



CONSTITUTION

IRS Nonprofit and California Public
Benefit Corporation

- Amended 3.10.2024
- Amended 9.11.2022
- Amended 2.20.2022
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PREAMBLE

The Igbo Community Association (ICA) of Southern California is organized exclusively for charitable, cultural, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to associations that qualify as tax exempt associations under 501(c)(3) of the Internal Revenue Code or any corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay the reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the association.

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these articles. The corporation shall not engage in any activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deduction under section 170(c) (2) of the Internal Revenue Code (or the corresponding provision or any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors / Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such association or associations and operated exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt association under section 501(c) (3) of the Internal revenue Code (or the corresponding provision of any future United States Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such association(s), as said court shall determine which are organized and operated exclusively for such designated purposes.

Article I – NAME

The name of the Association shall be ***Igbo Community Association (ICA) Southern California, United States of America (USA)***.

Article II – OBJECTIVES

- To promote the social, educational, cultural, economic interests, and advancement of Igbos.
- To educate members and their children about Igbo language and culture and promote the welfare of its members and educate the Community with Igbo cultural heritage.
- To unite and foster good relationships between Igbos and members of other communities in the United States and the world.
- To display Igbo cultural heritage to the community; thereby creating an opportunity for cultural appreciation and exchange with others.

- To host cultural festival with performances such as traditional African drummers, African costumes modeling, traditional dances, storytelling, and sharing educational materials on Igbo cultural heritage.
- To promote Igbo cultural heritage through this festival in collaboration with other Igbo organizations and entities that share Igbo culture.

Article III – MEMBERSHIP/DUES

1. Persons who are at least 18 years of age of an Igbo origin by birth, adoption, or marriage residing in Southern California, USA may apply to become a member of the Igbo Community Association (ICA) of Southern California. Note: The Board of Directors (BOD) reserves the right to prohibit membership to any individual whose actions or objectives conflict with or are deemed detrimental to the objectives of ICA. Such determination and restriction of membership shall be made by simple majority vote of the Board of Directors (BOD).
2. **Member Registration** – One-time lifetime non-refundable registration fee is \$100 (One hundred dollars). ICA shall maintain a membership application form which shall be completed and returned by each person that wishes to be admitted into membership.
3. **Annual membership dues** shall be \$100 (one-hundred dollars). Member shall submit his/her annual dues before the end of the fiscal year to the Chief Financial Officer (CFO). Fifty Dollars (\$50) will be used to run the association while the other \$50 will be designated for bereavement benefit. The Operating and Bereavement accounts cannot be co-mingled.
4. **Bereavement Assistance Fee** of \$50 will be assessed per member per occurrence on the unfortunate death of a member. This one-time fee per occurrence will help supplement the \$50 already collected through Annual membership dues.
5. **Member in good Financial Standing** is defined as a member who is current on their financial obligations and does not have outstanding dues/fees by the end of the fiscal year. *However, a member will become 'inactive' if annual dues of the preceding year remain unpaid after March 31st of the current year. (amended 3.10.2024).*
6. Members shall be required to meet their membership obligations by:
 - a. Attendance to fifty percent (50%) of all scheduled meetings, events, and functions.
 - b. Participation in activities and events as required by the association.
 - c. Payment/donation of funds as required by the association.

Article IV – BENEFITS

In the unfortunate event of the death of a member, the Association shall support the bereaved family and provide cash assistance graduated as stated below. Note: A member not in good financial standing as defined in Article III.5 is not eligible for this benefit. Bereavement years accrual will re-start from year-1 when a financial delinquent member clears his/her outstanding balance owed.

Year 1 - \$0 (Probationary period)
Year 2 - \$2,000.00
Year 3 - \$3,000.00
Year 4 - \$4,000.00
Year 5 - \$5,000.00

Year 6 - \$6,000.00
Year 7 - \$7,000.00
Year 8 - \$8,000.00
Year 9 - \$9,000.00
Year 10 to Indefinite - \$10,000.00

Article V – SOCIAL ACTIVITIES

To fulfill the association's mission, the association shall plan and execute the following social activities:

1. **Cultural Festival**
Each administration shall plan and execute a Cultural festival while in office. The Social Committee is responsible for planning and execute this event. Venue and dates will be determined by the Executive Committee at least one year before the event.
2. **Other Social activities**
The Association will plan and execute other social activities like Summer Camp, Year-End Celebration, Summer Picnics, etc. in harmony with purposes, objectives, and terms of the Association's constitution.

Article VI – FINANCE

1. The association's fiscal year shall begin by 12:01 AM of January 1 of each calendar year and end at 12:00 PM (midnight) on December 31st of the same year.
2. Fees and dues shall be changed after a two-thirds vote of the members present at a formal general meeting.
3. The signatures of the President and the Treasurer shall be required to open, close, and operate any accounts maintained by the association. The General Secretary shall act as a backup signatory in the absence of the Treasurer.
4. The association's accounts shall be opened at any bank approved by the Board of Directors.
5. The finances of the association shall be drawn from registration, annual dues, fundraising activities, solicitations, donations, and other legal sources. On no account should any individual or group violate the laws of the state or federal government in the process of raising funds for the association.
6. Fifty Dollars (\$50) collected from annual membership dues will be directed to the operating account for the day to day running of the association while the other Fifty Dollars (\$50) will be designated solely to the Bereavement Account. The Operating and Bereavement accounts cannot be co-mingled.
7. The funds of the association may be retained in whole or in part in cash or be invested and reinvested in investments that are not too risky with simple majority vote at any regularly constituted meeting of members and approved and ratified by the Board of Directors. Investments not permitted by law governing exempt organizations under Section 501(c)3 of the Internal Revenue Code are prohibited.
8. Reimbursements: Executives shall serve without compensation except for expenses incurred in the furtherance of the Corporation's business. (*amended 9.11.2022*)
 - a. Expenses of \$200 or less per year - Such expenses shall be allowed and reimbursed with documentation and **prior approval** of a simple majority of the Executive team.
 - b. Expenses of \$201 or more per year - Such expenses shall be allowed and reimbursed with documentation and **prior approval** of a simple majority of the association at a duly constituted general meeting.

Article VII – POWERS/STRUCTURE

1. The Board of Directors (BOD) is the policy-making body that may exercise all the powers and authority granted to the Corporation by law. See article VIII below for the duties, number, selection, and other matters related to the Board of Directors (BOD).
2. The Executive Committee is responsible for the day-to-day running of the affairs of the association. See appropriate article below for the authority, positions, and duties of the Executive Committee.

Article VIII – BOARD OF DIRECTORS (BOD)

1. Board of Directors (BOD) shall consist of many distinguished members elected by the general membership from the following Nigerian states/geographical zones as stated below. Only citizens of each state/geographical zone are eligible to run and/or vote for a board seat within their state of origin.
 - a. Abia
 - b. Anambra
 - c. Delta/Edo
 - d. Ebonyi
 - e. Enugu
 - f. Imo
 - g. South-South States
2. A minimum of ten (10) members per state/zone is needed to fill a board seat. Additional positions are automatically available for each state/zone based on the table below:
 - 1st Board Seat = 10 members
 - 2nd Board Seat = 50 members
 - 3rd Board Seat = 150 members
 - 4th Board Seat = 250 members
 - 5th Board Seat = 350 or more members
3. Members of the Board of Directors (BOD) shall be appointed to a three-year term, with a maximum of two consecutive terms.
4. Members of the Board of Directors only may run or elect the Board Chairman, Secretary, and other board officers as necessary by a simple majority vote at a duly constituted board meeting.
5. Shall advise the Executive committee on short and long-term goals of the association.
6. The President and General Secretary of the association shall be members of the Board of Directors with no voting power. No other executive committee other than President and General Secretary shall be a member of the Board of Directors.
7. Meetings: The Board of Directors shall hold at least two (2) regular meetings per calendar year. The Board shall determine the dates and places to hold their meetings. Board meetings may be open to association members or the public. However, the Board may table sensitive issues to closed door sessions where association members or the public are not allowed.
8. Notice of meetings: Ad-hoc meetings may be held anytime the board desires. Ad-hoc meetings may be called by the Chairperson or at the request of any three (3) directors by notice documented by email or mailed to each member of the Board not less than forty-eight (48) hours before such meeting.
9. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall serve for the unexpired term of that director's

predecessor in office.

10. Resignation. Resignations are effective upon receipt by the General Secretary of the Corporation of written notification.
11. Quorum. A quorum shall consist of a simple majority of total Board members that includes two non-voting executives (amended 2.20.2022). All decisions shall be by simple majority vote of those present at a meeting at which a quorum was met. If a quorum is not reached, the meeting will be cancelled.
12. Participation in a meeting by tele-conference: Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.
13. Committees: The Board of Directors may, by resolution adopted by a simple majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees; establish such procedures to govern their activities, and delegate this/hereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation, except for financial budget decisions.
14. Reimbursements: Directors shall serve without compensation except for expenses incurred in the furtherance of the Corporation's business.
 - a. Expenses of \$200 or less per year - Such expenses shall be allowed and reimbursed with documentation and **prior approval** of a simple majority of the Board of Directors.
 - b. Expenses of \$201 or more per year - Such expenses shall be allowed and reimbursed with documentation and **prior approval** of a simple majority of the association at a duly constituted general meeting.

Article IX – EXECUTIVE COMMITTEE

A. OFFICES OF THE EXECUTIVE COMMITTEE

The association shall be run day-to-day by an executive committee consisting of the following officers:

- President
- Vice President
- General Secretary
- Chief Financial Officer
- Treasurer
- Cultural Director
- Social Director
- Director of Communication/Parliamentarian

B. DUTIES OF THE EXECUTIVE COMMITTEE

The executive committee shall:

- Be responsible for the day-to-day management of the association.
- Execute all policies of the association.
- Authorize the association's financial transactions with the approval of the general membership.
- Represent the views of the association.
- Encourage the recruitment of new members and foster the welfare of existing ones.
- Plan and execute, in conjunction with the members, an annual cultural event.
- Carry out any other duties as may be assigned by the association.

C. DUTIES OF OFFICERS

1. President

- i. Be the Chief Executive Officer (CEO) and spokesperson of the association.
- ii. Supervise and control all operations of the association as directed by the association.
- iii. Summon and preside over all meetings of the executive committee.
- iv. Summon and preside over all meetings, as well as other events and activities of the association.
- v. Cast the deciding vote in case of a tie at the executive committee.
- vi. Be responsible for major policy recommendations for the administration of the association.
- vii. Be a signatory to the association's bank accounts, as well as other investment documents as directed by the association. Shall be granted **view access** to electronic banking transactions by the Chief Financial Officer (CFO).
- viii. Appoint acting officers, when necessary, with the advice of the executive committee.
- ix. Formally hand over all assets and records of the association to an in-coming President within 10 calendar days of leaving office.
- x. Shall be a non-voting member of the Board of Directors.
- xi. Perform all duties as may be assigned by the association.

2. Vice President

- i. Assist the President in his/her duties.
- ii. Deputize for the President during the President's absence or when delegated to do so by the President.
- iii. Have the powers of the President when acting in his/her capacity.
- iv. Be directly involved in organizing social events for the association.

3. General Secretary

- i. Be responsible for the upkeep of all association's records.
- ii. Record the minutes of all meetings and proceedings of the executive committee and the association including cultural events.
- iii. Inform the membership in writing of all decisions of the executive committee as well as other developments in the association.
- iv. Shall send notice of any meeting to all members well in advance of the meeting date.
- v. Perform all other duties incident to the office of the General Secretary and other duties that may be assigned by the President and/or the Executive committee of the association.
- vi. Shall be a non-voting member of the Board of Directors.

4. Chief Financial Officer

- i. Receive, record and issue receipts for all funds collected on behalf of the association.
- ii. Ensure that all funds are promptly paid to the Treasurer within 48 hours of upon receipt.
- iii. Be responsible for all record keeping and the documentation of the association's financial transactions.
- iv. Be the custodian of the association's check book, write checks, and cannot be a signatory

- of the accounts.
- v. Establish and control electronic banking transactions.
- vi. Prepare and present to the executive committee and to the association's regular financial reports.
- vii. On or before March 31st every year, prepare and present to the Board of Directors comprehensive financial statements and related documents for review and approval by the Board before filing tax returns for the prior year.
- viii. Submit all financial records to the executive committee on request.
- ix. The General Secretary shall retain all annual financial reports, minutes, Certificate of Incorporation, Constitution, and minutes of Board of Directors' meetings.

5. Treasurer

- i. Receive and issue receipts to the Chief Financial Officer (CFO) for all monies received on behalf of the association and deposit same to the association's bank accounts in the name of the association within 48 hours.
- ii. Be responsible for the association's banking operations. Shall be granted **view access** to electronic banking transactions by the Chief Financial Officer (CFO).
- iii. Submit all financial documents to the executive committee on demand.
- iv. Be a signatory to the association's bank accounts as directed by the association.

6. Cultural Director

- i. Coordinate cultural activities of the association.
- ii. Serve as a member of the Social/Cultural Affairs Committee.
- iii. Perform all duties incident to the office of the Cultural Director.

7. Social Director

- iv. Coordinate social activities of the association which includes but not limited to ICA Summer Camp, Summer Picnics, Year-End Celebration, and other social activities. (9/11/2022)
- v. Serve as a member of the Social Committee that will plan and execute the cultural festival held once every two years. (9/11/2022)
- vi. Perform all duties incident to the office of the Social Director. (9/11/2022)

8. Director of Communications / Parliamentarian

- i. Maintain law and order during any meeting or gathering of the association.
- ii. Count and record votes called for (or initiated) by the President or the Presiding Officer during a meeting
- iii. Take attendance and/or distribute the Attendance Register for members to register their attendance during a meeting.
- iv. Publicize events and activities of the association.
- v. Coordinate membership drive.
- vi. Perform all other duties as may be assigned by the President.

Article X – ORDER OF SUCCESSION

In the event the President vacates his office for any reason prior to the end of his/her elected term, the Vice President shall become the President and shall appoint an acting Vice President with the approval of the Board of Directors (BOD) for the remainder of the term.

Article XI – STANDING COMMITTEES

The President in consultation with the Executive Committee, and approval by the Board of Directors shall create, maintain and dissolve standing committees as needed to accomplish the mission and values of the association. However, all Standing Committees shall cease to exist at the end of each administration.

1. **The Social Committee:** The administration shall appoint six (6) active members in good financial standing to serve with the Cultural Director on the Social Committee. The Social Committee is responsible for planning and executing social functions (e.g., bi-annual cultural festival) and fundraising activities. The Social Committee shall be chaired by the Cultural Director. The committee shall be dissolved at the end of each administration.
2. **The Constitution and Bylaws committee:** The administration shall appoint five (5) active members in good financial standing to serve on this Committee. The committee will review and make recommendations for amendments to the Constitution on an ongoing basis. This committee shall be dissolved at the end of each administration.
3. **Community & Voter Outreach Committee (CVOC):** The administration shall appoint five (5) to seven (7) active members in good financial standing to serve on this Committee. The committee will review and make recommendations regarding governance that impact Igbo in Nigeria and USA. They will help ensure that elections are fair, accessible, and transparent for all voters. The committee shall be dissolved at the end of each administration.
4. **Other Standing Committees:** The administration shall appoint active members in good financial standing to serve on other standing committees which may include, but not limited to, the following: Fundraising, Audit & Accounting, Education, Legal, Membership, and Health & Wellness. These committees shall be dissolved at the end of each administration.

Article XII – ANNUAL REPORTS

The President and Chief Financial Officer (CFO) shall present to the Board of Directors at its April annual meeting, the following financial reports for the year immediately preceding the date of the report:

1. Statement of Financial Condition (Balance Sheet)
2. Statement of Revenues and Expenses (Income Statement)
3. Other Financial Reports (as needed)

Article XIII – AUDITORS

1. The Board of Directors (BOD) shall appoint two Independent Auditors every three years, to audit each executive administration every year. Auditors must be qualified practicing accountants with auditing experience; preferably, a Certified Public Accountant (CPA). Auditors may be members of ICA but shall not be members of the Board of Directors (BOD) and/or the Executive Committee (at the time of the audit).

Article XIV – INDEMNIFICATION

1. Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees.
2. This indemnification is not automatic. The affected member may apply to the Board of Directors for reimbursement of expenses and liabilities with supporting receipts and documents. The Board of Directors reserves the right to approve or deny the request in its entirety or a portion of the amount requested. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.
3. However, a member of the Board, officer, or employee of the corporation shall not be indemnified if he/she is liable for negligence or misconduct in the performance of his/her duties.

Article XV- DISCIPLINARY ACTIONS

A. IMPEACHMENT OF THE BOD OFFICERS

Any Board of Directors (BOD) member has the authority to move a motion to remove (impeach) a Board of Director from an Officer position for non-performance or unethical behavior. The BOD Officer can only be removed from such position with 2/3 majority vote of the Board of the Directors (Trustees). Removal of the Officer from such position will not affect the seat occupied by the BOD.

B. IMPEACHMENT OF THE EXECUTIVE OFFICERS

1. The Chairman of the Board of Directors (BOD) in consultation with members of the Board of Directors (BOD) shall appoint five-member ad hoc committee to determine if enough evidence exists for an Impeachment proceeding against an Officer of the Association.
2. A proceeding for misappropriation of funds which terminates in favor of an ICA official will not affect the outcome of the impeachment process.
3. At the conclusion and presentation of the report of the five-member ad hoc committee to the Board of Directors (BOD), the Board of Directors (BOD) shall within five working days, send a copy of the determination or report to the affected officer with a written notice of any hearing and of the allegations against the officer so he/she can be afforded reasonable time to mount a defense.
4. After all evidence and all defenses have been submitted to the Board of Directors (BOD) and the Board of Directors (BOD) had afforded the officer a reasonable opportunity to enter a defense, the Board of Directors (BOD) shall vote for or against an impeachment. A vote for impeachment shall be by a 2/3 majority of all Board of Directors (BOD) members present at a Board of Directors (BOD) meeting with verified quorum at the time of the vote.
5. Disciplinary proceedings shall be confined to violations of the basic principles and norms of ICA and may not be used as a means of stifling debate or denying members their basic democratic rights. Disciplinary proceedings may be brought against any member who behaves in a disgraceful manner that damages the reputation of ICA to the public. An example is a member who engages in fighting during ICA general, Executive, and/or Board of Directors (BOD) meetings or other engagements such as cultural events.

C. DISCIPLINARY PROCEEDINGS

1. The Executive Committee or the Board of Directors (BOD) may recommend the commencement of disciplinary proceedings by the Board of Directors (BOD) against any member of ICA. The Board of Directors (BOD) shall within seven days send a written notice of any hearing and of the basic allegations against the person so he or she can be afforded a reasonable opportunity to present his or his/her defense.
2. Any person adversely affected by the outcome of a proceeding shall have the right to have the matter reviewed by an ad hoc committee empaneled by the Board of Directors (BOD) specifically for such review.
3. Penalties for proven violations of the Constitution, principles, norms, and decisions of ICA shall include reprimand, payment of fine and/or the performance of useful tasks, suspension and expulsion.

D. LEGAL PROCEEDINGS

1. In addition to misconduct(s) that directly violate this Constitution, an abuse of office, corruption, or misappropriation of funds may give rise to legal proceedings against the offending member or officer. A legal proceeding for misappropriation of funds which terminates in favor

of ICA will result in expulsion, and restitution of money misappropriated with interest calculated from the time of the misappropriation including the surcharge of ICA's legal costs.

2. Disciplinary proceedings shall not be applied as a means of solving private problems or as a means of interfering in the private lives of members where the norms or the core values of ICA are not directly affected.
3. Should a person be expelled from ICA, such expulsion shall be made public to members. However, if the affected member has appealed against his or his/her expulsion, it shall only be made public if the appeal fails.

E. REMOVAL FROM OFFICE AND RESIGNATION

An elected official may be removed from office by a two-third majority of the membership voting in an assembly. Causes for removal shall constitute actions that are in direct violation of the officer's duties and responsibilities to the association as well as provisions of this constitution.

Any officer who decides to resign from office shall submit his/her resignation letter to the General Secretary who shall bring this to the attention of the executive committee. Should the General Secretary be the resigning official, he/she will submit the resignation letter to the President who will duly bring this to the attention of the executive committee.

Article XVI- CONFLICTS OF INTEREST

A contract or transaction between ICA and one or more Board of Directors or Executive Committee or other organization in which a BOD or Executive Committee member have a financial interest, must be reviewed, and approved by a simple majority of the Board of Directors excluding vote of the affected Board of Director.

Article XVII- MEETINGS

1. There shall be a meeting every two (2) months. Meetings shall be held by teleconference or in-person.
2. The quorum required to conduct official general meeting will be Ten (10) active members in good financial standing and at least four (4) executive members.
3. The General Secretary shall notify the general membership, by e-mail, text, or mail at least two weeks before any scheduled meeting.
4. The President shall preside at all meetings. In the absence of the President, the Vice-President shall run and conduct the meeting. In the absence of the President and Vice President, the President shall designate a member of the Executive Committee to run and conduct the meeting.
5. The General Secretary shall take minutes of all meetings and present it at the next general meeting. In the absence of the Secretary, the President shall appoint a member of the Executive team to take the minutes of the meeting
6. The President shall convene an ad hoc meeting whenever necessary.

Article XVIII- ELECTIONS

Section 1. Election Dates:

- A. The Association's Executive election shall be held on the second Sunday in November every (2) two years and new officers shall begin their tenure on January 1, of the following year. The tenure of office shall be two years, and officers may be re-elected only once for the same position.
- B. The Association's Board of Directors election shall be held on the second Sunday in November every (3) three years and new BOD shall begin their tenure on January 1, of the following year. The tenure of office shall be three years, and officers may be re-elected only

once for the same position.

Section 2. Electoral Commission:

On the second Sunday in July of an election year, the President in consultation with the Executive team, and approval by the Board of Directors will nominate three (3) members in good financial standing as Electoral Commissioners. One person will be designated as the chairman. It will be the duty of the Electoral Commission to conduct a free and fair election.

Section 3. Filing deadline:

All applications for contesting in the election must be submitted to the Electoral Commission no later than sixty (60) days before the scheduled election. Application for candidacy shall be in such form as shall be prescribed by the Electoral Commission.

Section 4. Executive Offices to be contested:

- i. President (Candidate must choose and run with a preferred Vice-Presidential candidate)
- ii. Vice President (Candidate must be chosen by a Presidential candidate and run as a team)
- iii. General Secretary
- iv. Chief Financial Officer
- v. Treasurer
- vi. Cultural Director
- vii. Director of Communication/Parliamentarian

Section 5. Board of Directors seats to be contested:

- i. Abia
- ii. Anambra
- iii. Delta/Edo
- iv. Ebonyi
- v. Enugu
- vi. Imo
- vii. South/South States

Section 6. Eligibility:

Every member who is registered sixty (60) days before the election date and is in good financial standing within this constitution shall be eligible to vote and be voted for in any of the Association's elections.

Section 7. Secret Balloting:

Voting shall be by secret ballot, and the candidate with the highest number of votes cast (simple majority) will be declared the winner. In the event of a tie between two or more candidates, members shall vote a second time by secret ballot and candidate with the highest number of votes cast (simple majority) will be declared the winner.

Section 8. Vacant Positions:

Following a vacancy due to impeachment, resignation or other reasons, the President, in consultation with the executive committee, and approval by the Board of Directors shall appoint a member to fill the vacancy until the next general election.

Section 9. Vote Count:

On election day, all votes cast at the election center will be counted. The total votes cast on election day shall be tallied immediately and announced immediately after all votes are counted.

Section 10. Declaration of winning candidates:

The candidate with the highest number of votes for each office shall be declared the winner. All candidates that are unopposed shall be declared winners. However, top vote getters shall be declared winners for multiple board seats available within the state or zone.

Section 11. Custody of Election Documents:

The Electoral Commission shall secure all election documents and turn them over to the General Secretary of the Association within 48 hours of the conclusion of the election.

Article XIX- AMENDMENTS TO THE CONSTITUTION/BYLAWS

The Constitution and Bylaws committee shall make recommendations for any changes to the Executive committee. The constitution shall be amended every two years (end of each executive administration) with two-thirds majority of membership voting in an assembly. Proposals for amendments may also be initiated by any member in good financial standing, in a written proposal to the Constitution and Bylaws committee.

- Amendment 1: Article VIII (Board of Directors), section 11 (Quorum:) – 2/20/2022
 - Removed: A quorum shall consist of 5 members of the Board attending in person or through teleconferencing.
 - Added: A quorum shall consist of a simple majority of total Board members that includes two non-voting executives (amended 2.20.2022).
- Amendment 2: Article VI (Finance) – Added section 8 - Reimbursements (9/11/2022)
 - Reimbursements: Executives shall serve without compensation except for expenses incurred in the furtherance of the Corporation's business
 - Expenses less than or equal to \$200 – Prior approval of Executive Team
 - Expenses of \$201 or more – Prior approval of Membership
- Amendment 3: Article IX.C.7 – Executive Committee, Social Director (9/11/2022)
 - Added office of the Social Director and duties associated with the office.
- Amendment 4: Article III.5 – Member in good Financial Standing (3/10/2024)
 - Added: However, a member will become 'inactive' if annual dues of the preceding year remain unpaid after March 31st of the current year.

INAUGURAL CONSTITUTION DRAFTING COMMITTEE MEMBERS – APRIL/MAY 2021

- 1) Engr. Chike Enwedo (Chair)
- 2) Mr. Gabe Nwandu, CPA (Secretary)
- 3) Chief Anayo Akametalu
- 4) Chief Greg Amalu
- 5) Nze Pete Anyanwu
- 6) Atty. Azuoma Anugom
- 7) Chief Jimmy Asiegbu
- 8) Nze Dr. Solomon Egbuho
- 9) Mr. Raymond Ejike
- 10) Dr. (Mrs.) Peace Umeh
- 11) Chief (Mrs.) Nnenna Unaka