



CHURCH OF NIGERIA

(Anglican Communion)

THE MOST REV'D HENRY C. NDUKUBA, MA, BD, MA (Ed.)
Archbishop, Metropolitan and Primate of All Nigeria.

BYLAWS

CHURCH OF NIGERIA NORTH AMERICA MISSION (CONNAM)

Adopted October 07, 2022

ARTICLE 1

INTERPRETATION OF WORDS AND PHRASES

"Bishop" includes "Suffragan Bishops";

"Board" means "The Board of Trustees of CONNAM";

"Board Chair" means "a serving Archbishop of the Church of Nigeria (Anglican Communion) appointed by the Primate as the Chair of the Board of Trustees";

"Chancellor" means "Chancellor of CONNAM";

"Coordinating Bishop" means "The Bishop appointed by the Primate from among the Diocesan Bishops of CONNAM";

"Primate" means "The Archbishop, Metropolitan and Primate of All Nigeria (Anglican Communion)";

"Resolution" means "the Church of Nigeria Resolution adopted September 23, 2021, as may be amended from time to time".

GENERAL

(1) **Name.** The name of the Corporation is **CHURCH OF NIGERIA NORTH AMERICA MISSION**, hereinafter referred to as "**CONNAM**."

(2) **Non-profit Purposes.** CONNAM is organized and shall be operated exclusively as a non-profit organization dedicated to the religious, educational, and charitable purposes stated in the Articles of Incorporation.

- (3) **Composition.** CONNAM shall comprise the Church of Nigeria Dioceses in North America with geographical jurisdictions in North America as provided by the Church of Nigeria Resolution adopted September 23, 2021, as may be amended from time to time, ("Resolution").

ARTICLE 2

OFFICES

- (1) **Registered Office and Agent.** CONNAM shall continuously maintain a registered office and registered agent within the State of Maryland.
- (2) **Other Offices.** The principal office of CONNAM shall be at such place as shall be determined from time to time by its Board of Trustees. CONNAM may also have offices at other places as the Board of Trustees may, from time to time, choose.

ARTICLE 3

TRUSTEES

- (1) **Composition and Term.** The Board of Trustees ("Board") shall consist of the following members:
- (2)(a) The Board Chair shall be appointed by the Primate;
- (b) The Coordinating Bishop of CONNAM;
- (c) The Diocesan Bishops of CONNAM;
- (d) The Suffragan Bishops;
- (e) The Registrar of the Church of Nigeria;
- (f) The Chancellor of CONNAM; and
- (g) One lay person from each CONNAM Diocese who the Synod of such Diocese shall elect to serve.
- (3) **Vote.** All the Trustees shall each have a voice and a vote.
- (4) **Term.** Trustees shall serve until their successors are elected or appointed and qualify. Trustees may do consecutive terms without limitations. Any decrease in the number of Trustees shall not affect the tenure of incumbent Trustees.
- (5) **Qualification.** As a condition of being appointed or elected and continuing to serve as a Trustee, each Trustee must subscribe in writing, without mental reservation, to the Declaration of Oaths in the Constitution and Canons of the Church of Nigeria (Anglican Communion) 2020.

- (6) **Vacancy.** If the office of any Trustee becomes vacant because of death, retirement, resignation, removal, or otherwise, such vacancy shall be filled in the same way the vacating Trustee was initially appointed, and the successor shall serve the unexpired term of the vacated Trustee.
- (7) **Powers.** The property and corporate affairs of CONNAM shall be managed by the Board (which, for state law purposes, is the Corporation's Board of Directors). The Board may exercise all such powers and do all such lawful acts and things not prohibited by statute, the Articles of Incorporation, the Constitution and Canons of the Church of Nigeria (Anglican Communion) 2020, or these Bylaws. In addition, the Board shall advise the Bishops of CONNAM, as such advice may be requested, and shall have such other duties as they may be directed, from time to time, by the Church of Nigeria.
- (8) **Resignation or Removal.** A Trustee may resign his office by delivering a written notice to the Board. Unless the written notice specifies a later effective date, the resignation shall be effective when accepted by the Board. In addition, any Trustee may be removed from the Board without cause, in the same manner the Trustee was initially elected or appointed.
- (9) **Transactions with Interested Parties.** A contract or other transaction between CONNAM and one or more of its Trustees, officers, or family members thereof (hereinafter "Interested Party"), or between CONNAM and any other entity, of which one entity or more, Trustees or Officers, are also interested parties, or in which entity an interested party has a financial interest shall be voidable at the sole election of the Board on the advice of the Chancellor if neither of the following provisions is satisfied –
- (a) The material facts of the contract or transaction and the Trustee's interest were disclosed or known to the Board or a committee of the Board, and the Board or Committee authorized, approved, or ratified the transaction, in good faith and with ordinary care, by the affirmative vote of a majority of disinterested Trustees or Committee members; or
 - (b) The contract or transaction was fair to CONNAM as determined by an independent review when authorized, approved, or ratified by the Trustees or Committee members; or
 - (c) Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction but may not vote on such transaction.

- (10) **Compensation of Trustees.** Whether or not employed by CONNAM for other purposes, Trustees and members of any committee of the Board shall, for their Trustee duties, serve without compensation but may, in the Board's sole discretion, be reimbursed for any reasonable expenses incurred in the course of attending meetings. Any Trustee barred from receiving compensation under this provision shall not be barred from serving CONNAM in any other capacity and obtaining fair compensation for such other services.
- (11) **No Loans to Trustees.** CONNAM shall not make any loans to any of its Trustees.

ARTICLE 4

MEETINGS AND COMMITTEES OF THE BOARD OF TRUSTEES

- (1) **Time and Notice.** The Board shall meet at least twice in any given year. In addition, the Board Chair may call special meetings after advance notice to the Trustees of the meeting's date, time, and place. The Board's regular meetings or special meetings may be held anywhere within North America, at a location determined, from time to time, by the Board.
- (2) **Waiver of Notice.** Whenever any notice is required to be given by statute or under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to say notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a Trustee entitled to notice shall constitute a waiver of a proper notice of such meeting, except where attendance is for the express purpose of objecting to the business transaction because the meeting is not lawfully called or convened.
- (3) **Quorum.** A majority of Trustees then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a simple majority of the Trustees voting at a duly constituted meeting of the Board shall be the act of the Board, except as may be otherwise expressly provided by statute.
- (4) **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board or by a committee thereof may be taken without a meeting, provided a written consent setting forth the action so taken is signed by all the members of the Board or of the committee.
- (5) **Committees.** The Board may appoint two or more persons to serve on the special and standing committees, including the finance committee or such as the Board may determine are necessary, which shall have such powers and duties as shall, from time to time, be prescribed by the Board.

- (6) In no event shall any committee have authority to –
- (a) Amend the Articles of Incorporation or Bylaws of CONNAM;
 - (b) Change the qualifications and voting rights of Trustees;
 - (c) Elect or remove Trustees from office;
 - (d) Authorize the dissolution or merger of CONNAM; or
 - (e) Amend or repeal any resolution of the entire Board.
- (7) The majority members of each committee shall be Trustees. All members of such committees shall serve at the pleasure of the Board. The delegation of authority to any committee shall not operate to relieve the Board or any member of the Board from any responsibility imposed by law.
- (8) Unless otherwise provided in the resolution of the Board designating a committee or in rules that the Board subsequently adopts, a majority of committee members shall be necessary and sufficient to constitute a quorum for the transaction of business of the committee. The act of a majority of the committee members attending and voting at a duly constituted committee meeting shall be the act of the committee.
- (9) All actions by a committee shall be reported to the Board at the meeting next succeeding such action. In addition, the Board may adopt other rules for the conduct of meetings of any committee constituted by the Board.

ARTICLE 5

OFFICERS

- (1) **Board Chair.** The Primate shall appoint the Board Chair, who shall a serving Archbishop of the Church of Nigeria (Anglican Communion) for the duration of his term as an Archbishop. The Chair shall preside at the meetings of the Board and shall have other rights, duties, and powers as authorized by the Board, from time to time.
- (2) **Vice-Chair.** The Board may elect a vice-chair, subject to confirmation by the Primate, who shall also be a Trustee. The vice-chair, in the absence of the Board Chair, shall perform the duties and exercise the powers of the Board chair, or such of them as may be so delegated to him by the Board Chair, and shall exercise such other rights, responsibilities, and powers as may be delegated by the Board Chair, from time to time.
- (3) **Coordinating Bishop.** The Primate shall appoint from among CONNAM Diocesan Bishops, a Coordinating Bishop for a single term of 5-years and no more. The Coordinating Bishop shall be the Chair of CONNAM Council

and perform such other responsibilities as may be assigned by the Primate or the Board, including but not limited to –

- (a) Presiding over CONNAM Conference;
- (b) Communicating with CONNAM Bishops, including the calling of Bishops' meetings to discuss relevant issues;
- (c) Liaising with the Church of Nigeria and missionary partners on behalf of CONNAM;
- (d) Collaborating with missionary partners as directed by the Primate and the Board;
- (e) Delegating tasks to appropriate CONNAM Bishops and members;
- (f) Organizing and overseeing CONNAM projects; and
- (g) Reporting CONNAM progress to the Primate and the Church of Nigeria.

(4) **Chancellor.** The Coordinating Bishop shall appoint a Chancellor who shall serve as such at the pleasure of the Coordinating Bishop. The Chancellor shall be a member of a parish within CONNAM and an attorney of at least ten (10) years of experience who is licensed in any US state or Canadian territory. The Chancellor shall act as CONNAM general counsel with responsibilities thereto attached, including but not limited to the following –

- (a) Advising the Board, the Coordinating Bishop and the Primate, on new laws, existing laws, and legal rights that would impact the functionality of CONNAM;
- (b) Overseeing the legal matters of CONNAM, including acting as its legal representative;
- (c) Ensuring compliance with non-profit, religious organization regulations and all laws affecting the operations of CONNAM as a religious organization;
- (d) Directing and reviewing, in consultation with the Coordinating Bishop, legal strategies in response to any litigation;
- (e) Keeping records of all legal documents and proceedings for CONNAM;
- (f) Facilitating filings of regulatory forms and compliance with other statutory requirements; and
- (g) Collaborating and communicating with the Chancellor and Registrar of the Church of Nigeria (Anglican Communion), CONNAM Diocesan Chancellors and Legal Officers.

(5) **Other Officers.** The Board may appoint a Treasurer and any other officers and agents as it deems necessary, who shall hold their offices for such terms, exercise such powers and perform duties as the Board shall determine, from time to time. Such officers may, but need not be, Trustees.

- (6) **Absence or Disability.** In case of the absence or disability of an officer appointed by the Board, the Board may, by a majority vote, delegate for the time being any or all the powers or duties of such officer to any other officer, Trustee, or any other person.
- (7) **Condition of Appointment.** As a condition of being appointed and continuing to serve as an officer, each officer, no matter how appointed or by whom, shall subscribe in writing, without mental reservation, to the Declaration of Oaths in the Canons of the Constitution and Canons of the Church of Nigeria (Anglican Communion) 2020.
- (8) **Resignation or Removal.** Any officer may resign by delivering written notice to the Board at any time. Unless the written notice specifies a later effective date, the resignation shall be effective when accepted by the Board. In addition, any officer elected or appointed by the Board may be removed by the affirmative vote of a majority of the Trustees present at any regular or special meetings of the Board whenever in its judgment, the best interests of CONNAM will be served, thereby.
- (9) **Vacancy.** The Board may fill a vacancy in any office because of death, resignation, removal, disqualification, or otherwise. The successor shall serve the unexpired term of that departing or departed officer until filled under the provisions of this Article.

ARTICLE 6

ECCLESIASTICAL AUTHORITY

- (1) **Ecclesiastical Authority.** The Church of Nigeria (Anglican Communion) shall have, exercise, retain, and maintain the Ecclesiastical Authority of CONNAM and its Dioceses according to its missionary objectives as provided by the Constitution and Canons of the Church of Nigeria (Anglican Communion) 2020, from time to time.
- (2) **Dioceses.** Dioceses of CONNAM shall be created in accordance with the Constitution and Canons of the Church of Nigeria (Anglican Communion) 2020 with applicable protocols regarding its missions. They shall have such authority and responsibility as therein provided. Dioceses, now existing or created hereafter, shall be governed by their respective Constitutions and nothing in such Diocesan Constitutions shall contradict, contravene, or be inconsistent with any provision of the Constitution and Canons of the Church of Nigeria (Anglican Communion) 2020, and if they are, they shall be null and void to the extent of that contradiction, contravention and inconsistency. Churches in each Diocese

will be established and/or come into communion with CONNAM. Their Clergy will be selected and ordained in accordance with the Constitution and Canons of the Church of Nigeria (Anglican Communion) 2020.

- (3) **Bishops.** The Bishops and Suffragan Bishops of CONNAM shall be elected in accordance with the Constitution and Canons of the Church of Nigeria (Anglican Communion) 2020 and with applicable protocols regarding its missions. They shall each have such authority and responsibility as therein provided.
- (4) **Oath.** All Bishops, Suffragan Bishops and Clergy shall subscribe to an Oath of Canonical Obedience and Declaration of Oaths, as outlined in the Constitution and Canons of the Church of Nigeria (Anglican Communion) 2020.
- (5) **Ecclesiastical Discipline.** All Bishops, Suffragan Bishops, Clergy, and Laity within CONNAM shall be subject to the ecclesiastical discipline as specified in Canons XVI and XVII of the Constitution and Canons of the Church of Nigeria (Anglican Communion) 2020.
- (6) Nothing herein shall be deemed or interpreted to prevent Diocesan Bishops from exercising ecclesiastical discipline over Clergy and Laity within their Dioceses in accordance with their respective Constitutions. Measures taken in that regard shall not conflict with or be more severe than those provided for in the Constitution and Canons of the Church of Nigeria (Anglican Communion) 2020.
- (7) Conflicts between CONNAM Bishops shall be referred to the Coordinating Bishop for resolution, except when such conflict involves him, the matter shall be referred to the Primate.
- (8) **Appeal.** An appeal from the decision of a Diocesan Bishop, a Diocesan Ecclesiastical Court, or the Coordinating Bishop (in the case of conflicts involving CONNAM Bishops), shall lie with the Board. An aggrieved party unsatisfied with the conclusion of the Board may further appeal to the Primate whose decisions on the matter shall be final.
- (9) Actions and decisions affecting the life, unity and witness of the Church by any Bishop or Diocesan Board in CONNAM shall be subject to review by the Primate.

ARTICLE 7

JURISDICTION OF DIOCESES

- (1) **CONNAM Jurisdiction.** The missionary jurisdiction of CONNAM shall include the United States and territories; and Canada and territories.

Nothing herein shall prevent the Church of Nigeria (Anglican Communion) from expanding CONNAM jurisdiction beyond North America.

- (2) **Dioceses' Jurisdictions.** The geographical jurisdiction of Dioceses within CONNAM shall be as adopted by the Church of Nigeria Resolution of September 23, 2021.
- (3) Every Diocese in CONNAM shall consist of the geographical jurisdiction so adopted. Such geographical jurisdictions shall be subdivided to regions to be administered on behalf of the Diocesan Bishop by the Suffragan Bishops, elected and consecrated for that purpose and as may be directed, from time to time, by the Primate.
- (4) The Diocesan Bishop shall oversee and administer the day to day activities and administration of the particular geographical jurisdiction under him where the Cathedral is located and exercise Episcopal oversight on the regions not directly under him through the Suffragan Bishops appointed for such regions.
- (5) **Clergy Relocation.** A Clergy shall belong to the Diocese covering the Clergy's current location but may be free to relocate to another Diocese if necessary. Upon proper notice and consent, the Clergy's Diocesan Bishop shall coordinate the relocation with the Diocesan Bishop of the Diocese to which the Clergy is relocating.
- (6) **Recruitment and Transfer.** Recruitment of Clergy or lay workers by a Diocese shall not be limited by geographical jurisdiction except that the Clergy or Lay worker recruited by a Diocese shall reside and operate from within that Diocese. Recruitment or transfer of a Clergy or lay worker from outside the US or Canada shall not be effective except –
 - (a) If in the case of Clergy, it is approved by the Primate; and
 - (b) Certified in writing by the affected Diocesan Chancellor to the Diocesan Bishop who shall first obtain clearance from the Primate that the recruitment or transfer fully complies with applicable immigration laws and assurances regarding compensation and welfare of the Clergy or lay worker being transferred or recruited.
- (7) **Strict Compliance.** For the avoidance of doubt, compliance with the jurisdictional structure or any provision of this Article shall not be delayed or impeded for any reason except as may be permitted by the Primate for specific reasons, including immigration processes or real estate funding transactions.

ARTICLE 8

ECCLESIASTICAL ADMINISTRATION

- (1) **Ecclesiastical Administration.** The ecclesiastical affairs of CONNAM shall be managed by the CONNAM Council ("Council"). Members of the Council shall be -
- (a) All Diocesan Bishops of CONNAM;
 - (b) All Suffragan Bishops of CONNAM
 - (c) Three (3) Clergy representatives from each Diocese;
 - (d) Three (3) lay representatives from each Diocese of which one shall be the Diocesan Chancellor, Registrar, or Legal Officer;
 - (e) The Chancellor of CONNAM; and
 - (f) Any other such other members as may be appointed by the Primate.
- (2) **The Diocesan Bishop.** The Diocesan Bishop shall have the power, right and authority to pay episcopal visits to the regions covered by the Suffragan Bishops at agreed periods, times and seasons.
- (3) **The Suffragan Bishop.** Subject to the provisions of the Constitution and Canons of the Church of Nigeria (Anglican Communion), 2020 and with applicable protocols regarding its missions, the Diocesan Bishops, with the approval of the Primate, shall nominate deserving Clergymen in the Order of Priesthood, to the Episcopal Synod for election as Suffragan Bishops of the Primate, as the need may arise.
- (4) The Suffragan Bishop shall be empowered to preside over and exercise episcopal functions in regions that may be carved out for that purpose from time to time.
- (5) He shall perform such duties appertaining to the office of a Bishop such as general administration, confirmation, dedication, recruitment, training and posting of lay pastoral assistants in his region.
- (6) He shall undertake the location and discipline of Clergy within his region only in consultation with the Diocesan Bishop.
- (7) He shall -
- (a) hold periodic meetings with the Diocesan Bishop where reports of activities so carried out shall be given and discussed;
 - (b) attend the Council meetings with the Diocesan Bishop where all reports and developments are tabled discussed and agreed upon.

- (c) perform any other functions as may, from time to time, be assigned to him by the Diocesan Bishop.
- (8) He shall bear his pastoral crozier within his region, however, this shall not be when he is in worship with the Diocesan Bishop.
- (9) **CONNAM Conference.** The Council shall hold a conference at least once annually to discuss mission projects, mission, evangelism, Church planting and discipleship, Clergy and other pastoral welfare matters of the Church. The Conference shall be held either before the Church of Nigeria Standing Committee meeting or the General Synod for the convenience of complying with the reporting requirements provided for in the Constitution and Canons of the Church of Nigeria (Anglican Communion) 2020.
- (10) **Officers.** Except as provided by these Bylaws, the Council may elect among its lay members a secretary and such other officers as necessary to conduct the affairs of CONNAM.
- (11) **Rules.** The Board shall adopt Rules of Order for conducting its meetings and the Conference.
- (12) **Report.** The Coordinating Bishop or his designee shall, on behalf of the Council, present a report on the affairs, progress, and conducts of CONNAM to the Standing Committee meeting or the General Synod of the Church of Nigeria (Anglican Communion) whenever they occur.
- (13) **Advisory Groups.** The Council may select and appoint individuals to serve on one or more advisory groups. Such individuals are not required to be members of the Council. An advisory group shall have no delegated or governance authority but shall serve in a strictly advisory capacity to the Council. The Coordinating Bishop may remove any advisory group members with or without cause at any time.

ARTICLE 9

MISCELLANEOUS

- (1) **Remote Electronic Meeting Participation.** Any meeting provided for by these Bylaws may be held electronically, including through an internet chat room, video conferencing, or similar communications mechanism, whereby all persons participating in the meeting can communicate concurrently with each other. Participation by such means shall constitute presence in person at the physical meeting. When a meeting is conducted electronically, the minutes recording any action taken at such meeting shall also note

persons who participated in person and those who participated by alternative communications.

- (2) **Severability.** If any provision of these Bylaws is determined inconsistent with the Constitution and Canons of the Church of Nigeria (Anglican Communion), 2020 or unenforceable under the laws of the State of Maryland, or any other laws, all other provisions shall be construed to remain fully valid, enforceable, and binding and such invalid or unenforceable provisions shall, to the extent of its invalidity and unenforceability by the Constitution and Canons of the Church of Nigeria (Anglican Communion), 2020, the laws of the State of Maryland or any other laws, be deemed amended and given such interpretation to achieve the missionary intent of these Bylaws.
- (3) **Amendment.** These Bylaws may be amended, altered, or repealed by a two-thirds (2/3) majority vote of the members of the Board then in office and subject to ratification by the Primate of All Nigeria before such amendment, alteration or repeal can become effective.

CERTIFICATE OF RATIFICATION

I, **THE MOST REVD. HENRY CHUKWUDUM NDUKUBA, Archbishop, Metropolitan and Primate of All Nigeria (Anglican Communion)**, hereby certify that I have this SEVENTH day of OCTOBER, 2022, ratified these Bylaws of the CHURCH OF NIGERIA NORTH AMERICA MISSION (CONNAM).



THE MOST REVD. HENRY CHUKWUDUM NDUKUBA
ARCHBISHOP, METROPOLITAN, AND PRIMATE
CHURCH OF NIGERIA (ANGLICAN COMMUNION)