

BY-LAWS
of
THE DANISH SEAMEN'S CHURCH, NEW YORK

ARTICLE I.

NAME, AFFILIATION AND PURPOSE

SECTION 1.01. This Corporation shall be known as **THE DANISH SEAMEN'S CHURCH, NEW YORK** ("the Danish Seamen's Church").

SECTION 1.02. The Danish Seamen's Church is a domestic religious corporation organized under the laws of the State of New York. It is a church affiliated with and under the supervision and guidance of the Danish Church Abroad/Danish Seamen's Church, and shall function under the rules and statutes of that organization.

SECTION 1.03. The Danish Seamen's Church, as a church, is a part of the Danish Evangelical Lutheran National Church ("the Danish National Church"), and is bound to its creed, rituals and statutes. In addition to all such religious functions, the Danish Seamen's Church shall also attend to social, cultural and educational activities as may be deemed suitable, and to the tasks that naturally fall within its range of activities as a seamen's church.

SECTION 1.04. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may be amended from time to time.

SECTION 1.05. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

SECTION 1.06. In the event of dissolution, all of the remaining assets and property of the Corporation, shall after necessary expenses thereof, be distributed to another organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws or to the Federal Government or local government for a public purpose.

ARTICLE II.

OFFICES

SECTION 2.01. The principal offices of the Corporation shall be in the City of New York, State of New York. The Corporation may also have offices at such places within or without the State as the Board of Directors from time to time may determine or the business of the Corporation may require.

ARTICLE III.

CONGREGATION

SECTION 3.01. All individuals residing in the Greater New York Area, who would otherwise have qualified as members of the Danish National Church had they been residents of Denmark, shall be considered by the Danish Seamen's Church to be the membership of its Congregation, and any such individual may consider himself or herself to be a member of the Congregation if he or she so wishes.

SECTION 3.02. Members of the Congregation may become Voting Members, if they choose to register as such. Each Voting Member shall have one vote at all meetings of the Voting Members. The Board of Directors may, at its discretion, from time to time set such annual dues as it deems appropriate for the Voting Members.

SECTION 3.03. The Annual Membership meeting of the Congregation shall be held during the month of September each year for the election of Directors, the readings of the Treasurer's report on the preceding fiscal year the submission of balance sheets as of the end of the previous month, the rendering of reports by Committee Chairmen and for the transaction of such other business as may properly be brought before the Congregation.

SECTION 3.04. Notice of the date, time and place of the Annual Membership Meeting of the Congregation and all other membership meetings of the Congregation shall be given by displaying it prominently in the Church Newsletter and on the Church webpage, and mailing a copy thereof to each Voting Member not less than thirty, nor more the sixty days before the meeting. Such notice will include an appropriate absentee ballot.

SECTION 3.05. Special membership meetings of the Congregation may be called by the Board of Directors or thirty (30) voting members upon the same notice required in Section 3.04. Under extraordinary circumstances, notice of the meeting can be reduced to two weeks.

SECTION 3.06. At all membership meetings of the Congregation, a quorum of at least thirty (30) Voting Members present shall be required for the transaction of business. Voting shall be done by Voting Members present or by absentee ballot. A simple majority of the votes representing the Members attending in person and by absentee ballot shall be required to pass any matter submitted.

ARTICLE IV.

BOARD OF DIRECTORS

SECTION 4.01. The Corporation shall be managed by a Board of Directors consisting of no less than nine or more than twelve members, all of whom, except for the *ex officio* members, shall be elected by the Voting Members at the Annual Membership Meeting.

SECTION 4.02. The Chairman of the Danish Church Abroad/Danish Seamen's Church and the Seamen's Pastor (and the Assistant Pastor, if more than one pastor has been assigned to the Danish Seamen's Church) are *ex officio* members of the Board of Directors.

SECTION 4.03. Within a month after the Annual Membership Meeting, the Board shall appoint a Voting Member to be the Chairman of the Nominating Committee, who, in turn, shall appoint two additional Voting Members to serve on the Nominating Committee. The Nominating Committee shall report to the Board and provide it at least two months before the Annual Membership Meeting with its list of proposed nominees to be elected to the Board. The Nominating Committee may not nominate any of its own members and the Board shall not have the power to negate a nomination by the Nominating Committee. The Board of Directors shall provide the Voting Members with the proposed slate of Nominees at least forty-five days before the Annual Membership Meeting.

SECTION 4.04. A slate of nominees other than that proposed by the Nominating Committee, must be submitted in writing, signed by at least twenty Voting Members, to the Board of Directors no later than one month before the Annual Membership Meeting in order to be voted on at the next Annual Membership Meeting. It shall be the duty of the Board of Directors to provide each of the Voting Members with the alternate slate of nominees no later than three weeks before the Annual Membership Meeting.

SECTION 4.05. The Directors shall be elected by the Voting Members at the Annual Membership Meeting. Such Voting Members who are not present at the Meeting can vote by an appropriate absentee ballot, which shall be provided the voting Members no later than three weeks before the Annual Membership Meeting. The slate receiving the most votes representing the Voting Members present and those voting by absentee ballot shall be elected. Write-in candidates will not be considered, and nominations from the floor will not be permitted at the Annual Membership Meeting.

SECTION 4.06. Except for the *ex officio* members of the Board, each Director is elected for a three-year period. The first such three-year period shall run from the first election after the date of adoption of these By-Laws.

SECTION 4.07. The Board of Directors shall appoint among its own members a Chairman of the Board, who shall preside at all meetings of the Board of Directors.

SECTION 4.08. The Pastor of the Seamen's Church (First Pastor, if more than one pastor has been assigned to the Seamen's Church) shall *ex officio* serve as President of the Corporation.

SECTION 4.09. The Danish Consulate General in New York City shall appoint an observer from its office, who shall be entitled to attend all meetings of the Board, but who shall not have the power to vote at such meetings.

SECTION 4.10. Regular meetings of the Board of Directors shall be held every year in February and in October. The Chairman of the Board of Directors may, at his own initiative or at the request of at least three members of the Board of Directors, call a special meeting.

SECTION 4.11. Five Directors, including the Chairman and the President, shall constitute a quorum for the transaction of business or of any specified item of business. The vote of a majority of the Directors present at the time of the vote, if such quorum is present at such time, shall be the act of the Board. In case of a tie, the Chairman shall cast the deciding vote.

SECTION 4.12. Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of said Board or of any such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

SECTION 4.13. Any action required or permitted to be taken by the Board of Directors or by any committee thereof may be taken without a meeting if all of the members of the Board of Directors or of any committee thereof consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or of any such committee shall be filed with the minutes of the proceedings of the Board of Directors or of any such committee.

ARTICLE V.

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

SECTION 5.01. Subject to Article 1.02, the Board of Directors shall have complete control of the property and affairs of the Corporation; shall have power to hold meetings, appoint committees, authorize proper expenditures and take all necessary and proper steps to carry out the purposes of the Corporation and promote its best interests.

SECTION 5.02. The Board of Directors is authorized to select such depositories and investments as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign receipts, acceptances, endorsements, checks, contracts, releases and similar documents.

SECTION 5.03. The Board of Directors may establish membership categories within the Congregation membership and from time to time fix appropriate dues therefor as the occasion warrants.

SECTION 5.04. The Board of Directors may fix fees for use of the Church facilities, as it may deem appropriate.

SECTION 5.05. Each year the Board of Directors shall, no later than March 31st, provide the Danish Church Abroad/Danish Seamen's Church with a copy of its audited annual financial statement for the preceding calendar year.

ARTICLE VI.

OFFICERS

SECTION 6.01. The Board of Directors shall elect from its own membership the following officers: Treasurer and Secretary, both of whom shall hold office until their successors are elected.

SECTION 6.02. The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 6.03. The President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. He shall attend all regular and special meetings of the Board of Directors, and shall have general supervision, direction and control of the business of the Corporation. He shall see that all orders and resolutions of the Board are carried into effect and shall keep the Board of Directors fully informed of the activities of the Corporation.

SECTION 6.04. The Treasurer shall perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors. He shall have custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, and shall disburse the funds of the Corporation as may be ordered by the Board of Directors, or the President, taking proper vouchers for such disbursements. He shall render to the President and Board of Directors, at the regular meetings or whenever they may request it, an account of all his transactions as Treasurer and of the financial condition of the Corporation, and shall prepare an annual financial statement together with an annual report including a list of contributions which is to be distributed after the February meeting. The annual financial statement and its supporting documents shall be compiled by a professional certified public accountant. The Treasurer must furnish each financial contributor to the Seamen's Church a receipt for his contribution.

SECTION 6.05. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and all other notices required by law or by these By-Laws, and in case of his failure to do so, any such notice may be given by any person thereunto directed by the President, or by the Directors, upon whose requisition the meeting is called as provided in these By- Laws. He shall record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose. He shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature.

SECTION 6.06. Any officer appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except those of President and Secretary.

ARTICLE VII

COMMITTEES.

SECTION 7.01. The Audit Committee will consist of three persons, each elected for three years at a time, none of whom can be, or within the prior two years has been, a Director or an Officer of the Church. Members of the Audit Committee shall be proposed by the Nominating Committee and elected in the same manner as the members of the Board of Directors.

SECTION 7.02. The Audit Committee shall elect a Chairman who shall sign the audit statement of the Church's Annual Financial Statement on behalf of the Audit Committee. The Audit Committee Chairman shall also appoint temporary new Audit Committee member(s) in case of untimely vacancies. Such temporary appointments will be effective until a successor can be duly elected.

SECTION 7.03. The Audit Committee shall, to the extent and in a manner it finds suitable, review or audit the Church's financial statements and supporting documents. The Audit Committee shall report matters which it finds of relevance to the Board of Directors at its earliest convenience and to the Annual Membership Meeting. The Audit Committee shall have the authority to hire a certified external auditor, if deemed necessary. The expense incurred will be paid by the Church.

SECTION 7.04. The Board of Directors shall appoint a Finance Committee consisting of no less than three and no more than five members. The Treasurer is an *ex officio* member of the Finance Committee. The Finance Committee shall be chaired by a member of the Board of Directors, other than the Pastor (First Pastor, if more than one pastor has been assigned to the Danish Seamen's Church.) The Finance Committee will make recommendations to

the Board of Directors, the President, and the Treasurer concerning the Church's finances. The Treasurer shall ensure the endorsement of a majority of the members of the Finance Committee when making investments, signing binding contracts, or buying goods or services which individually require, or could reasonably be expected to over time require, aggregate payments of \$10,000 or more. In case of a tied vote the Chairman of the Finance Committee will have the deciding vote, or the right to refer the matter to the Board of Directors. The Treasurer shall ensure the endorsement of a majority of the Board of Directors when making investments, signing binding contracts, or buying goods or services which require, or could reasonably be expected to over time require, aggregate payments of \$50,000 or more.

SECTION 7.05. The Board of Directors may, at its discretion, appoint an Executive Committee consisting of three members chaired by the President. The Executive Committee will, on behalf of the Board of Directors, make decisions concerning the daily management of the Danish Seamen's Church.

SECTION 7.06. The Board of Directors may, at its discretion, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees to deal with a particular issue or problem, each committee to consist of two or more members. The Chairman of each such committee shall be a member of the Board of Directors of the Corporation.

ARTICLE VIII.

EMPLOYEES OF THE DANISH CHURCH ABROAD/DANISH SEAMEN'S CHURCH

SECTION 8.01. The Seamen's Pastor and all other personnel in the Seamen's Church that are appointed and salaried by the Danish Church Abroad/Danish Seamen's Church are solely bound by their contracts and by the specific instructions issued by that organization.

SECTION 8.02. The Seamen's Pastor and other clerical personnel assigned to the Danish Seamen's Church are in all ecclesiastical matters subject to the instructions of the Dean of the Navy and the Bishop of Copenhagen.

ARTICLE IX.

RESIGNATIONS AND VACANCIES.

SECTION 9.01. Any Director, member of a Committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein and, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 9.02. If the office of any Director becomes vacant, the Board shall appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his successor shall be duly elected. If the office of any member of a committee other than the Audit Committee, becomes vacant or the office of any officer of the Corporation other than that of President, becomes vacant, the Board of Directors, by majority vote may appoint any qualified person to fill such vacancy, who shall similarly hold office for the unexpired term and until his successor shall be duly chosen.

ARTICLE X.

FISCAL YEAR

SECTION 10.01. The fiscal year of the Corporation shall be the calendar year.

ARTICLE XI.

CHURCH BUILDING

SECTION 11.01. The church building and the lot upon which it stands is the property of the Seamen's Church. Any decision to sell, mortgage or assign the property for any purpose whatsoever, shall, besides an affirmative majority vote of the full Board of Directors, require the consent of the Chairman of the Board of Directors of the Danish Church Abroad/Danish Seamen's Church.

ARTICLE XII.

INDEMNIFICATION

SECTION 12.01 The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Director, officer or other agent of the Corporation or of any other organization served by him in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XIII.

AMENDMENTS.

SECTION 13.01. These By-laws may be amended at any special membership meeting of the Congregation or at the Annual Membership Meeting of the Congregation. Each proposed amendment to these By-Laws must be submitted in writing to the Board of Directors and signed by at least twenty (20) Voting Members, no later than one month before the meeting in

order to be considered.

SECTION 13.02. Notice of the membership meeting of the Congregation at which the amendments will be proposed shall be provided the Congregation in accordance with the provisions of SECTION 3.04. It shall be the duty of the Board of Directors to provide each of the Voting Members with the written text of any proposed amendment, a notice that the proposal will be voted upon at the membership meeting of the congregation and an appropriate absentee ballot.

SECTION 13.03. Voting on the amendments shall be done by Voting Members present at the membership meeting of the Congregation or by absentee ballot. A majority of two thirds of the votes representing the Voting Members attending in person or by absentee ballot shall be required to pass any proposed amendment. Such amendments must thereafter be approved by the Danish Church Abroad/Danish Seamen's Church before they can become effective.