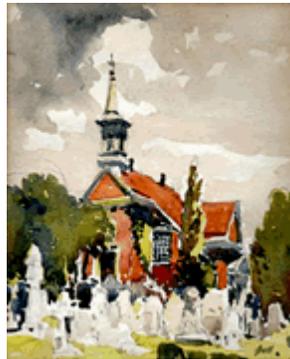


BY-LAWS

OF

GLORIA DEI (OLD SWEDES') CHURCH

PHILADELPHIA, PENNSYLVANIA



March 16, 2017

By-Laws of Gloria Dei (Old Swedes') Church

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March 16, 2017

Article I: Relationship of the Corporation to The Episcopal Church and to Diocesan Authority

Section 1: This Church acknowledges itself to be a member of, and to belong to, The Episcopal Church USA in the Diocese of Pennsylvania, and the Episcopal Church of the USA. As such it accedes to, recognizes and adopts the Constitutions, Canons, doctrines, discipline and worship of the Episcopal Church and the Constitution and Canons of the Episcopal Church in the Diocese of Pennsylvania, and acknowledges their authority accordingly.

Article II: The Corporation: Members and Meetings

Section 1: Membership: 1.1(a) All persons who have received the Sacrament of Holy Baptism with water in the Name of the Father, and of the Son, and of the Holy Spirit, whether in this Church or in another Christian Church, and whose Baptisms have been duly recorded in this Church, are members thereof. (b) Members sixteen years of age and over are to be considered adult members. (c) It is expected that all adult members of this Church, after appropriate instruction, will have made a mature public affirmation of their faith and commitment to the responsibilities of their Baptism and will have been confirmed or received by the laying on of hands by a Bishop of this Church or by a Bishop of a Church in communion with this Church. Those who have previously made a mature public commitment in another Church maybe received by the laying on of hands by a Bishop of this Church, rather than confirmed. (d) Any person who is baptized in this Church as an adult and receives the laying on of hands by the Bishop at Baptism is to be considered, for the purpose of this and all other Canons, as both baptized and confirmed; also, Any person who is baptized in this Church as an adult and at some time after the Baptism receives the laying on of hands by the Bishop in Reaffirmation of Baptismal Vows is to be considered, for the purpose of this and all other Canons, as both baptized and confirmed; also, Any baptized person who received the laying on of hands at Confirmation (by any Bishop in apostolic succession) and is received into the Episcopal Church by a Bishop of this Church is to be considered, for the purpose of this and all other Canons, as both baptized and confirmed; and also, Any baptized person who received the laying on of hands by a Bishop of this Church at Confirmation or Reception is to be considered, for the purpose of this and all other Canons, as both baptized and confirmed.

Sec. 1.2 (a) All members of this Church who have received Holy Communion in this Church at least three times during the preceding year are to be considered communicants of this Church. (b) For the purposes of statistical consistency throughout the Church, communicants sixteen years of age and over are to be considered adult communicants.

Sec. 1.3. All communicants of this Church who for the previous year have been faithful in corporate worship, unless for good cause prevented, and have been faithful in working, praying, and giving for the spread of the Kingdom of God, are to be considered communicants in good standing.

Sec. 1.4. No one shall be denied rights, status or access to an equal place in the life, worship, and governance of this Church because of race, color, ethnic origin, national origin, marital status, sex, sexual orientation, disabilities or age, except as otherwise specified by Canons.

Sec. 1.5. Any person accepting any office in this Church shall well and faithfully perform the duties of that office in accordance with the Constitution and Canons of this Church and of the Diocese in which the office is being exercised.

Sec 1.6. The members of the Corporation who shall be qualified to vote at any election for the Vestry and upon all questions which may come before any meeting of the Corporation, shall be all lay, baptized persons of the age of sixteen years and upwards and who shall have been worshipers in this Church as their usual place of worship for one year and upwards, and are members in good standing according to section 1.3.

Section 2: Stated and Special Meetings: One stated meeting of the members of this Corporation for the election of the Vestry and the transaction of other proper business shall be held as provided in Article III, Section 4 hereafter; and other such stated meetings as may be provided for in these By-Laws from time to time.

Special meetings of the members of the Corporation may be called by the Rector or by a resolution of the Vestry as they deem necessary, and/or must be called on the written request to the Secretary of ten (10) members of the Corporation.

At all meetings, either stated or special, twenty (20) members of the Corporation present in person shall constitute a quorum.

Article III: The Vestry

Section 1: Qualifications and Nomination: Those qualified to serve on the Vestry shall be baptized and confirmed lay persons of the age of eighteen years and upwards, who shall have been worshipers in this Church as their usual place of worship for at least one year prior to the date of the election and who shall appear by the books of the Corporation to have contributed towards the expenses of the Corporation, by payment in time, talent or treasure a sum of not less than Fifty Dollars (\$50.00). Each person to be voted for by the members of the Corporation must be nominated to the Secretary in writing by at least three (3) members, and at least four (4) weeks prior to the election; and the consent of the nominee endorsed on said nomination in writing. Public notice of all nominations shall be given by the Secretary by posting the names on the Riverside Hall and Church Bulletin Boards and setting forth such names in the Church Bulletin during a period of four (4) weeks prior to the election. Spouses and life-partners may not serve on the vestry at the same time.

Section 2: Number and Classes of Vestry: This Vestry shall be composed of twelve (12) members of the Corporation in good standing, divided into three classes of four (4) members each. There shall be elected at each annual meeting four (4) members of the Corporation to

serve in the class whose terms are expiring. Service on the Vestry shall be restricted to two successive three year terms, at the conclusion of which, the individual may not serve again upon the Vestry until a full year has passed.

Section 3: Vacancies: There shall also be elected at each annual meeting persons to fill vacancies, if any, occurring in the classes whose terms do not then expire, where such vacancies have occurred within ninety (90) days of the annual elections. The Vestry may, however, fill any vacancy in any class when such vacancy has occurred more than ninety (90) days prior to an annual election, but only until said annual election.

Section 4: Time and Place of Election: The annual meeting, which will include the election of Vestry shall be held on the Church property on the last Sunday in April of each year. A polling place will be established in Riverside Hall. The polls will open 30 minutes before the regularly scheduled service(s) and end 30 minutes after the end of the last regularly scheduled service(s), unless the Vestry previously directed that they remain open for a shorter or a longer period of time. The hours and place for holding the election shall be announced to the Congregation by the Rector or the Rector's Warden on the two Sundays prior to the election and a written notice of the election shall be given in the Church Bulletins and posted on the Riverside Hall and Church Bulletin Boards at least fourteen(14) days prior to said Election. In case of a failure to obtain a quorum on the day specified, the Vestry shall appoint another day within four (4) weeks for holding the election and shall give proper notice thereof in the Church Bulletins, any by posting such notice on the Riverside Hall and Church Bulletin Boards.

Section 5: Judges of Election: The Wardens shall choose as judges of election three (3) persons qualified to vote for the Vestry, and shall cause them severally to be notified in due time and in writing of their appointment; or the judges of election shall be appointed by the Rector if the Wardens fail to appoint them, for any reason, one week prior to the election. At no time may a Judge of Elections also be a candidate for the Vestry.

Section 6: Elections: The Vestry will provide the Judges of Election with a list of all members of the Corporation that are eligible to vote in the election. Any disputes concerning a member's eligibility to vote will be decided by the Wardens. It shall be the duty of the judges to open the polls at the time and place specified for election, and all voting shall be by ballot in person and not by proxy. Absentee ballots may be requested fourteen (14) days in advance of the election and must be returned to the Judge of Elections c/o the Church Office seven (7) days prior to the election. The judges shall receive votes only from persons who are qualified to vote as provided in Article II, Section 1. In all elections for the Vestry, each member having the right to cast four (4) votes and distribute their votes between candidates, but not more than one vote for one candidate, as he or she may prefer, but only in whole numbers of votes. The polls shall remain open as stated in Article III, Section 4. The four (4) candidates receiving the largest number of votes shall be declared elected to three-year terms. In the event that any vacancies are to be filled, those nominees receiving the next highest number of votes shall be declared elected to fill vacancies with two years to run and then only one year to run, respectively.

The judges will report the result of the election to the Secretary, who shall notify each of the persons elected; the names of those elected will be posted on the Riverside Hall and Church Bulletin Boards and the names of those elected will be printed in the Church Bulletin the Sunday following the election. Each member elected to the Vestry shall be requested by the Secretary to attend a meeting of the Vestry to be held in accordance with Section 7 hereafter, for the purpose of organizing, to which meeting the Judges of Election shall make their official return in writing, which shall be entered upon the minutes.

Section 7: Meetings: The Vestry shall hold stated meetings at a time and place which they shall from time to time fix by resolution. They shall hold special meetings on at least five (5) days written notice by the Rector, one of the Wardens, the Secretary or on the request of any three Vestry members. At any meeting of the Vestry, seven (7) Vestry then in office and present in person shall constitute a quorum.

The next regularly scheduled meeting of the Vestry following the election will be an organizational meeting of the Vestry. Such organizational meeting may, at the Vestry's discretion, take the place of any stated meeting.

Section 8: Resignation or removal of Vestry members

Subsection A: Resignation: A Vestry member can resign from the Vestry at any time. Resignations must be submitted in writing to the Rector's Warden.

Subsection B: Removal: The Vestry may remove any Vestry member who is unwilling or unable to carry out the responsibilities of office, but only at a meeting called for that purpose and the notice of the meeting shall state that the purpose, or one of the purposes, of the meeting is the removal of the Vestry member. The removal of a Vestry member shall be effective only by an affirmative vote of two-thirds (2/3) of the Vestry. A Vestry member who is absent from four (4) consecutive meetings of the Vestry shall be subject to removal if the reasons given for such absences are not acceptable to a majority of the Vestry. The Vestry shall be the sole judge of what constitutes a good and sufficient reason for any absence. Absences for a period not to exceed twelve (12) months may be excused in advance.

Article IV: Committees of the Vestry: The Rector, Rector's Warden and Accounting Warden are ex officio members of all Standing and Special Committees. The Rector's Warden and Accounting Warden shall be selected from the Vestry. Committee Chairs may be selected from the Vestry or selected from the members in good standing of the congregation.

Section 1: Standing Committees: Standing committees shall be considered permanent committees of the Church. The following committees shall be the Standing Committees of this Corporation:

- A. Executive Committee
- B. Finance Committee
- C. Property Committee
- D. Christian Education Committee

Section 2: Appointment of Standing Committees: Except as specified in these By-Laws, the Chairs of all Standing Committees, including such as may be created hereafter, shall be appointed by the Rector with the consent of the Vestry at the annual Organizational Meeting of the Vestry, or at the time of their first being created.

Section 3: Other Standing or Special Committees: The Vestry shall have the right to create additional Standing or Special Committees from time to time as they deem expedient, to specify the qualifications of the members thereof, and to prescribe their duties. Creation of Standing committees shall require a 2/3 approval vote of the Vestry. Creation of Special Committees shall require a simple majority approval vote of the Vestry.

Section 4: Duties: The Committees referred to in Section 1 of this Article have the following duties:

Subsection A: Executive Committee: The Executive Committee shall have the general direction of the Vestry. They shall act for the Vestry on all matters requiring action, of any nature whatsoever, when it is inexpedient or impossible to call a Vestry meeting.

This Committee shall be composed of the two Wardens and the Secretary of the Vestry, together with two (2) other members of the Vestry approved by the Vestry. The Rector's Warden shall be chairperson unless the Vestry directs otherwise.

Subsection B: Finance Committee: The Accounting Warden is the Chair of the Finance Committee. The Finance Committee shall be comprised of the Accounting Warden, Treasurer, at least one other Vestry member, and at least 3 members of the congregation in good standing. The Finance Committee will hold regular quarterly meetings and may meet at other times as needed. The Finance Committee may also authorize outside consultants to participate and advise the committee from time to time. The Finance Committee shall have general supervision and care of the monies, investments and securities belonging to the Corporation, and shall have the accounts of the Accounting Warden audited as specified in Article VI, Section 7 hereafter. The Finance Committee shall create, and review annually, a Church investment and spending policy. The Vestry shall receive and approve the investment and spending policy prior to implementation. If the Finance Committee recommends that the investment and spending policy be changed, they shall present the changes to the Vestry for discussion and approval prior

to implementation, No investment of any monies of this Corporation, other than trust funds, as provided in Article VI, Section 6, hereafter, shall be made by this Committee without the Approval of the Vestry. All investments and personal securities of the Corporation, other than those held by Trustees, shall be deposited in the vaults of a reliable bank or trust company, in the name of the Corporation, with the approval of the Vestry, the box containing the same to be visited only by the Rector and Wardens together for the purpose of depositing or withdrawing securities.

The Finance Committee shall present a statement at the Annual Meeting of the Corporation of all the Trust Funds, endowments and bequests in trust of the Corporation, reporting both as to the principal and income.

The Finance Committee shall, when directed by the Vestry, provide an audit of the trust funds of the Corporation. The Finance Committee shall have the option of designating an Audit Committee for this purpose.

The Finance Committee shall prepare an annual budget of expenses to be presented at the Annual Meeting, covering the estimated requirements of the Standing Committees, and all other expenses of the Corporation for the succeeding fiscal year.

Subsection C: Property Committee: The Property Committee shall consist of the Chair, at least one member of the Vestry, and at least 1 member of the congregation in good standing. The Property Committee shall have charge of the maintenance of the grounds and buildings and the contents thereof belonging to the Corporation and shall report from time to time on the condition of said property and recommend any alterations or improvements thereof; it shall have superintendance of all contracts involving changes or improvements to the buildings, including the Rectory, but shall not have the authority to commit the Corporation for any expenditures, changes or improvements without the consent of the Vestry.

This Committee, in cooperation with the Finance Committee, shall establish a bidding procedure and purchasing system for use by the Corporation.

Subsection D: Christian Education Committee: The Christian Education Committee shall consist of the Chair, at least one member of the Vestry, and at least 1 member of the congregation in good standing. This Committee shall obtain, in cooperation with the Rector, competent Sunday School teachers. And, in consultation with the Rector, said Sunday School teachers and all others engaged in the active work of the Corporation present to the Vestry at its stated meetings recommendations concerning the opportunities and methods and requirements of all such work to extend the influence and activity of the Church and the Sunday School. This Committee shall present to the Finance Committee, before the Annual Meeting an estimate of the budget for their work for the succeeding year.

Section 5: Expenses: No Committee of this Corporation shall incur any expense on account of the Corporation, additional to the approved budget, unless first given authority to do so by resolution of the Vestry.

Article V: Annual Organization Meeting.

Section 1: Organizational Meeting: The Vestry shall hold its annual organizational meeting at the next Vestry meeting following the annual election to confirm or to elect the following officers and delegates, to confirm the several appointments by the Rector, as hereinafter set forth, and to transact any business that would properly come before any stated Vestry meeting.

Section 2: Rector's Warden: The Rector shall designate the Rector's Warden from the elected Vestry.

Section 3: Accounting Warden and Other Officials: The Vestry shall elect:

- A. The Accounting Warden
- B. The Secretary of the Vestry

Article VI: Church Wardens, Secretary, Treasurer and Audits.

Section 1: General Statement: At the organizational meeting following the annual election of the Vestry and at other times as vacancies shall occur, the Rector shall designate a member of the Vestry to serve as Rector's Warden and the Vestry shall select an Accounting Warden and a Secretary, each to serve for one year or until his or her successor takes office.

Section 2: Rector's Warden: The Rector's Warden shall preside at meetings of the Vestry or of the Corporation in the absence or at the discretion of the Rector. (S)he shall, with the Accounting Warden, be responsible for the conduct of the Parish when there shall be a vacancy in the office of the Rector.

Section 3: Accounting Warden: The Accounting Warden shall cause the income of the Corporation to be collected and deposited in one or more bank accounts of the Corporation as the Vestry shall direct. The Accounting Warden, at his or her discretion, may with the Vestry's approval, designate another Vestry person to assist in collecting, tabulating and depositing funds into the bank accounts of the Corporation. The Accounting Warden shall have the authority to sign checks on the funds of the Corporation in pursuance of resolutions of the Vestry or one of the Standing Committees or to make payments falling within the items of the authorized annual budget. The Accounting Warden may not delegate the responsibility of signing checks to any other Vestry person. (S)he shall render monthly accounts to the Vestry showing all items of income and disbursement and (s)he shall annually render and make available a complete account with respect to all funds of the Corporation including any principal transactions.

Section 4: Secretary: The Secretary shall keep regular minutes of the proceedings of the Vestry; notify the respective members of the meetings of the Vestry and meetings of the

Corporation; call special meetings when properly ordered, and generally perform such duties as pertain to his/her office.

Section 5: Treasurer: The Treasurer shall enter deposits, write checks as authorized by the Vestry, reconcile bank and investment accounts of the Corporation, provide monthly comparisons to the Accounting Warden, serve as a member of the Finance Committee and perform other duties as requested by the Accounting Warden and/or Vestry. The Treasurer shall be an authorized representative of the Corporation and shall have the authority to be a signer of checks of the Corporation.

Section 6: Audits: All accounts of the Corporation shall be audited annually by an independent Certified Public Accountant or such audit committee as shall be authorized by the Finance Committee, Vestry, or other appropriate diocesan authority.

All reports of such audits, including any memorandum issued by the auditors or audit committee regarding internal controls or other accounting matters, together with a summary of action taken or proposed to be taken to correct deficiencies or implement recommendations contained in any such memorandum, shall be filed with the Rector and Vestry or other Ecclesiastical Authority not later than 30 days following the date of such report, and in no event, not later than September 1 of each year, covering the financial reports of the previous calendar year.

An audit by an independent Certified Public Accountant shall be required upon calling a new rector or changing the Accounting Warden.

Section 7: Surety Bonds: The Accounting Warden, the Assistant Accounting Warden and/or Treasurer shall give bond, with corporate surety, as the Vestry shall determine, except when their duties are performed by a corporate fiscal agent.

Article VII: Election of a Rector.

Section 1: Election: Any person to be elected as Rector shall have been openly nominated at a previous meeting of the Vestry, the notices for which meeting shall have been issued at least ten (10) days previous to the holding thereof—in writing—and shall have stated that nominations would then be made and received; and the notices for the meeting at which such an election is intended shall state such intention; and no election shall be held until at least one week has elapsed after the nomination of the candidate. The election shall be by a two-thirds (2/3) majority of the Vestry.

Section 2: Agreement: An agreement between the person called and the Corporation shall be reduced to writing and signed by both parties, of which each party shall be furnished with a copy.

Section 3: Duties: The Rector shall preside at all meetings of the Vestry and perform all the duties pertaining to the office of President of the Corporation. The Rector may charge the Rector's Warden with the responsibility to preside at Vestry meetings.

The Rector or other minister of the parish shall keep a register or parish record, in which (s)he shall enter an account of all marriages, baptisms, confirmations and burials at which (s)he shall have officiated, and (s)he shall state in the record the date of the marriages and the names of the parties thereto; the name of the persons baptized, with those of the sponsors, and in case of an infant, the date of its birth and the names of its parents; and the names of the persons confirmed. (S)he shall also keep a record of all internments in the Church burial grounds, which shall state the names of the parties buried, dates of burial and the exact location within the Churchyard where buried. This shall be the property of and remain with the Vestry as part of the Church records. Certificates from these records under seal, when requested, shall be given without charge by the Rector or Wardens or (s)he shall refer them to the Historical Society of Pennsylvania.

The Rector shall cause the Church to be opened for Worship Services or other religious purposes which have been deemed proper. (S)he may command the services of the Sexton on all such occasions.

The Rector shall cause the other buildings of the Corporation to be opened for proper purposes of a religious nature, and may command the services of the Sexton on such occasions.

Any use of the buildings for non-Corporation use shall require the consent and resolution of the Vestry.

The duties of the Rector shall also be in accordance with the Canons of the Church.

Article VIII: Registers.

Section 1. Personal Register: The Accounting Warden shall provide a register, to be kept in the custody of the Rector in which shall be recorded by the Rector, or other Minister of the Corporation, a list of the communicants of the Parish and all Marriages, Baptisms, Confirmations and Burials at which (s)he shall have officiated or which shall have taken place, together with all pertinent data as required by the Canons. This Register shall belong to the Corporation as part of the church records. Certificates from these records, under seal, shall, when requested, be provided by the Rector or the Wardens.

Section 2: Financial Register: The Accounting Warden shall keep a register or record in which (s)he shall enter the names of all persons who contribute to the current expense of the Corporation and the amount of such contribution. Additionally, (s)he will maintain a record or register of all funds given to the Corporation for services held in the Church or other Corporation property. The list shall be kept in such form as to show conveniently who are entitled to vote at any regular or special meeting of the Corporation.

Article IX: Property.

Section 1: General: The Vestry shall have full power to dispose of or to encumber any property of the Corporation real and/or personal, to the extent and in the manner allowed by law or by the Canons of the Diocese of Pennsylvania, or by the terms of any instrument conveying or granting to the Corporation and interest in such property.

Section 2: Church Building and Furniture: No alteration to, or addition to, any part of the Church building or the furniture, nor any change in the decoration of the same shall be made without the consent of the Vestry, and no tablet, window or monumental erection shall be placed in the Church unless a complete design thereof shall have first been approved by the Vestry; provided, that nothing herein contained shall in anyway effect or vary the Canonical rights of the Rector within the Chancel.

Article X: Seal of Corporation:

Section 1: The Seal: A metal seal having the following inscription: "Gloria Dei (Old Swedes') Church," shall be the corporate seal of this Corporation. It shall be used in all acts of the Vestry requiring the seal, and only by their order, and it shall be attested to by the Accounting Warden when affixed with his/her signature to any document as a corporate act.

Article XI: Collections.

Section 1: General: Collections shall be made for such objects as the General or Diocesan Convention shall direct; or as the Rector or Vestry may approve, in concert from time to time.

Section 2: Receipts from Offerings: All receipts from the offerings at Services for Worship or other religious services shall be deposited in the operating account of the corporation for disbursement according to the purpose for which they were made.

Article XII: Amendments to the Bylaws.

Section 1: Powers to Change: The Vestry shall have full power to change or revise, in part or in whole, these By-Laws as follows:

- (a) The proposed change or revision must be submitted in writing, with a copy for each member of the Vestry, at any stated or special meeting of the Vestry held no less than thirty (30) days prior to the meeting at which they shall be acted upon.

- (b) The notice of the stated or special meeting at which they will arise for final action must state that said change or revision will be the only business, or one of the items of business, to be disposed of at the meeting.
- (c) The change or revision, to be effective, must be adopted by a two-thirds (2/3) affirmative vote of the full Vestry (8 affirmative votes out of 12); it being specifically understood that any proper amendments to the change or revision as originally submitted in writing may be proposed and formally acted upon at this meeting without prior notice.

Section 2: Proposal of Amendments to the Bylaws by Members of the Corporation: Members of the Corporation in Good Standing may propose amendments at the Annual Meeting as follows:

- (a) The Member shall send a request to the Rector for discussion and vote on a proposed amendment to the bylaws 30 days in advance of the Annual Meeting.
- (b) Following a discussion at the Annual Meeting, the proposed amendment shall be sent to the Vestry for consideration, if approved by a majority vote of the congregation attending the Annual Meeting.
- (c) Proposed amendments must be published and available for review and comment by the Vestry and Members of the Corporation in Good Standing for 30 days. At the close of the review period, and before voting on the proposed amendment(s), the Vestry shall consider the volume and substance of comments received and shall be changed according to Section 1.

Section 3: Implementation of Amendments

- (d) The Vestry, in its sole discretion and by an affirmative vote of two-thirds (2/3) of the Vestry, shall determine the timing and process for the implementation of amendments to the bylaws.

Section 4: Acknowledgement and acceptance of the Constitution and Canons for the Government of the Diocese of Pennsylvania: The Vestry acknowledges that these bylaws do not conflict with the Diocese of Pennsylvania bylaws, and shall follow the Diocese of Pennsylvania bylaws in areas not covered by these bylaws.

By-Laws of Gloria Dei (Old Swedes') Church

Signatures indicating approved bylaws of the Corporation:

Rector: _____

Rectors' Warden: _____

Accounting Warden: _____

Secretary: _____

Date: _____

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