

AKISAN Council Meeting, Jacksonville FL
May 1, 2021
Summary of Proposed Constitutional Changes

Structural Changes - governing

1. *Restructure to have three (3) governing branches as follows:*
 - *National Executive (exist)*
 - *Council of Chapter Presidents (new- Article VI)*
 - *Board of Trustees (exist)**with distinct roles and responsibilities, working collaboratively for the benefit of AKISAN. The three (3) branches to form new Joint National Council under The Convention. CONVENTION remains the highest body within AKISAN.*
2. *Clarify standing vs. ad-hoc committees; and create two (2) new standing committees, one for policy/constitution and another for budget/finance (Article XIII, By-Law V, Section 1, Sub-Section A1/A2, B1/B2).*

Electoral Changes/Processes

3. *Create standing Electoral Committee responsible for conducting and or/certifying selection of the National President, Board of Trustees Members, Legal Counsel and National Auditors (Article XIII, By-Law V, Section 1, Sub-Section (C1, C2, & C3)).*
4. *Implement new process of Electing the National President where Chapters will decide the winner and Electoral Committee to set guidelines monitor and certify the results. This will eliminate the issues surrounding delegate system and the secrecy around voting for the President. (Article XIII, By-Law I, Section 1, 2, 3, 4, & 5)*

Financial Changes

5. *Create the Office of the National Financial Secretary to report to the National President as part of the National Cabinet. This office to assist in implementing proper chain of custody in handling AKISAN finances. (Article V, Section 5, Sub-Section E)*
6. *Direct the use of AKISAN Finance Manual, covering Policies and Procedures, as guiding document in managing AKISAN finances with penalties for non-compliance. (Article V, Section 5, Sub-Section D)*

Others/Misc. Changes

7. *Provide glossary of terms at start of document to define and clarify key terms used in the document. (Provided at beginning of the Constitution and here for reference end of this document)*
8. *Grant the National President authority to draw from two (2) other Chapters to fill two (2) cabinet positions, so long as the role filled from other chapter is not that of the National Vice President and/or the National Secretary. (Article V, Section 1, Item d)*
9. *Enable the National President to run for 2nd term of 2yrs, with ability to serve maximum of 4yrs. (Article V, Section 3)*
10. *Remove reference to Chapter Presidents as National Vice Presidents; and remove "Executive" from National Vice President's title. (Article V, Section 1 and Article VIII, Section 4)*

11. Add provision to allow for virtual or non-face to face meetings and/or elections during a pandemic or adverse national event preventing members from traveling for face-to-face meetings. **(Article XI, Section 1 - Location)**
12. Require constitution amendments to have 2/3rd majority vote at Council of Chapter Presidents, then 2/3rd majority at Joint National Council, then finally 2/3rd majority at Convention for adoption. **(Article XIII, By-Law XI - Amendments)**

Text Organized by Articles, Bylaws, and Sections

ARTICLE III – MEMBERSHIP AND QUALIFICATIONS FOR OFFICE

- (b2) The Electoral Committee shall be empowered to screen and perform background checks of any candidate seeking elected National Office. In addition, the Convention or the Electoral Committee may, in their respective sole discretion, institute a uniform policy implementation procedure to address compliance issues arising from concerns of the qualification of candidates. **(added)**

ARTICLE V – THE NATIONAL EXECUTIVE COMMITTEE

Section 1 – Composition Of The National Executive Committee

- (a) National Vice President **(modified)**
- (b)
- (c)
- (d) National Financial Secretary **(added)**
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Special Circumstance: In order to draw from deeper talent pool to manage the Association and not overly task the hosting chapter with limited resources, the National President, in his sole discretion, can fill up to two (2) roles within the National Executive with members from another chapter in good standing. The same condition of qualification shall apply as if the selected member was from the hosting chapter. The two members from another chapter cannot be from the same chapter and the roles filled from other chapter cannot be for the National Vice President or the National Secretary. **(added)**

Section 3 – Term Of Office Of The National President

The National President term of office shall be two (2) years, and can run for a second term of two (2) years. The National President maximum length of time in office will be 2 years for 1-term President and 4 years for a 2-term President. **(Modified)**

Section 5 - Duties Of Officers Of National Executive Committee

SUB-SECTION D – DUTIES OF THE NATIONAL TREASURER

The National Treasurer shall exercise extraordinary care in managing the financial affairs of the association as directed in the “AKISAN Finance Manual Policies and Procedures” and report violations or noncompliance to the Joint National Council. The highest body approval required for adopting and implementing of “AKISAN Finance Manual Policies and Procedures” shall be the Joint National Council. **(modified)**

SUB-SECTION E – DUTIES OF THE NATIONAL FINANCIAL SECRETARY **(added)**

The National Financial Secretary shall exercise extraordinary care in managing the financial affairs of the association, and shall

- i. Work collaboratively with The National Treasurer to ensure proper chain of custody is followed in the collections and depositing of AKISAN funds to appropriate bank accounts as directed in the “AKISAN Finance Manual Policies and Procedures”.
- ii. Take the lead role in the collection of funds from donors and/or chapters and properly report the same to The National Treasurer and others as required in this constitution and/or the “AKISAN Finance Manual Policies and Procedures”.

ARTICLE VI – THE COUNCIL OF CHAPTER PRESIDENTS: (added)

Section 1 – Composition Of The Council Of Chapter Presidents

The Council of Chapter Presidents shall consist of all chapter presidents duly elected, appointed, or standing in for their respective chapters. There can be only one-Chapter President at a time.

The Council of Chapter Presidents shall conduct election to elect its officers every two years during non-presidential election year in the month of November. The following three (3) elected leadership or officers roles shall be recognized:

- i. Council Speaker
- ii. Council Deputy Speaker
- iii. Council Secretary

First Meeting to Elect Officers – Secretary of the Constitution Committee shall call Special Meeting for electing the first set of officers of the Council of Chapter Presidents within 30 days after the adoption or ratification of this Constitution. The notice shall be delivered in writing to all Chapter Presidents in good standing and eligible to vote on matters before the Association at least 7 days in advance. An attendance representing fifty percent (50%) of the Chapter Presidents in good standing shall be considered a quorum and will have the power to make binding decision(s) on the election or selection of the first set of Officers of the Council of Chapter Presidents. Officers elected or selected in this special election will serve the remainder of the current year, plus two (2) additional years to complete their term.

In the case of resignation, incapacitation or death of an officer of the Council of Chapter Presidents, the Council Speaker shall call a meeting in accordance with the procedure adopted by the Council of Chapter Presidents to elect or select another qualified member as a replacement to the vacated sit. A new officer of the Council of Chapter Presidents shall begin the term afresh with 1-year term limit from the date elected or appointed. The Council Secretary is charged with keeping accurate records of all elections or selections of officers.

Section 2 – Leadership Qualifications, Selection Process and Term:

Council Speaker

- i. Chapter President with minimum of 1 year left to serve in both capacity as Speaker and as sitting Chapter President.
- ii. Can self-nominate or be nominated by a member in good standing.
- iii. Elected by simple majority by Chapter Presidents present during the election.
- iv. Serve one (1) term of one (1) year and can seek another term of 1 year, for maximum of two (2) years.

Council Deputy Speaker

- i. Chapter President with minimum of 1 year left to serve in both capacity as Deputy Council Speaker and as sitting Chapter President.

- ii. Appointed by Council Speaker; and confirm by simple majority vote of the Council of Chapter Presidents during the confirmation vote.
- iii. Preference given to contributor with financial knowledge applicable to non-profit associations.
- iv. Serve one (1) term of one (1) year and can be nominated for another 1 year, for maximum of two (2) years.

Council Secretary

- i. Chapter President with minimum of 1 year left to serve in both capacity as Council Secretary and as sitting Chapter President
- ii. Can self-nominate or be nominated by a member in good standing.
- iii. Elected by simple majority by Chapter Presidents present during the election.
- iv. Serve one (1) term of one (1) year and can seek another term of 1 year, for maximum of two (2) years.

Section 3 - Powers Of The Council Of Chapter Presidents

The Council of Chapter Presidents shall have the duties and powers to:

- i. Be the policy making boding of the Association.
- ii. Encourage the formation of chapters of the Association in the United States of America.
- iii. Initiate and/or take disciplinary action, including impeachment and removal from office, of any officer of the Joint National Council for criminal activity, misconduct and/or negligence of duty.
- iv. Any officer accused of criminal activity, misconduct, or negligence of duty is recused from casting a vote to decide the respective outcome of his/her case.
- v. In the event of a conflict between a resolution declaration, rule or action taken by the National Executive or the Board of Trustees, the Council of Chapter Presidents shall have the power or the right to appeal to Joint National Council for a decision.
- vi. Request information from any entity within the Association to help it carry out its responsibilities.
- vii. Consult with the Legal Counsel on matters to help protect the interest of the Association.

Section 4 – Procedures of the Council of Chapter Presidents:

The Council of Chapter Presidents shall:

- i. Adopt its own rules or procedures, not in conflict with the constitution or bylaws, including the method of electing its officers.
- ii. 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 and/or the Joint National Council.
- iii. Request information from the National Executive, the Board of Trustees, the Joint National Council, and/or the Annual Convention to enable it deal with current and immediate issues before it.
- iv. In matters of disputes, have power of attorney to seek or request information from affected parties in order to perform its functions.
- v. On matters requiring change to the constitution, require two-thirds (2/3rd) majority of the Council of Chapter Presidents present that made up the quorum to agree in order to advance the matter to the Joint National Council for a decision.

Section 5 – Duties and Powers Of The Officers Of The Council of Chapter Presidents

SUB-SECTION 5A – DUTIES and POWERS OF THE COUNCIL SPEAKER

The Council Speaker shall:

- i. Be recognized as an officer of Council of Chapter Presidents.
- ii. Chair the Council of Chapter Presidents’ meetings.
- iii. Be an Ex-Officio member of the Board of Trustees.
- iv. Be 3rd in Line to succeed as National President if National Vice President is unable to succeed.
- v. If requested by majority of members, summon Emergency Joint National Council Meeting, if the National President refuses to do so upon request.
- vi. Have direct access oversight functions for finances & all bank accounts of the association.
- vii. Summon Council of Chapter Presidents meeting in accordance with adopted procedures of the Council, including ones for the election or selection of future officers.
- viii. Cast a second vote to break a tie in the Council of Chapter Presidents meeting, but not have veto power.
- ix. Present “State of the Association Report” to the Council of Chapter Presidents yearly and/or at end of term served.

SUB-SECTION 5B – DUTIES and POWERS OF THE DEPUTY COUNCIL SPEAKER

The Deputy Council Speaker shall:

- i. Be recognized as an officer of Council of Chapter Presidents.
- ii. Have direct access oversight functions for finances & all bank accounts of the association.
- iii. Assume responsibilities of the Council Speaker in his/her absence, incapacity, or as may otherwise be delegated by the Council Speaker

SUB-SECTION 5C – DUTIES and POWERS OF THE COUNCIL SECRETARY

The Council Secretary shall:

- i. Be recognized as an officer of Council of Chapter Presidents.
- ii. Serves as Secretary to the Council of Chapter Presidents, keeping custody of all records and documents of the Council of Chapter Presidents, including resolutions and decisions that may require escalation and/or sharing with other Joint National Council members if so directed by the Council Speaker.
- iii. In collaboration or direction of Council Speaker, plan agenda and convene Council of Chapter Presidents’ Meetings
- iv. Record & distribute Council of Chapter Presidents’ deliberations and minutes to Council of Chapter Presidents members.
- v. Keep attendance record of council members present at each meeting.
- vi. Be primarily responsible for disseminating information about activities of Council

ARTICLE VII - THE BOARD OF TRUSTEES

SECTION 1 - NUMBER OF TRUSTEES

There shall be The Board of Trustees consisting of nine (9) elected members and the following two (2) ex-officio members or their respective designated representative: **(modified)**

- i. The National President
- ii. The Speaker of Council of Chapter Presidents

ARTICLE VIII - THE JOINT NATIONAL COUNCIL:

SECTION 1 – COMPOSITION OF THE JOINT NATIONAL COUNCIL

The Joint National Council shall consist of members of the National Executive Committee, the Council of Chapter Presidents, and the Board of Trustees. (modified)

SECTION 3 - POWERS OF THE JOINT NATIONAL COUNCIL

The Joint National Council shall have the duties and powers to:

- (a) Affirm or reject decisions or policies originated at Council of Chapter Presidents, the National Executive and/or the Board of Trustees. The Joint National Council decision(s) shall be superior to any of the lower branches, i.e. the National Executive, the Council of Chapter Presidents, and the Board of Trustees. (added)
- (b) Encourage the formation of chapters of the Association in the United States of America.
- (c) Approve or disapprove levies or fees set by the National Executive to run the affairs of the association. (added)
- (d) Elect Auditors in the event that the Annual Convention did not.
- (e) Create and dissolve portfolios or ad-hoc committees whenever necessary to serve the interest of the association. (modified)
- (f) Initiate, approve and/or disapprove disciplinary action, including impeachment and removal from office, of any officer of the Joint National Council for criminal activity, misconduct and/or negligence of duty. (added)

Note: Any officer accused of criminal activity, misconduct, or negligence of duty is recused from casting a vote to decide the respective outcome of his/her case.

SECTION 4 – DUTIES OF THE CHAPTER PRESIDENT WITH PORTFOLIOS

(E) THE CHAPTER PRESIDENT WITH EDUCATION/YOUTH AFFAIRS PORTFOLIO

The CHAPTER PRESIDENT for Education/Youth Affairs shall:

- v. Work to establish a youth wing of the Association in every Chapter. (clarified)

ARTICLE XI – THE ANNUAL CONVENTION

SECTION 1-LOCATION

- (a) The Annual Convention shall be held in a city in the United States selected by the Joint 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.

In the case of extreme circumstance like a pandemic or an adverse national event barring large face-to-face gatherings, the Joint National Council shall be empowered to change the Convention

venue from a physical location to non face-to-face (virtual) meeting(s), with proper arrangement made to conduct the business of the association. The National President shall call an Emergency Joint National Council Meeting to make the determination for a non face-to-face (virtual) Convention. (added)

(b)

(c)

(d) The National President shall have the power to locate one (1) Annual Convention without a bid in any city or region where the National Executive is located; however, when bidding to host the Convention that is open to all Chapters, the Joint National Council shall vote to 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. (clarified)

(e)

(f)

(g)

(h) The hosting chapter(s) shall be allocated a net gain from the Convention when the Convention is profitable or a net loss from the Convention, when the Convention runs at a loss, as a percentage for net gain or net deficit, respectively, made from the Annual Convention. The percentage referred to herein is the same as contemplated in Articles VII (5) (l) and VIII (3) (l). (clarified)

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 in good standing present shall vote in the election for members of the Board of Trustees and National Auditors. In resolution of any matter, every registered member in good standing votes, except in the election of the National President. The Electoral Committee shall establish the process to confirm and certify votes to determine the winner for the office of National President during the Business Session. 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. (modified)

ARTICLE XII – FINANCES

SECTION 3 - EXPENDITURES

(a)

(b) All payments must be made with checks or verifiable paper or electronic trail from the bank account of the Association by the designated signatories and must be supported by vouchers and/or receipts. (modified)

For the Board of Trustees controlled accounts, designated signatories shall include the Treasurer to the Board of Trustees and the Chairperson of the Board of Trustees or the National President. (clarified)

For the National Executive controlled accounts, designated signatories shall include the National Treasurer and the National President. In the absence of the Treasurer, the National Secretary can sign with the National President. (clarified)

For the Emergency Trust Fund account, at least three members of the Emergency Trust Fund committee. (clarified)

ARTICLE XIII - BY-LAWS

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

Section 1 – Qualification Criteria (added)

A chapter interested in hosting the National Executive or the Secretariat must be in good standing. In addition, a candidate of the respective chapter seeking the office of the National President must be determined to be “Qualified” by the Electoral Committee to be eligible.

Sub-section 1A – Chapter Qualification

A chapter in good standing is that chapter that has complied with Article XII (on finances) of this Constitution and whose president or official representative has attended at least two (2) of the last four (4) Joint National Council meetings, and the last Annual Convention. If the chapter was not represented at the last convention, then the requirement to attend the last Convention can be met by attendance of the last Joint National Council Meeting since the Convention.

Sub-section 1B – Candidate Qualification

A candidate seeking the highest office of this Association must be determined as “Qualified”. The Electoral Committee is empowered to issue a determination of “Qualified” or “Not Qualified” to the candidate seeking the Presidency of this Association. All candidates seeking the Presidency must submit to background checks and/or screening under published guidelines for determination of his or her qualification.

Section 2 – Memorandum of Intent (modified)

A chapter interested in the National Presidency and hosting the National Executive Committee shall send a memorandum of intent no later than March 31st of the year of the election to the Chairperson of the Electoral Committee, copying the Legal Counsel and all members of the Joint National Council. The memorandum of intent must have the following declarations or features:

- i. Indicate chapter members’ approval to seek the National Executive Committee or Secretariat at one of its duly called meeting.
- ii. Specify the name of the candidate that the chapter is sponsoring as a candidate for the Presidency.
- iii. Be endorsed by at least five (5) executives/officers of the chapter or all executives, if the chapter has less than five (5) officers. One of the endorsers must be current Chapter President.

Section 3 – Eligibility Determination (modified)

- (a) The Electoral Committee shall determine the eligibility of the interested chapters and inform the chapters of their determination in writing no later than April 30th 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 members of the Joint National Council, with a copy to the Legal Counsel.

- (b) Eligibility determination shall be made by assessing qualification pursuant to this section item (a), and compliance to all applicable deadlines pursuant to Section 2 “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 any adverse determination.
- (c) A determination of the Electoral Committee that the chapter qualifies under this section is conclusive, 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 was first determined as ineligible will have maximum of 30 days from the date of written notification to bring itself to good standing. If this should occur, the chapter must send a written notice to the Electoral Committee, copying the Legal Counsel and all members of the Joint National Council, to request reconsideration. The notice must indicate if the prior adverse condition has been corrected with proven documentation for reconsideration. (added)
 The Electoral Committee shall reconsider the eligibility of the chapter and provide a written response within two (2) weeks of receiving of the reconsideration request. The Electoral Committee shall copy the Legal Counsel and all members of the Joint National Council in its response. Under no circumstances shall a chapter that did not file an initial memorandum of intent use this section to seek initial qualification. (added)
- (e) The Electoral Committee shall publish qualified candidates, along with their respective manifesto as provided by the candidates and names of eligible chapters for the Presidential ballot on or around June 15th of the election year or at least 45 days before the Annual Convention of the election year. The exception to this rule is when no candidate is qualified under the Article XIII, By-Law I, Section 1. If this situation should occur, then the Electoral Committee shall make every effort to immediately publish the candidate(s) and chapter(s) that came forth to be qualified at a later time prior to the Convention. (added)
- (f) In no event shall the Presidency change hands without the Completion of the qualification process of Article XIII, By-Law I, Section 1. If no candidate and chapter are qualified as eligible, then the Joint National Council shall call for Special Election within 30 days of the Convention that created the vacancy. The Council Speaker of the Council of Chapter Presidents shall assume temporary reign of the Presidency until a qualified candidate is elected and sworn in. If the Special Election fails to produce the Presidency, the same process shall be repeated until the Presidency is filled. (added)

Section 4 – Chapter’s Election for President (added)

Every chapter of the association in good standing can participate in electing the President of the Association. Each chapter to conduct election or selection to decide on supporting one candidate for the Office of the President. The result of this election shall be reported to the Chairperson of Electoral Committee, with copies to the Legal Counsel and all members of the Joint National Council. Chapter’s election or selection process must meet the following guidelines:

- (a) Voting shall be by open ballot – no secret ballot
- (b) Voting must be recorded – acceptable forms are as follows:
 - i. Video record, where voice and face are heard and seen
 - ii. Voice record, with clear identification of speakers
 - iii. Written record, with approved observer(s) from the Electoral Committee
- (c) Elections at local chapters for the purpose of electing a National President must be conducted within time frame published by the Electoral Committee, and generally will be no sooner than 45 days before the Annual Convention and no later than 7 days prior to the

Annual Convention during the election year.

- (d) Each Chapter President or the designated representative must notify the Chairperson of the Electoral Committee in writing, copying the Legal Counsel and all members of the Joint National Council, at least seven (7) days prior to their respective local election for the National President. The notice shall be deemed acceptable if received by the Committee in writing at least seven (7) days prior to that local election.
- (e) An approved representative by the Electoral Committee shall be allowed as an observer at the local election. If the Electoral Committee's representative is not allowed or granted observation access during the local election, the Electoral Committee is empowered to disregard that local election's decision at the Convention for the purpose of certifying the winner for National President.
- (f) A Chapter that does not follow constitutional directives as provided in this Constitution shall forfeit their ability to participate in the election of the National President.

Section 5 – Elections and Certifications **(modified)**

- (a) At the appointed time at the Business Session of the Annual Convention, the National President shall dissolve the National Cabinet and declare the floor open for elections and/or certification of Chapter's decision for the next National President. He or she will hand over to the Chairperson of the Electoral Committee who will conduct elections and public certification of the winner of the Presidential Election in accordance with an already published criteria.
- (b) The Electoral Committee shall confirm and certify the votes and the winner for the National President at the Convention during the Business Meeting, where each Chapter President or designated representative is called upon to confirm their vote for the National President.
- (c) The candidate with the majority of the vote cast by the chapters to elect him or her as the next National President, will be declared the winner.
- (d) In case of a tie for the Election of the National President, the Electoral Committee shall facilitate voting decision by members of the Council of Chapter Presidents present during the certification process to break the tie.

BY-LAW II - REGISTRATION OF CHAPTERS AND ANNUAL DUES

- (a) On or before December 31st of every year, each chapter shall register or provide update to the National Secretary of its membership roster, with full names and unique identifying information such as email address and phone numbers. The roster must identify all Executives of the respective chapter. Chapter and annual dues, as determined by the Joint National Council, as prescribed in Articles XII ("Finances"); Section 2(c) shall be paid based on this roster. **(Clarified)**
- (b) Every new chapter, in its formation, shall immediately register with the National Secretary its membership roster, with full names and unique identifying information such as email address and phone numbers. The roster must identify all Executives of the chapter. All chapter and membership fees shall be due and payable immediately upon such registration. **(Clarified)**

BY-LAW V – STANDING AND AD-HOC COMMITTEES

The Association shall have both standing and/or ad-hoc committees to dispense with matters of governing the association. Standing committees can only be created and dissolved by this Constitution. Ad-Hoc Committees can be created by any of the governing branches, i.e. the National Executive, The Council of Chapter Presidents, and/or the Board of Trustees. Ad-hoc committees can also be dissolved and/or reconstituted by the respective body that created them. (modified)

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Section 1 – STANDING Committees

STANDING committees created by this Constitution shall be (added)

- A. Policy/Constitution Committee
- B. Budget/Finance Committee
- C. Electoral Committee
- D. Emergency Trust Fund

Sub-Section A1 - Policy/Constitution Committee – Composition and Term

The Policy/Constitution Committee shall comprise of ten (10) members, of which nine (9) members will be voting members and the legal counsel will be a non-voting member.

No Chapter shall have more than two voting members represented at the Policy/Constitution Committee. In the event that more than two (2) members of the committee are from the same chapter, then the committee will require that the respective branches; i.e. the Council of Chapter Presidents, the Board of Trustees, or the National Executive Committee provide replacement(s) from another chapter.

Terms of all members shall be three (3) years (non-renewable), except specifically noted otherwise. The Legal Counsel shall be a non-voting member of this Committee whose term shall run concurrent with his or her term as the Legal Counsel.

The composition of the Policy/Constitution Committee shall be as follows:

- i. Secretary of Council of Chapter Presidents, Chair
- ii. Secretary of the Board of Trustees
- iii. Secretary of the National Executive
- iv. Legal Counsel
- v. 2 additional members selected from Council of Chapter Presidents
- vi. 1 additional member selected from the National Executive Committee
- vii. 3 at-large members selected by the Committee

If a member of the Policy/Constitution Committee is contesting for any National Office, then that member shall be recused and replaced.

In case of resignation, incapacitation or death of a Policy/Constitution Committee member, that member is to be replaced.

Sub-Section A2 – Policy/Constitution Committee - Procedures, Leadership and Reporting Structure

The Policy/Constitution Committee shall:

- i. Report to and under the direction of the Council of Chapter Presidents to formulate, document, and publish policies and constitutional changes that are or to be decided by the Council of Chapter Presidents.
- ii. Meet as required in accordance with its rules, which shall include provisions for convening meetings on the request of a majority of Chapter Presidents.

- iii. Request information from members of the National Executive, the Joint National Council, and/or the Annual Convention to enable it deal with current and immediate issues before it.
- iv. In matters of disputes, have power of attorney to seek or request information from affected parties in order to perform its functions.

Sub-Section B1 - Budget/Finance Committee Composition and Term

The Budget/Finance Committee shall comprise of nine (10) members, of which nine (9) members will be voting members and National Auditor as non-voting member.

No Chapter shall have more than two voting members represented at the Budget/Finance Committee. In the event that more than two (2) members of the committee are from the same chapter, then the committee will require that the respective branches; i.e. the Council of Chapter Presidents, the Board of Trustees, or the National Executive Committee provide replacement(s) from another chapter.

Terms of all members shall be three (3) years (non-renewable), except specifically noted otherwise. The National Auditor shall be a non-voting member of this Committee whose term shall run concurrent with his or her term as the Association's Auditor.

The composition of the Budget/Finance Committee shall be as follows:

- i. Treasurer of the Board of Trustees, Chair
- ii. The National Treasurer
- iii. Deputy Speaker to Council of Chapter Presidents
- iv. National Auditor (Internal)
- v. 2 additional member selected from Council of Chapter Presidents
- vi. 1 additional members selected from Board of Trustees
- vii. 1 additional member selected from the National Executive
- viii. 2 at-large members selected by the Committee

If a member of the Budget/Finance Committee is contesting for any National Office, then that member shall be recused and replaced.

In case of resignation, incapacitation or death of a Budget/Finance Committee member, that member is to be replaced.

Sub-Section B2 – Budget/Finance Committee - Procedures, Leadership and Reporting Structure

The Budget/Finance Committee shall:

- i. Report to and under the direction of the Board of Trustees to formulate, document, and publish standards for managing AKISAN finances.
- ii. Adopt its own rules or procedures, not in conflict with the constitution or bylaws, including the method of electing its officers.
- iii. 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 Joint National Council.
- iv. Request information from members of the National Executive, the Joint National Council, and/or the Annual Convention to enable it deal with current and immediate issues before it.
- v. In matters of disputes, have power of attorney to seek or request information

from affected parties in order to perform its functions.

Sub-Section C1 - Electoral Committee - Composition and Term

The Electoral Committee shall have Six (6) members. Five (5) members will be voting members and the legal counsel will be the non-voting member. Term of office for each member will be 2 years, except as specifically noted during the first rotation in this section.

The composition of the Electoral Committee shall be as follows:

- i. 2 Chapter Presidents
- ii. 1 Board of Trustees member
- iii. 1 National Executive member
- iv. 1 At-Large member
- v. Legal Counsel - nonvoting member

Limitations: No Chapter shall have more than one (1) member represented at the Electoral Committee. In the event that more than one (1) member of the committee is from the same chapter, then the committee will require that the respective branche; i.e. the Council of Chapter Presidents, the Board of Trustees, or the National Executive Committee provide replacement(s) from another chapter

If a member of the Electoral Committee is contesting for any National Office, then that member shall be recused and replaced.

In case of resignation, incapacitation or death of Electoral Committee member, that member is to be replaced.

The Legal Counsel shall call a Special Meeting to constitute this committee within 30 days of adoption or ratification of this Constitution. The notice shall be delivered in writing to all members of the Joint National Council at least 14 days in advance of the meeting. The following responses are required within 7 days of receipt from the respective officer:

- i. The Council Speaker shall provide written response with the names of two chapter presidents to represent the Council of Chapter Presidents in the Committee.
- ii. The Board of Trustees Chairperson shall provide written response with the name of representative from the Board of Trustees.
- iii. The National President shall provide written response with the name of representative from the National Executive.

The elected or selected leader of this Committee shall notify all members of the Joint National Council in writing of the names of the officers and their respective roles within the committee.

Sub-Section C2 - Electoral Committee - Procedures, Leadership and Reporting Structure

The Electoral Committee shall:

- i. Report to and under the direction of the Joint National Council.
- ii. 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 Joint National Council.
- iii. Request information from members of the National Executive, the Joint National Council, or the Annual Convention to enable it deal with current and immediate issues before it.

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

Sub-Section C3 - Electoral Committee - Duties and Powers

Electoral Committee shall have the duty and powers to conduct all elections and/or to certify the election results to the following national offices:

- Office of the National President
- Board of Trustees Member(s)
- National Auditor(s)
- Legal Counsel

Electoral Committee shall have the duty and powers to issue a written determination on whether the candidate for office is “qualified” or “not unqualified” (unqualified). Any candidate deemed unqualified by the Electoral Committee for an office will be disqualified from seeking that National Office.

The Electoral Committee shall conduct and/or certify elections of the National President, the Board of Trustees, the National Auditor and the Legal Counsel from the year Two Thousand and Twenty Two (2022).

In serving the best interest of the Association, the Electoral Committee will have the power to publish and enforce pre-determined criteria for each office, provided the criteria does not conflict with the spirit of fairness and is not in violation of any laws of the United States.

National President Election and/or Certification

Electoral Committee shall verify and certify election results of the Chapters voting to elect the National President and declare a winner. The certification process shall be conducted during the Business Meeting at the Convention.

Board of Trustees Members Election and/or Certification

Electoral Committee shall conduct and certify election result(s) for members seeking to be on the Board of Trustees and declare winner(s). The voting and certification of the results shall be conducted during the Business Meeting of the Convention, or as otherwise maybe provided in this Constitution, to fill expected one or more vacancies on the Board of Trustees

National Auditor(s) Election and/or Certification - refer to Article IX for directives.

Electoral Committee shall conduct and certify election result(s) for the National Auditor(s) and declare winner(s). The voting and certification of the results shall be conducted during the Business Meeting of the Annual Convention or during a Joint National Council Meeting, in order to fill expected one or more vacancies for the role of National Auditor.

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BY-LAW XI - AMENDMENTS

Any amendment(s) to this constitution must originate from the Council of Chapter Presidents with two-thirds (2/3rd) majority vote by members present that made up the quorum agreeing to advance the matter to the Joint National Council. The amendment(s) to be debated and passed by at least two-thirds (2/3rd) majority of the members of the Joint National Council then present and voting, in at least one of its meeting. The passed recommended amendment(s) must then be presented by the Chairperson of the Constitution Review Committee or the National President for passage at the next Convention following

the Joint National Council passage of the amendment. A vote of ‘YES’ by at least ‘TWO THIRDS’ of the Association members then present and voting at the Convention shall be required for adoption. An amendment shall take immediate effect except if so stated in clear language in the passed amendment.
(modified)

Glossary of Terms

A Chapter in Good Standing is that chapter that has complied with Article XII (on finances) of this Constitution and whose president or official representative has attended at least two (2) of the last four (4) Joint National Council (formerly National Council) meetings, and the last Annual Convention. If the chapter was not represented at the last Convention, then the requirement to attend the last Convention can be met by attendance of the last Joint National Council Meeting since the Convention.

Member in Good Standing or a Voting Member is a member that is in good standing with his or her chapter by the criteria established by that chapter to enable that individual to vote on matters before the association, which must include payment of membership dues. A non-paying dues member will be disregarded as a voting member for matters before the association.

A Qualified Candidate for the National Office is that candidate that the Electoral Committee has made a written determination as “Qualified”. All candidates seeking an elected National Office must submit to background checks and/or screening under published guidelines for determination of his or her qualification.

The National Executive Committee or National Executive is the executive governing branch of AKISAN consisting of an elected National President, and the following additional six (6) officers appointed by the president, and confirm by the Joint National Council (formerly National Council).

- i. National Vice President
- ii. National Secretary
- iii. National Treasurer
- iv. National Financial Secretary
- v. National Public Relations Officer
- vi. National Social Secretary

The Council of Chapter Presidents is the policy making governing branch of AKISAN consisting of all chapter presidents duly elected, appointed, or standing in for their respective chapters. There can be only one-Chapter President at a time. The following three (3) elected leadership or officers roles shall be recognized within the Council of Chapter Presidents:

- i. Council Speaker
- ii. Council Deputy Speaker
- iii. Council Secretary

The Board of Trustees is the governing branch of AKISAN entrusted with providing financial discipline and oversight for AKISAN. The Board of Trustees shall consist of nine (9) elected members and the following two (2) ex-officio members or their respective designated representative:

- i. National President
- ii. Council Speaker of Council of Chapter Presidents

The Joint National Council is an appellate level governing body within AKISAN that shall consist of members of the National Executive Committee, the Council of Chapter Presidents and the Board of Trustees.

Ad-Hoc Committee is a committee created by any of the governing branches, i.e. the National Executive, The Council of Chapter Presidents, and/or the Board of Trustees. Ad-Hoc committees can also be dissolved and/or reconstituted by the respective body that created them.

Sanding Committee is a committee that only can be created and dissolved by this Constitution. The following four (4) committees will be or will remain standing committees:

A. Policy/Constitution Committee:

A standing committee comprising of cross functional team (of National Executive, the council of Chapter President, the Board of Trustees, and Legal Counsel) that reports through the Council of Chapter Presidents and charged with responsibilities to formulate policies and recommend constitutional changes to be 1st voted by the lower branch of the Council of Chapter Presidents, prior to being sent to the upper chamber of the Joint National Council for a decision.

B. Budget/Finance Committee:

A standing committee comprising of cross functional team (of National Executive, the council of Chapter President, the Board of Trustees, and National Auditor) that reports through the Board of Trustees and charged with formulating financial management standards and controls and make recommendations in applying them to manage AKISAN finances.

C. Electoral Committee:

A standing committee charged with conducting and/or certification of election results for the following national offices:

- Office of the National President
- Board of Trustees Members
- National Auditor(s)
- Legal Counsel

A candidate for office is either “qualified” or “unqualified” (not qualified). Only candidates determined as “qualified” by the Electoral Committee will be allowed to run for the offices of the National President, the Board of Trustees, the National Auditor, and the Legal Counsel.