BYLAWS
OF
AFRICAN CONFERENCE OF CATHOLIC CLERGY & RELIGIOUS
IN THE UNITED STATES, INC.

ARTICLE I. NAME; PRINCIPAL OFFICE

SECTION 1. Name. The name of this non-profit, non-stock corporation (the "Corporation") is AFRICAN CONFERENCE OF CATHOLIC CLERGY & RELIGIOUS IN THE UNITED STATES, INC.

SECTION 2. Principal. The principal office of the Corporation shall be at 309 Cathedral Street, Third Floor, Baltimore, Maryland 21201.

ARTICLE II. MEMBERS

SECTION 1. Number of Members. There shall be no restrictions on the number of members of the Corporation.

SECTION 2. Qualifications. Membership in the Corporation shall be open to all African Catholic clergy and religious who are incardinated, working, or studying in the United States and who are in good standing with their respective ordinaries or Major Superiors.

SECTION 3. Application. All applications shall be made orally or in writing to the prospective member's Regional Chapter or, if there is no Regional Chapter covering the area in which the prospective member resides, the General Assembly. Prospective members shall pay a one-time application fee set by the Board of Directors from time to time.

SECTION 4. Dues. The Board of Directors shall adopt a comprehensive plan or schedule of annual membership dues. Such plan or schedule may be changed from time to time pursuant to a resolution of the Board of Directors. Members who fail to be current on their dues obligations, subject to any grace period established by the Board of Directors, shall cease to be members in good standing of the Corporation.

SECTION 5. Rights and Privileges. To the extent provided herein, each member in good standing shall have the right to vote and hold office.

SECTION 6. Resignations and Terminations. All resignations shall be tendered orally or in writing to the Regional Chapter or General Assembly. A member that is expelled from his or her Regional Chapter in accordance with the procedures of such
Regional Chapter shall no longer be a member of the Corporation. Further, any member who is no longer in good standing with his or her ordinary or Major Superior shall cease to be a member of the Corporation. A member may also be suspended or removed by a vote of a majority of the General Assembly for reasons set forth in the Policies and Procedures of the Corporation.

SECTION 7. Honorary Membership. Upon approval of the General Assembly, clergy and religious who are not of African descent, but who may have ties with Africa, by missionary or other activities or for other reasons, may be admitted as honorary members of the Corporation, provided that honorary members shall not have the right to vote or hold office.

SECTION 8. Emeritus Membership. Members of the Corporation shall become emeritus members at such time as they are no longer working or studying in or residing in the United States. Emeritus members shall not have the right to vote or hold office.

SECTION 9. General Assembly. The General Assembly shall consist of all members of the Corporation in good standing. The General Assembly shall hold an annual meeting at the Annual Convention of the Corporation to elect officers and to review and ratify the decisions of the National Executive Council for the prior year.

SECTION 10. Regional Chapters. The Board of Directors shall establish by resolution Regional Chapters covering one or more states. Each Regional Chapter shall have a President and such other officers as the members in good standing of such Regional Chapter shall determine, which officers shall be elected in accordance with the procedures of such Regional Chapter. The Regional Chapter shall be responsible for collecting membership dues on behalf of the Corporation.

SECTION 11. Quorum; Voting. At a meeting of members the presence in person or by proxy of a majority of all members entitled to cast a vote at the meeting constitutes a quorum. The vote of a majority of the members present at any meeting at which there is a quorum shall be sufficient to approve any matter which properly comes before the meeting, except to the extent a greater proportion may be required by the laws of the State of Maryland, these Bylaws or the Articles of Incorporation of the Corporation. Each member who is entitled to cast a vote is entitled to one vote on each matter submitted to a vote at the General Assembly. A member may vote in either in person or by written proxy signed by the member.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. Power of Board of Directors. The business of the Corporation shall be managed by the Board of Directors.
SECTION 2. Number of Directors. The number of directors constituting the entire Board of Directors shall be not less than three (3) nor more than twenty-one (21), fixed from time to time by a majority of the total number of directors which the Corporation would have, prior to any increase or decrease, if there were no vacancies, provided, however, that no decrease shall shorten the term of an incumbent director.

SECTION 3. Composition of Board of Directors. The voting members of the National Executive Council serving from time to time shall constitute the members of the Board of Directors.

SECTION 4. Quorum of Directors and Action by the Board of Directors. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except to the extent a greater proportion may be required by the laws of the State of Maryland, these Bylaws or the Articles of Incorporation of the Corporation. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or committee.

SECTION 5. Resignations. Any director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the National President or General Secretary of the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. Removal of Directors. If a director ceases to serve on the National Executive Council for any reason, then such person shall also cease to serve as a director.

SECTION 7. Powers and Duties of Directors. The Board of Directors shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Directors to carry out the purposes of the Corporation and to manage and control all of its assets. In carrying out its duties, the Board of Directors is authorized to employ or arrange for the services of such persons, including attorneys, agents and assistants, as in its opinion are necessary or desirable for the proper administration of the Corporation, and to pay reasonable compensation for services and expenses as a result thereof. The Board of Directors may also, from time to time appoint and retain as advisors persons whose advice, assistance or support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes and pay the reasonable expenses thereof.
SECTION 8. Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be held at the Annual Convention of the Corporation. If less than a quorum of Directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters that might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

SECTION 9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and at any place within or outside the State of Maryland as the Board of Directors may designate from time to time. The Board of Directors shall meet as often as necessary to transact the business of the Corporation. Notice of regular meetings shall be provided as prescribed by the Board of Directors by resolution.

SECTION 10. Special Meetings. Special meetings of the Board of Directors may be called by the National President of the Corporation or by the written request of not fewer than two (2) Directors filed with the General Secretary of the Corporation. Any resolution or written request for a special meeting shall state the time, place, and purpose of such meeting. Notice of special meetings shall be mailed, sent by facsimile or delivered to each Director not less than two (2) nor more than thirty (30) days before the date of such meeting, unless, in case of emergency, the President or Directors calling the meeting shall specify shorter notice periods. Notice of special meetings shall state the purpose or purposes for the special meeting and at such meeting no other business than that stated in the notice shall be transacted as official business.

SECTION 11. Waiver of Notice. Any meeting of the Board of Directors may be deemed to have been validly and legally called if a majority of the Directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Director except when the Director attends the meeting for the express and exclusive purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents or approvals shall be filed with the records of the Corporation.

SECTION 12. Conference Telephone. Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.
ARTICLE IV. OFFICERS

SECTION 1. Officers. The officers of the Corporation shall consist of a National President, Vice President, General Secretary, and a Treasurer and such other officers with such duties as may be authorized and determined by the Corporation. All officers must be members of the Corporation in good standing.

SECTION 2. Election and Tenure of Officers. The members shall elect the officers of the Corporation in accordance with the Policies and Procedures of the Corporation. The officers of the Corporation shall each hold office for three (3) years and until the election and qualification of his or her successor. Officers may serve only two (2) successive terms in the same office, and shall not be eligible for re-election to such office until the expiration of three (3) years from the end of his or her second term.

SECTION 3. Resignation and Removal of Officers. An officer may resign at any time by giving written notice to the National Executive Council. Any officer may be removed for cause (as determined by reference to the Policies and Procedures of the Corporation) by the vote of two-thirds (2/3) of the members present at any meeting of the General Assembly at which a quorum is present.

SECTION 4. Vacancies. Any vacancy occurring in any office for reasons other than the expiration of such officer's term, shall be filled by the person serving in the assistant office or, if none, by the Board of Directors. Such person shall serve until the next meeting of the General Assembly, at which the members shall fill such vacancy for the unexpired portion of the officer's term.

SECTION 5. Powers and Duties of the Officers.

A. National President. The National President shall preside over all meetings of the National Executive Council and the General Assembly, and generally shall perform all the duties usually performed by presidents of like organizations. The President shall perform such other duties as from time to time may be prescribed by the Board of Directors or pursuant to the Policies and Procedures of the Corporation. The President may sign and execute all authorized bonds, contracts and other obligations in the name of the Corporation.

B. Vice President. The Vice President shall have the powers and shall perform such duties as may be assigned to him by the Board of Directors or by the President or pursuant to the Policies and Procedures of the Corporation. The Vice President, in the absence of the President or in the event of the President's inability or refusal to act, shall perform the duties and exercise the powers of the President.
C. General Secretary. The General Secretary shall attend all meetings of the Board of Directors and the General Assembly. The Secretary shall record all the proceedings of the meetings of the Board of Directors and the General Assembly in one or more books to be kept for that purpose. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the Policies and Procedures of the Corporation.

D. Treasurer. The Treasurer shall have the custody of the funds and securities of the Corporation. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors and the General Assembly, at the Annual Convention, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE V. NATIONAL EXECUTIVE COUNCIL

SECTION 1. Members. The National Executive Council (NEC) shall consist of the National President, Vice President, General Secretary, Assistant General Secretary, Financial Secretary, Assistant Financial Secretary, Treasurer, Provost, Publicity Secretary, Assistant Publicity Secretary, and all Regional Presidents. The Coordinator of the USCCB's Office for Pastoral Care for Migrants, Refugees and Travelers shall be a non-voting, ex officio member of the NEC. All members of the NEC must be members of the Corporation in good standing.

SECTION 2. Election and Tenure of Officers. The members shall elect the NEC in accordance with the Policies and Procedures of the Corporation. The members of the NEC other than the Regional Presidents shall each hold office for three (3) years and until the election and qualification of his or her successor. Members of the NEC other than the Regional Presidents may serve only two (2) successive terms in the same position, and shall not be eligible for re-election to such position until the expiration of three (3) years from the end of his or her second term.

SECTION 3. Resignation and Removal of Officers. A member of the NEC may resign at any time by giving written notice to the NEC. Any officer may be removed for cause (as determined by reference to the Policies and Procedures of the Corporation) by the vote of two-thirds (2/3) of the members present at any meeting of the General Assembly at which a quorum is present.
SECTION 4. Vacancies. Any vacancy occurring in the NEC for reasons other than the expiration of such member's term, shall be filled by the person serving in the assistant office or, if none, by the NEC. Such person shall serve until the next meeting of the General Assembly, at which the members shall fill such vacancy for the unexpired portion of the officer's term.

SECTION 5. Powers and Duties of Members of NEC. The powers and duties of the members of the NEC, to the extent not otherwise set forth in these Bylaws, shall be as prescribed by the Policies and Procedures of the Corporation.

ARTICLE VI. BOOKS AND RECORDS

The Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of the General Assembly and the NEC; and (c) a current list of the directors and officers and their addresses.

The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of the Corporation shall be open to inspection, and no creditor, security holder or other person shall have any right to inspect any accounts, books, records or other documents of the Corporation except as conferred by statute or as so authorized by the Board of Directors.

ARTICLE VII. CHECKS, NOTES, ETC.

All checks and drafts on, and withdrawals from the Corporation's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the Corporation, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Board of Directors.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify, to the extent allowed by law, any Director or officer or former Director or officer of the Corporation, or any person who may have served at the Corporation's request as a director, officer, partner or trustee of another entity, against any judgments, penalties, fines, settlements and reasonable expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Director or officer of the Corporation. Such indemnification shall not be deemed exclusive
and shall not limit any other rights to which such Director or officer may be entitled, under any Bylaw, agreement, vote of the Board of Directors or of the Member or otherwise.

ARTICLE IX. EPISCOPAL MODERATOR

The Corporation shall always have an Episcopal Moderator who is a United States Catholic Bishop. Bishop John H. Ricard, SSJ shall be the initial Episcopal Moderator of the Corporation.

ARTICLE X. OTHER MATTERS

SECTION 1. Maintenance of Tax Exempt Status. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

SECTION 2. Corporate Seal. The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

SECTION 3. Fiscal Year. The fiscal year of the Corporation shall be the twelve months ending December 31, or such other period as may be fixed by the Board of Directors.

SECTION 4. Amendments. The General Assembly shall have the power to make and adopt new bylaws or to alter, amend or repeal any of the Bylaws and/or the Articles of Incorporation of the Corporation by a vote of two-thirds (2/3) of the members present at any meeting at which a quorum is present.

SECTION 5. Dissolution. The Corporation may be dissolved upon the resolution of a majority of the entire Board of Directors advising the dissolution of the Corporation and the approval by the affirmative vote of two-thirds (2/3) of all of the members of the Corporation.

Adopted effective this ___ day of __________, 2010.

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General Secretary