

NIGERIAN INTERNATIONAL ASSOCIATION OF PENNSYLVANIA, INC USA

PREAMBLE

We, Nigerian by birth, Naturalization and uxorial relationships, residing in the United States of America, conscious of our common national heritage, realizing the importance of unity and economic cooperation as the tools to economic development and empowerment of the individual and of the group in our country of birth and here in the Diaspora, hereby resolved to pool our human talents, and resources with which the almighty God endowed us.

To demonstrate and celebrate the essence of our unity in diversity, we hereby resolved to stand together in the spirit of brotherhood in order to advance our socio-economic relevance within our host communities. This organization shall be a beacon of hope and possibilities; will strengthen bonds of friendships, fellowship, and brotherhood; and shall promote a sense of community among all members, guided at all times by fairness, equity, and excellence. In this spirit, we hereby enact the following constitution and by-laws to guide the affairs of our organization.

ARTICLES OF THE CONSTITUTION OF NIGERIAN INTERNATIONAL ASSOCIATION OF PENNSYLVANIA, INC USA

ARTICLE 1

NAME OF THE ORGANIZATION

1.1 The organization shall be known as Nigerian International Association of Pennsylvania, U.S.A, Inc, Organized under the laws of the United States of America in accordance with the federal and state statutes, It shall seek 501 (c) (3) status.

1.2

THE CONSTITUTION/ BY-LAWS

This document shall be the supreme governance authority that governs the affairs of this organization. It provisions shall be subject to all valid and applicable laws, related to all similar non-profit organization; without limitation to the laws of the state of Pennsylvania and applicable statutes as it relates to non profit cooperative domestic organization Act.

ARTICLE 2

PRINCIPAL REGISTERED OFFICE:

The organization shall have and continuously maintained a registered office in the state of Pennsylvania, USA. The organization may change the registered office as it may deem fit from time to time.

2.1

OTHER OFFICES

The organization may also have offices at such other locations, within the state of Pennsylvania, as the executive board or committee may determine as the needs arise.

ARTICLE 3

REGISTRATION STATUS

3.1

NON PROFIT COOPERATIVE STATUS

The organization shall be registered with the state of Pennsylvania as a non-profit cooperative organization, and shall be governed by its constitution or the by-laws, the laws of the united state of America, and the laws of the state of Pennsylvania.

3.2

The organization shall maintain its constitution or its by-laws, the laws of the United States of America and the laws of the State of Pennsylvania shall govern non-profit status and its activities

3.3

The activities of this organization shall be consistent with its founding principles, It shall foster socio- economic cooperation among members, it shall promote the cultural unity and moral values of our cultures; it shall be charitable, it shall promote and inculcate educational values in our children; and it shall identify with various social and regional institutions that impact or lives here

3:4

ELECTION OF OFFICER

The election of the organization's officers shall take place every two years or as directed by the Executive Board. A member can serve a maximum of two consecutive terms in any particular office

ARTICLE 4

MEMBERSHIP ELIGIBILITY

4.1

Membership of the organization shall be opened to all Nigerian citizens by birth or through naturalization, or through marriage.

4.2

ELIGIBILITY

Membership is open to all people that meet the above requirements plus the underlisted conditions

a) Must be 18 years of age

b) Must be resident in the united state of America

C) Must be person of integrity with a verifiable profession, trade or source of legitimate income

d) Must share the values espoused in our preamble

- e) *Must be ready to assist the organization in any way in the realization of its goals and objectives*
- f) *Must be law abiding and eschew all acts that reflect negatively on the country, the people of Nigeria and the United State of America.*
- g) *Must have ability to pay monthly dues and levies as needed except in some exceptional situations as determined by the association.*

4.3

HONORARY MEMBERSHIP

The executive board with the consent of the general membership of the organization shall confer honorary membership of the organization on persons from different countries and cultures who have proven, through verifiable acts, that they are friends, and share the values that binds us together.

- a) *The person so chosen by the board and confirmed by the voice vote of the general membership, shall enjoy all the privileges of membership*

ARTICLE 5

5.1

CHANGE OF ADDRESS OR STATUS

- a) *It shall be the responsibility of all members to inform the organization of changes in marital status, address, childbirth, and Telephone number.*

5.2

A member shall communicate any of the above by completion of a form to the secretary who shall include it on the meeting agenda for dissemination to the organization members at the next meeting.

ARTICLE 6

MEMBERS REGISTRATION AND DUES

6.1

All prospective members shall obtain a membership form from the secretary or designated official, to whom it shall be returned on completion, with the one-time, non-refundable fee of \$50.

6.2

A prospective member shall attend two meetings as an observer. His credentials shall be submitted by the membership committee to the general membership for approval.

6.3

CALENDER YEAR

The association's fiscal year shall be from July - June

6.4

EXEMPT FROM REGISTRATION

All honorary members of the organization shall be exempt from the one time non-refundable membership registration fee

6.5

DUES

Membership dues of \$20.00 per household are due on the meeting day.

6.6

DISCOUNT

A member who elects to pay his/her monthly due for the entire year by the end of the FIRST month of the fiscal year shall receive a one-month discount

ARTICLE 7

MEMBERS CENSORSHIP

7.1

All members shall be subjected to the association censorship when in contravention of laid down rules, and indulge in behavior that is considered inimical to the progress and continuity of the organization. Such behaviors shall include but not limited to the following.

- a) Corruption including embezzlement and misappropriation of association's funds*
- b) Dishonesty*
- c) Incivility that borders on illegal conducts*
- d) Defamation of the association's member*

ARTICLE 8

RUSTICATION OR DISMISSAL OF A MEMBER

8.1

Member or members, who consecutively misses three meetings without adequately informing the organization, or without prior permission, shall be reprimanded and fined \$5.00 for each month missed.

8.2

A members or members that misses six consecutive meetings without prior authorization or notification of the organization will be subjected to automatic dismissal from the organization. The secretary general shall inform the affected member of the decision of the organization.

8.3

SUSPENSION

A member who is suspended from the association for a period over thirty days shall on resumption, pay a fine in the amount of \$50.00 in addition to any other dues.

8.4

A member in default of his or her monthly due for a period of six consecutive months shall be advised of the delinquency. Failure to rectify the anomaly will lead to suspension of membership and dismissal. He/she shall be readmitted upon the satisfactory payment of past dues.

8.5

A suspended or dismissed member or members due to financial delinquency, shall be readmitted upon the satisfactory payment s of past due money.

ARTICLE 9

VOTE OF NO CONFIDENCE

9.1

A duly certified member or members shall have the cause of returning a vote of no confidence on the executive board, board of directors or on individual officer of the organization based on conducts that clearly violate the provisions of the by laws such as dereliction of duties or outright incompetence.

9.2

PROCESS TO RETURN VOTE OF NO CONFIDENCE

a) A member or members that are desirous of moving a vote of no confidence on an association official, or any organ of the organization shall submit a grievance in writing directly to the secretary general who shall schedule it for hearing at the next meeting.

b) The affected officer shall have thirty days to respond to the charges

c) The secretary General shall circulate the grievance and response to all members prior to the next meeting.

d) The secretary general shall formally present both sides to the general assembly for discussions. A final vote will be cast to sustain or defeat the request.

e) A vote of no confidence shall prevail with 2/3 votes of members after proper quorum must have been formed.

f) This process shall apply to individual or organs of the organization such as the executive council or the board of directors.

9.3

DURATION OF THE BAN

A member who is removed from office as result of vote of no confidence stands barred for two years from contesting any elective office within the organization.

ARTICLE 10

MEETINGS

10.1

There shall be general meeting of all members every month. The venue and date shall be fixed or determined by the executive council in consultation with the members.

10.2

The executive council shall meet monthly. The president in consultation with other members of the council shall determine the time, venue and date.

10.3

The board of directors shall meet quarterly or as dictated by the needs of the organization. Its chairman, in consultation with other directors shall determine the date, time and the venue.

**ARTICLE 11
QUORUM**

All meetings of the organization shall commence when quorum is formed. A quorum shall be deemed to have been formed when 2/3 of eligible members are present.

ARTICLE 12

OFFICIAL LANGUAGE OF THE ORGANIZATION

The official language of the organization is English language. Other Nigerian languages could be spoken with due permission of the presiding officer.

**ARTICLE 13
OFFICERS OF THE ORGANIZATION**

1) BOARD OF DIRECTORS

The board of directors shall consist of 7 members to be chosen by the entire membership. Its officers shall comprise of the:

- a) The chairman**
- b) Vice Chairman**
- c) Secretary**
- d) Immediate past President**

13.2

THE EXECUTIVE COUNCIL

The executive council shall consist of the following duly elected officers.

- a) The president**
- b) Vice President**
- c) The chief whip**
- d) Secretary General**
- E) Assistant Secretary General**
- f) Treasurer**
- g) Financial Secretary**
- h) Public relations Officer**
- l) Legal advisor**
- j) Auditor**
- K) Committee heads**

13.3

COMMITTEES

The executive council shall have the authority to constitute committees, and the heads of committees. The committee shall be assigned with specific functions as prescribed by the organization constitution.

13.4

COMMITTEE MEETINGS

Committees meetings shall hold its meetings once every quarter or as dictated by the assignment at hand. The committees are required to brief or submit reports of its deliberations to the executive council through the secretary general a week before the general meeting.

13.5

COMMITTEES REPORTING RESPONSIBILITY

Committees shall have dual reporting responsibility namely to the general assembly through the executive council and direct reporting to the board of Directors.

13.5 A

All committees reports shall be disseminated to the executive council or the board of directors in a type written format, and must be submitted a week before the next meeting.

13.5 b

The committees chairpersons, shall make formal presentation of its findings or reports at the general meeting

13.6

COMMITTEE COMPOSITION

The executive council shall constitute a committee as provided by the constitution or on an ad-hoc basis as required by the organization's needs.

13.6 A

A committee shall consist of odd number of members.

13.6 b

NON-ACTIVE COMMITTEE

Committees are required to meet periodically as prescribed by the constitution to strategize on how to implement the organization's programs. Committee shall present monthly report of its activities at the monthly general meeting. A committee shall be deemed not in compliance of its reporting responsibilities if it fails to present a report for three consecutive months.

13.6 c

The executive council shall have the authority to dissolve and reconstitute a non- active committee.

13.6 d

QUORUM FOR COMMITTEE MEETING

A committee meeting shall commence when appropriate quorum has been formed. A quorum shall consist of 2/3 members of the committee.

13.7

SUBCOMMITTEES

Subcommittees may be formed for the expedition of certain duties as performed by the substantive committee. The substantive committee shall remain accountable to the executive council.

13.7 A

AD-HOC COMMITTEES

The executive council shall form ad hoc committees for special or temporary purpose to serve the need of the organization

ARTICLE 14

THE BOARD OF DIRECTORS

The board of directors shall consist of 7 members. It membership can be increased based on the resolution and recommendation of the executive council to the general body. The general body shall approve the resolution or recommendation as requested. The general body may amend or object to the request.

14.1

TENURE

Members of the board of directors shall serve two years tenure. A member may not serve more that two terms.

14.2

FUNCTIONS OF THE BOARD OF DIRECTORS

a) The board members shall elect its officers as prescribed by the constitution.

b) The board of directors shall set the policies of the organization and ensure that the objectives and policies of the organization are facilitated.

c) Shall act as advisor to the executive council and guide it in the implementation of the organizations programs

d) Shall exercise fiduciary role to ensure that the organization is properly managed

- e) Shall maintain the corporate status by ensuring that proper paperwork is submitted to governmental agencies and relevance documentation is maintained by the organization.**
- f) Shall approve program direction for the organization and initiate evaluation parameters**
- g) Shall have the power or authority to dissolve executive council after the expiration of its term and install a caretaker committee to conduct fresh elections**
- h) Shall initiate a resource development initiatives, fund raising and other resource development programs**
- i) Shall serve as custodians of the organization by-laws**
- j) Shall introduce the newly elected executive council and install them with their authority of office.**

14.3

EXEMPT ACTIVITIES

Members of the board of director's shall not participate in the electoral process to choose the executive council. They can vote but cannot be voted for or contest for executive offices.

14.4

A board of directors' member wishing to contest for any executive council position must resign his board position three months before the dissolution of the current executive council.

14.5

The board of director shall maintain different and distinctive calendar from the executive council because of organization cohesiveness and maintenance of its organizational integrity.

ARTICLE 15

THE EXECUTIVE COUNCIL AND ITS OFFICIAL FUNCTIONS

The executive council is the administrative arm of the organization. It shall implement the organizations programs that are formulated by the board of directors or jointly formulated by both bodies. It shall have the responsibility to proactively initiate programs in consonance with the organizations founding preamble. It shall conduct the monthly meeting and take feedback or suggestions from the general membership in the course of its functions implementation.

15.1

COMPOSITION OF THE EXECUTIVE COUNCIL

The executive council shall consist of elected officials as indicted on article 13.2. These officers are

- a) The president**
- b) Vice President**
- c) The chief whip**
- d) Secretary General**

- E) Assistant Secretary General**
- f) Treasurer**
- g) Financial Secretary**
- h) Public relations Officer**
- l) Legal advisor**
- j) Financial secretary**
- K) Auditor General**
- l) Committee heads.**

ARTICLE 15.1

A)

THE PRESIDENT

The president as the head of the organizations administration shall serve two years term not exceeding two terms. He shall:

- a) Serve as the chief executive officer, responsible for the overall guidance of the organization**
- b) Have the power to create special committees**
- c) Shall have the power to authorize the disbursement of funds not exceeding \$100.00 in the event of any emergency. He shall use his discretionary power vested by this document in such situation.**
- d) Shall summon monthly general meeting through the secretary general**
- e) Shall implement organization programs and create evaluation parameters**
- f) Periodically provide information to the board of directors to demonstrate the state of the organization**
- g) Shall have the use of discretion**
- h) Shall co-sign check and sign off on all organization's financial documents**
- l) shall give the state of the organization report every year**
- j) Shall perform duties not specifically stated herein under Functions but consistent with the organization's purpose and principle**
- K) prepare an annual budget for the organization and ensures financial reports and adequate financial controls are implemented.**

15.1 b

THE VICE PRESIDENT

- a) The vice president shall have the powers and authority as conferred by the by-law on the president.**
- b) He shall assume the president position in his/her absence.**
- c) He shall complete the term of the president incase of resignation, removal from office or death.**
- d) Shall perform duties assigned to him by the president,**
- e) Shall perform all other duties incidental to his/her position.**

15.1 c

THE CHIEF WHIP

- a) *The chief whip shall serve as the enforcer of all organizations laws, procedure and process at all meetings*
- b) *The whip shall call meeting to order and ensure orderliness prevail at all times.*
- c) *The whip shall have authority to impose fines and other disciplinary measure on members who violates the organizations standing rules.*
- d) *The whip shall maintain register of fines and reconciles his record with the financial secretary periodically.*
- e) *The whip shall impose fines as stipulated by the by-law*
- f) *Shall serve on the disciplinary committee as it chairperson*

15.1 d

SECRETARY GENERAL

The secretary as the head of the organization secretariat shall:

- a) *Convene the monthly membership meeting in consultation with the president and the general membership*
- b) *Be responsible for recording and reading of minutes of all meetings.*
- c) *Maintain all relevant documentation of the organization, and liaise with governmental agencies on behalf of the organization*
- d) *Shall maintain communication with all members*
- e) *Maintain attendance record in conjunction with the whip*
- f) *Maintain all relevant books, records and files of the organization in conformity with standardized norms*
- g) *Provide support for all committees and present committees report to the general assembly.*
- h) *Maintain secretariat equipment and appropriate stationeries for the organization*
- l) *shall perform other duties as directed by the president or the executive council*

15. 1 e

THE ASSISTANT SECRETARY GENERAL

- A) *The assistant secretary general shall perform same functions as the secretary general.*
- b) *He / she shall complete the term of the secretary general in case of resignation, removal from office or death.*
- c) *He/ she shall perform all other duties as assigned by the secretary general or the executive council.*
- d) *He. She shall perform all other duties incidental to his or her position*

15.1 f

TREASURER

- a) *The treasurer shall have the responsibility of keeping the organization funds*

- b) He shall deposit all funds to the organization's bank account within 72 hours of collection.**
- c) He /she shall maintain accurate records of all disbursements.**
- d) Shall be one of the signatories to the bank account**
- e) Shall keep copies of all bank monthly statements while the original is furnished to the financial secretary.**
- f) Shall assist the audit committee in exercising their oversight functions**
- g) Perform other duties incidental to the office of the treasurer and other duties assigned by the president or the executive council**
- h) Shall give monthly report of the financial position of the organization.**

15.1 g

THE FINANCIAL SECRETARY

- a) Shall keep books of accounts, which shall show all original financial transactions, documentation, and summary of all assets and liabilities of the organization**
- b) Prepare the annual organization budget in conjunction with the president.**
- c) Shall track revenues and expenditures of the organization for reporting purposes to the internal revenue service and other government and private organizations**
- d) Shall receive all funds meant for the organization, record it in the books of account and forward it to the Treasurer within 24 hours of collection**
- e) Shall give report of the financial position at all monthly meeting.**

15.1 h

WELFARE/PUBLIC RELATIONS OFFICER (PRO)

- a) The Public relations officer shall disseminate all information for public consumption by adhering to communication procedure of the organization.**
- b) Shall coordinate the organization social events**
- c) Shall prepare the organization's yearly calendar of events in conjunction with the executive council and the committees.**
- d) Shall liaise with other organizations**
- e) Shall project the image of the organization within the community and beyond**

15.1 i

AUDITOR GENERAL.

- a) The Auditor shall conduct periodic auditing of the books of accounts of the organization (Quarterly auditing)**
- b) Shall report his findings to the board of directors, the executive council and the general members.**

15.1 j

COMMITTEE HEADS

- a) *The committee chairperson shall be responsible for the implementation of the assigned duties*
- b) *The chairperson shall present the committee report to the executive board and the board of directors through the secretary general.*

16: 1

MEMBERSHIP WELFARE

The organization shall provide gift as specified below for each of the occurrences.

- a) *Birth of New baby* **\$100**
- B) *Child graduation - A gift not exceeding \$50 in value*
- c) *Birthday Members (Only) – Birthday card*
- Death*
- d) *Member* **\$500.00**
- e) *Parents* **\$250.00**
- f) *Child (Members Only)* **\$250.00**

16:2

SPECIAL LEVY

The organization shall assessed special levy on membership in the event of any of the above situation with special circumstances.

16:2

SPECIAL ACCOUNT

The organization shall open a special account for welfare and other miscellaneous purposes. It shall deposit 25% of the gross amount collected annually.

16:2:1

This account shall be managed by the board of directors or its designated committee for the welfare of members and family only.

16:2:3

The board of directors shall be solely responsible for the management, investment, and disbursement of the fund in this account, and shall render periodic account to the organization through the executive council.

17:1

INVESTMENT ACCOUNT

The organization shall operate an investment account. The main reason for this account is to grow the organization funds.

17:2

The president shall undertake the process of opening an investment account after due consultations with the executive board and the board of directors.

17:3

An ad-hoc committee appointed by the president shall manage the account

17:4

The president shall give quarterly report of the investment to the members.

18:1

ADOPTION OF THE CONSTITUTION

The above are the governance covenant, which we have adopted as the guidelines to be followed in the daily governance of our organization. The undersigned, having attested to the accuracy and the veracity of the statements contained therein; as the true covenants jointly ratified and adopted, hereby proclaimed this documents as the bylaws or constitution of the Nigerian International Association of Pennsylvania, Inc.

***Attested to below by the duly elected officers of the organization today, ----
-----of -----, 2005 in the City of Allentown PA, USA***

President

Vice president

Secretary General

Assistant Secretary General

The whip

Treasurer

The Financial Secretary

Welfare and Public Relations Officer