

## UPUA Constitution

### THE 2004 CONSTITUTION OF URHOB0 PROGRESS UNION AMERICA (UPUA)

[As Amended in 2006]

#### PREAMBLE

##### WHEREAS:

We recognize our common ancestry and cultural heritage; We understand the richness of our culture and traditional Urhobo value orientation; We recognize the need to pass on to our children the positive aspects of Urhobo culture and

values; We recognize the impact of colonialism and other factors on our culture and values; Urhoboland in traditional African political organization constitutes a nation of autonomous

kingdoms and republics; We are aware of the economic and political importance of Urhoboland to modern Nigeria; It is imperative to unite Urhobo people abroad and at home for the betterment of Urhoboland; IN THE BELIEF that Urhobo people abroad have a sacred responsibility for the development of

Urhoboland,

That an umbrella organization in North America was inaugurated in 1993 in recognition of the above-stated convictions, and, That the former name of the organization was Urhobo National Association of North America

(UNANA). NOW, THEREFORE, we the Urhobo people resident in North America do proclaim the following Constitution for ourselves. This Constitution shall be cited as the 2004 Constitution of Urhobo Progress Union America (UPUA) as amended in 2006, and supersedes the 1998 Revised Constitution.

## ARTICLE I

### NAME, STATUS AND PLACE OF BUSINESS

1.1 The name of the Association shall be Urhobo Progress Union America (UPUA), hereinafter referred to as “the Association.”

1.2 The Association shall be a non-profit umbrella organization of Urhobo organizations and people resident in North America.

1.3 Notwithstanding Article 1.2, the Association is not precluded from establishing for-profit subsidiary organizations which shall be registered as separate legal entities.

1.4 The Association may cooperate with other organizations at home and abroad with similar interests, or for a common cause.

1.5 The principal office of the Association (the Secretariat), shall be located wherever the Secretary of the Association is located and shall be managed by the Secretary and the Assistant Secretary.

## ARTICLE 2 MISSION STATEMENT

2.1 To unite people of Urhobo descent and others who identify with Urhobo people and culture abroad and at home for the promotion of human development and Urhobo culture and ideals. The Association shall promote charitable, scientific, literary and educational projects in North America and Nigeria.

2.2 To this end, the motto of the Association in Urhobo language shall be “Okugbe, Egba, Voyan Robaro” which translates in English as “Unity, Strength and Progress.”

### ARTICLE 3 PURPOSES AND OBJECTIVES

The Association shall:

3.1. Be organized and operated exclusively for charitable, scientific, literary and educational purposes.

3.2 Assist in providing relief to disaster areas, and assist in relief of the poor, the distressed and the underprivileged.

3.3 Participate in voluntary and charitable activities in host countries and communities.

3.4 Coordinate the activities of affiliated Urhobo organizations in North America in furtherance of community development and job creation by attracting new industries to Urhoboland.

3.5 Utilize all available media to promote research and publications regarding the Urhobo language, people, history and culture.

3.6 Assist educational institutions to accomplish the production of students and leaders that will effect transformation in their families, as well as the social, economic and civil life of their communities and the world at large.

3.7 Assist students of educational institutions by providing financial aid and scholarships to enable them improve and develop their capabilities for the benefit of their communities and the world at large.

3.8 Identify, cultivate, and support Urhobo leaders genuinely interested in the development of Urboboland.

3.9 Promote cooperation among Nigerian, African and other organizations in host countries.

3.10 Encourage its members to abide by the laws of host countries.

3.11 Not dedicate a substantial part of the activities of the Association to carrying on propaganda or to influencing legislation, and the Association shall not participate or intervene in any political campaign (including the publishing or distribution of statements) either on behalf of, (or in opposition to), any candidate for public office.

#### ARTICLE 4

##### MEMBERSHIP

Membership of the Association shall be open to all people who are Urhobo by birth or marriage, or non-Urhobo people who have adopted Urhobo ethnicity and culture, and organizations of such people. Membership shall consist of the following three categories: (i) Affiliate Organization or Chapter, (ii) General Member, and (iii) Associate Member.

##### 4.1 AFFILIATE ORGANIZATION OR CHAPTER

For the purpose of this Constitution, the term "Affiliate Organization" and "Chapter" shall have the same meaning.

(a) An Affiliate Organization or Chapter shall be an Urhobo organization duly registered in the host state or province and admitted to the Association.

(b) A Chapter shall comprise at least ten members from at least five nuclear families.

## 4.2 GENERAL MEMBER

There shall be two (2) categories of General Membership:

(a) Upon the admission of a Chapter its individual members shall be recognized as General Members of the Association. The names of all General Members who are members of an Affiliate Organization or Chapter shall be filed with the Association along with each quarterly remittance of dues as provided under Finance and Fiscal Management (Article 11) of this Constitution.

(b) Any Urhobo son or daughter resident in North America who is not a General Member under Article 4.2(a) above shall qualify as a General Member provided that such Urhobo son or daughter is resident outside an area that is within one hundred (100) miles radius of an Affiliate Organization or Chapter.

## 4.3 ASSOCIATE MEMBER

An Associate Member is a non-Urhobo by birth or marriage who has voluntarily adopted Urhobo ethnicity and culture.

## 4.4 ADMISSION INTO MEMBERSHIP

(a) An intending member shall apply for admission to the Association by the submission of an application to the President and the Board of Trustees Chair. In the case of a Chapter, the application shall include a copy of its Constitution or bylaws. The Board of Trustees Chair shall then notify all Board of Trustees members regarding the application.

(b) The President shall, in consultation with the Executive Committee, review the application and may invite the applicant for an oral interview.

(c) Within 60 days of the application, the President in consultation with the Executive Committee, shall recommend a successful applicant to the Board of Trustees which shall ratify the admission of the new

member by a simple majority of the entire membership of the Board of Trustees or reject the recommendation by a two-thirds (?) majority of the entire membership of the Board of Trustees.

(d) Where the President recommends that an applicant be not admitted as a member or fails to make a recommendation within sixty (60) days, that applicant shall be admitted by a two-thirds (?) majority of the entire membership of the Board of Trustees.

(e) Upon admission, a Chapter shall pay to the Association a one-time registration fee to be determined by the Board of Trustees every five (5) years beginning with five hundred dollars (US \$500.00) in 2004.

(f) Upon admission, an Associate Member or a General Member under Article 4.2(b) shall pay a one-time registration fee to be determined by the Board of Trustees every five (5) years beginning with one hundred dollars (US \$100.00) in 2004.

(g) The registration fee shall be paid in full by the newly admitted member within ninety (90) days of admission to the Association failing which the admission shall lapse.

(h) An Associate Member and General Member under Article 4.2(b) shall pay his dues and assessments directly to the Association in accordance with the provisions of this Constitution.

(i) The provisions of Article 4.4 of this Constitution shall not apply to a General Member who is a member of this Association under the provisions of Section 4.2(a) of this Constitution.

#### 4.5 General Provisions Affecting Chapter Membership

(a) The rights and benefits of Chapters shall include: (a)(i) The right to a copy of the Association's Constitution upon admission. (a)(ii) The right to be represented by its President on the Association's Board of Trustees. (a)(iii) The right to make suggestions and propose projects or actions to the Board of Trustees

and the Executive Committee. (a)(iv) The right to vote at Board of Trustees meetings. (a)(v) The right to participate in the Association's activities.

#### 4.6 General Provisions Affecting General and Associate Membership

(a) The rights and benefits of General Members and Associate Members shall include:

(a)(i) The right to have a copy of the Association's Constitution upon admission.

(a)(ii) The right to participate in the Association's activities.

(a)(iii) The privilege to attend Board of Trustees and Executive Committee meetings provided the Board of Trustees and Executive Committee shall reserve the right to exclude nonmembers of the Board of Trustees or Executive Committee from certain sessions or meetings.

(a)(iv) Nonmembers of the Board of Trustees or Executive Committee attending Board or Executive meetings may speak at such meetings at the pleasure of the Board or Executive Committee but shall not have the right to vote on issues at such meetings.

(a)(v) Only a General Member shall have the right to be appointed, nominated, or voted to an office of the Association.

#### 4.7 Good Standing

(a) Notwithstanding the provisions of Articles 4.4, 4.5 and 4.6, a Chapter, General Member or Associate Member shall be in good standing in order to enjoy any and all the rights, benefits and privileges under this Constitution. For purposes of this Constitution a member's "good standing" means:

(a)(i) A Chapter, Associate Member, or General Member under Article 4.2(b) that is up to date in its or his financial and other obligations to the Association.

(a)(ii) A General Member under Article 4.2(a) shall automatically be in good standing if his Chapter is in good standing with the Association.

#### 4.8 Members, Officers and Employees Must Not Share Profits

Notwithstanding Articles 4.4, 4.5 and 4.6, though all the Association's members are financial contributors to the Association, no part of the net income or assets of the Association shall ever inure to the benefit of any member, employee or officer thereof or to the benefit of any private person. Nevertheless, the Association may pay appropriate compensation for goods and services received.

#### 4.9 Suspension, Expulsion and Termination of Membership

(a) Upon recommendation by the Executive Committee and approval by the Board of Trustees, a member may be fined, suspended or expelled for either failing to meet its or his financial and other obligations to the Association, or if it is determined that it or he has engaged in conduct or activities that are detrimental to the interests and purposes of the Association. A Board of Trustees resolution under this provision shall be passed by a two-thirds (?) majority vote.

(b) Any expulsion, suspension or termination must conform to the procedure set forth below.

(b)(i) A written notice must be sent by mail to the member who is the subject of prospective expulsion, suspension or termination. The written notice must be given by first-class or registered mail sent to the last address of the Chapter's President or General or Associate member in the Association's records.

(b)(ii) The written notice must give at least 15 days prior notice of the expulsion, suspension or termination and the reasons therefor; and



(b)(iii) The said Chapter or individual must be given an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination.

(b)(iv) A Chapter, Board of Trustees Member, Executive Committee Member, General Member or Associate Member who is expelled or suspended or whose membership is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the expulsion, suspension or termination or arising from contract or otherwise.

(c) All rights of membership shall cease upon resignation, expulsion, or upon a Chapter's dissolution, or upon a member's death (if a natural person).

#### 4.10 Transfer of Membership

The Association shall strive to promote and encourage the growth of Chapters. Therefore, upon accession or merger of two or more Chapters, membership of the combined Chapters shall be transferred to the new entity under the name agreed upon by the affected Chapters. The new entity shall send written notification to the Association regarding its new name (if any), and composition, and shall not be required to pay a registration fee as provided under Article 4.4(e).

### ARTICLE 5

#### BOARD OF TRUSTEES

##### 5.1 Composition

The Board of Trustees or BOT shall comprise the Presidents of Chapters and the President. The Secretary shall attend BOT meetings and take the minutes of the meetings but shall not participate in the discussions unless called upon to speak on a specific issue. In the absence of the Secretary, the Assistant Secretary shall fill in for the Secretary.

## 5.2 Powers

(a) The supreme authority of the Association shall be vested in the General Members and Associate Members, but shall be delegated to the Board of Trustees which shall be responsible to the entire membership of the Association.

(b) The Board of Trustees shall receive and approve an annual budget from the President before ratification by a voice vote of the entire membership at the Annual Convention. However, in an election year the President-elect shall have no more than ninety (90) days after his election to present an annual budget to the Board of Trustees for approval. In such a situation, or if circumstances require the President to submit a supplemental or amended budget, the Board of Trustees may approve such budget at a duly convened meeting without the need to have a ratifying voice vote of the entire membership.

(c) The Board of Trustees shall have the power to investigate, suspend, remove from office, expel from the Association, or discipline the President pursuant to the provisions of Article 6.6 of this Constitution.

## 5.3 Duties and Responsibilities

The duties and responsibilities of the Board of Trustees shall include:

(a) To inform, and seek support and input from the entire membership regarding the Association's policies and projects.

(b) To appoint an Internal Audit Committee which shall be responsible for reviewing the accounts of the Association as necessary, or in any event, at least once every fiscal year.

(c) To appoint external auditors to review the accounts of the Association as necessary.

(d) To appoint members of the Electoral Committee pursuant to Article 6.3(d)(v)), which shall conduct the election of the President as provided under Article 6.4 of this Constitution.

#### 5.4 Quorum and BOT Meeting Procedures

(a) One-half ( $\frac{1}{2}$ ) of the entire members of the Board of Trustees (or their designees) rounded to the nearest whole number, shall constitute a quorum at its meetings.

(b) Except as otherwise specifically provided, voting at Board of Trustees meetings shall be by a simple majority of its members or their designees present with a quorum.

(c) No member of the Executive Committee shall be a designee of a Chapter at any Board of Trustees meeting including at the election of, or removal proceedings affecting the President, or the Chairperson of the Board of Trustees.

(d) Any individual who is specifically disqualified under this Constitution from being a member of the Board of Trustees is also disqualified from being a designee of a Chapter at any Board of Trustees meeting.

#### 5.5 Election, Tenure, Duties and Responsibilities of BOT Chairperson

(a) The Board of Trustees shall elect one of its members as Chairperson of the Board provided that it shall not be the President of the Association.

(b) The Chairperson of the Board of Trustees shall be vested with power to provide leadership and direction to the Board in carrying out its functions, duties and responsibilities under this Constitution.

(c) The Chairperson of the Board of Trustees shall preside at Board of Trustees and Joint Board of Trustees/Executive Committee meetings in accordance with the provisions of Article 8.

(d) The Chairperson of the Board of Trustees shall be elected either at an Annual Convention meeting or at a meeting convened for the purpose of inaugurating a President-elect.

(e) Notwithstanding Article 5.5(d), the election of the Chairperson of the Board of Trustees and the election of the President shall be conducted in alternate years.

(f) For the purpose of electing the Chairperson of the Board of Trustees, the presence of one-half ( $\frac{1}{2}$ ) of the entire members of the Board of Trustees either physically present or physically represented by their designees shall constitute a quorum. For a designation to be valid:

(f)(i) The designee must be a member from the Chapter of the designating Board of Trustees member.

(f)(ii) The designator shall provide to the presiding officer of the meeting a written authorization regarding his designee. In the absence of a written authorization, the designator shall confirm by telephone to the presiding officer that his designee is authorized to vote on his behalf.

(f)(iii) For the avoidance of doubt, at the election of the Board of Trustees Chairperson, Chapters must vote either through their Presidents, or their Presidents' representatives identified under Article 5.5(f), (f)(i) and (f)(ii) above. Chapters shall not be allowed to vote in absentia or by proxy.

(g) Nominations for the position of Chairperson of the Board of Trustees shall be open sixty (60) days before the election and shall close seven (7) days before the election. A declaration of candidacy must be by written notification by electronic mail to all the members the Board of Trustees together.

(h) Election of the Chairperson of the Board of Trustees shall be by a simple majority of the votes cast.

(i) In the event of a tie, candidates shall be given 15 minutes to canvass for votes after which there shall be a fresh vote. If there is still a tie after the second voting, there shall be a third round of voting with the President casting a vote for the first time.

(j) The outgoing Board of Trustees Chairperson shall swear in the Board of Trustees Chairperson-elect who shall take an oath or affirmation that he will faithfully execute his office and to the best of his ability preserve, protect and defend this Constitution.

(k) The Chairperson of the Board of Trustees shall hold office for two years and until the installation of his successor. The term of office is renewable for another two years upon a valid election. Notwithstanding the foregoing, no person shall serve more than two (2) consecutive terms as Chairperson of the Board of Trustees.

(l) In the event of the Board of Trustees Chairperson ceasing to be the President of his local Chapter by reason of the expiration of his tenure as President of his local Chapter, he shall continue in office to finish out his two-year term. However, while remaining a non-Chapter President, he shall be ineligible to seek reelection as Board of Trustees Chairperson, and shall be disqualified from voting at any Board of Trustees meeting.

(m) In the event that the Board of Chairperson dies, resigns, or is unable perform the duties of his office, or is removed by his local Chapter as President for reasons other than the expiration of his

tenure, the Board of Trustees shall conduct a special election to elect a new Board of Trustees Chairperson who shall finish out the term of the predecessor Board of Trustees Chairperson.

(n) Any person who has succeeded to the position of Chairperson of the Board of Trustees as a result of his predecessor's removal, death, resignation, or inability shall be eligible to seek election to that office. If elected, he shall not serve more than one additional full term in office.

#### 5.6 Four Years Maximum Term Limit for Every Member of the Board of Trustees

No member of the Board of Trustees shall serve more than four (4) consecutive years in the Board of Trustees. If any member of the Board of Trustees has served a total of four (4) years, his position shall automatically devolve upon his Vice-President or other individual who is entitled to be his successor at

the local Chapter level and such a member shall not be qualified to become a member of the BOT until four years after the expiration of his initial four year term.

#### 5.7 Removal of Board of Trustees Chairperson

(a) The Board of Trustees Chairperson may be removed from office upon a written petition signed by at least one-half ( $\frac{1}{2}$ ) of the entire members of the Board of Trustees that shall state the grounds for the removal.

(b) The petition shall be heard by the Board of Trustees provided the Board of Trustees Chairperson shall be afforded an opportunity to defend himself orally or in writing.

(c) A resolution by the Board of Trustees to remove its Chairperson from office shall pass by a two-thirds (?) majority vote of the entire members of the Board of Trustees.

(d) A Board of Trustees Chairperson who has been removed from office pursuant to the provisions of this Article shall remain a full-fledged member of the Board of Trustees provided he is still his Chapter's President.

### ARTICLE 6

#### EXECUTIVE COMMITTEE

##### 6.1 Composition

The Executive Committee shall consist of the: President, Vice President, Secretary, Assistant Secretary, Treasurer, Financial Secretary, Director of Research and Culture, Director of Membership and Welfare, Director of Development, Director of Publicity, and Speaker (Otota).

## 6.2 Powers

(a) The daily administration of the Association shall be delegated to the President who, with members of the Executive Committee acting at his direction, shall be accountable to the entire membership of the Association through the Board of Trustees.

(b) The President may initiate and recommend to the Board of Trustees, major and long-term policies for the Association. For the avoidance of doubt, all major expenditures, long-term projects, constitutional amendments, major structural changes (and decisions incidental to the foregoing), must be approved by the Board of Trustees before implementation by the President.

## 6.3 Election of President and Term of Office

(a) The election of the President and the election of the Board of Trustees Chairperson shall be conducted in alternate years.

(b) The President shall be the only elected member of the Executive Committee.

(c) The term of office of the President shall be two years provided no individual shall serve more than two (2) consecutive terms.

(d) In accordance with the provisions of Article 6.4, the Electoral Committee shall conduct the election of the President in the following manner:

(d)(i) In an election year, nominations for the position of President shall be submitted in writing to the Electoral Committee and Members of the BOT and signed by at least five (5) persons from amongst the General Members or Associate Members. At least three (3) of such nominators must be from a Chapter other than the nominee's.

(d)(ii) The Electoral Committee shall verify that nominees and nominators are in good standing with the Association pursuant to Article 4.7 of this Constitution. In discharging this responsibility, the Electoral Committee shall rely on information obtained from the Secretary and Financial Secretary.

(d)(iii) Such nominations shall be forwarded to the Electoral Committee and the BOT at least ninety (90) days before the Annual Convention where the election will take place.

(d)(iv) The Electoral Committee shall circulate the names of such nominees to all Chapters at least sixty (60) days before the convention.

(d)(v) The Board of Trustees shall appoint three (3) persons from its members and/or from the entire membership to the Electoral Committee at least one hundred and twenty (120) days prior to the convention at which the election will take place, provided none of such persons shall be a nominee or nominator.

#### 6.4 Voting Procedure for Presidential Elections

(a) Only Chapters in good standing can vote at the election of the President pursuant to the voting formula under this Article.

(b) To be eligible to vote at the election of the President, Chapters must be physically present through their delegates as provided under Article 6.4(d) below. Chapters shall not be allowed to vote in absentia or by proxy.

(c) To be eligible to vote at the election or removal of the President, Chapters must be current in their dues and other financial obligations to the Association, and must have submitted the list of their members along with their dues for the last three quarters preceding the election or removal proceedings (see Article 4.2(a) and Article 11).

(d) Each Chapter shall vote at the election of the President through its delegates who must be members of the Chapter and whose names must have been included in the Chapter's membership list for at



least the last three quarters before the election. The Chapter's membership list must have accompanied its dues payment as provided under Article 4.2(a) and Article 11 of this Constitution.

(e) Each vote shall be based on the number of individuals who are members of the Chapter and weighted in multiples of three. Thus, a Chapter with:

10 members = 3 votes

12 members = 4 votes

15 members = 5 votes

18 members = 6 votes

21 members = 7 votes, and incrementally in accordance with this voting formula.

(f) Each Chapter shall have one delegate per vote. In order to vote, each delegate must be physically present at the election. The Electoral Committee shall hand over one (1) ballot to each delegate to cast his Chapter's vote by secret ballot. No delegate shall cast more than one

(1) ballot at the election.

(g) At the election of the President, voting by the Chapters' delegates shall be by secret ballot and the President shall be elected by a simple majority of the votes cast.

(h) In the event of a tie, candidates shall be given 15 minutes to canvass for votes after which a fresh vote shall be taken until a President is elected. If there is still a tie after the fresh vote, the Board of Trustees and members of the Electoral Committee shall meet in camera to determine how the election shall be resolved.

(i) In the event that an elected President is the President of a Chapter he shall vacate such office within sixty (60) days of his election.

(j) At the appropriate occasion prescribed under Article 9.2(h), the Chairperson of the Board of Trustees shall swear in the President-elect who shall take an oath or affirmation that he will

faithfully execute his office and to the best of his ability preserve, protect and defend this Constitution.

(k) For the purpose of determining the membership of a Chapter under Article 6.4(c) and (d) of this Constitution, the lower of the Chapter's membership list in the previous three quarters shall be used.

(l) For the avoidance of doubt, only Chapters that were admitted into the Association by January 1st of the year in which the presidential election will take place shall be eligible to vote.

#### 6.5 Appointment and Removal of other Members of the Executive Committee

(a) Within thirty (30) days of his election, the President shall nominate other officers and notify all members of the Board of Trustees in writing of his nominees provided that no more than two

(2) members of the Executive Committee shall come from one Chapter.

(b) Any of the President's nominations, removal or replacement of officers shall be voided by a written petition signed by at least one-half ( $\frac{1}{2}$ ) of the entire members of the Board of Trustees within thirty (30) days of the nomination, removal or replacement.

(c) Within thirty (30) days of the nomination, a Chapter whose President is nominated to the Executive Committee may rescind such nomination by a petition signed by a simple majority of its membership as registered with the Association, upon which the nomination shall be voided.

(d) The Board of Trustees shall have thirty (30) days within which to consider any nomination after which the nominee shall be deemed to have been confirmed by the Board of Trustees if no objection is raised against the nominee.

(e) The Executive Committee thus constituted shall assume office effective January 1st of the following year.

(f) The term of office of an Executive Committee member shall normally be two (2) years provided the President shall reserve the power to replace any member of the Executive Committee at any time if in his opinion such an officer is not functioning effectively in his position. The President shall have advised such officer and the Board of Trustees in writing at least once prior to the officer's replacement. Such replacement shall be subject to the provisions of Article 6.5(b) above.

#### 6.6 Suspension, Discipline and Removal of the President

(a) Notwithstanding Article 6.4, the President may be suspended, disciplined or removed from office for reasons including, but not limited to, a felony conviction, incompetence, abuse of office, corruption, betrayal of the Association's trust, prolonged illness, and continuous absence from North America exceeding one hundred and twenty (120) days, subject to the following conditions:

(a)(i) A written petition to remove the President from office shall be circulated to all BOT members at least sixty (60) days before a regular or special meeting.

(a)(ii) Such petition shall be signed by at least one-half ( $\frac{1}{2}$ ) of the entire members of the Board of Trustees and shall state the grounds for the suspension, discipline or removal of the President.

(a)(iii) The petition shall be heard by the entire membership of the Board of Trustees provided the President shall be afforded an opportunity to defend himself, orally or in writing, not less than thirty (30) days before the effective date of the expulsion, suspension, or termination.

(b) A resolution by the Board of Trustees to discipline, suspend, remove from office, or expel the President from the Association, shall pass by a two-thirds (?) majority vote of the entire members of the Board of Trustees.

(c) If the President has misappropriated the Association's funds, the Board of Trustees is empowered to demand that the President refund the funds.

(d) If the President is suspended, removed from office, or expelled, he shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the suspension, removal from office or expulsion or arising from contract or otherwise.

#### ARTICLE 7 OFFICERS' DUTIES AND RESPONSIBILITIES

##### 7.1 The President shall:

(a) Be the chief executive and lead the day-to-day administration of the Association. To this end, the President's authority includes to supervise, direct and control the activities of the officers of the Association.

(b) Be the chief spokesperson of the Association.

(c) Provide leadership and direction for the Association.

(d) Preside at Executive Committee meetings.

(e) With the Treasurer, be a signatory to the Association's account(s).

(f) With the Treasurer, present an annual budget at every Annual Convention.

(g) Appoint members of the Executive Committee subject to the approval of the Board of Trustees in accordance with Article 6.5 of this Constitution.

(h) Have the power to appoint and remove members of committees under the provisions of Articles 10.2 and 10.3 of this Constitution.

(i) In a timely manner, inform Chapters and the entire membership regarding important official actions.

(j) Present a State-of-the-Association report at every Annual Convention.

(k) Initiate or participate in actions with leaders of other organizations in the interest of the Association, its members or Urhoboland.

(l) Build a solid base for the Association in Urhoboland, in Nigeria, and North America.

7.2 The Vice President shall:

(a) Assist the President in the day-to-day administration of the Association.

(b) Perform all the duties of the President in his absence.

(c) In the event of the President's resignation, removal, incapacitation, death or absence from North America exceeding one hundred and twenty (120) days, automatically become President until the next election.

(d) A Vice President who has succeeded to the position of President as a result of his predecessor's removal, death, resignation, or inability, and who has served more than one (1) year of the term to

which his predecessor was elected, shall be eligible to seek election to that office. If elected, he shall not serve more than one additional full term in office.

(e) Perform other duties as may be assigned by the President.

7.3 The Secretary shall:

(a) Be the chief scribe of the Association.

(b) Maintain all official records and documents of the Association.

(c) Maintain and keep a record of the names and contact information of all members of the Board of Trustees and the Executive Committee.

(d) For communication purposes, inform all Chapters and the Association's membership of the address, phone number, facsimile number and other pertinent information regarding the Association's principal office.

(e) Be responsible for all internal and external correspondences of the Association.

(f) Record the minutes of all meetings at which he is authorized to act as secretary. Such minutes shall include the time and place of holding, whether regular or special, and if special how authorized, the notice given, the names of those present, and the proceedings of such meetings.

(g) Keep or cause to be kept at the principal office of the Association, books, files, binders, and/or electronic files of minutes of all meetings and actions of the Executive Committee, joint Board of Trustees/Executive Committee meetings, Standing Committees, and Ad Hoc Committees of the Association.

(h) Within thirty (30) days after each meeting, circulate the minutes to the appropriate group(s).

(i) Perform such other duties as may be assigned by the President.

#### 7.4 The Assistant Secretary shall:

(a) Assist the Secretary in the performance of his duties.

(b) Perform all the duties of the Secretary in his absence.

(c) In the event of the Secretary's resignation, removal, incapacitation, death, or absence from North America exceeding one hundred and twenty (120) days, automatically become, and finish out the term of the Secretary unless another individual for the position is nominated by the President and approved by the Board of Trustees in accordance with the provisions of Article 6.5 of this Constitution.

#### 7.5 The Treasurer shall:

(a) Be the custodian of the Association's finances and assets. In performing this function, the Treasurer shall keep and maintain adequate and correct books and records of accounts of receipts, deposits and disbursements of the Association's funds.

(b) In accordance with the provisions of Article 11, provide to the Financial Secretary all information regarding receipts, deposits and disbursements of the Association's funds.

(c) With the President, sign all checks drawn on, and disbursements from the Association's account(s).

(d) Provide to the Board of Trustees and the Executive Committee a quarterly account of the Association's receipts, deposits and disbursements of the Association's funds.

(e) Work cooperatively with the President, Secretary, Financial Secretary as well as internal and external auditors.

7.6 The Financial Secretary shall:

(a) In accordance with the provisions of Article 11, obtain from the Treasurer all information regarding receipts, deposits and disbursements of the Association's funds.

(b) Keep and maintain adequate and correct books and records of accounts of the properties and transactions of the Association, including accounts of its assets, liabilities, receipts, deposits, disbursements, and other matters customarily included in financial statements.

(c) File all necessary tax-related and finance-related forms and documents with the appropriate authorities.

(d) Provide an account of the Association's receipts to the Executive Committee on a quarterly basis or when requested to do so.

(e) Present a financial report at the Annual Convention.

(f) Work cooperatively with the President, Secretary, Treasurer as well as internal and external auditors.

7.7 The Director of Research and Culture shall:

(a) Coordinate the educational, cultural and social activities of the organization.



(b) Research and institute ways for promoting and adapting Urhobo culture, customs and practices to a changing world.

(c) Identify Urhobo scholars and other interested persons for the purpose of conducting research into, and publishing materials on Urhobo language, people, history, culture and issues.

(d) Through all available media, document events and facilitate the publication of literary works on Urhobo language, people, history, culture and issues.

(e) Organize the discussion of issues affecting Urhobo people and Urhoboland especially at Annual Conventions.

(f) Perform other duties as may be assigned by the President.

7.8 The Director of Publicity shall:

(a) Be the Public Relations Officer of the Association.

(b) Be responsible for publicizing the activities of the Association through the use of all available media.

(c) Oversee the production and dissemination of publicity materials such as newsletters, brochures, as well as publications through the Association's website and the Internet.

(d) Perform other duties as may be assigned by the President.

7.9 The Director of Membership and Welfare shall:

(a) Seek and secure new members for the Association.

(b) Monitor the welfare of individual members of the Association and promptly alert the Executive Committee and Board of Trustees of necessary action.

(c) Coordinate the external charitable activities of the Association.

(d) Perform other duties as may be assigned by the President.

7.10 The Director of Development shall:

(a) Research and plan methods for raising funds for the Association's projects.

(b) Apply for grants from foundations, businesses and other organizations and individuals.

(c) Seek contributions in cash and in kind for the Association's projects.

7.11 The Speaker (?tota) shall:

(a) Be the traditional spokesperson of the Association.

(b) Perform other duties as may be assigned by the President.

7.12 Handover of Office

(a) Before assuming office, each officer of the Association shall sign a notarized oath to the effect that he shall comply with the provisions of Article 7.12(b) below.

(b) No later than thirty (30) days of leaving office for whatever reason, each officer shall prepare a typed handover report which shall include at least a checklist relative to his office, and shall transfer all documents, correspondences, files, funds, and any other property of the Association in his possession to his successor, and if his successor has not assumed office, to the President or Secretary of the Association.

## ARTICLE 8 MEETINGS

### 8.1 Meetings Using Technological Devices

Except where physical attendance is specifically required or implied under this Constitution, meetings may be conducted through available technology including audio and/or visual devices such as teleconferencing, videoconferencing, or other communications equipment. Participation at a meeting through a technological device shall constitute presence at such meeting, so long as:

(i) the meeting adopts some means of verifying (e.g., through voice or image recognition, use of passwords or similar codes) the identity of all participants; (ii) each participant can communicate

with all the others concurrently; and (iii) each participant can participate in all matters before the meeting, including the capacity to propose or object to a specific action proposed to be taken, and to vote at the meeting.

### 8.2 Rules of Order

Except as otherwise provided in this Constitution, all meetings of the Membership, Board of Trustees, Executive Committee, and all committees of the Association, shall be conducted in accordance with the rules contained in the latest revised edition of the Robert's Rules of Order.

### 8.3 Written Protocols Under this Constitution

The Board of Trustees and Executive Committee may approve written protocols that are in furtherance of the provisions of this Constitution. Such written protocols must not be in conflict with any of the provisions of this Constitution and must be approved by a two-thirds (?) majority of the entire membership of the Board of Trustees and Executive Committee at a joint meeting.

### 8.4 Regular Membership Meetings

The entire membership of the Association shall meet at least once a year at the Annual Convention which shall be held during the U.S. Labor Day weekend.

### 8.5 Special or Emergency Membership Meetings

When necessary, special or emergency meetings of the entire membership may be called by the President and/or the Board of Trustees.

### 8.6 Quorum at Membership Meetings

A quorum at membership meetings shall comprise no less than twenty (20) General Members, and/or Associate Members from at least one-third (?) of the number of Chapters, in addition to the Chairperson of the Board of Trustees or his designee who must be a member of the Board of Trustees, in addition to the President, or the Vice President, and at least one other member of the Executive Committee. The President shall preside at all membership meetings. In the President's absence, the Vice President shall preside.

### 8.7 Voting Procedure

Wherever a fraction is required to vote or pass a resolution under this Constitution, it shall be rounded to the nearest whole number.

## 8.8 Operational Meetings

An operational meeting is any meeting that may not require a Board of Trustees vote or approval because the issues before such a meeting are not within the ambit of the Board of Trustees'

powers, duties and responsibilities as defined under Article 5.2 and 5.3. The President shall preside at operational meetings. In the President's absence, the Vice President shall preside.

## 8.9 Board of Trustees and Executive Committee Meetings

(a) The Board of Trustees shall meet no less than two (2) times during a fiscal year at times convenient to its members.

(b) Such meetings may be in camera or through the use of available technologies as described under Article 8.1 of this Constitution.

(c) Notwithstanding Article 8.9(a), the Board of Trustees shall in addition to their meeting at the Annual Convention, meet in camera with the Executive Committee at least once during every fiscal year. The Chairperson of the Board of Trustees shall preside at such joint meetings of the Board of Trustees/Executive Committee. In the absence of its Chairperson, the Board of Trustees may designate one of its members to preside. The Secretary of the Association shall act as secretary at such joint meetings.

(d) The Executive Committee shall meet no less than three (3) times during a fiscal year at times convenient to its members.

(e) Executive Committee meetings may be in camera or through the use of available technologies as described under Article 8.1 of this Constitution.

(f) Except for Special or Emergency Meetings which may require a shorter timeframe, the Secretary of the Association shall notify the appropriate persons regarding all meetings in camera at least thirty (30) days prior, and for meetings by teleconferencing or other available technology, at least fourteen (14) days prior to such meetings.

#### 8.10 Quorum and Voting at Joint Board of Trustees/Executive Committee Meetings

One-half (½) of the entire members of both the Board of Trustees and the Executive Committee shall constitute a quorum at their joint meetings. Except where otherwise provided in this Constitution, resolutions at such meetings shall pass by a simple majority.

### ARTICLE 9

#### ANNUAL CONVENTIONS

##### 9.1 Hosting, Planning and Funding of Annual Convention

(a) An Annual Convention shall be held every year during the U.S. Labor Day weekend.

(b) The venue of the next convention shall be determined at the Annual Convention.

(c) Chapters wishing to host the convention shall make their intentions known in writing to the Secretary no later than sixty (60) days before the convention at which the issue is to be determined.

(d) The Secretary shall disseminate the names of such Chapters to each Chapter not later than thirty (30) days before the convention at which the issue is to be determined.

(e) Each Chapter proposing to host the next convention shall be given the opportunity for a brief presentation before the entire membership following which a determination shall be made by a simple

majority vote of equal number of members from each Chapter and one vote per General Member and Associate Member.

(f) It shall be the responsibility of the Association to fund the Annual Convention and to see to its overall success.

(g) The host Chapter shall appoint a Convention Committee no later than January 1st of the year of the convention.

(h) In planning the convention, the Convention Committee shall work with the Executive Committee which shall act under the direction of the President.

(i) The duty of the Convention Committee shall be to plan and execute the program of the Annual Convention which shall include implementing the logistics of the convention with regard to venue, hotel and other accommodation, transportation, and the overall program of activities.

9.2 The Business of the Annual Convention shall include:

(a) A joint meeting of the Board of Trustees and Executive Committee. The Chairperson of the Board of Trustees shall preside at this meeting. In the absence of its Chairperson, the Board of Trustees may designate one of its members to preside. The Secretary of the Association shall act as secretary at this meeting.

(b) A report on the State-of-the-Association by the President.

(c) A report by each Chapter President/Chairperson or his/her designee.

(d) The Financial Secretary shall present a financial report.

(e) A discussion of past, current and projected activities of the Association.

(f) A budget for the next fiscal year by the President.

(g) The election of the President in an election year.

(h) The swearing-in of the President-elect in an election year. If for whatever reason the President-elect cannot be sworn-in during the Annual Convention, the Board of Trustees shall

convene a special meeting for that purpose. The President-elect shall take an oath (or affirmation) of office and shall be sworn-in by the Chairperson of the Board of Trustees in accordance with the provisions of Article 6.4(j) of this Constitution.

(i) At least one social activity which shall include a program for children.

(j) Any other activity to promote Urhobo self-awareness, empowerment, progress, or culture which the Board of Trustees, the President and the Convention Committee may decide upon.

## ARTICLE 10 COMMITTEES

10.1 The Board of Trustees shall appoint an Internal Audit Committee pursuant to Article 5.3(b) of this Constitution.

10.2 The President and the Board of Trustees may appoint committees in furtherance of their duties and functions under this Constitution.

10.3 A chairperson or member of any committee appointed under Article 10.1 and 10.2 of this Constitution shall serve at the pleasure of the appointing authority.



## ARTICLE 11 FINANCE AND FISCAL MANAGEMENT

11.1 The fiscal and administrative year of the Association shall begin on January 1st and terminate on December 31st every year.

11.2 The Association shall be funded through membership dues, contributions, levies, gifts, grants and other legitimate means.

11.3 Assessment of dues accruing to the Association and payable by each Associate Member, each General Member under Article 4.2(b), and each Chapter shall be valued on monthly terms, but payment of such dues shall be required on a quarterly basis.

11.4 The amount of such dues shall be based on per-individual and shall be determined for the next fiscal year at the joint Board of Trustees and Executive Committee meeting at the Annual Convention and announced to the entire membership at the convention.

11.5 Associate Members, General Members under Article 4.2(b), and Chapters shall remit their dues on a quarterly basis.

11.6 A penalty of 10% per quarter shall be charged for late remittance of dues.

11.7 Notwithstanding Article 11.3 and 11.4, the Executive Committee and/or Board of Trustees may levy members for specific projects.

11.8 All moneys accruing to the Association shall in the first instance be mailed to the Secretariat. The Secretary shall then forward the checks or other monetary documents directly to the Treasurer with copies of said documents to the Financial Secretary and President for record purposes.

11.9 The Treasurer shall deposit all moneys received in the Association's bank account(s) within seventy-two (72) hours of receipt.

11.10 The Treasurer shall send the Financial Secretary a record of deposits, as well as disbursements from the Association's account(s) on a quarterly basis.

11.11 The Financial Secretary shall present financial reports at the Annual Convention and whenever requested by the President or the Board of Trustees.

11.12 Each officer and committee chairperson shall submit a budget request to the President at least thirty (30) days before the Annual Convention.

11.13 Within a reasonable time after its formation, a committee may submit a budget request to the President who will then make a recommendation to the Board of Trustees for approval.

11.14 The President shall present a budget for the next fiscal year at the Annual Convention.

11.15 If circumstances require, during the course of the fiscal year the President may submit an amended or a supplemental budget to the Board of Trustees for approval.

## ARTICLE 12 AMENDMENT AND AMENDMENT PROCEDURE

12.1 Any provision of this Constitution may be amended at an Annual Convention.

12.2 Such amendment shall be proposed in a written petition signed by no less than three (3) Chapters in good standing.

12.3 Such petition shall include the wording of the proposed amendment and shall be forwarded to the Secretary at least ninety (90) days before the Annual Convention.

12.4 The Secretary shall circulate such petition to all Chapters at least sixty (60) days before the Annual Convention.

12.5 The amendment shall be debated at the Board of Trustees meeting at the Annual Convention.

12.6 The amendment shall pass by a two-thirds (?) majority vote of the members of Board of Trustees present, and such amendment shall be communicated to the entire membership at the Annual Convention.

#### ARTICLE 13

#### DISSOLUTION AND DEDICATION OF ASSETS

Upon the dissolution or winding up of the Association, any assets remaining after the lawful discharge of all liabilities, obligations and debts shall be distributed to one or more nonprofit funds, organizations, foundations or corporations which are organized and operated exclusively for charitable, or scientific, or literary, or educational purposes and which have established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, and/or applicable state law, and/or their successor statutes.

#### ARTICLE 14

#### DEFINITIONS

14.1 In this Constitution, the masculine includes the feminine.

14.2 In this Constitution, Chapter President refers to anyone who is the President, Chairperson, or leader of a local Chapter by whatever title called.