

**AMENDED AND RESTATED
BYLAWS**

of

THE SWEDISH LUTHERAN CHURCH OF WASHINGTON, D.C., INC.
(a District of Columbia Nonprofit Corporation)

Adopted by the Church Membership on April 6, 2014.

ARTICLE I OFFICES

Section 1. Principal Office. The principal center of the Swedish Lutheran Church of Washington, D.C., Inc., a District of Columbia nonprofit corporation (the “**Church**”), shall be in Washington, D.C. at Augustana Lutheran Church at 2100 New Hampshire Avenue, NW, Washington, D.C. 20009. The Church council (the “**Council**”) may change the principal office from one location to another.

Section 2. Additional Offices. The Church may also have offices at such other places, both within and without the District of Columbia, as the Council may from time to time determine or as the business of the Church may require.

ARTICLE II PURPOSES

The Church’s purpose shall, in consonance with the mission of the Church of Sweden Abroad (“**SKUT**”), be to foster and convey the spiritual values and traditions of the Church of Sweden and for such other purposes as set forth in Article THREE of the Church’s Articles of Incorporation. Specifically, the purpose shall include religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law (the “**Code**”).

To the extent that these bylaws or the District of Columbia Nonprofit Corporation Act of 2010, as may be amended from time to time (the “**Nonprofit Act**”), are inconsistent with the religious doctrine or canon law set forth by SKUT, the doctrine or laws set forth by SKUT shall control to the extent required by the Constitution of the United States.

ARTICLE III CHURCH MEMBERSHIP

Any individual who subscribes to the purposes of the Church and who is at least sixteen (16) years old, shall, upon payment in full of the Church’s annual membership dues whether as an individual or family membership, be considered a full member of the Church with all the rights and obligations associated with such membership (each, a “**Member**”). Each Member shall have one vote on each matter submitted for a vote before the membership.

ARTICLE IV COUNCIL MEMBERS

Section 1. General Powers; Number; Term; Eligibility. The business and affairs of the Church shall be managed by its Council, which may exercise all powers of the Church and perform all lawful acts for and on behalf of the Church. The number of Council members shall be at least six (6) and no more than ten (10). The Council shall reserve one (1) place on the Council for the Pastor of the Church of Sweden Abroad in New York, who shall be deemed a full voting member of the Council. All Council members shall be elected by the Members at the annual meeting. At the time of his or her election, each Council member shall be assigned to Class A or Class B, and an effort shall be made to keep each class of Council members of approximately equal size. Each Council member shall hold office for a term of two (2) years or until their earlier death, removal, or resignation; *provided, however*, that the initial Class A Council members elected after the first adoption of this Section 1 shall only serve for one year with their first term expiring in 2015. Thereafter, Council members in Class A shall have their term expire in odd number years. Class B Council members shall have their terms expire in even number years. Any Member who has been baptized is eligible to be a Council member; *provided, however*, that only one representative from each immediate family member living in the same household may serve on the Council at any given time. Council members need not be residents of the District of Columbia.

Section 2. Vacancies. Any vacancy in the Council may be filled by approval of the majority of the remaining Council members until ratified by the Church members at the next annual or special meeting.

Section 3. Regular Meetings. The Council shall hold, at the direction of the Chairman, a minimum of four (4) regular meetings during the fiscal year.

Section 4. Special Meetings. Special meetings of the Council may be held at any time, at the request of the Chairman or any two members of the Council, by providing written notice in the form of an electronic mail (“**e-mail**”) or oral notice at least five (5) days prior to the meeting unless such notice is otherwise waived by all of the Council members.

Section 5. Quorum; Adjournments. At all Council meetings, a majority of the number of Council members then in office shall constitute a quorum for the transaction of business, and the act of a majority of the Council members present at any meeting at which there is a quorum shall be the act of the Council, except as may be otherwise specifically provided by law, the Articles of Incorporation, or these bylaws. If a quorum is not present at any meeting of the Council, the Council members present may adjourn the meeting from time to time, without notice other than announcement at meeting, until a quorum shall be present.

Section 6. Committees. The Church shall have such other committees as may from time to time be designated by resolution of the Council. These committees may consist of persons who are not also members of the Council and shall act in an advisory capacity to the Council. Meetings and action of the committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Council, with such changes in context of such bylaw provisions as are necessary to substitute the committee and its members for the Council and its members, except that the time for regular and special meetings of Council may also adopt rules and regulations pertaining to the conduct of meetings to the extent that such rules and regulations are not inconsistent with the provisions of the bylaws.

Section 7. Nominating Committee. The Church shall have a nominating committee, the purpose of which shall be to: (a) identify Members qualified to serve on the Council, nominating committee, and audit committee; (b) select the Council nominees for election at the next annual meeting of Members; (c) select an audit committee nominee for election at the next annual meeting of Members; and (d) select a nominating committee nominee for election at the next annual meeting of Members. The nominating committee shall be comprised of two (2) Members, neither of whom shall also be members of the Council. The members of the nominating committee shall be elected at the annual meeting of Members. One committee member shall be designated as the Class A committee member and the other as the Class B committee member such that only one committee member shall be elected at each annual meeting after the first election of these committee members. Each committee member shall hold office until the second annual meeting following their election or until their earlier death, removal, or resignation; *provided, however,* that the initial Class A committee member elected after the adoption of this Section 7 shall only serve until the first annual meeting following their election. In the event of a vacancy of one of the committee members that is filled prior to the conclusion of the vacating member's term, the replacement member shall serve until the completion of the original committee member's term. Any vacancy in the nominating committee may be filled by approval of the majority of the Council until ratified by the Members at the next annual or special meeting.

Section 8. Audit Committee. The Church shall have an audit committee, the purpose of which shall be to oversee the maintenance of the books and financial records of the Church and the preparation of the Church's financial statements. The audit committee shall be comprised of two (2) Members, neither of whom shall also be the Treasurer or other Council member. The members of the audit committee shall be elected at the annual meeting of Members. One committee member shall be designated as the Class A committee member and the other as the Class B committee member such that only one committee member shall be elected at each annual meeting after the first election of these committee members. Each committee member shall hold office until the second annual meeting following their election or until their earlier

death, removal, or resignation; *provided, however*, that the initial Class A committee member elected after the adoption of this Section 8 shall only serve until the first annual meeting following their election. In the event of a vacancy of one of the committee members that is filled prior to the conclusion of the vacating member's term, the replacement member shall serve until the completion of the original committee member's term. Any vacancy in the audit committee may be filled by approval of the majority of the Council until ratified by the Members at the next annual or special meeting. No audit committee member shall serve for more than three (3) consecutive terms.

Section 9. Compensation. Council members shall not be entitled to compensation for their services as such, but shall be entitled to receive from the Church reimbursement for any reasonable expenses incurred in performing services for the Church and in attending Council meetings. Any Council member receiving reimbursement for expenses under these provisions shall not be barred from serving the Church in any other capacity and receiving compensation and reimbursement for reasonable expenses for such services.

Section 10. Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Council may adopt a resolution authorizing the purchase and maintenance of insurance on the behalf of any agent of the Church (including a Council member, officer, employee, or other agent of the Church) against liabilities asserted against or incurred by the agent in such a capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these bylaws, or provisions of law.

ARTICLE V

MEMBERSHIP DUES

Annual membership dues shall be proposed by the Council and adopted at an annual meeting of Members.

ARTICLE VI MEMBERSHIP MEETINGS

Section 1. Annual Meetings. An annual meeting of Members shall be held in March immediately following the monthly Church service, or at such other date and time as decided by the Council. The annual meeting shall have the following items on the agenda:

- (a) Call to order;
- (b) Proof of notice;
- (c) Review of the agenda;
- (d) Election of the chairperson and secretary of the annual meeting;
- (e) Report of the Council;
- (f) Treasurer's report that conforms to the requirements set forth in Article XI, Section 2 of these bylaws;
- (g) Audit Committee's report;
- (h) Adoption of the financial reports and accounts;
- (i) Review and adoption of the budget for the next fiscal year;
- (j) Nominating Committee's report;
- (k) Election of Council members and Council Chairman;
- (l) Election of the audit committee member(s);
- (m) Election of the nominating committee members(s); and
- (n) Any other business or motion properly brought before the membership at the annual meeting.

Section 2. Special Meetings. Special meetings of the Church membership may be called (1) by the Chairman or (2) if at least ten percent (10%) of the Members entitled to vote at such special meeting sign, date, and deliver to the Council one or more demands in the form of a record for the proposed special meeting describing the purpose for which it is to be held.

Section 3. Notice. All notices of meetings with Members shall be in writing and shall be sent or otherwise given in accordance with Article VI, Section 4 of these bylaws not less than ten (10) nor more than sixty (60) days before the date of the meeting to each Member entitled to vote at such meeting. The notice shall specify the place (if any), date and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 4. Form; Delivery. Whenever, under the provision of law, the Articles of Incorporation or these bylaws, notice is required to be given to any Member, such notice may be given: (1) in writing, by U.S. mail, addressed to such a member, at his post office address as it appears on the records of the Church, with postage thereon prepaid. Any such notice shall be deemed have been given at the time it was deposited in the United States mail; or (2) through e-

mail if the notice is correctly addressed to the Member's e-mail address as set forth in the Church's current record of Members. Notice of a special meeting shall include a description of the purpose for which the meeting is called.

Section 5. Record Date. The record date for determining Members entitled to notice of and to vote at an annual or special meeting of Members is the day before the first meeting notice is given to Members or such other date as shall be determined by the Council (the "**Record Date**"); *provided, however*, that the Record Date may not be more than seventy (70) days prior to the meeting date.

Section 6. Quorum. Twenty (20) Members comprising the Church membership as of the meeting Record Date shall constitute a quorum at all meetings of the Church membership.

Section 7. Adjourned Meeting; Notice. Any meeting of Members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of the adjourned meeting if the time and place thereof, by which Members may be deemed to be present in person and vote at such adjourned meeting, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Church membership may transact any business that might have been transacted at the original meeting. If the adjournment is for more than thirty-five (35) days, a notice of the adjourned meeting shall be given to each Member entitled to vote at the meeting. If after the adjournment a new Record Date for Members entitled to vote is fixed for the adjourned meeting, the Council shall fix a new record date for notice of such adjourned meeting in accordance with the Nonprofit Act and Article VI of these bylaws, and shall give notice of the adjourned meeting to each Member of record entitled to vote at such adjourned meeting as of the record date fixed for notice of such adjourned meeting.

Section 8. Waiver. Whenever notice is required to be given under the Nonprofit Act, the Articles of Incorporation or these bylaws, a written waiver thereof, signed by the Member or Members entitled to such notice and delivered for inclusion with the minutes or filing with the corporate records of the meeting, whether before or after the time stated therein, shall be conclusively deemed to be equivalent of such notice.

Section 9. Conduct of Business. Meetings of Members shall be presided over by a Council member or other Member elected at the meeting for such purpose. The secretary of the meeting shall be any Member elected at the meeting for such purpose. The chairperson of any meeting of Members shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of business.

ARTICLE VII OFFICERS

Section 1. Designations. The officers of the Church shall be a Chairman, Treasurer, and Secretary. The Chairman shall be elected by the Members at the annual meeting, and the Secretary and Treasurer shall be elected by the Council. The Church may also have, at the discretion of the Council, a Vice Chairman and any other officers and/or agents as it shall deem necessary or appropriate. All Church officers shall exercise such powers and perform such duties as shall from time to time be determined by the Council. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman. No person shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required by law, the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two or more officers. Any Member who is at least eighteen (18) years old and has been baptized is eligible to serve as an officer of the Church.

Section 2. Term of Office; Term Limit; Vacancies. The term of office is two (2) years. The officers of the Church shall hold office until their successors have been duly elected. The Chairman and the Treasurer shall serve for no longer than three (3) consecutive terms. Any vacancy in any office of the Church may be filled for the unexpired portion of the term by the Council. In case of a vacancy in the office of the Chairman, the Vice Chairman, if any, shall become Chairman for the remainder of the term.

Section 3. Removal and Resignation. Any officer may be removed, either with or without cause, by an affirmative vote of the majority of the Council at any regular or special meeting of the Council. Any officer may resign at any time by giving written notice to the Council.

Section 4. Compensation. Officers shall not be entitled to any stated salary or other compensation from the Church for their services, but shall be entitled to receive from the Church reimbursement for any reasonable expenses incurred in performing services for the Church. Any officer receiving reimbursement for expenses under these provisions shall not be barred from serving the Church in any other capacity and receiving compensation and reimbursement for reasonable expenses for such services.

Section 5. Duties of the Chairman. The Chairman shall be the chairperson of the Council and the chief executive officer of the Church and shall, subject to the oversight of the Council, supervise and control the affairs of the Church and the activities of its officers. The Chairman shall prepare and submit an annual written report to the Members.

Section 6. Duties of the Vice Chairman. In absence of the Chairman, or in event of his or her inability or refusal to act, the Vice Chairman shall perform all the duties of the Chairman.

Section 7. Duties of the Secretary. The Secretary shall keep or cause to be kept the minutes of the Council meetings in one or more books for that purpose, keep or cause to be kept a membership list containing the name, address and e-mail address of each Member, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the Church records, and in general perform all duties incident to the office of secretary and such other duties as pertain to the office or as prescribed from time to time by the Council.

Section 8. Duties of the Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts for the Church's assets and transactions. The Treasurer shall be responsible for all funds committed to him or her, and shall make disbursements within the annual budget or as authorized by the Council. The Treasurer shall also present financial statements and reports, including a written report of receipts and expenditures, at each regular meeting of the Council and at the annual membership meeting. The Treasurer will prepare the annual budget and such other financial reports as required by the Council. The books of account shall be open to inspection by any Member at all reasonable times.

Section 9. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chairman; *provided, that*, one Member shall be assigned to act as assistant treasurer at each Church service and shall, together with the Treasurer or other Council member, count and ratify the offertory donated at each Church service .

Section 10. Rights to Sign Accounts. The Treasurer and the Chairman are empowered to individually withdraw amounts from and sign checks drawn on the financial accounts of the Church.

ARTICLE VIII

BOOKS AND RECORDS

The Church shall keep correct and complete books and records of account and shall also keep minutes of proceedings of its Members, committees and the Council.

ARTICLE IX
INDEMNIFICATION OF
COUNCIL MEMBERS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Mandatory Indemnification. The Church shall indemnify a Council member or officer to the extent the Council member or officer was successful, on the merits or otherwise, in the defense of any proceeding to which the Council member or officer was a party because the Council member or officer was a Council member or officer of the Church against reasonable expenses incurred by the Council member or officer in connection with the proceeding.

Section 2. Permissible Indemnification. The Church may indemnify an individual who is a party to a proceeding because he or she is or was a Council member or officer against liability incurred in the proceeding if:

- (a) The individual:
 - a. Acted in good faith;
 - b. Reasonably believed:
 - i. In the case of conduct in an official capacity, that the conduct was in the best interests of the Church; and
 - ii. In all other cases, that the individual's conduct was at least not opposed to the best interests of the Church; and
 - c. In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; or
- (b) The individual engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of the Articles of Incorporation.
- (c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the Council member did not meet the relevant standard of conduct described in this section.
- (d) Unless ordered by a court under § 29-406.54(a)(3) of the Nonprofit Act, the Church shall not indemnify a Council member or officer:
 - a. In connection with a proceeding by or in the right of the Church, except for reasonable expenses incurred in connection with the proceeding if it is

determined that the Council member or officer has met the relevant standard of conduct under subsection (a) of this section; or

- b. In connection with any proceeding with respect to conduct for which the Council member or officer was adjudged liable on the basis that the Council member received a financial benefit to which the Council member or officer was not entitled, whether or not involving action in an official capacity.

Section 3. Chapter 42 Taxes. Notwithstanding the foregoing provisions of this Article IX, the Church shall indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time the Church is deemed to be a private foundation within the meaning of Section 509 of the Code, then, during such time, no payment shall be made if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or 4945(d), respectively, of the Code.

ARTICLE X

EXEMPT ACTIVITIES

Section 1. Charitable Purpose. The following provisions are hereby adopted for the purpose of defining the activities of the Church:

- (a) No part of net earnings of the Church shall inure to the benefit of, or be distributed to (whether on dissolution or otherwise), the Council members or officers of the Church, or other private persons, except that the Church shall have the authority and power to pay reasonable compensation for services rendered and to make such payments and distributions in furtherance of the purposes of the Church.
- (b) No substantial part of the activities of the Church shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Church shall not participate, or intervene (including the publication or distribution of statements), in any political campaign on behalf of any candidate for public office.

Section 2. Charitable Status. Notwithstanding any other provision of these Bylaws, no Council member, officer, employee or agent or representative of the Church shall take any action for an on behalf of the Church if such action is not permitted under Section 501(c)(3) of the Code (as defined in Section 2 of Article X).

ARTICLE XI

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Church shall commence on January 1 and end on December 31 each year, unless otherwise provided by the Council.

Section 2. Annual Report. An annual report shall be presented to the Members at the annual meeting containing the following information in reasonable detail:

- (a) The assets and liabilities of the Church as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities during the fiscal year;
- (c) The revenue or receipts of the Church, both unrestricted and restricted to a particular purpose, for the fiscal year;
- (d) The expenses or disbursements of the Church, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by the Nonprofit Act.

ARTICLE XII

AMENDMENTS

The bylaws may be adopted, amended, or repealed by the Members at any annual or special meeting.