Board of Directors members then in office: or
- If a majority of the Board of Directors members is interested, by a majority of the membership present and voting at an Annual or Special Meeting of the members of the Church. The Board of Directors may from time to time authorize payment by the Church of expenses incurred by any such person in defending any such action, suit, or other proceeding, upon receipt of an undertaking from such person to repay such payment if he or she shall be adjudicated not to be entitled to indemnification under this Article or if the matter involved shall be disposed of by a compromise payment with respect to which he or she shall not be entitled to indemnification under this Article.

Section 10.2 Insurance

The Church shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board Member, officer, employee, or other agent of the Church, against any liability incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not the corporation would have the power or obligation to indemnify her or him against such liability.

Article XI - Financial Administration

Section 11.1 Capital Expenditures

All capital expenditures must be approved in advance by the Board of Directors. The Board of Directors may delegate, in advance, the expenditure of funds for a particular project or routine expenditures to a person, committee or team, as long as the limits of their spending powers are clearly defined.

Section 11.2 Deposit and Expenditure Requirements

All funds of the Church shall be deposited or invested under the name of the United Church of Hinesburg. Documentation shall be required for all expenditures.

Section 11.3 Authority

The Treasurer or the Chair of Finance or other authorized designee shall be authorized to sign checks on the Church accounts. Two signatures shall be required on checks in the amount of \$10,000 or more.

Section 11.4 Annual Audit

All funds expended by the Church must be accounted for and audited annually.

Article XII - Amendments

These by-laws may be repealed, altered, or amended by a two-thirds vote of the members present at any Annual Meeting or at any special meeting called for that purpose, due notice of the proposed action having been stated in the call.

Article XIII - Church Dissolution

Upon dissolution of the Church, its assets and all property and interest of which it shall then be possessed, including any device, bequest, gift or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, shall be transferred to the Vermont Conference of the United Church of Christ, United Methodist Church or to any qualified 501(c)(3) organizations deemed appropriate by the Board of Directors.