



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

**NATIONAL
CONSTITUTION**

**RATIFIED
AUGUST 6, 2021**

**AT THE
ANNUAL NATIONAL CONVENTION
ATLANTA, GEORGIA**

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

2021 NATIONAL CONSTITUTION

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HISTORY OF CONSTITUTIONAL AMENDMENTS

Year/Venue	Remarks
1988- Washington, D.C. Convention	Adoption of Constitution.
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.
2004- Washington, D.C. Convention	Review of Constitution
2011 – Miami, Florida Convention	Review and Amendments
2021 - Atlanta Convention	<ul style="list-style-type: none"> ▪ Restructure to have the following three (3) governing branches: <ul style="list-style-type: none"> - National Executive - Council of Chapter Presidents - Board of Trustees with distinct roles and responsibilities, working collaboratively for the benefit of AKISAN. The three (3) branches to form the new Joint National Council under The CONVENTION. The CONVENTION remains the highest body within AKISAN. ▪ Clarify “Standing” vs. “Ad-hoc” committees, and create policy/constitution committee and budget/finance committee. ▪ Create “Standing Electoral Committee” responsible for conducting and or/certifying election or selection of National President, Board of Trustees Members, Legal Counsel and National Auditors. ▪ Implement new process of Electing the National President where the Chapters will decide the winner and the Electoral

Year/Venue	Remarks
	<p>Committee to set guidelines, monitor and certify the results.</p> <ul style="list-style-type: none"> ▪ Create the Office of the National Financial Secretary to report to the National President as part of the National Cabinet. ▪ 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. ▪ Enable the National President to run for 2nd term of 2yrs, with ability to serve maximum of 4yrs. ▪ Remove reference to Chapter Presidents as National Vice Presidents; and remove “Executive” from National Vice President title. ▪ Direct the use of AKISAN Finance Manual, covering Policies and Procedures as guiding document in managing AKISAN finances with penalties for non-compliance. ▪ 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. ▪ Require constitution amendments to have 2/3rd majority vote at Council of Chapter Presidents, then 2/3rd majority at Joint National Council, and finally 2/3rd majority at Convention for adoption.

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.

STANDING 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.

D. Emergency Trust Fund – Refer to Article XIII, By-Law VI

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 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.

- (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 reside, and where there is no chapter of the Association.
- b. Chapter names shall include the phrase “AKWA IBOM STATE ASSOCIATION OF NIGERIA, USA, Inc.” and the name of the region within a state or city where the chapter holds its regular meetings. Example of acceptable chapter names are: Akwa Ibom State Association of Nigeria, USA, Inc. - Atlanta Chapter; Akwa Ibom State Association of Nigeria, USA, Inc. - Central Virginia Chapter, Akwa Ibom State Association of Nigeria, USA, Inc. - Maryland Suburban Chapter.
- c. Any chapter with a name of a state as the designated chapter shall within one year from the ratification of this amendment, change its name to a name of the city or the region of the state where it regularly hold its periodic meeting. The National President and the Joint National Council shall take all actions deemed reasonable to enforce this section of the Constitution.
- d. Notwithstanding, section ‘a’ of this article, no chapter shall be formed or accepted for affiliation with the National Association if formed within forty (45) minutes driving distance of an already existing chapter.
- e. A chapter that forms within less than or near 45 minutes driving distance of an already existing chapter, within the same state, may only be accepted for affiliation or registration with the National Association if the Joint National Council in its meeting, by a vote of not less than 65% of the then existing chapters and not just chapters present, resolve that exceptional circumstances exist that make the formation, registration and affiliation of that chapter with the National Association appropriate and proper. Such new chapter must have and show proof that it has at least 15 members.
- f. A new chapter may have no vote in the first National Presidential election after it is registered and affiliated by the National Association, notwithstanding that it may vote on all other issues after it had remained vote-less on all matters either at a Joint National Council or Convention meeting immediately following its affiliation.

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 Vice President
- (b) National Secretary
- (c) National Treasurer
- (d) National Financial Secretary
- (e) National Public Relations Officer
- (f) National Social Secretary

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.

Section 2 – Qualifications For 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 Joint National Council meetings, National Committees, etc. and a minimum of three (3) years of membership and participation in his or her respective 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 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.

Section 4 - Powers Of The National Executive Committee

The National Executive shall have the powers and duties to:

- (a) Execute the policies of the Association.
- (b) Call meetings of the Joint National Council.
- (c) Represent the views of the Association.
- (d) Coordinate the Annual Convention.
- (e) Complete any unfinished business of the Annual Convention.
- (f) Encourage the formation of new chapters and the strengthening of existing ones.
- (g) Levy chapters, set new fees, revise existing fees, and determine the percentages for distribution of the Annual Convention net proceeds to other appropriate accounts and the host chapter(s).
- (h) Keep in touch with Akwa Ibom State citizens in areas where it is not practical to form chapters.
- (i) Enforce disciplinary action, including removal from office, of any officer of the National Executive Committee or Joint National Council for criminal activity, misconduct and/or negligence of duty as decided by the Convention or the Joint National Council.
- (j) Maintain complete, accurate and current inventory of Association properties and a membership register.
- (k) Present financial reports at all Joint National Council meetings and at the Convention
- (l) Request information from any entity within the Association to help it carry out its responsibilities
- (m) Consult with the Legal Counsel and seek approval from Joint National Council for legal actions to protect the interest of the Association. In case of urgent matters, have the power to make temporary decision until the next Joint National Council Meeting or Emergency Meeting where the matter shall be presented for deliberation and appropriate course of action.

Section 5 - Duties Of 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, Joint National Council meetings, and the Annual Convention at his own initiative. The National president shall summon emergency meeting whenever requested by majority of the members of the National Executive Committee or the Joint National Council.
- iii. Preside over all meetings of the National Executive Committee and the Joint National Council.
- iv. Preside over the activities of the Annual Convention or designate a chairperson 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 on the Board of Trustees. For the Board of Trustees, this power only applies in cases of resignation, incapacitation or death of a sitting member of 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, Joint 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, Joint National Council or Board of Trustees make determinations on behalf of the Association.
- x. Have the power to assign portfolios, created by the Joint National Council, to Chapter(s).
- xi. At least 30 days before the first (1st) Joint National Council Meeting, the National President shall distribute copies of the proposed annual budget which shall include the Board of Trustees budget to all members of the Joint National Council and shall present same budget for the current fiscal year at the Joint National Council meeting for approval.
- x. At least 30 days before the second (2nd) Joint National Council Meeting, the National President shall distribute copies of the financial report and supplemental budget or changes to previously submitted budget for review and/or approval to all members of the Joint National Council.
- xi. The National President shall endeavor to complete the unfinished business and projects of the previous administrations.
- xii. Be an Ex-Officio member of the Board of Trustees.

SUB-SECTION B – DUTIES OF THE NATIONAL VICE PRESIDENT

In the absence of the National President, the National 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, Joint National Council, and the National Convention (both Business and General Sessions).
- iii. Compile resolutions and/or decisions of the meetings of the Convention and the National Council and work with the Council of Chapter Presidents Secretary to issue appropriate policy, rule, or and communiqué for the association.
- iv. Brief, in writing, the various chapters of the decisions of the Annual Convention and Joint National Council meetings during the interval between meetings.
- v. Send information regarding every Joint National Council meeting in writing to reach the members of the Joint National 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.
- vi. Perform other functions assigned to that office by the National President, the National Executive Committee, Joint National Council, or as prescribed in this Constitution.
- vii. Prepare a yearly roster of members and professionals of Akwa Ibom State origin who are residents in the United States of America.

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.

The National Treasurer shall:

- i. Oversee the collections and safekeeping of funds on behalf of the Association, except those vested in the custody of the Board of Trustees or other committee of the Association.
- ii. Render a quarterly financial report to the National Executive Committee. This report shall be made available to all chapters, the Joint National Council, the Board of Trustees and to the Convention in one volume.
- iii. Present oral and written report to Joint National Council Meeting and the Annual Convention of the current detailed account of the financial standing of the Association.
- iv. Work with the National President and Board of Trustees in formulating programs for raising funds for the Association.
- v. 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 FINANCIAL SECRETARY

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”.

SUB-SECTION F - 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 chairperson of the planning committee and the Annual Convention Coordinator.

SUB-SECTION G - DUTIES OF THE NATIONAL SOCIAL SECRETARY

The National Social Secretary shall:

- i. Make necessary arrangements for social and business gatherings of the Association. Example: Annual Convention and Joint National Council meetings.
- 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, other chapter's Social Secretaries and AKISAN sub groups 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 COUNCIL OF CHAPTER PRESIDENTS:

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 body 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:

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

SECTION 2 - SPONSORSHIP AND 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.
- (d) A candidate for a Board of Trustees position shall be sponsored by his or her chapter, of which the Chapter President shall forward to the Chairman of the Electoral Committee, with a copy to all Joint National Council members and the Legal Counsel, a sponsorship letter to reach the Electoral Committee no later than one month prior to the Convention in which that candidate desires to stand for election.
- (e) No chapter shall sponsor more than one candidate for election at any one Convention. And in the interest of fairness and equity, a chapter may not substitute a prospective candidate and shall present only the first candidate that the chapter approves in its meeting to support for a board election, or the candidate that wins in a local (chapter) election held for the purpose of selecting a candidate for the chapter to support, if more than one candidate had within 30 days of each other indicated interest in being sponsored by that chapter. A chapter may not withdraw support for a candidate that wins election or that it had approved at its meeting, except for failure of that person to live up to his or her financial responsibilities to

the chapter

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 Joint National Council at the next Joint National Council meeting. Failure or omission of the Joint 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 Joint National Council at its next meeting. Any appointee not confirmed shall immediately vacate the Board of Trustees following the Joint National Council meeting that failed or omitted to ratify his or her appointment.
- (c) The National President shall justify to the Joint 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 Joint 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 Joint 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 Joint National Council.
- (i) In the event of a conflict between a resolution declaration, rule or action taken by the National Executive or the Council of Chapter Presidents, the Board of Trustees shall have the power or the right to appeal to the Joint National Council for a decision, in a manner consistent with this Constitution.
 - (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 first Joint National Council meeting of the fiscal year, immediately following the Convention.
 - (l) Distribute the net proceeds from the Annual Convention Account as shall be prescribed from time to time by the Joint 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 Joint National Council.
 - (n) Not obligate the Association financially without the consent of the Joint National Council and/or the Annual Convention.
 - (o) Submit its annual budget to the National President consistent with the provisions of Article V, Section 5, Subsection 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 Joint National Council.
- (c) Request information from the National Executive, Council of Chapter Presidents, the Joint 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 Joint National Council at its next meeting.

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.

SECTION 2 – PORTFOLIOS:

There shall be the following portfolios, to be awarded by the National President or the National Executive to individual or combination of Chapters:

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

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.
- (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.
- (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.
- (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.

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.

- (g) Request information from any entity within the Association to help it carry out its responsibilities.
- (h) Complete any unfinished business of the Annual Convention.
- (i) Receive, review and discuss Annual Convention Account report from the Board of Trustees at every first Joint National Council meeting and act upon the same.
- (j) Consult with the Legal Counsel, and approve legal actions to protect the interest of the Association.
- (k) Receive reports as the Joint National Council shall see fit from the Board of Trustees and determine overall policy direction for the Association.

- (l) 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 CHAPTER PRESIDENT WITH PORTFOLIOS

(A) THE CHAPTER PRESIDENT WITH SOCIAL AFFAIRS PORTFOLIO

The CHAPTER PRESIDENT for Social Affairs shall:

- i. Source for and prepare a list of social activities in the United States and report findings to the Joint National Council.
- ii. Assist the National Social Secretary in the planning and execution of ongoing and proposed social functions of the Association.

(B) THE CHAPTER PRESIDENT WITH WELFARE/MEMBERSHIP AFFAIRS PORTFOLIO

The CHAPTER 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. Advise with referrals to help affected members to resolve their immigration/other problems;
- iii. Help to assist in exploring 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 CHAPTER 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 CHAPTER PRESIDENT WITH ECONOMIC/ FISCAL AFFAIRS PORTFOLIO

This portfolio shall be assigned to the CHAPTER PRESIDENT of the chapter hosting the National Executive Committee.

The CHAPTER 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 CHAPTER PRESIDENT WITH INFORMATION PORTFOLIO

The CHAPTER 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 CHAPTER 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 CHAPTER PRESIDENT WITH EDUCATION/YOUTH AFFAIRS PORTFOLIO

The CHAPTER 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 every Chapter.

(F) THE CHAPTER PRESIDENT WITH CULTURAL AFFAIRS PORTFOLIO

The CHAPTER 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 the same to the National Secretariat and the CHAPTER PRESIDENT for Information.

ARTICLE IX – NATIONAL AUDITORS

There shall be One (1) but not more than three (3) National Auditors elected by the Annual Convention, or by the Joint 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 Joint 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 X - 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 provide a written notification of the name(s) of the nominee(s) for the post of Legal Counsel to the Chairperson of the Electoral Committee, copying all members of the Joint National Council, at least 30 days prior to the Annual Convention of which the election or selection is to occur.
- (c) The Legal Counsel shall maintain active membership of the bar association for lawyers during his or her tenure.

SECTION 2 - CONFIRMATION

The Electoral Committee shall make available to the Joint National Council the professional background of the candidates for Legal Counsel at least seven (7) days prior to voting or confirmation. The nominees may address the Joint 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, Council of Chapter Presidents, the National Executives, the Board of Trustees, the Joint National Council and all 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 Joint 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 decisions taken by the Annual Convention and/or the Joint National Council. In cases of decisions taken by the National Executive Committee, the Council of Chapter Presidents, and/or the Board of Trustees, provide direction for next course of action as shall be warranted.

- (h) Provide legal opinion and constitutional interpretation for any entity of the association.
- (i) Upon termination, hand over all Association properties within thirty (30) days to the National Secretary and or his/her successor.
- (j) Respond to all inquiries and perform other duties incident to the office.
- (k) Attend, advice but not vote at Joint National Council or Board of Trustees meetings.

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.

- (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 Joint National Council shall see fit.
- (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.
- (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 or chapters as shall be approved by the Joint National Council. The seed money shall be refunded to the Association at the close of the Annual Convention.
- (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).

SECTION 2- RESPONSIBILITIES OF THE ANNUAL CONVENTION

The Annual Convention Shall:

- (a) Be the pre-eminent organ and the highest legislative body of the Association.
- (b) Receive and discuss the annual report from the National Executive Officers, chapter presidents, Auditors, Legal Counsel, Joint 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, Council of Chapter Presidents Speaker, 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 and/or certifications for the National President, members of the Board of Trustees, the Legal Counsel, 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 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.
- (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 Joint National Council from time to time. Annual Convention registration fees for individual, family, and non members shall be set by the Joint 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 XII – 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 OF FUNDS

- (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 Joint 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 Joint 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) 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.

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.

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.

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

SECTION 4- IRS POWER LIMITING CLAUSES

No part of the net earnings of the 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 XIII - BY-LAWS

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

Section 1 – Qualification Criteria

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

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.

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 3 –Eligibility Determination

- (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.

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.

- (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.
- (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.

- (g) 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 – Chapter’s Election for President

Every chapter of the association in good standing can participate in electing the President of the Association. Each chapter to conduct election or selection in accordance with its rules and by-laws in order to support one candidate for the Office of the President. The result shall be reported to the Chairperson of Electoral Committee in writing, with copies to Legal Counsel and all members of the Joint National Council within 24 hours of occurrence. Chapter’s election or selection process must meet the following guidelines:

- (a) The winning candidate at any Chapter’s election or selection process must be verifiable by independent means at the conclusion of such event, including the following means:
- i. Video evidence, where voice and face are heard and seen
 - ii. Voice evidence, with clear identification of speakers
 - iii. Written record, with approved observer(s) from Electoral Committee
- (b) 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.
- (c) 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.
- (d) 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.
- (e) 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

- (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.

Section 6 - 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 Joint National Council, the Legal Counsel and the Auditors.

Section 7 – 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.

Section 8 – Constitutional Datelines

Under no circumstance shall the National President or National Executives change, extend, abridge or modify any dateline set out in this Constitution or By-laws, except the relevant section allows such discretion.

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.
- (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.

- (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) Four 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 - Joint National Council Meetings

- (a) Joint National Council meetings shall be called under the instructions of, and presided over by the National President. There shall be two (2) Joint National Council meetings in a calendar year.
- (b) All Joint 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 Joint National Council present at the meeting.
- (d) The Joint National Council may summon its meeting in any city or state by rotation.
- (e) The Joint National Council reserves the right to invite any non-council member(s) of the Association to attend its meeting.
- (f) Only members of the Joint National Council shall vote in the Joint 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.
- (j) Any five chapters of the Association may serve notice on the National President at least 45 days to any Joint National Council meeting or Convention requesting that the President insert an agenda item of importance to the Association for discussion at the meeting or Convention business session. The President may take cognizance of only one, and the first, such request per meeting. Provided that this sub section shall not affect the power of any Joint National Council or Convention meeting to adopt its agenda and insert any matter for discussion with a simple majority vote of those present and voting.

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.

The National Convention sua sponte or on the advice of the National President, may remove any committee member for cause with a simple majority vote. Reasons for removal may include absences from meetings or committee events. A member shall be removed upon conviction of a felony or crime of moral turpitude in any court of competent jurisdiction. The National Council can also remove committee members acting in its role as a continuation of the Convention.

The Joint National Council may remove a member if 4/5 of members of that committee in writing request that the member be removed for lack of participation for a period of at least one year in the activities or meetings of that committee. The President shall be empowered to immediately fill the vacancy created from such removal from the date the Council voted to remove that individual committee member.

Section 1 – STANDING Committees

STANDING committees created by this Constitution shall be

- 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 branch; 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.

Legal Counsel Election and/or Certification of Legal - refer to Article X for directives.

Emergency Trust Fund – refer to Article XIII, By-Law VI for directives.

Section 2 – Ad-Hoc Committees

The National Executive is empowered to create and appoint members to sit on Ad-Hoc Committees. Ad-hoc committee created under this section can include the followings:

- i. Strategic Planning
- ii. Beauty Pageant
- iii. Newsletter/Publicity
- iv. Book Project
- v. Building and Facilities
- vi. Scholarship
- vii. And others created pursuant to this by-law

Committee members shall have one (1) term of two (2) years, and renewable for another one (1) term of two (2) years. No committee member may serve more than two terms or 4 years.

Any ad-hoc committee created under this section can be dissolved and/or reconstituted by a new or incoming National Executive Committee.

All committees and members under this section are subject to approval and confirmation by the Joint National Council.

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 Joint National Council. Emergency situations shall include serious illness, injuries, deaths, stressful financial problems, serious immigration problems, and others as determined by the Joint 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 Joint National Council. This payment with full names of payees, along with unique identifying information such as email address and phone numbers that enables the ability to uniquely identify the member, 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 Joint 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 Joint 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 roster 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 same.
- (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 Rasing 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 Joint 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 Joint 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 Joint National Council at the first Joint 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 and an authentic letter signed by both the prior National President and the National Treasurer, or other signatory to the account(s) shall request that the account(s) be transferred, and signatories changed to the current executives within one (1) month to the Joint National Council meeting. The presentation of this letter and associated documentations for transferring of the account(s) shall be in addition to the complete accounting of all funds deposited or withdrawn from that account(s)

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 Joint 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 Joint National Council. The Joint 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 Joint 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 Joint 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 Joint 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 Joint 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 Joint National Council under this section shall lose his/her privileges. The Association, at the next Joint 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 Joint 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 Joint National Council or Board of Trustees may reverse its action(s). The Annual Convention may act to overturn any Board of Trustees or Joint National Council action under this section, or act where the Board of Trustees fails to act following the Joint 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 Joint National Council or its designated conflict resolution body, and waiting for a final decision from the Joint National Council or designate. Where the act occurs at a meeting of the Joint 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 Joint National Council pursuant to paragraph "a" above, the CRB shall attempt to resolve the matter, or the Joint 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 Joint 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 Joint 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 Joint 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 Joint National Council resolves to re-admit him/her, upon reimbursement of all costs to the Association. For good cause shown, the Joint 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 lose 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 adjudicated either in Washington D.C., or in the local jurisdiction that the serving Legal Counsel is licensed and has his main office for practice of law.

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.

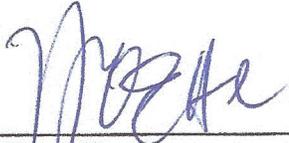
BY-LAW XI - AMENDMENTS

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.

At voting for Constitutional amendment whether at the Joint National Council or at the Convention, the electoral officer shall be the Chairman of the Constitution Review Committee or his or her designee.

Reviewed and Ratified by unanimous consent of the members present this 6th day of August in the year of our Lord, Two Thousand and Twenty One. We have hereunto subscribed our names:

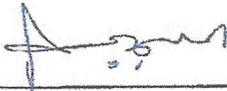
(Reviewed and Ratified)



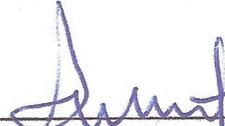
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Constitution Review Committee



Esq. / Mrs. Lelia Essien, Legal Counsel
Constitution Review Committee

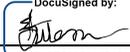
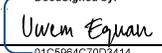
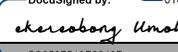
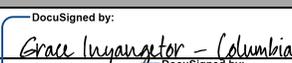
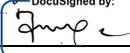
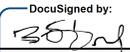
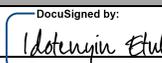
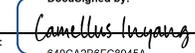
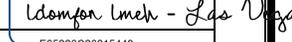
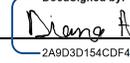
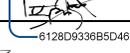
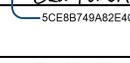
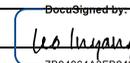
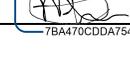
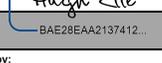
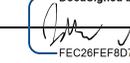
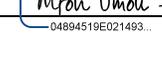


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