

Constitution and Bye-Laws

Adopted

July 30, 2011

CONSTITUTION AND BY-LAWS OF OKWELLE ASSOCIATION IN NORTH AMERICA, INC

Preamble:

We the indigenes of Okwelle resident in North America fully aware of our common heritage hereby dedicate to promoting unity, better understanding and cooperation among members as defined in the constitution and our community at large with the aim of furthering and enhancing our social, linguistic and cultural legacy.

Article I - Name:

The name of the association shall be Okwelle Association in North America, Incorporated (hereafter referred to as OANA Inc.)

Article II – Offices:

Section 1 – National Office:

The OANA was incorporated in the State of Kansas June 28, 2004; however, the address of the registered office may change from time to time as determined by the house as a result of leadership transition.

Section 2 – Regional Offices:

The Association shall establish Regional Groups. Each Regional Group must apply for acceptance through the National Body in compliance with the Rules and Regulations set forth in the By-Laws of the National Body.

Article III – Purpose:

Section 1 – Mission Statement:

The mission of OANA Inc. is to bring together the indigenes of Okwelle in North America with the aim of preserving the rich cultural heritage of Ndigbo in general and enhancing the lives of members and society at large through cultural awareness and humanitarian services.

Section 2 – Association Status:

The Okwelle Association in North America Inc. established on October 14, 1994, in the State of New York, but was subsequently registered and incorporated in the State of Kansas, June 28, 2004 as a not-for-profit and a non-partisan association. The association shall abide by all rules, for laws and regulations that are applicable to not-for-profit establishments in the United States of America, the country of incorporation.

Section 3 - Objectives:

The objectives of the association shall be as follow:

- a) To promote and project better cultural understanding of members in North America.
- b) To stimulate confidence, hope, mutual trust, sense of belonging and direction among members.

- c) To instill in the minds of our members the essentials of love, unity, respect, hard work, and patriotism to society at large.
- d) To promote unity among members in general and assist in conflict resolutions when called upon.
- e) To promote our cultural heritage through arts, dance and language instructions to the community at large.
- f) To contribute towards the success of other charitable organizations or activities.
- g) To create a forum for interpersonal contact among members.
- h) To project and foster a healthy and mutually beneficial OANA – American relationship and cooperation.
- i) To facilitate an annual meeting or convention where relevant issues applicable to members are discussed and decisions made as appropriate.

Article IV - Qualification and Classes of Membership:

Section 1 - Qualification:

Membership shall be limited to

- (a) Adults 21 years of age and above who are married or single.
- (b) Legal dependants of members under 21 years of age or Full Time Students under the age of 25, who are legal dependants of Adult members.

Section 2 - Classes of Membership:

- (a) Full Membership shall be all dues paying members.
- (b) Associate Membership shall include legal dependent/s of full members under 21 years of age or full time student/s who are legal dependants of full members under 25 years of age.

Section 3 - Full Membership Defined:

- (a) A full member must have approved application form with applicable Registration Fees on file.
- (b) A full member must not have an outstanding debt to the Association as defined in the By-Laws of the Association.
- (c) Must not have missed 3 (three) consecutive general meetings of the Association
- (d) The attendance of either spouse when applicable in a general meeting shall constitute attendance of husband and wife within the household.

Article V - Registration Fees and Annual Dues:

Section 1 - Annual Cycle: The Association shall operate on a Fiscal Year Cycle commencing July 1 of a given year and ending June 30, of the immediate following year.

Section 2 - Registration Fees:

There shall be a one time non-refundable Registration fee of \$100 per person and \$200 per family effective July 1, 2012. Further increases are subject to review by the general assembly.

Section 3 - Annual Dues:

- (a) Each single member shall pay an annual dues of \$100 (One hundred dollars) and each family member (couple) shall pay an annual dues of \$150 (One hundred and fifty dollars) per family effective July 1, 2012.

- (b) Each member shall be informed of any other levies (voluntary or mandatory) by the association to address any special needs of the association.
- (c) All Annual dues must be paid no later than December 31, within the given fiscal year.
- (d) All other levies must be paid within six months of being levied unless noted in special circulars or memoranda.

Article VI - Privileges of Membership:

Section 1 Full Membership:

- (a) Full members shall have the right to attend all general meetings, discuss, and vote on any motions at such meetings.
- (b) Full members shall have the right to hold executive offices.
- (c) Full members shall have the right to receive circulars and notices to all general meetings and activities.
- (d) Full members shall be entitled to all other privileges as stipulated in the by law or as determined by the house.

Section 2 - Associate Membership:

Associate members shall have all rights of full membership except they shall not be eligible to vote or be voted for. Benefits extended to such members shall be limited as shall be determined by the general house in accordance with the by-laws.

Section 3- Revocation of Membership:

- (1) Any member who absents from three (3) consecutive annual general meetings shall be subject to revocation of membership.
- (2) Failure to pay membership dues and applicable levies for three (3) consecutive annual general meetings shall also be subject to revocation of membership.
- (3) Membership can also be revoked due to suspension arising from unethical conduct.
- (4) A member whose membership has been revoked shall have the right to appeal the decision within 90 days of revocation to the Grievance/Disciplinary Committee and if not satisfied with the Committee's decision, may appeal such decision to the Board of Directors who shall have the final decision.
- (5) For one to be reinstated after revocation of membership, he/she shall pay a fine of \$100.00 to re-register plus all outstanding dues and applicable levies accrued before revocation.

Section 4 - Suspension Defined:

- (1) Member's engagement in illegal or unethical acts to embarrass and discredit the association.
- (2) Embezzlement of association's funds by member.

Article VI (a) – Member Ethical Conduct:

- 1. Every Member must behave responsibly during all Association's meetings.
- 2. Every Member shall be responsible for his/her actions at all meetings of the Association.
- 3. Every Member must refrain from violent act and abusive verbal confrontations at all meetings of the Association.

4. Every Member must refrain from violent physical contacts at all meetings of the Association.
5. Unauthorized use of the Association's Property, Name, Stationeries, or anything of such, may attract a fine up to \$1,000.00 and the Association may also pursue legal actions against such individual(s).
6. Any suspended member shall be barred from all association's activities and general meetings.

Article VII – General Meeting:

Section 1:

1. General meetings shall be held in the month of July on a date that is indicated in the circular.

2. General meetings shall be rotated among the three zonal areas namely: Eastern, Western and Central zones. The zonal coordinator of the hosting zone shall inform the General Secretary within 180 days of the July general meeting the specific date and location of the meeting.

3. No zone shall be permitted to host two consecutive meetings except with the approval of the executive council.

4. Each zone shall have a coordinator who reports to the National President and whose responsibilities shall include the coordination of activities and dissemination of information to members within the zone.

(5) The Association shall meet three (3) times in a calendar year. Two of such meetings shall be by tele-conference.

(6) The Association shall see to it that safe environments are provided for its general membership meetings.

(7) The Association shall take necessary steps to provide adequate meeting facilities.

Section 2 - A quorum shall:

1. Constitute at least three officers and fifty (50%) percent of the financial members excluding the three (3) officers.
2. All decisions reached by the quorum shall have a binding effect on the entire membership.
3. Punctual attendance to all general meetings shall be enforced.
4. The three (3) officers shall comprise of the President/Vice President and two (2) other officers.
5. In the absence of both the President and the Vice President in any general meeting of the Association, any Board Member present shall conduct the meeting.

Article VII (a) – Regional Groups - Formation & Meetings:

- (1) The Organization shall establish Regional groups within each zone.
- (2) Each of the Regional groups established shall apply for acceptance through the National body in compliance with the rules set forth in the by-laws.

- (3) Each Regional group shall have a Regional Chairman and Regional recording secretary.
- (4) The Regional groups, when approved can meet as many times as they may want to as long as the Regional meeting dates did not coincide with the national meetings nor debar members full participation with the national events or activities.
- (5) All activities of the Regional groups shall be guided by the national constitution.
- (6) All Regional groups' funds belonging to OANA Inc. shall be transmitted to the Financial Secretary of the Association who upon proper recording will forward to the Treasurer for immediate deposit to the Association's Bank account in accordance with the timeline and provisions set.
- (7) Regional groups shall be responsible for collecting annual dues and levies of members for the National body and in turn forward the funds collected in accordance with section VII (a)(6) above.
- (8) At no time shall a Regional group operate its own bank account.
- (9) Each Regional group must not comprise of less than Ten (10) members.
- (10) There shall not be more than three (3) Regional groups within any zone.
- (11) The Association may create additional Regional Groups as the need may arise.

Article VII (b) – Order of Business at all meetings:

Order of business at the Association's general meetings shall be as follows:

- (1) Call to Order/Opening prayer
- (2) Roll call of members
- (3) Reading of minutes from previous meetings
- (4) Matters arising from the minutes read
- (5) Executive Officers' Report
- (6) Committee Reports
- (7) Special Orders – Important businesses previously designated for consideration at this meeting
- (8) Unfinished old Business
- (9) New Business
- (10) Announcements
- (11) Adjournment

Article VIII – Board of Directors:

Section 1(a) – Board Composition:

- (1) There shall be a body of five (5) persons who shall constitute the board of directors.
- (2) The board shall comprise of four (4) elected members with at least one representation among the three zones, plus the current president who shall have voting rights.
- (3) The chairman of the board shall be elected by a simple majority vote by the house.
- (4) The National president must not be the chairman of the Board of Directors.

Section 1(b) – Board Duties and Responsibilities

- (1) The Board of directors shall set the goals, policies, and strategic agenda of the

Association.

- (2) The Board of directors shall serve as an oversight panel over the executive body to ensure that the board's goals and directives are well carried out by the executive body.
- (3) The Board shall annually require the executive body under the leadership of the President to submit an annual report of the state of the association.
- (4) The Board shall rule on all appeal cases with verdict previously handed down by the grievance committee.
- (5) The Board shall during the annual general meeting provide an annual report to the general house of the current condition of the association.
- (6) The Board shall develop specific home outreach policies, procedures and guidelines to help identify some of the problems we face in our community, with concrete steps to help alleviate the problems.
- (7) The Board shall be responsible for the approval of all annual budgets presented by the President and his/her cabinet members.
- (8) The Board by a three-fourth (3) majority vote can impeach the President of the Association with cause only subject to a simple majority vote approval by the general house. The president must recuse himself from matters impacting upon his ability to lead or other unethical issues against him or her and shall not have a voting right in this instance.
- (9) The Board shall approve all expenditure above \$500.00 prior to disbursement

Section 2 – Tenure and Qualification

1. Each member of the board shall hold office for a four year term after which his or her term shall expire.
2. Any financial member in good standing for a period of five consecutive (5) years with the Association shall qualify to be elected as a member of the board.
3. In the event a member of the board ceases to complete the remainder of his/her term the house shall through the affected Zone, elect a replacement that shall complete the remainder of the term of the vacated seat.
4. A board member may be removed from office by the three-fifth majority (3) vote of the board for non performance or/and improper behavior.
5. The commencement date and the terms in office for the board members shall not be the same as that of the executive officers. The overlap is necessary for conformity and continuity.
- 6 Each Zone shall present at least one person to the General House for inclusion on the Board of Directors. The general house shall then vote to approve or disapprove such members by a simple majority vote. Where a person presented is not approved by the general house, the affected zone shall present another person until approval is granted by the general house through a simple majority vote.

Section 3 - Board of Director's Meetings:

The board of directors shall meet at least three times during the calendar year. Additional meetings may be called by the board chairman or by the simple majority of the board members. Board meetings may be conducted via tele-conference.

Section 4 – Quorum of the Board:

1. Three-Fifth (3) of the voting directors shall constitute a quorum for a board meeting. If less than three-fifth (3) of the board members are participating at any scheduled meeting, the meeting will be adjourned.
2. The act of a majority of the board members present or participating in a meeting at which a quorum is met shall be the act of the board of directors.

Article IX - Appointments of Officers and Delegation of Assignments:

Section 1 - Number and Titles of Officers:

There shall be 6 executive officers - namely: National President, Vice President, General Secretary, Treasurer, Financial Secretary, and Public Relations Officer who shall also act as a Provost.

Section 2 - Selection Procedure:

- (a) All executive officers shall be elected into office by general election.
- (b) All elections shall be conducted by secret ballot.
- (c) For the selection to the office of the National President, five (5) consecutive years of membership in good standing with the Association shall be required.

Section 3 - Terms of Office:

- (a) All elected officers shall remain in office for duration of three years.
- (b) All elected officers shall be eligible for re-election.
- (c) All elected officers shall not hold the same office for more than two consecutive terms
- (d) All elections shall be in July of the last term and new officers shall assume offices within 60 days after which all handover proceedings and the association's documents have been tendered to the incoming administration.
- (e) The Association shall adhere to Fiscal Year Accounting System. (July to June)

Section 4 - Appointment and Election of Committee Members:

1. An electoral committee of three members shall be appointed to oversee the election proceedings during the election year.
2. An audit committee of three members shall be elected by the general house to audit the association's financial records.
3. The audit committee shall be elected every three years during the audit cycle.
4. Special audits shall be assigned to the audit committee when deemed necessary by the general house/Board of Directors.
5. Ad hoc committees shall be established by the executive council as deemed necessary.

Article X – Duties of Officers:

Section 1 - The National President shall:

- (a) Preside over all executive and general meetings.
- (b) Be an ex-officio member of all committees.
- (c) Be the chief executive officer and spokesperson of the association.
- (d) Present a written annual presidential address on the state of the association at the end of each term.
- (e) Have a casting vote.
- (f) Summon executive (committee) meetings, general meetings, and such other special meetings as may be deemed necessary.
- (g) Submit a written handover report of the association's properties to the incoming National President during handover proceedings.
- (h) Fill vacancies in the executive and other committees subject to the backing of two-thirds of the executive committee.
- (i) Countersign all association's banking and financial transactions.
- (j) See that all Annual Financial Reporting to Internal Revenue Service (IRS) are duly filed.
- (k) Annually develop a comprehensive budget for the operational activities of the association subject to approval by the Board.

Section 2 - Vice President:

The Vice President shall assist the National President in all association's activities and in the event of the absence of the National President assumes the powers and duties in Article X, Section 1.

Section 3 – The General Secretary shall:

- (a) Be in charge of the secretariat
- (b) Record the minutes of all general meetings
- (c) Submit to the President a comprehensive report of the secretariat and the activities of that office, which shall be included in the presidential hand-over report at the end of the term.
- (d) Send circulars and notices of general meetings and activities to all members.
- (e) Annually/Periodically compile an updated directory of all members.
- (f) All correspondence of legal documents and financial bank statements must go through the General Secretary who shall in turn forward to appropriate offices for follow ups.
- (g) Have Signature Rights to the Bank Accounts.

Section 4 – The Financial Secretary shall:

- (a) Collect funds on behalf of the association and transfer all such funds to the treasurer immediately.
- (b) Keep all records of funds and financial transactions of the Association.
- (c) Submit an annual report of the finances of the association to the general house.
- (d) Keep an accurate record of all the names, addresses, fees, dues, and donations of members and other entities to the association.
- (e) Maintain all financial Records for Audit purposes.

- (f) Compile and submit all Annual Financial Reports to the Internal Revenue Service (IRS) within stipulated dead line.
- (g) All Funds collected by the Financial Secretary must be reported to the Treasurer for deposit within Five (5) Business Days.
- (h) Issue Association's Receipts of all funds collected on behalf of the Association

Section 5 – The Treasurer shall:

- (a) Be responsible for depositing within three business days all association's funds into the association's bank account.
- (b) Counter-sign all checks issued on behalf of the association
- (c) All funds not collected directly by the Financial Secretary shall be reported to and acknowledged by the Financial Secretary for his/her records.
- (d) Submit written handover notes and association's properties and funds to the incoming treasurer during handover proceedings.
- (e) All Negotiable Financial Instruments shall be kept by the Treasurer
- (f) Maintain all Receipts and Disbursement of Funds for Audit purpose.
- (g) Submit written handover notes and Association's properties and funds to the incoming Treasurer during handover proceedings.

Section 6 – The Public Relations Officer/Provost shall:

- (a) Take charge of all internal and external publicity related to the association as approved by the general house.
- (b) Disseminate in good time pertinent information affecting the association to all members.
- (c) Organize all social functions of the association on the approval of the general house.
- (d) Submit written handover notes and properties of the association to the incoming Public Relations Officer during handover proceedings.
- (e) Act as Provost to maintain order and tranquility during the general meetings.

Section 7 – Additional Officers Responsibilities:

- (1) All executive members shall adhere to sound fiscal accountability
- (2) All expenditures incurred on behalf of the Association shall be supported by adequate and verifiable documents.
- (3) In all financial matters regarding the Association, a strict system of internal financial controls shall be instituted so that no one person shall be solely responsible in the disbursements of the Association's funds.
- (4) There shall be an annual audit of the Association's records. This annual audit shall be conducted by a three (3) member audit committee appointed by the general house.
- (5) All documents related to the Association's revenues and expenditures, minutes of general meetings and other supporting documents shall be made available to the audit committee.
- (6) The Association's fund shall be deposited in a bank approved by the general house within three (3) business days and all cancelled checks shall be retained for audit purposes.
- (7) All banking transactions and other financial ventures shall be signed by the National President and the Treasurer. In the absence of the President, the Chairman of the Board shall authorize the Treasurer and the General Secretary to sign checks on behalf of the Association
- (8) *In the absence of the Treasurer, the National President shall sign Association's checks with the general secretary.*

- (9) Any Expenditure above Five hundred dollars (\$500) shall be submitted to the Board for examination and approval prior to disbursement.

Article XI – Association Disciplinary/Impeachment:

Section 1 - Officers:

- (a) An officer shall be impeached for behavior unbecoming of his or her office. Following due process, such officer may be removed from office.
- (b) An impeachment shall be upon the joint motion of at least five (5) financial members of the association. Such motions shall be in writing and presented to the National President.
- (c) The general house, after reviewing the motion to impeach, shall by a simple majority vote approve or disapprove impeachment process.
- (d) Where impeachment is approved by the general house, a Grievance/Disciplinary committee shall be established for that purpose.
- (e) Any impeachment proceeding shall follow due process.
- (f) The Grievance/Disciplinary Committee, after deliberations, shall make recommendations to the General house who shall then through a simple majority vote, determine judgment on whether to remove such an officer from office.

Article XII – Amendments of the Constitution:

Section 1 – Amendments to this constitution shall be initiated by any three (3) financial members through a petition signed by no less than five (5) other financial members and submitted to the National President at least two months in advance of a general meeting.

Section 2 – A simple majority vote of the voting membership present in favor of an amendment shall be necessary to consider the amendment for deliberation by the General House.

Section 3 – An Amendment so adopted shall immediately take effect and shall be part of the constitution immediately subject to the approval of two third majority of the general membership present.

Article XIII – Amendments of By-Laws:

Section 1 – Amendments of the By-Laws shall be initiated by any three (3) financial members through a petition signed by no less than five (5) other financial members and submitted to the National President at least two (2) months in advance of a general meeting.

Section 2 – Such Amendments shall be considered for deliberation by a simple majority vote of the general membership present.

Section 3 – Any such amendments shall proceed as in the ordinary course of business in a general meeting subject to the approval of two third majority of the general house

Article XIV - Compensation

Section 1 – Officers and Members

Members and Officers shall not receive any compensation for their services but nothing herein contained shall preclude any officers or members from serving the association in any capacity.

Article XV: Membership Benefits and Probationary Period

Section 1 - Probationary Period for Newly Registered Members: For benefits eligibility purposes, a newly registered member, with duly approved application on file and all dues paid, must have been a registered member for a period of One Hundred and Eighty Days (180 Days) to be eligible for benefit payouts.

Section 2 - Condolence Visits:

(a) In cases involving death of Parents of a member, the bereaved member shall receive the sum of three hundred dollars (\$300) with a condolence card as a contribution from the Association.

(b) In cases involving the death of a full member, the Association shall from its purse contribute the sum of two thousand five hundred dollars (\$2,500) to the immediate family member of the deceased. There shall be an additional minimum levy of \$200 per family (couple) or single member toward the bereaved member's funeral arrangements and funeral costs.

(c) In cases involving death of the children of a member, qualified under Article IV sections 1 and 2 of the Constitution, the Association shall contribute the sum of One thousand dollars (\$1,000) to the bereaved family.

Section 2 – Other Membership Benefits:

- (a) Wedding – The Association shall upon notification/invitation of a member's wedding make a one time donation of One hundred dollars (\$100) to the couple.
- (b) Graduation – Upon written notification the graduating member shall receive a one time donation of Fifty dollars (\$50) from the Association.
- (c) In terms of the Graduation of Children of Members, upon official notification by the parents, the Association shall present a certificate of Recognition to the Graduating student.

Article XVI - Dissolution:

Section 1:

In the event that there is a motion to dissolve the association, four fifth of the general assembly must vote in favor of such resolution for it to be implemented.

Section 2:

In the event of dissolution of the association all assets and tangible properties belonging to the association shall be determined by the general house of the manner of disposition all in accordance with the dissolution law governing a non-profit organization.

CERTIFICATION

We the undersigned, do hereby certify that the within and foregoing constitution and by-laws were adopted as the constitution and by-laws of Okwelle Association in North America, Inc.

In witness whereof, we have hereunto subscribed our names and affixed the seal of the Association this date:

Adopted on.....at.....

Signed..... (Constitution Committee Chairman)
Mr. Robert Onyewuchi

Signed.....(Constitution Committee Member)
Chief Francis Emedoh

Signed.....(Constitution Committee Member)
Dr. Matthew Uzukwu

Signed..... (Association President)
Chief Chukwudi Dikko

Signed..... (General Secretary)
Mr. Ignatius Njoku

Signed.....(Chairman of the Board)

