



Pan~African Community Association, Inc.
Milwaukee, WI



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BY-LAWS OF PAN-AFRICAN COMMUNITY ASSOCIATION

1 ARTICLE I: NAME OF THE MISSION

The name of the organization shall be Pan-African Community Association, Inc., or PACA.

1.1 Mission Statement of PACA

PACA brings together all the people of African descent to preserve and enrich African cultural values through education, empowerment, dialogue and serving the needs of the greater Milwaukee community.

1.2 Vision Statement of PACA

PACA envisions that African refugees and immigrants make a smooth adjustment into the American society, enjoy the rights, and fulfill their obligations as integral members of their community.

1.3 Goals and Objectives of PACA

PACA achieves its goals by facilitating the adjustment process of new African immigrants and refugees to the American way of life with dignity and directs them to available resources.

PACA preserves and enriches African cultural heritage through cultural celebrations, and by connecting refugees and immigrants to their cultural, national, ethnic and religious communities in the Greater Milwaukee area.

PACA provides ways and means to strengthen family relationships through interfamily and community support.

PACA brings together all communities, especially the African and African American communities through a series of dialogue, educational workshops, and panel discussions.

PACA also increases community awareness of African issues that impacts our humanity.

2 ARTICLE II: MEMBERSHIP

2.1 Membership

Africans, African-Americans and others who are committed to further the mission and vision of PACA may be members. The Board of Directors of PACA shall reach out to all African national communities to enlist their membership in the Association.

2.2 Meetings of Members

An annual meeting of the members for the election of the executive committee and for the transaction of other business shall be held in the month of April 15, but not later than the month of May 15. The Executive Committee will designate time and location. If the Executive Committee shall fail to call an annual meeting as required by the preceding article, any active member may, by written notice to the other active members call such an annual meeting.

2.3 Special Meetings

Special meetings of members for any purpose or purposes may be called from time to time by the Executive Committee or at the request made, in writing to the Committee by one-third of the active members. The notice for any such meeting shall state the purpose or purposes thereof, and the initiator(s) of the meeting. Emergency meetings of the Executive Committee or members of the association may be called by electronic communication at any time.

2.4 Notice of Meetings

Written notice of any regular or special meetings of members shall be sent by mail or e-mail to each active member at least fourteen (14) days but not more than thirty (30) days prior to such meeting.

2.5 Voting by Members

Active members will be entitled to one vote per member on all matters requiring a vote of the membership of the organization. Only active members can serve as proxy. Unless authorized by the Executive Committee no member can serve as proxy for more than one (1) person. Any vote for the Executive Committee or officers shall be by ballot. The secretary at the meeting will report the count of ballots.

2.6 Quorum of Members

At all meeting of members, a simple majority of the active members of the Organization present in person shall constitute a quorum to conduct a meeting. If a quorum shall not be present at any meeting of members, those present in person represented shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until requisite quorum shall be present.

2.7 Special Matters Requiring Approval of Members

The approval of the active members shall be required to: (1) amend the Articles of this Association; (2) provide for mergers into or with, or consolidation with another association or corporation; and (3) provide for the voluntary dissolution of this association, or other disposition of all or substantially all of the property or assets of this Association.

3 ARTICLE III: BOARD OF DIRECTORS

Except for such powers as may be delegated by these By-laws to the officers of the Association, the policy matters of the Association shall be vested in its Board of Directors, while the Executive Committee shall be charged with the management of the affairs of the Association. No individual member of the Board of Directors shall have the authority of making statements affecting Association policy to the press or the other groups except for such powers as may be delegated by these By-laws to the members of the Board of Directors of the Organization.

3.1 Size of Executive Committee and Term of Office of Board of Directors

The Board of Directors shall be comprised of the Board Chairperson and four Board members. All members to serve on the board shall be active members of the Association. Board members shall be elected to serve for a period of two years. Each member shall serve until s/he be removed or until her/his successor shall be elected.

3.2 Election of the Board of Directors

The election of the Board of Directors will be conducted solely and voted upon by active members at the initial general meeting and thereafter at an annual meeting every two years. Active members may nominate up to eight members to contest for the five positions of the Board of Directors. The board member who gets the highest votes will become the Board Chairperson. The remaining Board members will be voted to the remaining top four nominees for the board membership. Any person so nominated shall give his/her consent to the nomination prior to the election.

The initial Chairperson of the Executive Committee will be Chairperson of the Board of Directors and the remaining four Board members will be the Secretary, the Treasurer, and two Councilors. At the initial general meetings of the Association (following the incorporation of the Association), the Board of Directors will be elected as specified in these By-laws.

3.3 Resignation of a Board Member

Any Board member may resign at any time by giving written notice of such resignation within thirty (30) days to the remaining members of the Board of Directors.

3.4 Vacancy on the Board of Directors

With the exception of the Chairperson, one or two vacancies on the Board of Directors may remain open until the next meeting of all members of the association. In case of the position of the Chairperson of the Board or more than two ordinary members of the board being vacant, then an emergency meeting of all members of the association shall be

called to conduct voting to fill the vacant positions. Any member so elected by the special members meeting shall hold office and serve until the term of their predecessors expire.

3.5 Meeting of the Board of Directors

The Board of Directors shall meet at least two times each year at places designated by the Executive Committee. Special meetings of the Committee may be called by the Chairperson or at the request of any two members of the Board of Directors. Notice of special meetings shall be given at least fourteen days prior to such meeting. The Chairperson may call emergency meetings of the Executive Committee by electronic communication at any time, as s/he deems fit and necessary.

- a. If at any meeting of the Board of Directors a quorum shall not be present, the members present at the meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of members constituting a quorum shall be present.
- b. All Board meetings shall be conducted in closed sessions.

3.6 Removal of Members of the Board of Directors

With the exception of the Chairperson, any member of the Board of Directors may be removed from office by the affirmative vote of a quorum of Board of Directors, members present at a regular or special meeting, for conduct detrimental to the interest of the Association, for the lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purposes, or for being absent for three (3) consecutive meetings of the Executive Committee without justifiable cause. Any such member proposed to be removed from office shall be entitled to written notice of proposed action mailed fourteen (14) days prior to the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

3.7 Quorum of the Board of Directors

Fifty percent (50%) plus one of the existing members of the Executive Committee shall constitute a quorum.

3.8 Duties of the Board of Directors

The main function of the Board of Directors will be to set the Association policy and ensure that the Executive Committee and other Association officers follow those policies. In this regard, the Board will be the custodian of the Association policy and will act in a manner such that the original purpose of the association is properly implanted and where change is deemed necessary then the correct procedure as specified in these by-laws is followed to institute such change.

4 ARTICLE IV: EXECUTIVE COMMITTEE

4.1 Powers of the Executive Committee

Except for such powers as may be delegated by these By-laws to the officers of the Association, the powers of the Association shall be vested in its Executive Committee, and the Executive Committee shall be charged with the management of the affairs of the Association.

No individual Executive Committee Member shall have the authority of making statements affecting Association policy to the press or other groups except for such powers as may be delegated by these By-laws to the members of the officers of this Corporation.

4.2 Size of Executive Committee & Terms of Office of Executive Committee

The Executive Committee shall be comprised of the Chairman, the Deputy Chairman, the Treasurer and his/her deputy, the Secretary, and his/her deputy and two (2) councilors. All members to serve on the committee shall be active members of the Association. Committee members shall be elected to serve for a period of two (2) years. Each member shall serve until he/she shall be removed or until his/her successor shall be elected.

4.3 Election of Executive Committee

The election of the Executive Committee will be conducted solely and voted upon by active members at the initial general meeting and thereafter at an annual meeting every two years. Active members may nominate up to three members to contest for each position on the Executive Committee excluding the deputies and councilors. The deputy for each position will be the runner-up. The councilors will be selected from the top two nominees for the councilor position. Any person so nominated shall give his/her consent to the nomination prior to the election.

4.4 Resignation of Executive Committee Member

Any Executive Committee Member may resign at any time by giving written notice of such resignation to the Committee, which shall act immediately thereafter.

4.5 Vacancy on the Executive Committee

With the exception of the Chairman, any vacancy on the Executive Committee may be filled by a majority vote of Executive Committee members then in office. Any member so elected by the Executive Committee shall hold office and serve until the term of his/her predecessor expires.'

4.6 Meeting of the Executive Committee

The Executive Committee shall meet at least six (6) times each year at places designated by the Executive Committee. Special meetings of the Committee may be called by the Chairman or at the request of any four (4) members of the Executive Committee. Notice of special meetings shall be given at least fourteen (14) but not more than thirty (30) days prior to such meeting. The Chairman may call emergency meetings of the Executive Committee by electronic communication at any time, as he/she deems fit and necessary.

- a. A member in attendance at a meeting by electronic communication pursuant to which he/she may be heard by, and may hear all of the other members, shall be deemed to be present in person and may vote on all matters presented at the meeting. A majority of the members present in person or by electronic communication shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee. The Executive Committee may designate times and places of regular meetings, and upon such designations such meetings shall be deemed duly called with or without the giving of notice.
- b. If at any meeting of the Executive Committee a quorum shall not be present, the members present at the meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of members constituting a quorum shall be present.
- c. All Executive Committee Meetings shall be conducted in closed sessions.

4.7 Removal of Members of the Executive Committee

With the exception of the Chairperson, any member of the Executive Committee may be removed from office by the affirmative vote of a quorum of Executive Committee members present at a regular or special meeting, for conduct detrimental to the interest of the Association, for the lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purposes, or for being absent for three (3) consecutive meetings of the Executive Committee without a justifiable cause. Any such member proposed to be removed from office shall be entitled to written notice of proposed action mailed fourteen (14) days prior to the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

4.8 Quorum of the Executive Committee

Fifty percent (50%) plus one of the existing members of the Executive Committee shall constitute a quorum.

4.9 Election and Duties of the Chairman

4.9.1 Election of Chairman

At the initial general meeting of members and thereafter at an Annual meeting, “qualified” active members shall elect, as described in Article II section 2, the Chairman of the Executive Committee who will also be Chief Executive of the Association.

The Chairman shall be elected to serve in that capacity for a period of two (2) years or until his/her successor shall be elected, unless he/she shall be removed from office by a vote of “no confidence” by a majority of active members at a meeting called by the remaining Executive Committee members.

4.9.2 Duties of the Chairman

The Chairman of the Association shall have all powers and shall perform all duties commonly incident to and vested in the office of Chairman of an Association, including but not limited to being chief executive officer of the Association, preparing the agenda for the Annual Meeting at which her or she presides, and having general knowledge of and responsibility for supervision of the business of the Association. The Chairman of the Association shall also have the following specific powers:

- The Chairman calls and presides at all meetings of the Association including meetings of the Executive Committee.
- Assumes the function of chief spokesperson of the Association.
- Represents the Association to the conferences and public forums.
- Coordinates the Association's public relations activities in consultation with the Executive Committee members.
- Calls emergency meetings of the Executive Committee when he/she deems it fit necessary.
- The Chairman, with the approval of other Executive Committee members, shall appoint chairpersons for standing committees and sub-committees as may required by these By-laws and shall be and ex-officio member without vote of all committees, unless otherwise specified in these By-laws.
- The Chairman with the approval of other Executive Committee members shall have the power to suspend the activities of any Standing Committee or to leave the chair of any Standing Committee vacant for the duration of his/her term of office.
- The Chairman, with the approval of other Executive Committee members, shall have the power to appoint special or ad-hoc committees as may be required.
- The Chairman shall also perform such other duties as other members of the Executive Committee may from time to time designate.

4.10 Duties of the Deputy Chairman

The deputy Chairman will assist the Chairman on all matters of the Association, and execute the duties of the Chairman in his/her absence.

4.11 Duties of the Secretary and Deputy Secretary

The Secretary shall attend all meetings of the Executive Committee, any standing committee and all meetings of the members and record all proceedings of the meetings of the members in a book to be kept for that purpose. The Secretary shall have custody of the corporate seal of the Association and he/she shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his or her signature. In the absence of the Secretary, the deputy Secretary shall perform all the duties pertaining.

The Executive Committee may give general authority to any other officer(s) to affix the seal of the Association and to attest the affixing by his or her signature. In addition to

keeping accurate minutes of the proceedings of the members, Executive Committee, and committees of the Executive Committee, the Secretary shall keep at the principal office of the Association a record of the names, addresses and telephone numbers of the members of the Association entitled to vote. Such information (addresses and members telephone numbers) shall at all times be kept and used specifically for the Association's activities and treated as confidential by all members of the Executive Committee.

4.12 Duties of the Treasurer and Deputy Treasurer

The Treasurer shall have custody of the Association's funds and securities, shall keep full and accurate amounts of receipts and disbursements, and shall keep correct and complete books and records of accounts. The Treasurer shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Executive Committee. The Treasurer shall render to the Chairman and the Executive Committee at its regular meetings, or when the Executive Committee so requires, and account of all his/her transactions as treasurer and of the financial conditions of the Association. The Treasurer shall prepare and present Annual Statements of Account and budget to the Annual Meeting of members. The Annual Statements of Account and budget will also be posted on the World Wide Web site of the Association. In the absence of the Treasurer, the Deputy Treasurer shall perform all the duties pertaining.

4.13 Compensation of Officers

The Executive Committee shall have the power to pay reasonable compensation for duties performed and/or expenses incurred by any member or officer.

5 ARTICLE V: STANDING COMMITTEES

5.1 The Executive Committee

The Executive Committee shall have the power to increase or decrease the number of Standing Committees are (i) Education committee, (ii) Social and Cultural Committee, (iii) Budget and Finance committee and (iv) Publications Committee (v) Economic and social development committee.

5.2 Education Committee

The Education Committee shall consist of no fewer than four (4) members. Charged with planning, organizing and carrying out all educational activities and other forums for enrichment of the Association's membership. This Committee may coordinate its plans and activities closely with those of the Social and Cultural Committee.

5.3 Social and Cultural Committee

The Social and Cultural Committee shall consist of now fewer than four (4) members. Charged with planning, organizing, and carrying out all social and cultural activities for the enrichment of the membership and the community. This Committee may coordinate

its plans and activities closely with those of the Education and Budget and Finance Committees.

5.4 Budget and Finance Committee

The Budget and Finance Committee shall consist of no fewer than three (3) members. The Treasurer shall serve as the Chairperson of this committee. The committee shall be responsible for all financial matters affecting the Association. The committee shall prepare all necessary recommendations for and needed by the Executive Committee and it shall work closely with all other committees especially in matters involving finances.

5.5 Publications Committee

The publications Committee shall consist of no fewer than three (3) members. The committee shall be responsible for fund raising including promotion of financial activities that are conducted by its members. This Committee shall be responsible for maintaining the World Wide Web site of the Association, editing, publishing, and distributing the Association's newsletter and all other publications to the membership, other individuals and organizations that have working relationships with the "PACA", as well as publicizing the aims and objectives of the Association.

5.6 Economic and Social Development Committee

The Economic and social development Committee shall consist of no fewer than three (3) members. This committee will be responsible for fund raising including promotion of financial activities that are conducted by its members. This committee will also be responsible for raising awareness within the community about various economic activities that are available to them and in helping them secure such assistance that may be needed in engaging in it. This committee will be able to raise funds from such sources as contributions, grants, and donations from various organizations, foundations, and individuals. It will also be able to derive income from functions and activities organized by or on behalf of the association members. The committee shall work closely with all other committees especially with the Budget and Finance committee in matters involving finances.

5.7 Appointment of Committee Members

The Chairman of the Association, with the approval of the Executive Committee, shall appoint such committees and task forces as shall be prescribed by the Executive Committee from time to time. Members of each Committee will be appointing their chairperson. The chairperson of any committee for failure to perform his/her duties to the satisfaction of the Executive Committee.

5.8 Terms of Office

Terms of office for chairpersons and members of the Standing Committees shall be for two years.

5.9 Meeting of Standing Committees

Unless otherwise provided by the Executive Committee upon designation of a committee, each committee designated shall operate under the rules set forth in this paragraph. Meetings shall be called by the chairperson of the committee, the Chairman of the Association, or any member of the committee and may be held upon 24 hours notice, e-mailed or written notice delivered by hand, or upon other written notice given not less than fourteen (14), but not more than thirty (30) days, prior to such meeting.

6 ARTICLE VI: FINANCIAL ADMINISTRATION

1. All expenditure will have to be authorized by the Chairman of the Association.
2. All checks or demands for money shall be co-signed by the Treasurer and the Chairman of the Association or the Deputy Treasurer.
3. All funds of the Association shall be deposited in a bank or banks designated by the Executive Committee.
4. The Executive Committee shall annually designate and direct the officers to engage an independent public accountant to audit the accounts of the Association.
5. The fiscal year of the Association shall be from January 1 to December 31 of each year.

7 ARTICLE VII: DUES

1. Dues for membership in the Association shall be determined once during each calendar year by members at the annual general meeting and shall be payable upon application for membership and thereafter on a monthly basis or as may be determined by the executive committee from time to time. Emergency contributions shall be considered due when called upon. All dues are non-refundable.
2. Dues shall be considered past due ten (10) days after beginning of each month. Member's rights and privileges as described in these By-laws shall be denied any member whose dues are delinquent. A member whose dues are delinquent shall be granted a grace period of three months. The membership will be restored upon payment of all past dues plus a penalty to be set by the executive committee from time to time. The Treasurer may recommend that a member whose dues are delinquent be dropped from membership, and a majority vote of the Executive Committee shall be required to confirm such action. Bounced checks will carry a

surcharge of an amount that will be set by the Executive Committee from time to time but will not be less than \$25.00.

8 ARTICLE VIII: MISCELLANEOUS

1. **Notices:** Unless otherwise indicated herein, when notices are required to be given by e-mail or first class mail, postage paid, addressed to the party to be notified at the last address shown for such party on the books and records of the Association or shall be hand delivered to such party at such address. Written notices required hereunder shall be deemed to have been given when mailed or in the case of hand delivery, when delivered.
2. **Record Dates:** Where notice is required to be given to members, it shall be given as may be designated by the person giving such notice to the members who are members of records as of a date certain not more than thirty (30) days prior to the date the notice is given.
3. **Inspection of Books and Records:** The books and records of the Association shall be available for inspection by any Active member, or his agent or attorney, for any proper purpose by giving five days notice.

9 ARTICLE IX: INDEMNITY FOR THE EXECUTIVE COMMITTEE AND OFFICERS

Indemnification: This Association shall indemnify any person who was or is a party threatened, to be made a party to any threatening, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact such person is, or was a member of the Executive Committee of this Association against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she is reasonably expected to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

10 ARTICLE X: AMENDMENTS

1. These By-laws may be amended at any time by a majority vote of the Executive Committee then in office, provided, however, that any amendment that alters or affects the right of the members to elect, or remove, the Executive Committee, or any one of them, shall require the approval of a majority of the active members.

2. _____
Chairman

Secretary

PAN-AFRICAN COMMUNITY ASSOCIATION, Inc.

Amendments of Bylaws

1. Pan-African Community Association is organized exclusively for charitable and/or educational purposes, including such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
2. No part of the net earning of the Pan-African Community Association, Inc., shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and organization shall not participate in, or intervene in (including the publishing or distribution of statements) any campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on:
 - a. By an organization exempt from federal income tax section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code,
 - b. By an organization, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
3. Upon dissolution of the Pan-African Community Association, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization or organizations, as said Court shall determine which are organized and operated exclusively of such purposes.

As of this _____ day of _____ in the year _____ these amendments shall be included in the main Bylaws of the Pan-African Community Association, Inc.

Signature of Board Officer

Signature of Board Officer

Signature of Board Officer