

**FELLOWSHIP SQUARE FOUNDATION,
INCORPORATED
AMENDED AND RESTATED BYLAWS**

Adopted April 27, 2019

By Resolution of the Members

ARTICLE I

NAME AND AFFILIATION

SECTION 1. Name. The name of this corporation is Fellowship Square Foundation, Incorporated (“**Corporation**”).

SECTION 2. Affiliation. The Corporation was established by Lutheran Lay Fellowship of Metropolitan, D.C., and it continues to have significant Lutheran sponsorship.

ARTICLE II

PURPOSE

SECTION 1. Purpose. The Purpose of the Corporation is as set forth in the Corporation’s Articles of Incorporation dated January 25, 1981 and as may be amended from time-to-time (“**Articles**”) and includes:

- (a) to engage on a nonprofit basis in services and activities providing or assisting in providing to elderly or handicapped families and persons housing and other facilities and services designed or adaptable to meeting the physical, social, spiritual, and psychological needs of the aged or handicapped, and contribute to their health, security, happiness, usefulness, and longer living; and
- (b) to plan, construct, operate, maintain, and improve housing and other facilities and services for elderly or handicapped families and persons.

The Corporation will operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the “Code”). No substantial part of the activities of this Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation will not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation will not engage in activities not permitted by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) a corporation whose contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE III

MEMBERS

SECTION 1. Election. The Corporation’s members (“Members”) will consist of no fewer than thirty (30) persons, who shall be nominated and elected by the then-existing corporate membership. All the Fellowship Square Foundation Board of Directors members and all Fellowship House Board of Trustees members, of each Fellowship Housing Unit, are automatically corporate members.

Additional persons committed to the Purpose of FSF may be nominated by any corporate member, and elected at the annual Members Meeting or at a special Members Meeting called for the specific purpose. Members may be elected for renewable terms of three (3) years.

SECTION 2. Resignation or Removal. A Member may resign by providing written notice to the principal office of the Corporation or to its Secretary, President, or Executive Director. Such resignation will be effective upon the date received. Except as otherwise required by law, any Member may be removed for conduct deemed prejudicial to the Corporation by a majority vote of the Members present at any regular or special meeting called for that purpose.

SECTION 3. Rights and Duties. Members will elect the Board at the annual Members meeting or at a special Members meeting called for the specific purpose, Members may fill vacancies in the Board and may amend the Bylaws and the

Articles in accordance with Article XII of these Bylaws and Article Nine of the Articles.

ARTICLE IV

MEMBERS MEETINGS

SECTION 1. Place of Meetings. Meetings of the Members will be held at a suitable place convenient to the Members as designated by the Board.

SECTION 2. Annual Meetings. The annual meeting of the Corporation will be held on a date set each year by the Board.

SECTION 3. Special Meetings. Special meetings may be called by the President upon resolution of the Board, a written request signed by at least one-fourth (1/4) of the Members, or at the request of a governmental agency. The notice of any special meetings will state the time and place of such meetings and the purpose thereof. No business will be transacted at a special meeting except as stated in the notice.

SECTION 4. Notice of Meetings. It will be the duty of the Secretary to cause the mailing or the electronic communication of a notice of each annual or special meeting to each Member of record at the Member's last known address, no fewer than seven (7) or more than sixty (60) days prior to such meeting. The notice will state the time and place of the meeting and the purpose thereof, provided, that the purpose of the meeting need not be listed for annual meetings.

SECTION 5. Quorum. Except as otherwise provided by law, the Articles, or these Bylaws, the presence at any meeting of the Members of at least ten percent (10%) of the Members will constitute a quorum.

SECTION 6. Proxies. Voting by proxy will be permitted at Member meetings. Every proxy will be in writing, signed by the Member and dated, and will specifically state the particular Member meeting to which it is applicable, but need not be sealed, witnessed, or acknowledged.

SECTION 7. Voting. At every meeting of the Members, each Member present once a quorum has been established, either in person or by proxy, will have the right to cast one (1) vote on each matter and never more than one (1) vote. The vote of the majority of those Members present, either in person or by proxy, will decide any matter brought before such meeting, unless a different voting requirement is required under law, the Articles, or these Bylaws.

ARTICLE V

BOARD

SECTION 1. Number and Qualifications. The affairs of the Corporation will be conducted and its policies established by the Board of at least nine (9) and no more than seventeen (17) persons. Board directors (“**Directors**”) need not be Members, but will be elected for Membership by the Board upon appointment to the Board. A minimum of one fourth (1/4) of the Directors will be members of Lutheran congregations.

SECTION 2. Governing Powers. The Board will have all of the powers and duties necessary or appropriate to determine the policies and direction of the Corporation in furtherance of the Corporation’s purpose.

SECTION 3. Election and Term of Office. The Directors will be divided into three (3) classes which will have staggered terms and be as nearly equal in size as is practicable. Each Director is elected to a term of three (3) years (or, when filling a vacancy, the unexpired portion of such term) and may serve until (i) the Director’s successor has been duly elected and qualified or (ii) upon death, disability, retirement, resignation, or removal of the Director. ~~After 2017, a Director may only be elected for up to two consecutive terms.~~ Upon being elected President of a Fellowship Housing Unit, such President shall be deemed a member of the Board for the pendency of the Presidency term.

SECTION 4. Vacancies. Vacancies on the Board will be filled by the Members at the annual meeting or a special meeting called for that purpose. The Board may fill any vacancy until the next annual or special meeting of the Members, provided that at least three (3) days’ notice of the proposed action is given to all the Directors such mid-term appointment will not be counted against the two-term limit in Section 3.

SECTION 5. Removal of Directors. A Director may be removed as follows: (a) at any Member annual meeting or special meeting called for such purpose with or without cause by a vote of the Members; or (b) by the affirmative vote of at least two-thirds (2/3) of the Board, with or without cause. Any Director whose removal has been proposed by the Members will be given notice at least ten (10) days before such meeting and an opportunity to be heard at the meeting. ~~If the Director is removed, a successor Director may be elected at the same meeting to fill the vacancy. Any President of a Fellowship Housing Unit who resigns or is removed from his or her role shall automatically be removed from the Board of Directors.~~

SECTION 6. Compensation. No compensation will be paid to Directors for their services as Directors. Actual out-of-pocket expenses incurred by Directors during the performance of their duties may be paid or reimbursed when authorized by the Board in accordance with these Bylaws and the policies of the Corporation. In special cases, the Board may agree that an officer or Director may perform services ordinarily assigned to employed professional staff. In these cases, compensation may be determined and provided as specified in Section 7 and must comply with Article XI.

SECTION 7. Compensation Determination. If officers or other Directors are authorized to receive compensation for performing professional staff-like functions, a special compensation committee will set the level of compensation. This committee will consist of only disinterested Directors.

SECTION 8. Annual Meeting. Except as otherwise provided by law, a meeting of the Board for business that may be properly brought before it will be held soon after the annual meeting of the Members at such place and time as the Board may determine.

SECTION 9. Regular Meetings. Regularly scheduled meetings of the Board may be held at such time and place as will be determined by the President or by a majority of the Directors. Notice of regular meetings of the Board will be given to each Director by mail or by electronic communication at least two (2) days prior to the day named for such meeting or may be given in a single annual notice pursuant to Section 29-406.22 of the D.C. Nonprofit Corporation Act of 2010, as may be amended from time-to-time (the "Act"). The Board will meet at least quarterly.

SECTION 10. Special Meetings. Any special meeting of the Board may be called on two (2) days' notice to each Director, given by mail or by electronic communication, which notice will state the time, place, and purpose of the meeting. Special meetings of the Board will be called by the President or the Secretary on the written request of at least 20% of the Directors then in office.

SECTION 11. Waiver of Notice. Before or during any meeting of the Board, any Director may waive notice of such meeting in writing and such waiver will be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board will be a waiver of notice by him or her of the time and place thereof unless a Director objects pursuant to Section 29-406.23(b) of the Act.

SECTION 12. Meetings and Actions by Telephone or Similar Communications. The Board may permit Directors to participate in meetings by means of telephone conference or other electronic communications means whereby all Directors participating in the meeting have the opportunity to hear one another at the same time pursuant to Section 29-406.20 of the Act .

SECTION 13. Quorum; Action of Board. One third (1/3) of the Directors will constitute a quorum for a meeting of the Board. The act of the majority of the Directors present at a meeting at which a quorum is established will be the official act of the Board except when a larger number is required by law, the Articles, or these Bylaws.

ARTICLE VI

EXECUTIVE COMMITTEE

SECTION 1. Executive Committee: Composition. The Executive Committee of the Board will consist of seven (7) Directors selected by and serving at the pleasure of the President with the concurrence of the Board, including the four principal officers of the Corporation plus additional Directors. The existence of an Executive Committee and the delegation of authority to it will not operate to relieve the Board or any Director of any responsibility imposed by law. No member of the Executive Committee will continue as a member of such committee after he or she ceases to be a Director.

SECTION 2. Executive Committee; Powers. During the intervals between meetings of the Board, and subject to such limitations as may be provided by law and these Bylaws, the Executive Committee may exercise such authority of the Board in the management of the Corporation as may be delegated to it by the Board subject to Section 29-406.25 of the Act. The Executive Committee will make a full report of all its actions to the Board at the following Board meeting.

SECTION 3. Executive Committee; Meetings. Meetings of the Executive Committee may be held at such time and place as may be determined by the Executive Committee upon giving notice to its members by mail or by electronic communication at least two (2) days prior to the date of the meeting.

SECTION 4. Executive Committee; Quorum. One half (1/2) of the entire Executive Committee will be necessary to constitute a quorum for the transaction of business. The acts of the majority of the members present at such meeting at which a quorum is present will be the act of the Executive Committee.

ARTICLE VII

OFFICERS & EXECUTIVE DIRECTOR

SECTION 1. Designation. The principal officers of the Corporation will be President, Vice President, Secretary, and Treasurer, all of whom will be elected by the Board from among its Directors. The President may appoint assistant officers who may or may not be Directors.

SECTION 2. Election of Officers. The officers of the Corporation will be elected annually by the Board. Unless sooner removed by the Board, resignation, death, or disability, the officers will serve for a term of one (1) year and until their successors are elected. Officers may be reelected. Any vacancies occurring in offices will be filled by the Board. The Board may also appoint temporary officers when necessary or desirable because of the temporary absence or disability of an officer.

SECTION 3. Removal. Upon an affirmative vote of a majority of the Board, any officer may be removed and a successor elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

SECTION 4. President. The President will be the Chairperson of the Board, and, if determined by the Board, a representative of the Corporation in business and other dealings with the public. The President or his or her assignee will preside over meetings of the Members and of the Board and its Executive Committee. The President will have all duties assigned to the President in these Bylaws, all of the duties incident to the office of a president of a corporation, and such other duties as the Board may prescribe.

SECTION 5. Vice President. In the absence or disability of the President, the Vice President will exercise the powers and perform the duties of the President. The Vice President will also perform such other duties as the Board may prescribe.

SECTION 6. Secretary. The Secretary will ensure the keeping of the minutes of all meetings of the Members, the Board, and of the Executive Committee. The Secretary will ensure proper custody of such books and records of the Corporation. The Secretary will also perform all the duties incident to the office of a secretary of a corporation and such other duties as the Board may prescribe.

SECTION 8. Treasurer. The Treasurer will have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and will deposit, or cause to be deposited, in the name of the Corporation, all moneys in such financial institutions as selected by the Board. The Treasurer will deliver, or cause to be delivered to the Corporation management and the Board, whenever requested, an account of the financial condition of the Corporation. In addition, the Treasurer will perform, with the assistance of any designated employees and independent accountants retained by the Corporation, all of the duties incident to the office of a treasurer of a corporation and such other duties as the Board may prescribe.

SECTION 9. Executive Director. The Board may appoint an Executive Director. The Executive Director's title, duties and compensation may be set by the Board in accordance with all applicable law.

ARTICLE VIII

COMMITTEES

SECTION 1. Standing Committees. The Board may provide for the establishment of such standing committees as may be needed or desirable for the conduct of the business of the Corporation pursuant to Section 29-406.25 of the Act. The standing committees may include, but are not limited to, a(n): (i) finance committee and (ii) governance committee.

ARTICLE IX

FISCAL MANAGEMENT

SECTION 1. Fiscal Year. The fiscal year of the Corporation will be determined by the Board.

SECTION 2. Books and Accounts. Books and accounts of the Corporation will be kept in the manner approved by the Treasurer in accordance with the requirements of any loan agreements, regulatory agreements entered into with governmental agencies, agreements entered into with business partners, or as prescribed by the Board.

SECTION 3. Auditing and Reports. At the close of each fiscal year, the books and records of the Corporation may be audited in accordance with the requirements of loan agreements, regulatory agreements, government mandates, agreements with business partners, or as prescribed by the Board. The Board will cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and financial statement of operations for the preceding fiscal year. These documents will be (i) provided to applicable governmental entities and private partners if required under agreements; (ii) made available upon request to Members; and (iii) filed appropriately as determined by the Secretary.

SECTION 4. Execution of Corporate Documents. Subject to policies established by the Board, the officers and the Executive Director are authorized to execute corporate documents as necessary or appropriate for the conduct of the affairs of the Corporation. The Executive Director may delegate to employees under his or her direction the authority to execute contracts and sign checks incident to the operations of the Corporation; provided, that all checks over \$5,000, except for lease of real estate, must be signed by at least two officers or an officer and the Executive Director. The \$5,000 limit may be raised from time-to-time by resolution of the Board.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. Indemnification. To the maximum extent permitted under section 29-406.51 of the Act, every person who serves or has served as a Director or an officer of the Corporation will be indemnified by the Corporation up to the point of liquidation of the Corporation's assets.

SECTION 2. No Liability. To the maximum extent permitted under the Act, no Director or officer will be personally liable to the Corporation or to any Member for loss or damage caused by any act or omission, unless such loss or damage is caused by such Director's (i) fraudulent, willful, or wanton conduct or misconduct or (ii) breach of the Articles or these Bylaws.

SECTION 3. Insurance. The Corporation may maintain insurance on behalf of any person who is or was a Director, employee, volunteer, or officer of the Corporation or as otherwise determined by the Board.

ARTICLE XI

COMMON OR INTERESTED OFFICERS AND DIRECTORS

SECTION 1. General Rules. The Directors and officers will exercise their powers and duties in good faith and in a manner the Director and officer reasonably believe to be in the best interests of the Corporation. No contract or other transaction between the Corporation and one or more of its Directors, officers, members, or the Executive Director, or between the Corporation and any corporation, firm, association, or other entity in which one or more of the Directors, officers, or the Executive Director of the Corporation are directors or officers, or are pecuniary or otherwise interested, will be either void or voidable because of such common directorate, officership, or interest or because such officers or Directors are present at the meeting of the Board or any committee thereof which authorizes, approves or ratifies the contract or transaction, if at least one of the following conditions are met:

- (a) the material facts as to the relationship or interest as to the contract or transaction are disclosed or known to the Board and the Board authorizes or ratifies such contract or transaction in good faith by the affirmative vote of a majority of the disinterested Directors;
- (b) the material facts as to the relationship or interest as to the contract or transaction are disclosed or known to the Members and the contract or transaction is specifically approved in good faith by vote of the Members; or
- (c) the contract or transaction is fair and commercially reasonable to the Corporation at the time it is authorized, approved, or ratified by the Board or the Members.

SECTION 2. Implementation. Interested Directors or officers may not vote on any contract or transaction in which they may be interested, but may be counted for the purposes of establishing quorum. Notwithstanding anything to the contrary in this Article, any such contract or transaction will not be entered into if it would result in the loss of the Corporation's exemption from federal or state income taxation.

ARTICLE XII

AMENDMENTS

Except as otherwise required by law, these Bylaws may be amended at any regular meeting of the Members or at any special meeting called for that purpose. Written notice of the proposed amendment will have been given at least ten (10) days prior to such meeting; *provided, however*, the Members assembled may agree to consider amendments with less notice. Such amendment will require an affirmative vote of the majority of the Members present in person or by proxy at a duly constituted meeting. Copies of such amended Bylaws will be submitted, if and as required, to all principal mortgagees, business partners, and regional or national Lutheran church bodies with which the Corporation is affiliated.

ARTICLE XIII

DISSOLUTION

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes similar to the Corporation's purpose.