

**CONNECTIONAL LAY ECONOMIC
DEVELOPMENT CORPORATION, INCORPORATED**
(A NOT FOR PROFIT CORPORATION)

* * * **BYLAWS** * * *

P R E F A C E

The Constitution of the Connectional Lay Organization, in ARTICLE XV, Section 6, authorizes an incorporation of this nature and requires that section be cited as a basis for the organization and its operation.

SECTION A. The name of the corporation is the CONNECTIONAL LAY ECONOMIC DEVELOPMENT CORPORATION, INCORPORATED, commonly known as CLEDC.

The power of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors elected pursuant to provisions set forth in these By-laws.

SECTION B. This corporation shall have a perpetual existence continuing from August 1, 2003, of the filing of the Articles of Incorporation.

SECTION C. This corporation is a not for profit corporation. The purposes for which the corporation is organized are:

1. to operate for the advancement of religion and religious activities and for other charitable purposes, by the distribution of its funds for such purposes and, particularly, for providing developmental services to components and units in the Episcopal Districts of the African Methodist Episcopal Church.
2. to operate exclusively for such religious, charitable, and educational purposes as will qualify it as an exempt organization under Section 501 (C) (3) of the Internal Revenue Code of 1968 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.
3. to have among its activities no propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any candidate for public office.
4. to support the Episcopal District Lay Organizations of the African Methodist Episcopal Church and their auxiliaries in programs they promote and/or endorse.

SECTION D. The order of business for the Annual Meeting of members shall be:

1. Devotion
2. Minutes of the Last Annual Meeting
3. Minutes of Board of Directors Meeting(s)
4. Review and Examination of the Current Roster of Members
5. Acceptance of New Members
6. Reports from Officers-
 - a. President
 - b. Chairman of the Board
 - c. Treasurer (budget)
 - d. Chief Executive Officer (CEO)

- e. Chairman of Committees
7. Consideration of Correspondences and Communications
8. Review Directives from Connectional Lay Organization
9. Unfinished Business (Membership Fees, Bond Status, etc.)
10. New Business
11. Members' Concerns
12. Adjournment

The order of business may be changed by a majority vote of members present. The order of business for Emergency or Special-Call Meetings shall conform to the information in the official call.

The Annual Meeting of members shall set the date, time, and place of the next Annual Meeting and shall schedule the meeting to occur during a session of the Executive Board or of the Biennial Session of the Connectional Lay Organization.

SECTION E. Notification of the Annual Meeting of members shall be sent to each member of the Board of Directors and presented in the *Christian Recorder* and the *We Speak* Journal. Representatives from at least eight Episcopal Districts shall constitute a quorum for the transaction of business and shall signify that proper notification has been circulated.

SECTION F. There shall be two kinds of memberships: individual and organizational. Any member in good and regular standing in one of our A.M.E. Churches is eligible for membership upon the payment of the assessed membership fee and acceptance by the body during the Annual Meeting. There shall be no restriction on the number of members the Incorporation may register.

Any recognized entity of the AMEC, for example, a church, a presiding elder district, a Lay Organization at any level, a WMS unit at any level, etc. may secure organizational membership upon paying the assessment established for such organizations and being voted to membership by the body during the Annual Meeting.

SECTION G. The membership fee shall be sixty dollars (\$60.00) per year for an individual membership. The membership fee for an organization shall be seventy-five dollars (\$75.00) per year. Multi-year memberships may be secured at a reduced rate of twenty dollars (\$20.00) per five years (individual \$280 and organization \$355). Membership Fees, Adjustment of, shall be an agenda item during each Annual Meeting. (See Section D, item nine)

SECTION H. Individuals desiring membership in this corporation shall execute a "REGISTRATION FORM" providing name, mailing address, telephone number, etc. Organizations shall provide similar information along with the name of an individual who is considered a principal executive officer or designee. (See Appendix Item "B")

SECTION I. A membership receipt or certificate shall be issued to each individual or organization which contributes the membership fee and is accepted by the body.

The membership receipt or certificate shall indicate the name of the member (individual or organization), date membership started and date membership terminates on the basis of the fee paid.

The membership receipt or certificate shall comport with form set forth in Appendix A and Appendix B.

Receipts will be issued for single year memberships, and certificates will be issued for multi-year memberships.

SECTION J. The membership shall run from the day of registration until that same date one year later. Members will be notified of their impending membership expiration date in sufficient time to accommodate an uninterrupted membership.

SECTION K. Individual members and organizational members, through an individual representative, shall be entitled to one vote during the Annual Meeting of members and all other rights and privileges established for members by the Board of Directors.

Members may establish rights and privileges through the resolution route during the Annual Meetings provided any action decided must be consistent with provisions set forth in these By-laws or the Articles of Incorporation of this body.

SECTION L. Members, individual and organization, shall assume total responsibility for securing the appropriate registration form(s) and executing same, submitting membership information and assessed dues and acknowledging or providing any other information or assessment established by the Board of Directors or the body

The Board of Directors shall develop, implement, and maintain a system which facilitates members continuing their relation without interruption.

SECTION M. The CLEDC Board of Directors and the members, during their meetings, are constrained from employing any of the receipts generated from contributions in funding or promoting activities or programs until concurrence is available from the Executive Board of the Connectional Lay Organization.

SECTION N. A vacancy on the Board of Directors shall be filled by the Board of Directors until the next Annual Meeting of Members. At this time, the position shall be filled by the members. A vacancy among the officers shall be filled by the Board of Directors.

SECTION O. The Board of Directors shall develop a manual of "operational procedures," which will set forth specific directions for processes involving investment, disbursement, and collection of the financial resources of the corporation.

SECTION P. The Board of Directors shall select a depository for the corporation's funds, which shall be different from the depository employed by the Connectional Lay Organization or a Division. It shall be the practice of the Board of Directors to select depositories in different cities unless to do so would impose undue difficulty for an official charged with depositing funds. The depository shall be a member of the Federal Reserve System/FDIC.

SECTION Q. The Board of Directors shall present a comprehensive report of finances detailing receipts, deposits, expenditures (with full explanation thereof), and balances as of an indicated date and any other requested financial information by the members during the Annual Meeting. Another financial report shall be presented for consumption by members at another time during the year which shall be decided by the Board of Directors. These reports, in both instances, shall be printed.

SECTION R. The Board of Directors shall cause the Treasurer to be bonded in an amount sufficient to protect the corporation's financial resources. The Board shall determine the need for additional bonding of individuals involved with handling funds. The status of "Bonds" for individuals handling funds of the corporation shall be reported during the annual Meeting. The CEO shall be the holder of all bonds.

SECTION S. The Board of Directors shall be elected by the members of the CLEDC during the Annual Meeting. Nominations from the Episcopal Districts, CLEDC President's Council and the Executive Board of the Connectional Lay Organization shall be considered. The Board of Directors shall be composed of one representative from each Episcopal District elected from among and by the CLEDC members of the district. Additionally, there shall be five representatives from the elected officers of the Connectional Lay Organization elected by its

Executive Board. The five members elected must be members of CLEDC. Two (2) at large members shall be elected from the Connectional Lay Organization's Presidents Council by the Episcopal District President.

The President of the Connectional Lay Organization may appoint a Chairman of the Board of Directors and other official as required. These appointments shall have annual renewal but no maximum years of service.

The Board of Directors shall elect from among its members the following officers: 1) president, 2) vice president, 3) secretary (CEO), and 4) treasurer. These officers shall serve tenure of four (4) years.

The Administrative Board shall be composed of the above elected officers and four directors elected by the board from among its members. They shall serve tenure of four (4) years with a capacity for reelection.

The initial officers, Directors, Chairman of the Board, and adviser under this set of By-laws shall serve until their successors are elected/appointed in 2009 and shall be as follows:

President	Jesse L. Burns, Jr.
Vice President	Thomas P. Green
Secretary (CEO)	David Ward
Treasurer	Larry Hollie
Director	Laurene McMillan
Director	Joe Ezell
Director	Brent Shepherd
Director	Weldon Schuman
Chairman/Board	*Tyrone Presley
Adviser	*Dr. Samuel A. Hunter

*Appointed by CLO President

[Under no circumstances shall the Treasurer of the corporation serve as Treasurer of the Connectional Lay Organization.]

SECTION T. DUTIES OF OFFICERS, DIRECTORS, AND CHAIRMAN OF THE BOARD

The President will serve as the titular head of the corporation. The primary responsibility will be interpreting directives, recommendations, etc. from the Connectional Lay Organization.

The Vice President will assume the duties of the President when the President is not present.

The Secretary shall be the Chief Executive Officer (CEO) of the corporation and shall be titled the Executive Director. The primary responsibility will be to insure that a complete record of all meetings, transactions, and activities is prepared and maintained and that all administrative functions associated with the fulfillment of the objectives and policies of the corporation are effectively and efficiently executed.

The Treasurer shall receive all monies and maintain an accurate record of the same. The Treasurer shall disburse funds pursuant to procedures established by the Board of Directors. See Section P.

The Directors, working in conjunction with other officers, will develop policy for the operation of the corporation.

The Chairman of the Board shall preside at the meetings of the CLEDC Board of Directors and Administrative Board. The formation of sufficient and appropriate policy for achievement of corporation objectives shall be the primary responsibility of the Chairman of the Board.

SECTION U. ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken by the Board of Directors under any provision of law may be without a meeting if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the By-laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

SECTION V. The By-laws may be amended at any Annual Meeting provided a notice of the proposed change has been presented to the members at the time the notice of the Annual Meeting is circulated.

A two-thirds vote of the members present and voting shall be required to approve an amendment.

SECTION W. Any provision or condition not expressly covered in either the Articles of Incorporation or these By-laws of this organization shall be interpreted and construed in keeping with the long established policies, customs, tenets, and traditions of the African Methodist Episcopal Church/Lay Organization, AMEC Doctrine and Discipline, and Roberts Rules of Order, latest edition.

TLP/sah - 11/15/07