AKWA IBOM STATE ASSOCIATION OF NIGERIA (USA), INC.

NATIONAL CONSTITUTION

RATIFIED
AUGUST 13, 2004

AT THE
ANNUAL NATIONAL CONVENTION
WASHINGTON, D. C.
History of Constitutional Amendments ................................................................. 1
Preamble ..................................................................................................................... 2
Article I - Name ........................................................................................................ 2
Article II - Purposes and Objectives ........................................................................ 2
Article III - Membership and Qualifications for Office .......................................... 2
Article IV - Chapters ................................................................................................. 3
Article V - National Executive Committee ............................................................. 3
  Section I - Composition ........................................................................................ 3
  Section 2 - Qualifications ..................................................................................... 3
  Section 3 - Term of Office ..................................................................................... 4
Section 4 - Powers of the National Executive Committee ....................................... 4
Section 5 - Duties of the Officers of the National Executive Committee ............... 4
  (A) The National President ................................................................................... 4
  (B) The National Executive Vice President ......................................................... 5
  (C) The National Secretary .................................................................................. 5
  (D) The National Treasurer ................................................................................ 6
  (E) The National Public Relations Officer ......................................................... 6
  (F) The National Social Secretary ...................................................................... 6
Article VI - National Council ................................................................................... 7
  Section 1 - Composition ....................................................................................... 7
  Section 2 - Portfolios .......................................................................................... 7
  Section 3 - Powers of the National Council ....................................................... 7
Section 4 - Duties of the National Vice President with Portfolios ........................... 8
  (A) The National Vice President for Social Affairs ........................................... 8
  (B) The National Vice President for Welfare/Membership Affairs .................. 8
  (C) The National Vice President for Economic/Fiscal Affairs .......................... 8
The National Vice President for Information ................................. 9
The National Vice President for Education/youth Affairs ............ 9
The National Vice President for Cultural Affairs ......................... 9

Article VII - Board of Trustees (BOT) .......................................................... 10
Section 1 - Number of Trustees ................................................................. 10
Section 2 - Term of Office ......................................................................... 10
Section 3 – Qualifications ................................................................. 10
Section 4 - Vacancy and Appointment ................................................ 10
Section 5 - Duties of the Board of Trustees ....................................... 10
Section 6 – Procedures ................................................................. 12

Article VIII - National Auditors .............................................................. 12
Section 1 – Qualifications ................................................................. 12
Section 2 - Term of Office ................................................................. 12
Section 3 – Duties ................................................................. 12

Article IX - Legal Counsel ................................................................. 13
Section 1 – Qualifications ................................................................. 13
Section 2 – Confirmation ................................................................. 13
Section 3 - Term of Office ................................................................. 13
Section 4 – Duties ................................................................. 13

Article X - The Annual Convention ...................................................... 14
Section 1 – Location ................................................................. 14
Section 2 - Responsibilities of the Annual Convention ............... 15
Section 3 - Sessions of Annual the Convention ...................... 15
(A) Business Session 15 ................................................................. 15
(B) General Session ................................................................. 16
Section 4 - Annual Convention Fees ........................................... 16

Article XI - Finances ................................................................. 16
Section 1 - Fiscal Year ................................................................. 16
Section 2 - Sources ................................................................. 16
<table>
<thead>
<tr>
<th>Article/Section</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Section 3</td>
<td>Expenditures</td>
<td>16</td>
</tr>
<tr>
<td>Section 4</td>
<td>IRS Power Limiting Clauses</td>
<td>17</td>
</tr>
<tr>
<td>Article XII</td>
<td>Bylaws</td>
<td>18</td>
</tr>
<tr>
<td>Bylaw I</td>
<td>Election of Officers of the National Executive</td>
<td>18</td>
</tr>
<tr>
<td>Section 1</td>
<td>Memorandum of Intent</td>
<td>18</td>
</tr>
<tr>
<td>Section 2</td>
<td>Chapter Status</td>
<td>18</td>
</tr>
<tr>
<td>Section 3</td>
<td>Eligibility Determination and Qualifications</td>
<td>18</td>
</tr>
<tr>
<td>Section 4</td>
<td>Filing of Candidacy</td>
<td>19</td>
</tr>
<tr>
<td>Section 5</td>
<td>Election</td>
<td>20</td>
</tr>
<tr>
<td>Section 6</td>
<td>Delegates</td>
<td>20</td>
</tr>
<tr>
<td>Section 7</td>
<td>Voting</td>
<td>20</td>
</tr>
<tr>
<td>Section 8</td>
<td>Presentation of Officers</td>
<td>21</td>
</tr>
<tr>
<td>Section 9</td>
<td>Oath of Office</td>
<td>21</td>
</tr>
<tr>
<td>Bylaw II</td>
<td>Registration of chapters and Annual dues</td>
<td>21</td>
</tr>
<tr>
<td>Bylaw III</td>
<td>Visits of the National Executive to chapters</td>
<td>21</td>
</tr>
<tr>
<td>By-law IV</td>
<td>Procedures and Order of Meetings</td>
<td>22</td>
</tr>
<tr>
<td>Section 1</td>
<td>National Executive Committee Meetings</td>
<td>22</td>
</tr>
<tr>
<td>Section 2</td>
<td>National Council Meetings</td>
<td>22</td>
</tr>
<tr>
<td>By-law V</td>
<td>Standing and AD HOC Committees</td>
<td>22</td>
</tr>
<tr>
<td>By-law VI</td>
<td>Emergency Trust Fund</td>
<td>23</td>
</tr>
<tr>
<td>Section 1</td>
<td>General Scope and Definition</td>
<td>23</td>
</tr>
<tr>
<td>Section 2</td>
<td>Machinery of Administration</td>
<td>24</td>
</tr>
<tr>
<td>Section 3</td>
<td>Participation and Certification</td>
<td>24</td>
</tr>
<tr>
<td>Section 4</td>
<td>Methods of Raising Funds</td>
<td>24</td>
</tr>
<tr>
<td>Section 5</td>
<td>Exclusions</td>
<td>25</td>
</tr>
<tr>
<td>By-law VII</td>
<td>Handing Over</td>
<td>25</td>
</tr>
<tr>
<td>Section 1</td>
<td>Request for Direction</td>
<td>25</td>
</tr>
<tr>
<td>Section 2</td>
<td>Non-Compliance</td>
<td>25</td>
</tr>
<tr>
<td>By-law VIII</td>
<td>Conflicts with Chapter Constitution</td>
<td>27</td>
</tr>
</tbody>
</table>
HISTORY OF CONSTITUTIONAL AMENDMENTS


1990- Atlanta Convention: Name Changed from Colloquium to Annual Convention.

1992- Los Angeles Convention: Added of Board of Directors, Required presentation of Annual Budget; Approval of Budget; Required Chapter Registration fee.

1995- Miami Convention: Added office of National Social Secretary;

1996- Miami Convention: Permitted holding Convention in Akwa Ibom State, Nigeria whenever deemed necessary and approved by the Convention, Created Strategic Planning Committee.

2000- Houston Convention: Created the office of Legal Counsel; Established the Board of Trustees; Made fundraising part of Annual Convention; Separated National Council from Board of Directors and renamed it Board of Trustees; Modified qualification and election procedures for Association presidency; Revised Convention fees.

CONSTITUTION

PREAMBLE: We, the citizens of Akwa Ibom State of Nigeria resident in the United States of America, aware of our responsibilities; dedicated to promote unity, progress and strength of our state within the framework of a united Nigeria; convinced that Akwa Ibom State has a proper and major role to play in the development of Nigeria; acknowledging that we have an inalienable duty and responsibility to assist in these roles, and in fostering collaboration within and without our communities; do hereby resolve to constitute ourselves into Akwa Ibom State Association of Nigeria U.S.A., Inc.

ARTICLE I - NAME
The name of the Association shall be known as Akwa Ibom State Association of Nigeria, U.S.A., Inc.

ARTICLE II – PURPOSES AND OBJECTIVES
Our Association shall have the following purposes and objectives:
(a) To promote, encourage and foster unity among the citizens of Akwa Ibom State of Nigeria, both at home and abroad.

(b) To promote economic, educational, cultural, scientific and social progress of Akwa Ibom State within the framework of one Nigeria.

(c) To cooperate with and support bona-fide Nigerian Associations in the United States of America, and encourage members of the Association to join Nigerian Associations and participate in promoting the interest of Nigeria both at home and abroad.

(d) To encourage and support the educational, professional and legitimate business aspirations of all Akwa Ibom State citizens, provided those aspirations are consistent with the best interest of Akwa Ibom State of Nigeria and its citizens.

(e) To act as a liaison between our governments, and others, including other organizations both government and non-governmental, and the members of this Association and citizens of Akwa Ibom State of Nigeria in the United States of America.

(f) To support and promote various charitable organizations by cooperating with any such organization, participating in its activities or contributing to such organization.

ARTICLE III – MEMBERSHIP AND QUALIFICATIONS FOR OFFICE
(a) All Nigerians of Akwa Ibom State origin, and their families (collectively “Citizens of Akwa Ibom State”) resident in the United States of America, are eligible to become members of the Association through registration and participation in their local chapters. There is no direct membership into the National Association.

(b1) Any candidate who seeks, is appointed or elected to a leadership position in the National Association shall be an active member of the Association, must submit a signed statement to the National Secretary, before election, re-election or appointment, that he/she does not have any criminal record either in the United States, Nigeria or in another country and he/she shall be at least twenty-five (25) years of age and have a college degree.
(b2) The execution of a signed statement of non criminal record shall be sufficient proof to the Association from the executor that he/she does not have any criminal record. Notwithstanding, the Convention may, in its sole discretion, institute a uniform policy implementation procedure to address compliance issues arising from this requirement.

(b3) Must be of sound mind.

ARTICLE IV - CHAPTERS
(a) A chapter of the Association shall be formed wherever citizens of Akwa Ibom State and their families live, and where there is no chapter of the Association. A Chapter shall be awarded to a state or city only.

(b) Officially recognized Chapter names shall include the phrase “AKWA IBOM STATE ASSOCIATION OF NIGERIA, USA, Inc.” and the name of the state or city of jurisdiction. Example of acceptable chapter names are: Akwa Ibom State Association of Nigeria, USA, Inc. – Greater Philadelphia Area Chapter, Washington, D.C. Metropolitan Chapter, North Carolina Chapter or Atlanta Chapter.

(c) Any chapter of the Association with State designation, (e.g. North Carolina Chapter) shall lose that designation upon registration of a new chapter within that state and shall be required to immediately adopt a city of jurisdiction within that state consistent with paragraph “b” of this Article.

ARTICLE V – THE NATIONAL EXECUTIVE COMMITTEE
SECTION 1 – COMPOSITION OF THE NATIONAL EXECUTIVE COMMITTEE
The National Executive Committee shall consist of the elected National President, and the following officers appointed by the president who shall reside in the same city or locality with the National President:

(a) National Executive Vice President
(b) National Secretary
(c) National Treasurer
(d) National Public Relations Officer
(e) National Social Secretary

SECTION 2 – QUALIFICATIONS FOR THE OFFICE OF NATIONAL PRESIDENT AND EXECUTIVE VICE PRESIDENT
(a) Satisfy all provisions of Article III above.

(b) Have a working knowledge of the operational functions and organizational structure, policies and procedures of the Association, such as serving on or participating in National Council meetings, National Committees, etc. and a minimum of three (3) years of membership and participation in his or her local chapter.

(c) Have proven continuous commitment, interest and welfare of the Association in mind.
(d) Be a person of integrity with broad practical skills in fundraising, assets management and control.

SECTION 3 – TERM OF THE OFFICE OF THE NATIONAL PRESIDENT
The National President shall remain in office for one (1) term of two (2) years. A National president shall not succeed himself/herself.

SECTION 4 - POWERS OF THE NATIONAL EXECUTIVE COMMITTEE
The National Executive shall have the powers to:

(a) Execute the policies of the Association.
(b) Call meetings of the National Council.
(c) Represent the views of the Association.
(d) Coordinate the Annual Convention.
(e) Make public all delegates and chapters eligible to vote at the Annual Convention, and the number of votes to which each is entitled.
(f) Encourage the formation of new chapters and the strengthening of existing ones.
(g) Keep in touch with Akwa Ibom State citizens in areas where it is not practical to form chapters.
(h) Maintain complete, accurate and current inventory of Association properties and a membership register.
(i) Present financial reports at the first and second National Council meetings and at the Convention.

SECTION 5 - DUTIES OF THE OFFICERS OF NATIONAL EXECUTIVE COMMITTEE

SUB-SECTION A - DUTIES OF THE NATIONAL PRESIDENT
The National President shall:

i. Be the pre-eminent officer of the Association, chief executive officer and spokes-person of the Association.

ii. Summon National Executive Committee meetings, National Council meetings, and the Annual Convention at his own initiative. The National president shall summon emergency National Executive Committee or National Council meetings whenever requested by a simple majority of members of the respective committee or National Council.

iii. Preside over all meetings of the National Executive Committee and the National Council.

iv. Preside over the activities of the Annual Convention or designate a chairman for same.
v. Deliver a written State of the Association address about the activities and goals of the Association.

vi. Be empowered to fill vacancies in the National Executive Committee as well as in the Board of Trustees.

(Appointments of officers to the National Executive Committee by the President shall be based on competence, experience, financial participation, and ability to work with the President and be in compliance with all provisions of Article III above.)

vii. Have a casting vote at any National Executive Committee, National Council or Convention meeting of the Association.

viii. May act as or appoint a mediator where and when conflicts arise between members.

ix. In the event of unresolved matters relating to the welfare of the Association, the National President shall, in consultation with the National Executive Committee, National Council or Board of Trustees make determinations on behalf of the Association.

x. Assign portfolios to National Vice Presidents.

xi. On or before October 15, the National President shall distribute copies of the proposed annual budget which shall include the Board of Trustees budget to all chapter presidents and shall present same budget for the current fiscal year at the joint National Council and Board of Trustees meeting for approval. The joint National Council and Board of Trustees meeting shall be at the first National Council meeting each year.

xii The National President shall endeavor to complete the unfinished business and projects of the previous administrations.

xiii. Be an Ex-Officio member of the Board of Trustees.

**SUB-SECTION B – DUTIES OF THE NATIONAL EXECUTIVE VICE PRESIDENT**

In the absence of the National President, the National Executive Vice President shall perform the duties of the President.

**SUB-SECTION C – DUTIES OF THE NATIONAL SECRETARY**

The National Secretary shall:

i. Be in charge of the Secretariat.

ii. Record the minutes of all meetings of the National Executive, National Council, and the National Convention (both Business and General Sessions).

iii. Brief, in writing, the various chapters of the decisions of the Annual Convention and National Council meetings during the interval between meetings.
iv. Send information regarding every National Council meeting in writing to reach the members of the Council not later than thirty (30) days prior to the meeting date. For the National Executive meetings, an interval of seven (7) days is required.

v. Perform other functions assigned to that office by the National President, the National Executive Committee, National Council, or prescribed in this Constitution.

vi. Prepare a yearly roster of members and professionals of Akwa Ibom State origin who are residents in the United States of America.

vii. Be an Ex-Officio member of the Board of Trustees.

**SUB-SECTION D – DUTIES OF THE NATIONAL TREASURER**

The National Treasurer shall:

i. Collect all general funds on behalf of the Association, except those vested in the custody of the Board of Trustees or other committee of the Association.

ii. Deposit all funds of the Association within twenty-four (24) hours after receipt.

iii. Render a quarterly financial report to the National Executive Committee. This report shall be made available to all chapters, the National Council, the Board of Trustees and to the Convention in one volume.

iv. Present to the Annual Convention a detailed account of the financial standing of the Association.

v. Work with the National President and Board of Trustees in formulating programs for raising funds for the Association.

vi. Keep all records and documents of the general finances of the Association except those vested in the custody of the Board of Trustees or other committees of the Association.

**SUB-SECTION E - DUTIES OF THE NATIONAL PUBLIC RELATIONS OFFICER**

The Public Relation Officer Shall:

i. Be responsible for information and any publication of the Association.

ii. Publicize the Association, its activities and supervise all such publications.

iii. Publicize the Annual Convention and distribute Annual Convention planning programs in collaboration with the chairman of the planning committee and the Annual Convention Coordinator.

**SUB-SECTION F - DUTIES OF THE NATIONAL SOCIAL SECRETARY**

The National Social Secretary shall:

ii. Work with the National Secretary and National Public Relations Officer in disseminating information about all social and business activities of the Association.

iii. Liaise with and assist chapter Presidents and/or chapter Social Secretaries to ensure that all activities during the Annual Convention are effectively coordinated, and act as the Annual Convention Coordinator when no other is appointed.

ARTICLE VI - THE NATIONAL COUNCIL:
SECTION 1 – COMPOSITION OF THE NATIONAL COUNCIL
The National Council shall consist of members of the National Executive Committee and the President of each chapter who shall acquire the title of the National Vice President with or without portfolio.

SECTION 2 PORTFOLIOS:
There shall be the following portfolios:

(a) Social Affairs
(b) Welfare/Membership Affairs
(c) Economic/Fiscal Affairs
(d) Information
(e) Education/Youth Affairs
(f) Cultural Affairs
(g) Others that the National Council sees fit to create.

SECTION 3- POWERS OF THE NATIONAL COUNCIL
The National Council shall have the powers to:
(a) Be the policy making body of the Association.
(b) Encourage the formation of chapters of the Association in the United States of America.
(c) Levy chapters, set new fees, revise existing fees, and determine the percentages for the distribution of the Annual Convention net proceeds.
(d) Elect Auditors in the event that the Annual Convention did not.
(e) Create portfolios whenever necessary.
(f) Take disciplinary action and/or remove from office any officer of the National Executive Committee or National Council for criminal activity, misconduct and/or negligence of duty.
(g) On matters vested in the National Council, in the event of a conflict between a resolution declaration, rule or action taken by the Board of Trustees, the National Council’s action shall prevail. The National Council shall not violate other provisions of this constitution in exercising its powers under this section.
(h) Request information from any entity within the Association to help it carry out its responsibilities.
(i) Complete any unfinished business of the Annual Convention.

(j) Receive, review and discuss Annual Convention Account report from the Board of Trustees at every first National Council meeting and act upon same.

(k) Consult with the Legal Counsel, and approve legal actions to protect the interest of the Association.

(l) Receive reports as the National Council shall see fit from the Board of Trustees and determine overall policy direction for the Association.

(m) Approve the percentages for distribution of net proceeds from the Annual Convention Account into other accounts of the Association and direct such approvals to the National Executive for implementation and to the Board of Trustees for disbursement.

SECTION 4 – DUTIES OF THE NATIONAL VICE PRESIDENT WITH PORTFOLIOS

(A) – THE NATIONAL VICE PRESIDENT FOR SOCIAL AFFAIRS

The National Vice President for Social Affairs shall:

i. Source for and prepare a list of social activities in the United States and report findings to the National Council.

ii. Assist the National Social Secretary in the planning and execution of ongoing and proposed social functions of the Association.

(B) – THE NATIONAL VICE PRESIDENT FOR WELFARE/MEMBERSHIP AFFAIRS

The National Vice President for Welfare/Membership Affairs shall:

i. Coordinate efforts to alleviate problems affecting members of the Association, and report same to the National Executive for appropriate action, to the extent that such problems are brought to the attention of the Association or the National Executive for assistance by the member(s) affected or his or her family.

ii. Assist with referrals to help affected members resolve their immigration/other problems;

iii. Explore job prospects for members both in the United States and at home and submit his/her findings to the National Executive.

iv. Assist the National Secretary and the National Vice President for Information to prepare a yearly roster of members and professionals of Akwa Ibom State origin who are residents in the United States of America.

(C) – THE NATIONAL VICE PRESIDENT FOR ECONOMIC/ FISCAL AFFAIRS

This portfolio shall be assigned to the National Vice President of the chapter hosting the National Executive Committee.

The National Vice President for Economic/Fiscal Affairs shall:

i. Assist the National Executive and the Board of Trustees in formulating programs for raising funds for the Association.
ii. Source for and prepare a list of business opportunities in the United States of America and report findings to the National Executive.

iii. Assist the National President in the planning and execution of ongoing and proposed business functions of the Association.

(D) –THE NATIONAL VICE PRESIDENT FOR INFORMATION
The National Vice President for Information shall:

i. Assist the Public Relations Officer with any publication of the Association.

ii. Assist the National Secretary and work with the National Vice President for Welfare/Membership Affairs in the compilation of a yearly roster of members and professionals of Akwa Ibom State origin who are residents in the United States of America.

(E) –THE NATIONAL VICE PRESIDENT FOR EDUCATION/YOUTH AFFAIRS
The National Vice President for Education/Youth Affairs shall:

i. Assist in arranging admissions, transfers, scholarships, etc., for the students and youth members.

ii. Counsel students and youths whenever necessary.

iii. Assist the National President to identify and plan activities for the youths at the Annual Convention.

iv. Inform other chapters of programs and events that could promote and spotlight our youths either in the US or in Nigeria.

v. Work to establish a youth wing of the Association in all chapters.

(F) –THE NATIONAL VICE PRESIDENT FOR CULTURAL AFFAIRS
The National Vice President for Cultural Affairs shall:

i. Assist in arranging and coordinating cultural dances and shows for presentation at the Annual Convention.

ii. Assist in promoting the cultural diversity and richness of Akwa Ibom State within and outside the Association.

iii. Compile a list of upcoming cultural activities planned by chapters and forward same to the National Secretariat and the National Vice President for Information.
ARTICLE VII - THE BOARD OF TRUSTEES

SECTION 1 - NUMBER OF TRUSTEES
The Board of Trustees shall consist of nine (9) elected members and two (2) ex-officio members. The National President and the National Secretary shall be ex-officio members of the Board of Trustees.

SECTION 2 - TERM OF OFFICE
(a) The nine (9) elected members of the Board of Trustees shall serve up to three (3) years each and any member or all members may be re-elected by the Annual Convention for another term upon satisfactory performance of duties.

(b) Election to the Board of Trustees shall be on a staggered term of up to three (3) years subject to re-election by the Annual Convention to ensure continuity. No member of the Board of Trustees shall serve more than two (2) terms of three (3) years each.

(c) One third (1/3) of the Board of Trustees members shall be elected annually at the Annual Convention.

SECTION 3 - QUALIFICATIONS
A candidate for the position of member of the Board of Trustees shall:
(a) Satisfy all the provisions of Article III above and be nominated by his or her chapter.

(b) Have proven continuous commitment, interest and welfare of the Association in mind.

(c) Be a person of integrity with broad practical skills in fundraising, assets management and control.

(d) Hold no other simultaneous position at the National level but may serve at chapter level in such offices not to include president or vice president, secretary or treasurer.

SECTION 4 - VACANCY AND APPOINTMENT
(a) In the case of resignation, incapacitation or death of a sitting member of the Board of Trustees, the vacancy created shall be filled within thirty (30) days by a qualified member appointed by the National President.

(b) Any appointment under this section shall be subject to the approval and confirmation by the National Council at the next National Council meeting. Failure or omission of the National Council to approve and confirm any such appointment shall immediately nullify the appointment, in which case the President shall make another appointment for approval and confirmation of the National Council at its next meeting. Any appointee not confirmed shall immediately vacate the Board of Trustees following the National Council meeting that failed or omitted to ratify his or her appointment.

(c) The National President shall justify to the National Council each selection made pursuant to this section, and any person so appointed and confirmed shall sit for the full remainder of the term of the trustee for whose term he/she is appointed to replace.
SECTION 5 - DUTIES OF THE BOARD OF TRUSTEES
The Board of Trustees Shall:

(a) Advise the National President on financial matters and shall be the fiscal agent of the Association.

(b) Be the principal custodian of the properties of the Association.

(c) Disburse Association’s approved budget as shall be directed by the National Council for programs and activities in the approved/supplemental budget.

(d) Be the trustee and custodian of the Project Account, Annual Convention Account, and other assets of the Association.

(e) The chairperson of the Board of Trustees shall be a co-signatory with the National President and the Board of Trustees Treasurer on any recommended or authorized withdrawals from the Project Account or the Annual Convention Account.

(f) Engage in the suggestion and development of organizational policies and goals for the Association on financial matters only.

(g) Recommend legal or other actions to the National Council on financial matters.

(h) Be responsible to the Annual Convention unless stipulated otherwise in clear terms elsewhere in this Constitution and/or Bylaws. The Annual Convention shall have the power to dismiss them or to remove them as individuals or as a Board of Trustees, when dismissal or removal will serve the best interest of the Association. The Board of Trustees shall cooperate with and support the National Executive and the National Council.

(i) On matters vested in the Board of Trustees, in the event of conflict between a resolution, declaration, rule or action taken by the Board of Trustees and another resolution, declaration, rule or action taken by the National Council, the Board’s action shall prevail. The Board of Trustees shall not violate other provisions of this Constitution in exercising its powers under this section.

(j) On behalf of the Association, solicit funds through such methods as proposal writing, annual giving, bequests, solicitations and other forms of fundraising.

(k) Make to the Business Session of the Annual Convention the full, true, and faithful report of its doings, of all funds, monies, securities, and properties held in trust by it, and its receipts and disbursements during the fiscal year and shall submit an Annual Convention Account report to the National Council at every first National Council meeting.

(l) Distribute the net proceeds from the Annual Convention Account as shall be prescribed from time to time by the National Council to the project Account, the hosting chapter and the general administration accounts respectively, each year.

(m) Provide and disburse seed money to the Annual Convention hosting chapter or a group of chapters (if a joint bid is selected) as shall be approved by the National Council.
(n) Not obligate the Association financially without the consent of the National Council and/or the Annual Convention.

(o) Submit its annual budget to the National President consistent with the provisions of Article (5)(A) (xi).

SECTION 6 - PROCEDURES
The Board of Trustees Shall:
(a) Adopt its own rules or procedures, not in conflict with the constitution or bylaws, including the method of electing its officers.

(b) Meet as required in accordance with its rules, which shall include provisions for convening of meetings on the request of a majority of its members, the National President and/or the National Council.

(c) Request information from the National Executive, the National Council, or the Annual Convention to enable it deal with current and immediate issues before it.

(d) In matters of disputes, have power of attorney to seek or request information from affected parties in order to perform its functions.

(e) File income tax returns for the Association to comply with Internal Revenue Service requirements and provide copies of the filed income tax returns to the National Council at its next meeting.

ARTICLE VIII – NATIONAL AUDITORS
There shall be One (1) but not more than thee (3) National Auditors elected by the Annual Convention, or by the National Council to audit all accounts of the Association.

SECTION 1 - QUALIFICATIONS
(a) Satisfy all provisions of Article III above.

(b) Have a working knowledge of the financial operating functions and organizational structure, policies and procedures of the Association.

SECTION 2 – TERM OF OFFICE
The National Auditors term of office shall be three (3) years each and may be re-elected to another term upon satisfactory performance of duties. No National Auditor shall serve more than two (2) terms of office.

SECTION 3 - DUTIES
The National Auditors shall:
(a) Audit all accounts of the Association including those vested in the Board of Trustees and the Emergency Trust Fund and shall submit interim as well as final audit reports to the National Council, the Board of Trustees and the Annual Convention.

(b) Have the power to request all financial records and information from any entity connected with the finances of the Association to help them execute their constitutional responsibilities to the Association.
ARTICLE IX - LEGAL COUNSEL
SECTION 1 - QUALIFICATIONS
(a) Satisfy all provisions of Article III above.
(b) The Association shall have a Legal Counsel who shall be a licensed attorney and be practicing in any state of the United States.
(b) The National President shall present nominees’ name(s) to the National Council for election or confirmation to the post of Legal Counsel.
(c) The Legal Counsel shall maintain active membership of the bar association for lawyers during his or her tenure.

SECTION 2 - CONFIRMATION
The National Secretary shall make available to the National Council the professional background of the candidates for Legal Counsel prior to voting or confirmation. The nominees may address the National Council relative to his/her function as the Association’s prospective Legal Counsel.

SECTION 3 - TERM OF OFFICE
The term of office of the Legal Counsel shall be three (3) years and the incumbent may be reconfirmed for another term, upon satisfactory performance of duties. The Legal Counsel shall not serve more than two (2) consecutive terms.

SECTION 4 - DUTIES OF THE LEGAL COUNSEL
The Legal Counsel shall:
(a) Be the legal advisor to the Association, National President, the Board of Trustees, the National Council and the chapters in all legal matters affecting the Association.
(b) Be responsible for furnishing documents and assisting with incorporation whenever the National Secretariat rotates to a new city or state.
(c) Help to explain the Constitution when the need arises or upon request.
(d) Give reports when necessary on legal issues affecting the welfare of the Association and the membership during National Council meetings and Annual Convention.
(e) Be the legal advisor to the Association on applicable local, county, state, and federal Laws to ensure compliance with these laws.
(f) Be the official representative of the Association in all legal matters concerning the Association.
(g) Implement all decisions taken by the Annual Convention, Board of Trustees, National Council and National Executive Committee, directed to the office of Legal Counsel.
(h) Upon termination, hand over all Association properties within thirty (30) days to the National Secretary and or his/her successor.
(i) Respond to all inquiries and perform other duties incident to the office.
(j) Attend, advice but not vote at National Council or Board of Trustees meetings.

ARTICLE X – THE ANNUAL CONVENTION
SECTION 1-LOCATION
(a) The Annual Convention shall be held in a city in the United States selected by the National Council or the National President pursuant to paragraph “b” below or in Akwa Ibom State, Nigeria, whenever deemed necessary and approved by the Convention. The Annual Convention shall be held in the month and date determined by the National Executive.

(b) Any chapter, including the chapter of the National President, may seek to host the Annual Convention by bidding for it. The National President shall, however, have the power to locate one (1) Annual Convention without bid in any city or region where the National Executive is located. The President shall inform the chapters when to submit bids in order that the bids may be selected consistent with paragraph “d” of this section.

(c) All written bids shall include the following:

(1) Location, total estimated cost and projected revenue;

(2) Accommodation facilities, transportation, entertainment and events programming;

(3) Other requirements as the National Council shall see fit.

(d) The National Council shall select the best bid from a pool of qualified bids received. All bids shall be sealed and submitted to the National Secretary. There shall be a minimum of at least one (1) year between the selection of the winning bid and the hosting of the Convention to allow for adequate planning and execution. The chapter that wins the hosting bid or the chapter where the National Executive resides, if hosting the Convention, shall cooperate with the National Executive in organizing the Annual Convention.

(e) The National President shall appoint an Annual Convention Coordinator who shall work with and reside in the hosting chapter(s) and report directly to him.

(f) The National President must give final approval to all decisions involving the staging of the Annual Convention.

(g) The Board of Trustees shall provide and disburse seed money to the hosting chapter(s) (if a joint bid is selected) as shall be approved by the National Council. The seed money shall be refunded to the Association at the close of the Annual Convention.

(h) The hosting chapter(s) shall receive (net gain) from the Annual Convention Account or refund (net deficit) to the Annual Convention Account a percentage from net gain or net deficit, respectively, made from the Annual Convention. The percentage referred to herein is the same as contemplated in Articles VI (3) (c) and VII (5) (l).
SECTION 2- RESPONSIBILITIES OF THE ANNUAL CONVENTION
The Annual Convention Shall:

(a) Be the pre-eminent organ and the chief legislative body of the Association.

(b) Receive and discuss the annual report from the National Executive Officers, chapter presidents, Auditors, Legal Counsel, National Council and Board of Trustees.

(c) Review all executive actions of the year and make necessary recommendations.

(d) Receive and discuss, if necessary, papers dealing with the Association, state, country or other topics of interest.

(e) Receive the annual reports of accounts of the Association for review and deliberation from the National President or National Treasurer, the Board of Trustees, Auditors, any other person, group or committee designated with the responsibility of managing or keeping any of the Association’s accounts.

(f) Recommend any corrective action or pass a vote of action or confidence or otherwise on the management or state of any such account. The President shall put any matter on the agenda of the business session that in his/her opinion requires discussion.

(g) Conduct the elections for National President, members of the Board of Trustees, Auditors and other offices when they are due for election or re-election.

(h) Have the power to dismiss the Board of Trustees or to remove them as individuals or as a Board of Trustees, when dismissal or removal will serve the best interest of the Association.

(i) Raise money for the Association.

(j) Issue Proclamations or Communiqués as necessary to address issues of community, state or national nature and importance.

SECTION 3 - SESSIONS OF THE ANNUAL CONVENTION
There shall be two major sessions of the Annual Convention, namely, the Business Session and General Session.

(A) BUSINESS SESSION: All annual reports, with the exception of the National President's reports, shall be discussed at the Business Session. Elections, matters pertaining to the future activities of the Association and the affairs of our home government shall be discussed at the Business Session. All registered and eligible members present shall vote in the election for members of the Board of Trustees and National Auditors. In resolution of any matter every registered member votes except in the election of the National President. The agenda for the business session may include a workshop for the training and awareness of the Association's leadership style, procedures, by-laws and structure.
(B) **GENERAL SESSION:** This Session shall be devoted to general discussions, promotions of the culture of the Akwa Ibom State of Nigeria, announcements, the National President’s report, fundraising, swearing-in of the president-elect, Board of Trustees members, National Auditors, other officers, and handing over. Monies raised during fundraising shall be deposited in the Annual Convention Account. This Session shall be open to the general public.

**SECTION 4 – ANNUAL CONVENTION FEES**
Each chapter shall pay an Annual Convention fee as shall be determined by the National Council from time to time. Annual Convention registration fees for individual, family, and non members shall be set by the National Council at one of its meetings prior to the Annual Convention, absent which the National Executive shall set the fees. Fees set by the National Executive shall be communicated to the Association’s general membership through the chapter presidents at least two (2) months to the Annual Convention.

**ARTICLE XI - FINANCES**

**SECTION 1 – FISCAL YEAR**
The fiscal year of the National Association shall be from September 1 to August 31 of the following year.

**SECTION 2 - SOURCES**
(a) The finances of the Association shall be drawn from dues, levies, donations, bequests, solicitations, grants and other legal sources.

(b) No individual or groups of individuals should violate the statutes of any jurisdiction of operation in the United States in the process of raising funds for the Association.

(c) Every chapter of the Association shall pay annual dues/registration fee, as shall be determined by the National Council from time to time, to the National Association by December 31st each year.

(d) Every chapter of the Association shall pay Annual Convention dues as shall be determined by the National Council from time to time per financial member to the National Association. This payment must be remitted to the National Treasurer at or prior to the Annual Convention.

**SECTION 3 - EXPENDITURES**
(a) No expenditure shall be incurred on behalf of the Association prior to a written approval of the National President and communicated by the Treasurer.

(b) Either the National Treasurer or the National Secretary, or in the absence of these two officers any other member of the National Executive designated by the President, may keep the sum of Two hundred and fifty dollars ($250) or any other sum not to exceed Five hundred ($500) as authorized by a written resolution of the National Executive upon recommendation of the National President, as petty cash balance for the purpose of running the Secretariat. The Treasurer of the Board of Trustees may keep petty cash of not more than two hundred and fifty dollars ($250).
(c ) All payments must be made with checks of the bank account of the Association by the designated signatories and must be supported by vouchers and/or receipts. Designated signatories shall include the National President and the National Treasurer for the general accounts, the Chairman of the Board of Trustees, and the National President, and Board of Trustees Treasurer for the Board of Trustees controlled accounts, and at least three members of the Emergency Trust Fund committee for the Emergency Trust Fund account. In the absence of the respective Treasurer, the respective Secretary can sign with the National President or Chairman of the Board of Trustees. Reimbursable expenses can only be made on receipts or invoices and petty cash payments may be made in cash and evidenced by receipts.

SECTION 4- IRS POWER LIMITING CLAUSES
No part of the net earnings of corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purpose(s) set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a charitable organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a charitable organization contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).
ARTICLE XII - BY-LAWS

BY-LAW I: ELECTION OF THE OFFICERS OF THE NATIONAL EXECUTIVE

SECTION 1 – MEMORANDUM OF INTENT

(a) Each chapter interested in the National Presidency-and hosting the National Executive Committee—shall send a memorandum of intent to the National Secretary no later than April 15th of the year of the election. The memorandum of intent must be endorsed by at least five (5) chapter executive committee members or all executive members if less than five (5), which must include the chapter president and approved by the chapter at one of its meetings duly called. The interested chapter must be in good standing in the Association.

(b) A mailed, faxed, or e-mailed memorandum shall be sufficient under this section, but the endorsement of the executive members must also be met in the memorandum. When the qualification of a chapter is challenged, the burden is on the challenged chapter to prove that it complied with this section.

SECTION 2 - CHAPTER STATUS

(a) A chapter in good standing is that chapter that has complied with both Article XI of the Constitution and By-Law VI and whose president or official representative attended at least two (2) of the last four (4) National Council meetings, and the last Annual Convention.

(b) A financial and voting chapter is that chapter that has complied with both Article XI of the Constitution and By-Law VI and whose president or official representative attended either the last Annual Convention or one (1) National Council meeting since the last Annual Convention. A chapter in this category shall not be qualified to sponsor a candidate for National President.

(c) Before a candidate from a chapter shall stand for election to any national office of the Association, his or her chapter’s financial obligations shall be current up to date.

SECTION 3 – ELIGIBILITY DETERMINATION AND QUALIFICATIONS

(a) The National Secretary and or Secretariat shall determine the eligibility of the interested chapters and inform the chapters of their determination in writing no later than May 31 of the year of the election, so that unqualified chapters may satisfy requirements for qualification before the Annual Convention. A copy of the written determination shall be sent to all chapter presidents and copied to the Legal Counsel.

(b) Eligibility determination shall be made by assessing qualification pursuant to Section 2 “Chapter Status” above, and that the memorandum of intent was sent by the deadline pursuant to Section 1 “Memorandum of Intent” above. The sending date shall be the relevant date and it is the burden of the interested chapter to establish that it has qualified, following adverse determination.

(c) A determination of the Secretary that the chapter qualifies under this section is conclusive proof, but a determination of non-compliance may be rebutted by sufficient evidence including post-mark, copy of e-mail with electronic date print, fax acknowledgement or
manifest with mechanical date print.

(d) A chapter that can still qualify following initial disqualification must seek subsequent qualification within one (1) week of meeting the conditions of qualification. The Secretary or Secretariat must make subsequent qualification request within two (2) weeks of receiving a subsequent determination request. All subsequent qualification requests and written determination shall be sent to each chapter president and copied to the Legal Counsel. Under no circumstances shall a chapter that did not file an initial memorandum of intent use this section to seek initial qualification.

(e) A Committee of five (5) comprising of the National President, the Legal Counsel, one (1) National Vice president selected by chapter presidents, the Chairman of the National Constitution Review Committee or his/her designee and one (1) delegate selected from among themselves shall be the sole arbiter of any appeal of adverse determination made by the Secretary under this Article. A majority of this committee shall determine eligibility qualification when an appeal is made under this section. The National Secretary shall publish the candidates and eligible chapters for the Presidential ballot before the beginning of any Annual Convention so that issues of qualification may be determined prior to the commencement of the Business Session.

(f) Notwithstanding the eligibility determination and qualifications clauses contained herein, or elsewhere in this constitution and/or By-laws, no chapter of the Association seeking the National Presidency or the National Secretariat shall be eligible to be awarded the National Secretariat and any presidential candidate nominated by that chapter shall not be eligible to stand for, or be elected to, the office of National President if that chapter during a prior hosting of the National Secretariat, the prior National President and/or the prior National Executive Committee failed to submit a complete financial accounting and handing over at the end of its term of office OR the National Auditors have not submitted a final audit report with respect to that chapter. This restriction shall be lifted and that chapter shall become eligible when a complete, final and acceptable audit report is filed with the Association with respect to that chapter.

SECTION 4 - FILING OF CANDIDACY

(a) A qualified chapter shall submit its presidential candidate’s name by July 15th in the year of the election and file manifesto with the National Secretariat at any time prior to the Annual Convention.

(b) The qualified chapter shall, after the official submission of its manifesto to the National Secretariat, circulate the same manifesto to members of the National Council.

(c) It is the will of the Association that its membership should be afforded choice in its leadership elections, therefore, an already qualified chapter may substitute or replace a qualified candidate where necessary. The chapter must immediately circulate the manifesto of the substituted candidate consistent with subsection ‘b’ above, or if close to the Annual Convention, immediately before the commencement of the Annual Convention. The circulation or non-circulation of the manifesto of a substituted candidate shall not be a reason for the disqualification of the candidate or chapter.
SECTION 5 - ELECTION
(a) At the appointed time at the Business Session of the Annual Convention, the National President shall dissolve the cabinet and declare the floor open for Presidential election, but the National Secretary shall remain to continue recording proceedings. Any member selected by the National President shall be the Returning Officer.

(b) A nomination speech of up to three (3) minutes followed by a questions and answers period shall be allowed each candidate before the commencement of voting. The Returning Officer shall determine the order and duration of speech, the number of questions and order of questioning, in his sole discretion in so far as all candidates shall have equality in the duration of speech and number of questions. The Returning Officer may overrule any embarrassing or vexatious questions, in his/her sole discretion and such questions shall not count towards the question tally for such candidate.

SECTION 6 - DELEGATES
(a) The electors for the position of National President shall be the Delegates elected by the Chapters.

(b) Each chapter shall submit in a memorandum, the names of its Delegates and Alternate Delegates for the election of National President to the sitting National Secretary, all chapter presidents and the Legal Counsel by June 30 in the year of the election. Each chapter shall also verify in the memorandum naming the delegates that it has paid the chapter fees, the members’ dues and emergency trust fund levy for its stated number of members since the last election, or pay those monies before its slate of delegates are accredited. The chapter shall provide an accreditation letter to each Delegate. No Delegate shall be seated unless all requisite fees and levies are paid in full.

(c) Each chapter shall have one (1) Delegate for one (1) to twenty-five (25) members within that chapter. One (1) additional Delegate shall be added for every other twenty-five (25) for a maximum of four (4) Delegates, which shall include the chapter president or official representative to the Annual Convention who shall be the leader of that chapter’s delegation.

(c) Each Chapter may elect Alternate Delegates(s) to the Annual Convention who themselves shall meet the same qualification and be elected in the same manner as Regular Delegates. The Alternate Delegate(s) shall replace regular Delegate(s) who is (or are) absent from the Annual Convention.

(e) The National Secretary, the Legal Counsel, the Returning Officer shall ascertain and accredit the Delegates’ credentials before they are seated at the business session of the Annual Convention.

SECTION 7 - VOTING
(a) Voting shall be by secret ballot and shall be exercised by accredited Delegates. Each accredited Delegate shall vote in person. There shall be no absentee or proxy voting.

(b) The candidate who receives the highest number of votes cast shall be declared elected.
(c) In case of a tie, there shall be a run-off election by the candidates with the highest number of votes. Subsequent balloting, if necessary, may be held between the leading candidates with the tied votes.

SECTION 8 - PRESENTATION OF OFFICERS OF THE NATIONAL EXECUTIVE
The National President-elect may present to the Annual Convention a slate of officers for his/her proposed cabinet. Where no proposed cabinet is presented at the Annual Convention, the National President shall, immediately upon formation of his or her cabinet, inform the Association accordingly. Such information shall be in writing and forwarded to each member of the National Council, the Board of Trustees, Legal Counsel and Auditors.

SECTION 9 – OATH OF OFFICE
The National President-elect shall first take an oath of office before assuming the duties of National President. Thereafter shall swear-in, or caused to be sworn-in, the vice president and other members of the national cabinet and the Legal Counsel. All members of the Board of Trustees and the National Auditors shall also take oath of office before assuming duties of their respective offices.

BY-LAWS II - REGISTRATION OF CHAPTERS AND ANNUAL DUES
(a) On or before December 31st of every year, each chapter shall register with the National Secretary the names and addresses of its Executive members and total membership and shall pay chapter annual dues as shall be determined by the National Council from time to time. This payment is the same as the payment contemplated by Articles XI-“Finances” in this Constitution.

(b) Every new chapter, in its formation, shall immediately register with the National Secretary the names and addresses of its executive and total membership. All chapter and membership fees shall be due and payable immediately upon such registration.

(c) Every chapter shall file during registration, in such a manner and form as the National Executive may prescribe information concerning the names, contact information and profession of each member with the National Secretary. This list must however be prepared with the express permission of the affected individuals.

(d) Thirty (30) days before the Annual Convention, or as the National Executive may direct, each chapter shall register with the National Secretary any additional members it may have.

(e) Every chapter shall within sixty (60) days of such change inform the National Secretary, in writing, of any change in its Executive.

(f) The chapter president shall make available for inspection by the National Executive the registration file of his or her chapter when so requested by the National Executive.

BY-LAW III - VISITS OF THE NATIONAL EXECUTIVE TO CHAPTERS
National Executive Committee members or its representative(s) may visit any chapter of the Association when so invited by the Chapter. The chapter shall pay for such visit.
**BY-LAW IV - PROCEDURES AND ORDER AT MEETINGS**

**SECTION 1 - NATIONAL EXECUTIVE COMMITTEE MEETINGS**

(a) National Executive Committee meetings shall be called under the instructions of, and presided over by the National President as described in this Constitution.

(b) Three members shall form a quorum for National Executive Committee meetings.

(c) Motion shall be carried by a simple majority of the members present and voting.

(d) The National Executive Committee reserves the right to invite any non-executive member(s) of the Association to attend its meetings.

**SECTION 2 - NATIONAL COUNCIL MEETINGS**

(a) National Council meetings shall be called under the instructions of, and presided over by the President. There shall be two (2) National Council meetings in a calendar year.

(b) All National Council meetings shall be conducted according to standard parliamentary procedures. The President shall use his/her discretion to limit the time for each chapter or speaker’s discussion.

(c) A quorum shall be formed by a simple majority of the members of the National Council present at the meeting.

(d) The National Council may summon its meeting in any city or state by rotation.

(e) The National Council reserves the right to invite any non-council member(s) of the Association to attend its meeting.

(f) Only members of the National Council shall vote in the National Council meeting.

(g) Each speaker must be recognized by the National President or the Presiding Officer before he/she shall speak.

(h) A speaker shall speak without recognition only if he or she is doing so on “point of order,” “point of information,” or point of objection. All points of order, information, or objection, shall be addressed to the National President or presiding officer who shall either sustain or overrule the same.

(i) Every speech shall be addressed to the President or the Presiding Officer.

**BY-LAW V – STANDING AND AD-HOC COMMITTEES**

The Association shall have standing and/or ad-hoc committees to deal with matters and issues as the National Council or the National Executive Committee may see fit to create. Standing Committees shall include: Constitution Review, Beauty Pageant, Newsletter/Publicity, Strategic Planning, Book Project, Scholarship, Emergency Trust Fund and any others.
BY-LAW VI – EMERGENCY TRUST FUND
The Association shall create an Emergency Trust Fund, which shall be used in meeting emergency situations that may affect any member of the Association. Emergency Funds shall be created whether or not the Association has life insurance for its members. Emergency Trust Fund shall be raised by means prescribed by the National Council. Emergency situations shall include serious illness, injuries, deaths, stressful financial problems, serious immigration problems, and others as determined by the National Council. Every member of the Association shall pay annually an amount to the Association, into the Emergency Trust Fund as shall be determined from time to time by the National Council. This payment and names of payees must be remitted to the Emergency Trust Fund Committee at or prior to the Annual Convention.

The creation and administration of the Emergency Trust Fund shall in no way be held in prejudice to members’ responsibility for their own well being, nor shall it be deemed to substitute for our communal responsibility for our people in times of need.

SECTION 1- GENERAL SCOPE, AND DEFINITION OF COVERAGE
(a) Application of the Fund: The fund may be applied to alleviate emergencies that arise out of the situations cited herein and shall not replace the personal, family, organizational and community responsibility for those situations.
(b) Coverage of the Fund: Coverage shall be determined on a per situation basis.
(c) Serious Illness and injury: Conditions that may be covered shall include illnesses and injuries that incapacitate and hospitalize members for a period in excess of sixty (60) days; creating emergency situations in the areas of rent or mortgage payment.
(d) Nature of Assistance: Assistance from the Fund may cover up to one month of rent or mortgage payment.
(e) Evidence of Need: Administrators of the Fund shall reserve the right to investigate and ascertain the true need of each case on its merits.
(f) Death: The Fund may be used to subsidize the cost of a local burial of deceased members.
(g) Stressful Financial Problem: Covered stressful financial problems may not include conditions arising from acts that are illegal or self-inflicted. They must be unforeseen and unforeseeable. Such problems shall include emergencies arising from situations other than those specified elsewhere in this report. They may include acts of God such as storms, flood and other natural disasters; fire, burglary and similar situations.
(h) Nature of covered problems: By itself the occurrence of any of the mentioned situations does not amount to a covered emergency. It is the gravity of the situation that does. The loss suffered by the member must be excessive and debilitating.
(i) Nature of Assistance: Assistance from the fund shall be used to hold members over the worst part of their grief. No attempt shall be made to restore the exact loss sustained by a member, but the Committee shall take into account the specific situation of each case and shall base the determination of appropriate assistance on the amount of funds available.
(j) **Serious Immigration problem:** An immigration problem may create an undue hardship for a member and his/her family. Should a member be incarcerated without due process assistance from the fund may be used to relief emergencies caused by immigration problems as may be determined by the National Council. Such determination shall take into consideration specific situation of the affected member.

**SECTION 2- MACHINERY OF ADMINISTRATION OF THE FUND**

(a) The Fund shall be administered by the Emergency Trust Fund Committee. The fund shall be kept in Washington D.C., the corporate headquarters and the location of the Resident Agent of the Association.

(b) A five (5) member Committee consisting of: the current National President, the current Washington D.C. chapter president, the current Legal Counsel and two (2) members from other chapters elected at the nearest Annual Convention or National Council meeting shall serve as trustees of the Fund. The elected members shall each serve a maximum of six (6) years. The National President and the Washington D.C. Chapter president as well as legal counsel’s terms on this committee shall each expire at the end of their current tenure of their respective offices.

(c) All decisions of the Committee on all matters shall be by a simple majority.

(d) A list of registered and active members of each Chapter, as updated from time to time shall be provided to the National President who shall in turn, furnish members of the Committee with it.

(e) In the event of a covered incident the Chapter President of the affected member shall submit information and required supporting documents to the National President who shall review them for accuracy and verify the membership of the applicant.

(f) The responsibility of the National President shall not exceed such preliminary review. He/she shall, participate with the rest of the Committee in determining whether the applicant meets the other qualifications for assistance established herein.

(g) The Fund shall be audited annually or at shorter intervals.

**SECTION 3- PARTICIPATION AND CERTIFICATION**

(a) The Emergency Trust Fund shall cover all affected financial and participating members of the Association. Participation shall include, but not limited to attendance at Chapter meetings and events. Minimum financial participation shall include payment of local chapters dues as well as payment of subscription to the Fund. Only members who pay into the Emergency Trust Fund shall benefit from it.

(b) The local Chapter President shall certify to the participation and local financial qualification of any applicant for assistance from the Emergency Trust Fund.

**SECTION 4- METHODS OF RAISING FUNDS:**

(a) **Subscriptions:** Every member of the Association shall pay a monthly or annual subscription levy to the Emergency Trust Fund as shall be determined from time to time by the National Council. Such subscription shall be collected by the Chapter of the member and remitted immediately to the Emergency Trust Fund Committee with information sent to the National Secretariat.
(b) **Investments of the Emergency Trust Fund:** Whenever it is convenient, and upon recommendation from the Emergency Trust Fund Committee, the Board of Trustees may, from time to time, invest portions of the Emergency Trust Fund in safe and secure financial instruments such as certificates of deposit, etc. Such investment decision shall consider not only the safety of the Emergency Trust Fund but its easy and short-term liquidity as well.

**SECTION 5- EXCLUSIONS**
The fund shall not be used to cover situations arising from criminal activity by a covered member and shall not be used as loans to any person(s) or entity within or outside the Association.

**BY-LAW VII - HANDING OVER**

**SECTION 1- REQUEST AND DIRECTION:**

(a) Handing over of Association documents and properties shall be done in an orderly manner as directed by the incoming executive, however under no circumstances shall the outgoing executive retain documents and properties of the Association longer than the first National Council meeting called by the new administration.

(b) From the conclusion of any Annual Convention, any property or document of the Association shall be handed over to the incoming National President or his/her designee within thirty (30) days of written demand made to the outgoing executive officer or any other person in custody of that property or document.

(c) All accounts belonging to the Association maintained by an outgoing executive shall be transferred to the new National Executive Committee and the ending balance reported openly to the National Council at the first National Council meeting called by the new administration, as part of the final Annual Convention report. Either the previous National President or the previous National Treasurer shall make this report in person. The statement of the account or an authentic letter signed by both the prior National President and the National Treasurer, or any other signatory to that account requesting that the account be transferred, or changing the signatories to the current executive account signatories, made one (1) month to the National Council meeting shall be handed over to the current executive. The presentation of this letter or the transferring of the account shall be in addition to the complete accounting of all funds deposited or withdrawn from that account.

**SECTION 2- NON COMPLIANCE:**

(a) Non compliance with any of the Section 1 clauses above shall be a violation of this Constitution. Violation thereof shall result in the suspension of members of the prior National Executive from the Association. The chapter that produced that President and hosted the prior executive shall also be suspended. Both the chapter and the Executive members suspended shall remain so suspended until they have remedied the deficiency, either by handing over the requested property or document, or by closing the account and accounting for all the funds deposited into the account.
(b) Notwithstanding the above, suspension of a chapter for violation of paragraphs ‘b’ and ‘c’ of Section I above or any suspension clause contained herein shall only be approved by the National Council at its meeting.

(c) A suspended chapter and a suspended executive shall be re-admitted upon the payment of a fine as shall be determined by the National Council. The National Council may, at its sole discretion, increase the fine if the reason for suspension is financial.

(d) The fine set out above may be waived or reduced by the National Council for any affected chapter or executive upon request by the affected executive or chapter for good cause shown. The fine for a chapter or executive shall be waived if upon signed declaration, the National Council determines at its discretion that the chapter was not at fault and did all within its powers to resolve the matter leading to the suspension. The declaration on behalf of the chapter must be signed by at least three members of the current executive of the suspended chapter. The declaration on behalf of the executive must be signed by at least three members of the current executive of the chapter from which the executive served on the National Executive Committee, and the affected executive.

(e) Under no circumstance shall the fine be waived for the suspended ex-National President if the reason for the suspension concerns not handing over financial papers, closing accounts or accounting for monies in his/her custody or accounts controlled by him/her.

(f) An executive shall be suspended, after determination by the National Council, and remain so suspended if the Auditor’s report discloses a deficiency, and the executive does not make up the deficiency within the time set by the National Council meeting. Upon suspension of any National President under this section the timelines required under this section in other sub sections shall become applicable.

(g) Any ex-National President or affected executive who remains suspended for a period to be determined by the National Council under this section shall lose his/her privileges. The Association, at the next National Council meeting after the expiration of the suspension period may declare him/her as an unwanted person within the Association.

(h) The Board of Trustees at its meeting following the National Council’s declaration in paragraph (g) above shall decide by a resolution carried by majority vote to refer the matter to the Legal Counsel with a financial note to take the matter to court for accounting or to recover the Association’s money or property. The Board of Trustees must satisfy itself by a cost-benefit analysis that legal action is in the best interest of the Association and justify that action to the Annual Convention.

(i) The National Council or Board of Trustees may reverse its action(s). The Annual Convention may act to overturn any Board of Trustees or National Council action under this section, or act where the Board of Trustees fails to act following the National Council declaration of a person as unwanted within the Association.
**BY-LAW VIII - CONFLICTS WITH CHAPTER CONSTITUTION**

In the event of conflict between the national and chapter constitutions, the national Constitution shall prevail and override the chapter Constitutions.

**BY-LAW IX - RESOLUTION OF CONFLICTS**

(a) No member(s), groups of members, or chapter(s) shall sue the National Association, any officer, any chapter of the Association or its officers for any act done in the course of official duty or activity without first bringing the complaint, in writing, to the National Council or its designated conflict resolution body, and waiting for a final decision from the National Council or designate. Where the act occurs at a meeting of the National Council then the matter shall be first referred to the National President, if there is no designated conflict resolution body (CRB) for deliberation and decision. Said decision is a condition precedent to filing any lawsuit. A CRB shall be empanelled on as needed basis.

(b) Where a complaint is brought before the CRB or the National Council pursuant to paragraph “a” above, the CRB shall attempt to resolve the matter, or the National Council shall constitute a committee of three to look into the matter, take testimonies, call witnesses, decide and settle the dispute on behalf of the National Association. The Legal Counsel shall advise the CRB or the National Council on the composition of the committee and shall serve in an advisory and observer role for the committee. All testimonies shall be tendered in written form. The decision of the committee or CRB shall be binding on the parties, unless the National Council, sitting as a full House chooses to review an appeal filed by the affected member or party. The National President shall be excused from the meeting of the National Council or CRB considering a complaint when the matter comes up for discussion, if the complaint is filed against him or her.

(c) Upon dissatisfaction with the determination of the committee or CRB, the member may take his complaint to court, and upon filing action in court the member shall stand automatically suspended from the Association, and shall not be readmitted into the Association until the National Council resolves to re-admit him/her, upon reimbursement of all costs to the Association. For good cause shown, the National Council or Annual Convention may waive or reduce the cost to be paid by any such member at its discretion.

(d) Notwithstanding the provisions of this section, a member shall regain his or her privileges and shall not be liable for reimbursement to the Association if a court of competent jurisdiction ruled in the member’s favor.

(e) Similarly, a member who withdraws his or her law suit against the Association before the commencement of trial shall regain his or her privileges only after full reimbursement of all cost to the Association.

(f) No member shall loose his/her privileges if the lawsuit is for the reimbursement of a legitimate debt owed a member by the Association and which the member had attempted to collect. A legitimate debt must have been approved by the National President.

(g) Any lawsuit against the Association by any member shall be adjusted either in
BY-LAW X - PARLIAMENTARY AUTHORITY
In all procedural matters not covered by this Constitution, the current common Roberts Rule of Parliamentary Procedure shall govern this Association.

BY-LAW XI - AMENDMENTS
This Constitution shall not be amended except at least five (5) chapters in writing recommend, or the Constitution Review Committee by resolution recommend an amendment to any of its articles, section or sub section, or part thereof. The chapters making such recommended amendment shall all meet the provisions of By-Law I Section 2 (b) and must first send such amendment to the National Secretary who shall forward same to the Constitution Review Committee for consideration and to put it in proper form. Such recommended amendment must then be debated and passed by at least two-thirds (2/3) majority of the members of the National Council then present and voting, in at least one of its meeting. The passed recommended amendment must then be presented by the Constitution Review Committee or National President for passage by the next Convention following the National Council passage of the recommended amendment. A vote of ‘YES’ by at least ‘TWO THIRDS’ (2/3) of the Association members then present and voting at the Annual Convention shall be required for adoption. An amendment shall become effective immediately except so stated in clear language in the passed amendment.

At voting for constitutional amendment whether at the National Council or at the Convention, the Presiding Officer shall be the Chairman or another officer of the Constitution Review Committee.

By the unanimous consent of the members present this Thirteenth day of August in the year of our Lord Two thousand and four, in Washington, D.C. We have hereunto subscribed our names:

(Reviewed and Ratified)
<table>
<thead>
<tr>
<th>CHAPTER</th>
<th>NAME AND TITLE OF REPRESENTATIVE</th>
<th>SIGNATURE</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Atlanta</td>
<td>Mr. MICHAEL NSIUK, PRESIDENT</td>
<td>Dr. West Umeka</td>
</tr>
<tr>
<td>2. Austin</td>
<td>Mr. ETOK INANG, PRESIDENT</td>
<td>Eda Scherl</td>
</tr>
<tr>
<td>3. Chicago</td>
<td>Mr. BERNARD AKPAN, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>4. Connecticut</td>
<td>Mr. DAVID ESSIEN, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>5. Dallas</td>
<td>Mr. EFFIONG, NKANGA, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>6. Houston</td>
<td>Mr. IMEH AKPAN, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>7. Las Vegas</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8. Los Angeles</td>
<td>Mr. MONTE EKOTT, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>9. Miami</td>
<td>Mr. BUFFA EYO, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>10. Michigan</td>
<td>Mr. OBONG UMANA, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>11. Minnesota</td>
<td>Mr. DOMINIC EYO, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>12. Nashville</td>
<td>Mr. ANDY OBOT, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>13. Delaware</td>
<td>Mr. OKON AKPAN, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>14. New York</td>
<td>Mr. NSIKAN INOKON, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>15. North Carolina</td>
<td>Mr. MONDAY AKPAN AFFIAH, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>16. New Jersey</td>
<td>Dr. AUGUSTINE EKWERE, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>17. Ohio</td>
<td></td>
<td></td>
</tr>
<tr>
<td>18. Oregon</td>
<td></td>
<td></td>
</tr>
<tr>
<td>19. Orlando</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20. Philadelphia</td>
<td>Mr. UDO ROBSON UMOM, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>21. San Francisco</td>
<td>Mr. NTIEDO INYANGUDO, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>22. Tyler</td>
<td>Mr. DAVID JOSEPH IBOKETTE, PRESIDENT</td>
<td></td>
</tr>
<tr>
<td>23. Washington DC</td>
<td>Ms. JUSTINA IKPIM, PRESIDENT</td>
<td></td>
</tr>
</tbody>
</table>
CONSTITUENT REPRESENTATIVES TO THE NATIONAL CONSTITUTION REVIEW COMMITTEE

1. Atlanta     /S/  Mr. Bassey Udosen
2. Austin    /S/  Mr. Etuk Inyang
3. Chicago    /S/  Mr. Anietie King
4. Connecticut    /S/  Mr. Aloysuis Udoh
5. Dallas    /S/  Mr. Effiong Nkanga
6. Houston    /S/  Mr. Imeh Akpan
7. Las Vegas    /S/  Dr. Elijah Akpan
8. Los Angeles    /S/  Mr. Udobong Obong
9. Miami    /S/  Mr. Ini Roberts
10. Minnesota    /S/  Mr. Mike Essien, Esq.
 ii. Nashvffle    /S/  Mr. Nick Umontuen
12. Delaware    /S/  Mr. Okon Akpan
13. New York    /S/  Mr. Mfon Uko
14. North Carolina    /S/  Mr. Monday Afliah
15. New Jersey    /S/  Dr. Augustine Ekwere
16. Oregon    /S/  Mr. Nsebot Ette-Umoh
17. Orlando    /S/  Mr. Godwin Essien, Esq.
18. Philadelphia    /S/  Engr. Sebastian C. Ikpe, Committee Secretary
19. San Francisco    /S/  Mr. Eno Adams
20. Tyler    /S/  Dr. Mac Ukpong
22. Legal Counsel    /S/  Mr. Hope Umana, Esq., Ex-Officio
23. Committee Chairman    /S/  Mr. Eyo Eyo