

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", "the Church", or "the Corporation").

SECTION 1.02. The Danish Seamen's Church is a domestic religious corporation organized under the laws of the State of New York, including the Religious Corporations Law and the Not-for-Profit Corporation Law ("the Act"), as amended from time to time. It is a church affiliated with and under the supervision and guidance of the Den Danske Kirke i Udlandet/The Danish Church Abroad ("DDKU"), and shall function under the rules and statutes of that organization with the purpose of serving religious, social, and cultural interests of Danish seafarers, other Danes, and others with a connection to Denmark, in the Greater New York Area and such other locations in the United States of America as the Board of Directors may from time to time determine.

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 its religious functions, the Danish Seamen's Church shall attend to such social, cultural and educational activities as may be deemed suitable, and to any other tasks that naturally fall within its range of activities as a seamen's church.

SECTION 1.04. Each member of the Board of Directors, including the Pastor (and the Assistant Pastor if one is appointed) should be engaged and interested in all aspects of the Church and its functions. They share a responsibility for the life and growth of the Congregation and the Church, and for creating and maintaining a positive, open, and inclusive environment in the Church for everyone.

SECTION 1.05. 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 amended from time to time.

ARTICLE II OFFICES

SECTION 2.01. The principal offices of the Corporation shall be in the City of New York, State of New York, and in such other places as the Board of Directors may from time to time determine.

ARTICLE III CONGREGATION

SECTION 3.01. The Congregation of the Danish Seamen's Church consists of all individuals residing in the United States of America, who consider themselves members of the Congregation, who have a connection to Denmark, and who would otherwise have qualified as members of the Danish National Church had they been residents of Denmark.

ARTICLE IV VOTING MEMBERS

SECTION 4.01. The Voting Members are the Members of the Corporation. Members of the Congregation, eighteen years of age or older, may register as Voting Members by written notice to the Board of Directors. The Board of Directors may, at its discretion, from time to time set such annual dues, as it deems appropriate for the Voting Members. A current book of Voting Members shall be kept by the Board of Directors and be available for inspection by Voting Members when the Church is open.

ARTICLE V MEETINGS OF THE VOTING MEMBERS

SECTION 5.01. The Annual Meeting of the Voting Members (the "Annual Meeting") shall be held during the month of May each year for the election of Directors, the reading of the Treasurer's report on the preceding fiscal year, the submission of the balance sheet as of the end of the previous month, the rendering of the Pastor's report, and any Committees' reports (as determined by the Board), and for the transaction of such other business as may properly be brought before the Voting Members.

SECTION 5.02. Notice of the date, time and place of the Annual Meeting and any Special Meeting of the Voting Members shall be given by the Board of Directors by prominent display in the Church newsletter, on the Church website, and by regular mail, or by any other means of communication allowed under the Act from time to time, to each Voting Member on record between thirty (30) and sixty (60) days prior to the Meeting,

SECTION 5.03. A Special Meeting of the Voting Members may be called by the Board of Directors or by thirty (30) Voting Members with the same notice as required in Section 5.02.

SECTION 5.04. Voting shall be conducted by Voting Members present in person, by absentee ballot, or by proxy. A simple majority of the votes representing the Members attending in person and by absentee ballot or proxy shall be required to pass any matter submitted. A tied vote shall be submitted to the Meeting of the Voting Members for final decision. Ballots shall be opened and counted at the Meeting. Only absentee ballots provided by the Board of Directors are valid. For the election of Directors each Voting Member has one (1) vote per Directorship that is up for election and can only place one (1) vote for any one candidate. The election of Directors shall be determined by the multitude of votes each nominee receives. A nominee must receive at least one (1) vote to be elected.

SECTION 5.05. At all Meetings of the Voting Members a quorum of the lesser of one hundred (100) Voting Members or ten (10) % of the Voting Members registered are eligible to vote at the time of the Meeting, or any lesser number allowed by the Act from time to time, shall be required for the transaction of business. Valid proxies are equal to personal presence for the purposes of meeting the quorum requirement. Absentee ballots shall only count towards the quorum with respect to the vote(s) that the absentee ballot directly deals with.

ARTICLE VI BOARD OF DIRECTORS

SECTION 6.01. The Corporation shall be managed exclusively by a Board of Directors (“the Board of Directors” or “the Board”) consisting of six (6) to nine (9) Directors, as the Board from time to time may determine, of which one (1) or (2) shall be ex officio members under Section 6.04., and the remaining Directors, between four (4) and eight (8), shall be elected by the Voting Members at the Annual Meeting, or a Special Meeting. Elected Directors serve three-year terms.

SECTION 6.02. A mid term vacancy of an elected Directorship shall be filled by a temporary Director elected by a majority of the entire Board of Directors until the next Annual Meeting of the Voting Members, at which time a successor shall be elected for a three-year term. A successor may also be elected at a Special Meeting.

SECTION 6.03. Any member of the Congregation who qualifies as a Voting Member is eligible as an elected Director.

SECTION 6.04. The Pastor, and the Assistant Pastor, if one has been appointed and is being paid for work performed for the Church, are ex officio members of the Board of Directors, and have the same voting power as the elected Directors.

SECTION 6.05. Nominations for Directorships that are up for election must be signed by at least fifteen (15) Voting Members to qualify, and must be received in writing, which shall include fax and similar means of reliable electronic communication, by the Board of Directors no later than twenty (20) days before the Annual Meeting in order to be included in the ballot and voted upon. The Board shall send each Voting Member a list of all duly nominated candidates, and an appropriate absentee ballot no later than ten (10) days before the Meeting.

SECTION 6.06. The Board of Directors shall appoint among its own members a Chairman/Chairwoman who shall preside at all meetings of the Board of Directors. In the Chairman/Chairwoman’s absence, the Board shall appoint any other Board member to preside at that meeting.

SECTION 6.07. Regular Board Meetings shall be held twice a year. The Chairman / Chairwoman of the Board may call a Special Board Meeting, and shall do so at the request of at least three (3) Directors.

SECTION 6.08. The presence of two thirds (2/3) of the Directors constitutes a quorum for the

transaction of business by the Board. Except when electing a temporary Director under 6.02, the vote of a simple majority of the Directors present at the time of the vote shall be the act of the Board. In the event of a tied vote, the person presiding at the meeting casts the deciding vote.

ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS

SECTION 7.01. The Board of Directors is the executive organ of the Corporation and the employer of all employees not appointed by DDKU. The Board represents the Congregation in the leadership of the Church. It shares a responsibility for the life and growth of the Congregation, and it shall provide good conditions for the ministry of the Gospel and work actively for a good working environment within the Church. The Board shall cooperate with DDKU in the process of DDKU's appointment of a new Pastor or Assistant Pastor to fill a pastor vacancy.

SECTION 7.02. Subject to Article 1.02, the Board of Directors shall have complete responsibility for, and control of, the property and affairs of the Corporation; it shall have the power to hold meetings, appoint and remove any officers and any standing and special Committees, authorize proper expenditures, hire employees, including but not limited to a bookkeeper to carry out the day-to-day bookkeeping of the Corporation, and take all necessary and proper steps to carry out the purpose of the Corporation and promote its interests. The Board of Directors is authorized to select such depositories and investments as it shall deem proper for the funds of the Corporation, set fees for use of the Church facilities, as it may deem appropriate, and shall determine who shall be authorized on the Corporation's behalf to sign receipts, acceptances, endorsements, checks, contracts, releases and similar documents

SECTION 7.03. No later than March 31st each year the Board shall provide DDKU with a copy of the Annual Financial Report of the Corporation for the preceding fiscal year.

SECTION 7.04. The Board of Directors shall hire an independent bookkeeper to carry out the day-to-day bookkeeping of the Corporation and create the Annual Financial Report. The bookkeeper cannot: (i) be a member of the Board of Directors; (ii) be an employee, or independent contractor, of the Church handling administrative office work; or (iii) be closely related to a Board Member, or any such employee or independent contractor. The bookkeeper shall be supervised by the Treasurer in accordance with Section 8.02.”

ARTICLE VIII OFFICERS

SECTION 8.01. The members of the Board of Directors shall elect among themselves a Treasurer and a Secretary, both of whom shall hold office until they withdraw or their successors are elected, and such other officers and agents as it deems advisable for terms and with powers and duties as determined from time to time by the Board.

SECTION 8.02. The Treasurer shall perform all duties incident to the position of Treasurer, subject to the determination and control of the Board of Directors. The Treasurer shall supervise the bookkeeper, and see to it that the Annual Financial Report (with any supporting documents) for each preceding fiscal year are compiled and completed by March 15 each year and promptly shared with the Board of Directors, and that each financial contributor to the Seamen's Church is furnished a receipt for the contribution. Any transaction worth more than \$3000 on an annual basis if paid on a recurring basis, or as a single transaction, as applicable, requires the prior written approval, which shall include email and fax, of the Chairman/Chairwoman of the Board, or if the Chairman/Chairwoman is absent and the transaction cannot reasonably wait for the Chairman/ Chairwoman's return, prior written approval by two other Directors will authorize the transaction.

SECTION 8.03. The Secretary shall give, or cause to be given, notice of all meetings of the Board and all other notices required by law or by these By-Laws. The Secretary shall record all proceedings of the Board meetings and the Meetings of the Voting Members in separate books to be kept for that purpose. The Secretary 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 attest to it by signature.

ARTICLE IX EMPLOYEES OF DDKU

SECTION 9.01. The Pastor and Assistant Pastor, as applicable, are appointed by DDKU and refer to that organization in all matters relating to their appointment, and to the Bishop of Copenhagen in all ecclesiastical matters. In all other matters related to the Church, the Pastor, and assistant Pastor, as applicable, shall cooperate with the Board of Directors and any Officers and Committees in good faith in the furtherance of the purposes and activities of the Church, and keep the Board fully informed of any matters concerning the Church. The Pastor is responsible for the day-to-day management of the Church, hereunder the management of the other employees of the Church, including those formally employed by DDKU.

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 Church. Any decision to sell, mortgage, pledge, put a lien upon, or otherwise transfer or assign any current or future rights in the property for any purpose whatsoever, shall require an affirmative vote of the full Board of Directors and the consent of the Board of Directors of DDKU.

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 duly called Meeting of the Voting Members where the quorum requirements are met, by a majority representing two thirds of the Voting Members present in person or by absentee ballot or proxy, and subject to approval by DDKU. The full text of a proposed amendment must be signed by at least twenty (20) Voting Members and submitted in writing to the Board of Directors no later than 20 days before the Meeting in order to be voted upon. Not less than 10 days before the Meeting, the Board shall provide each Voting Member with the written text of all duly submitted amendment proposals, a notice that the proposals will be voted upon at the Meeting, and an appropriate absentee ballot.

Approved at the annual meeting May 25th, 2025