



**THE CONSTITUTION AND BYLAWS OF  
NGWA ASSOCIATION OF LOS ANGELES  
("NALA")  
"UMU-NNA BU IKE"**

*A California Non Profit Corporation*  
*(A NON PROFIT 501(C) (3) TAX EXEMPT CORPORATION)*

## **PREAMBLE**

The Ngwa Association of Los Angeles, (“NALA”) is organized exclusively for charitable, cultural, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under 501(c) (3) of the Internal Revenue Code or any corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay the reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the organization.

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these articles. The corporation shall not engage in any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deduction under section 170(c) (2) of the Internal Revenue Code (or the corresponding provision or any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors / Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations that operated exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization under section 501 © (3) of the Internal revenue Code ( or the corresponding provision of any future United States Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine which are organized and operated exclusively for such designated purposes.

## **ARTICLE I**

### **NAME**

The Association shall be known as The Ngwa Association of Los Angeles (NALA)

## **ARTICLE II**

### **DEFINITION**

The Ngwa Association of Los Angeles (NALA) is a community and cultural Association of all Ngwa/Ukwa Indigenes” (amended on May 1, 2010).

### **ARTICLE III**

#### **MOTTO AND PURPOSE**

**Section 1. The Motto of the Association shall be “UMU-NNA BU IKE”**

**Section 2. The purpose of the Association shall be:**

- a. To foster unity and cooperation among Ngwa people residing in Southern California of the United States of America.
- b. To impart to our sons, daughters and spouses the cultural heritage of the Ngwa people.
- c. To encourage our children to learn and speak Igbo/Ngwa dialect accurately.
- d. To encourage and support the aspirations of member children/ward.
- e. To provide for ourselves a medium for healthy social activities.
- f. To provide a venue through which we can interact with our people back in Nigeria, and in other parts of USA and other areas of the world.
- g. To provide a medium through which our collective concerns may be shared with our members if the need arises.
- h. To promote education and health services in Ngwa land.

### **ARTICLE IV**

**Section 1. Membership**

- a. Membership is strictly voluntary and open to all people/men/women of Ngwa/Ukwa decent, sons, daughters and spouses who are at least 21 years old.
- b. Members of another Ngwa Association under the affiliation of Ngwa National Association USA (NNAUSA) within the United States of America shall not be eligible for NALA membership. There shall not be a dual membership (amended on May 1, 2010).
- c. A new member who wishes to be admitted to NALA from another chapter of NNAUSA shall not be eligible for NALA membership until he/she submitted a verifiable letter of resignation from the previous chapter. Such new member shall wait a minimum of three months from the date of the resignation letter and pay all the applicable new membership dues before being admitted to NALA. However, a person without a chapter will be voted in automatically as member of NALA (amended on May 1, 2010).

**Section 2. A member in good standing shall:**

- a. Be duly registered, with a one-time life time registration fee of \$25.00 (Twenty five dollars) per member.

- b. Pay the current NALA annual dues.
- c. Pay the Ngwa National Association annual current dues.
- d. Any member owing any money by December 31, of a calendar year will not be sent to Ngwa National Association USA Inc., (NNAUSA) as a member of NALA

## ARTICLE V

### OFFICERS OF THE ASSOCIATION

#### **Section 1. Officers of the Association shall consist of the following:**

- a. President.
- b. Vice President.
- c. Secretary.
- d. Financial Secretary.
- e. Publicity Secretary/Provost
- f. Treasurer.
- g. National Council Representative.

#### **Section 2. DUTIES OF THE OFFICERS OF THE ASSOCIATION**

##### **A. The President shall:**

- i. Preside over all meetings of the executive committee and the general meetings.
- ii. Be responsible for the smooth running of the Association, uphold the constitution and by- laws of the Association.
- iii. Continually seek to achieve the purpose of the Ngwa Association of Los Angeles.
- iv. Have the power to appoint Standing Committees/d Hoc Committees. Such Committees must be presented to the association for approval.
- v. Be empowered by this section to cast the tie breaking vote, in cases where the vote on any issue on the floor being deliberated is tied.
- vi. Use his best efforts to raise money on behalf of the Association.
- vii. Have the authority to appoint an executive or a member to record the minutes on a day the Association Secretary is absent.

##### **B. The Vice President shall:**

- i. Deputize the functions of the president during his/her absence or when directed to do so.

- ii. Perform such duties as may be directed by the president.

**C. The Secretary shall:**

- i. Record minutes of all meetings of the Association.
- ii. Be responsible for all Association correspondences, and also keep records of attendance at all meetings.
- iii. Call and record the roll call of members in attendance in every meeting.
- iv. Perform such other duties as may be assigned.

**D. The Financial Secretary shall:**

- i. Keep all monetary records of the Association and be required to give monthly financial report.
- ii. Receive and issue receipts for all funds collected on behalf of the organization.
- iii. Ensure that all the collected funds are paid to the Treasurer within Twenty four hours (24)
- iv. Prepare income annual tax returns.
- v. Provide quarterly financial statement to all members of the Association.
- vi. Inform members when annual dues and other levies are due.

**E. The Treasurer Shall:**

- i. Receive and issue receipts to the Financial Secretary for all monies received on behalf of the Association and shall deposit the same into the organization's bank accounts in the name of the organization within three (3) banking days of receipt;
- ii. Receive and store all Association's banking documents, including canceled checks, deposit receipts, Treasurer's receipts, and bank statements of account, securities, and other financial instruments or documents from the Financial Secretary at the end of account period.

**F. The Publicity Secretary /Provost Shall:**

- i. Be responsible for the publicity of all activities, of the Association including circulars for monthly meetings, and social activities.
- ii. Be the liaison between the public and the Association, projecting the best image possible to the public.
- iii. In consultation with the president or the executive committee, renew the Association's registration with the Los Angeles county when due.

- iv. Maintain a dignified decorum during the association meetings. Be responsible for the distribution of leaflets, brochures, and reports during the association deliberative process.
- v. Be responsible for retrieving late fees from members who arrived late to the association meeting and deliver the retrieved fees to the Financial Secretary.

**G. The National Council Representative Shall:**

- i. Represent the best interest of NALA at the NNAUSA National Council meetings.
- ii. Present NALA's Proposals and or Motions on the floor of the National Council.
- iii. Update the Association, by presenting reports of all meetings, committee reports and communiqué issued by NNAUSA to the Association.

**Section 3. Disbursement**

- a. The association's funds shall not be disbursed in any way without the approval of the general body.
- b. The Association shall maintain a petty cash fund or floating account of no more than \$100.00 for the purposes such as the purchase of stationeries, copies, postage etc.
- c. Two of the following officers of the Association may sign the Association's checks at a time for all approved withdrawals or payments: the President, Vice President, Secretary, and/or the Treasurer and one member designated by the Association.
- d. Only signatures of current Association officers/member are valid on any association's checks.
- e. Purchases and expenses made by the Association must be substantiated with original receipts (not photocopies) and shall be made available to (any) member(s) on request.
- f. The Association will reimburse the National Council Representative and the Association President for their traveling expense to the Ngwa National Association, Inc., National Council meetings.

**Section 4. Financial Statement**

- I. Copies of the Association's financial statement shall be made available to the members of the Association during a general meeting every three months.

## ARTICLE VII

### ELECTION OF OFFICERS OF THE ASSOCIATION- THE NALA EXECUTIVE COMMITTEE

#### **Section 1.**

The Association's election shall be held at the November general meeting every (2) two years and new officers shall begin their tenure on January 1, of the following year (amended August 1, 2015). The tenure of office shall be two years, and officers may be re-elected.

#### **Section 2.**

The following officers who also constitute the executive committee are to be elected as provided by

#### **Article V Section 1 of this constitution.**

- i. The President
- ii. The Vice President
- iii. The Secretary
- iv. The Financial Secretary
- v. The Publicity /Provost
- vi. The Treasurer
- vii. The National Council Representative

#### **Section 3.**

Every member in good standing within the meaning of Article IV section 2 of this constitution shall be eligible to vote and be voted for in any of the Association's elections. However, any member who does not reside in Southern California cannot vote or be voted for (amended on May 1, 2010)

#### **Section 4.**

Voting for the officers during the Association's election shall be by secret ballot, by a simple majority of the entire Association membership's vote (amended on May 1, 2010)

#### **Section 5.**

In the event of a tie between two or more candidates, members shall vote a second time by secret ballot.

#### **Section 6.**

Any position or office which becomes vacant due to resignation, removal, sickness or death, may be filled by the executive committee with the approval of the Association.

#### **Section 7.**

In August of an election year, 3 (three) member Electoral Commissioners shall be appointed by the Association. Who are charged with the duty to conduct a fair and just election while assuring the

integrity and impartiality of the process?

**Section 8.**

Filing deadline: All applications for contesting in NALA election must be submitted to the electoral commissioner no later than sixty (60) days before the scheduled election. Application for candidacy shall be in such form as shall be prescribed by the Electoral Commission.

**Section 9.**

Absentee Ballots: Absentee ballots are allowed. NALA Electoral Commissioners shall be responsible in making absentee ballots available to absentee members. Each member shall sign and seal the absentee ballot in an envelope and return same, making sure that such absentee ballot will reach the commissioner before the vote count on Election Day. All absentee ballots not signed and returned in a sealed envelope shall be deemed invalid.

**Section 10.**

Vote Count: All absentee ballots will for the first time be unsealed and counted. All votes cast at the election center will be counted. The total votes of both the absentee ballots and the votes cast at the election center shall be tallied immediately and announced immediately after all votes are counted.

**Section 11.**

Declaration of winning candidates: The candidate with the highest number of votes for each office shall be declared elected. All candidates unopposed shall be declared elected for each office that was unopposed.

**ARTICLE VIII**

**MEETINGS, DECORUM & DISCIPLINE**

**Section 1. Meeting.**

- a. All monthly membership meetings shall be held on the first Saturday of each month of the year or as approved by a majority voting members present at a regularly constituted NALA meetings. A minimum of 10 members present in person shall constitute a quorum for transaction of business at a membership NALA meeting.
- b. The Association (NALA) shall hold her meetings on the first Saturday of every month at 6:30 PM.
- c. However, emergency meetings may be called by the president and/or a 2/3 of the executive committee and/or a 2/3 of the entire body of the Association when it is deemed necessary.
- d. The venue of the meetings shall be in a member residence or choice of venue selected by the executive.
- e. Members of the Association shall host the meetings in turns. One or Two members are always encouraged to combine and host the meetings.
- f. The Association does not require an extensive or expressive preparation from the host member of the association. Light refreshments if possible will be accepted.

graciously.

- g. Any member who arrives late or Thirty (30) minutes after the hour of 7:00, at a regularly scheduled NALA meeting will be assessed the sum of \$1.00, as late fees.
- h. In a month where the Association is lacking a host for the venue of the association meeting, NALA shall them pay for renting the venue and refreshments for members.

**Section 2. Decorum or Conduct at meetings.**

Members and others/visitors present at a regularly scheduled NALA meeting shall be expected to conduct themselves in a proper and acceptable manner. Conducts, behaviors or statements that are distasteful and do not harmonize with the purpose of this Association shall not be tolerated

**Section 3. Discipline at Meetings.**

- a. Disorderly conducts and disturbances are not allowed during a regularly scheduled NALA meeting. Indecent expressions, speeches without authorization etc. shall attract a fine of \$150.00 (One Hundred & Fifty dollars) for each offence from offender(s) until the resolution of the issues by the elders.
- b. Such continued behavior shall result in suspension for two or three months subjected to the vote of the general body.
- c. Any officer who does not fulfill his/her duties completely and/or absences him/her self from three consecutive meetings without acceptable reasons may be removed from his/her post with the approval of the general body.

**ARTICLE IX**  
**SOCIAL ACTIVITIES**

**Section 1.** The Association shall plan and carry out social activities in harmony with the purposes, objectives and terms of the Association's constitution.

**Section 2.** Such social activities that may be carried out are annual Summer Picnics, Ngwa Day or New Year celebration. It shall be conducted in such a manner that reflects the high integrity and high standard of value which this Association seeks.

**Section 3.** The selected activities shall be funded by the association or by way of a levy on all members and paid at least two (2) weeks before the event/or with the approval of the members of the association. The executive shall present a budget to justify the proposed expenditure for the selected activity for approval by the Association in order for the association to fund such activity.

**Section 4.** The date and venue of such social activity shall be disclosed to members

at least four (4) weeks before the event.

## ARTICLE X

### Benefits

**Section 1.** Members of the Association in good financial standing and/or their children/ward shall receive benefits when the Association is invited or is informed of the following situations/events:

- a. High school graduate entering college shall be encouraged with a gift of \$150.00. A College Graduate shall receive a cash gift of \$100 and a plaque.
- b. The Wedding of a member shall be supported with a gift of \$100.00.
- c. A baby Dedication or Christening shall be supported with or gift of \$50.00.
- d. In the unfortunate event of the death of a member, the Association shall rally in support behind the bereaved family and provide any assistance possible. A cash gift of \$1000.00 shall be given to the family immediately from the association coffers. In addition, members shall be assessed \$25.00 bereavement fee for the benefit of the bereaved member.
- e. In the unfortunate event of the death of a child below 21 years of age, mother or father of a NALA member, non-member spouse\*, NALA will assess each member the sum of \$25.00. However, NALA shall pay the total amount assessed directly to the bereaved family from the Association coffers. The Association shall recover the assessed/paid out money from each member (\*amended 2009)
- f. All benefits outlined in this section except for item (d) (e) (f) shall be carried out during a ceremony to be held once a year, during the end of year celebration event.

## ARTICLE XI

### DESOLUTION

**Section 1.** In the event of the dissolution of this Association, any funds remaining after all debts have been settled, the balance shall be channeled to fund the education of Ngwa students/children through the Ngwa Scholarship

Foundation.

## **ARTICLE XII**

### **MEDIATION**

NALA Members agree that should a dispute arise between the association and a member or between a member and another member regarding any issue not limited to the express terms of this constitution, both parties will attempt to mediate a resolution prior to the filing of any legal action.

This agreement does not limit or otherwise change any legal rights of the parties.

The parties will first agree to an internal mediation within NALA. If the internal mediation fails, then the parties may choose a mediator acceptable to both parties from a roster of mediators registered with IVAMS Arbitration & Mediation Services. The parties agree to equally split the cost of the mediation.

Should any member exhaust his or her internal remedies to mediate and decides to file a legal action against NALA, that member will immediately cease to be a member of NALA.

## **ARTICLE XIII**

### **AMENDMENTS**

**Section 1.** This constitution and by—laws may be amended by a two—thirds vote of the members present and voting at any meeting.

**Section 2.** The members of this Association may enact amend or repeal by—laws at any meetings and such by—laws may embrace any provision riot inconsistent with the constitution of the Association.

**BYLAWS  
Of  
NGWA ASSOCIATION LOS ANGELES  
("NALA")  
A California Nonprofit Corporation**

## ARTICLE 1

### DEFINITIONS

**Section 1.01. Name.** The name of the organization is NGWA ASSOCIATION LOS ANGELES INC.

**Section 1.02. Purpose.** The specific purpose of this corporation is to educate, promote the welfare of its members and educate the Community with Ngwa cultural heritage. To display Ngwa cultural heritage to the community; thereby creating an opportunity for cultural appreciation and exchange with others. To host yearly cultural symposium and festival at different locations including but not limited to the State of California. The cultural festival will offer performances such as traditional African drummers, African costumes modeling, traditional dances including male, female and children dancers, story telling, sharing educational materials on Ngwa cultural heritage. Promoting Ngwa Cultural heritage through this festival and in collaboration with organizations and entities that shares Ngwa rich culture. And to promote eradication of illiteracy in Ngwaland by providing educational incentive e.g. books, grants, scholarships to Ngwa indigenous students, including school and library adoption program. The purpose is also to assistance to the needy in Ngwaland. Assistance provided by Ngwa Association Los Angeles includes but not limited to education financial assistance, counseling, and humanitarian assistance during economic and social crisis. The purpose is also to provide health education and infrastructure that will improve quality of lives in various Ngwa communities, in accordance with generally accepted practices in achieving the charitable purpose of the Corporation in a manner distinguishable from that of ordinary commercial entity; and to engage in other lawful activities that will contribute to the foregoing purpose.

## ARTICLE II

### MEMBERS

**Section 2.01. Classes.** There shall be two classes of members: California and Non-California Ngwa Indigenes Residences.

**Section 2.02. Qualifications.** Membership may be granted to any Ngwa individual that supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Directors. Members shall have broad voting rights.

**Section 2.03. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may ratify the suspension or expel a member whom a majority of voting members have voted to revoke his/her membership, by a majority vote present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues. The board has the power to override the vote of members to reinstate or expel such member.

**Section 2.04. Resignation.** Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

**Section 2.05. Dues.** Dues for members shall be established by the majority voting members present at any regularly constituted meeting of members.

**Section 2.06. Meetings.** The annual membership meeting shall be held in the last Sunday of each month of the year or as approved by a majority voting members present at the regularly constituted meeting of members. A minimum of 10% of the members present in person or by proxy shall constitute a quorum for transaction of business at a membership meeting. Meetings may be called by the President or at the request of at least 10% of the members by notice mailed, telephone, or telegraphed to each member not less than thirty (30) days before such meeting.

### ARTICLE III

#### AUTHORITY AND DUTIES OF DIRECTORS

**Section 3.01. Authority of Directors.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

**Section 3.02. Number, Selection, and Tenure.** The Board shall consist of not less than three (3) directors. Each director shall hold office for a term of three (2) years. Constitutionally elected officers of NALA will also serve on the board along with other members of the organization so appointed to the board. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

**Section 3.03. Resignation.** Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

**Section 3.04. Regular Meetings.** The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

**Section 3.05. Special Meetings.** Meetings shall be at such dates, times and places as the Board shall determine.

**Section 3.06. Notice.** Meetings may be called by the Chairperson or at the request of any two (2) directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

**Section 3.07. Quorum.** A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

**Section 3.08. Action without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.09. Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 3.10. Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees; establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation with the exception of all financial budget decisions made by the Board of Directors must be approved by the majority of the voting members those present at any regularly constituted meeting as a check and balance.

**Section 3.11. Nominating Committee.** There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

**Section 3.12. Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

## ARTICLE IV

### AUTHORITY AND DUTIES OF OFFICERS

**Section 4.01. Officers.** The officers of the Corporation shall be a President, a Vice-President, a Secretary/Treasurer, and such other officers as the Board of Directors may

designate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

**Section 4.02. Appointment of Officers; Terms of Office.** The officers of the Corporation shall be elected on a date set forth by the Board of Directors by the majority voting members present at any regularly constituted meeting in which election of the officers has been announced in advance and made part of the scheduled meeting agenda, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled by the majority voting members present at any regularly constituted meeting of members.

Terms of office may be established by the Board of Directors, but shall not exceed three (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

**Section 4.03. Resignation.** Resignations are effective upon receipt by the Secretary of the Board of a written notification.

**Section 4.04. Removal.** An officer may be removed by 2/3 of the voting members present at any regularly constituted meeting and ratified by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4.05. President.** The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

**Section 4.06. Vice-President.** The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

**Section 4.07. Secretary/Treasurer.** The Secretary/Treasurer shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary/Treasurer shall also report to the Board of Directors at each regular meeting on the status of the Council's finances. The Secretary/Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the

Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 4.08. Paid Staff.** The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

## ARTICLE V

### INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## ARTICLE 12

### - CONFLICTS OF INTEREST

#### **SECTION 4.09 Interested Directors and Officers.**

A contract or transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall not be void or void able solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction is authorized, or solely because his, her, or their votes are counted for that purpose, if:

a. the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested directors are less than a quorum; or

b. The contract or transaction is fair as to the Corporation as of the time that it is authorized, approved, or ratified by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

## ARTICLE VI

### ADVISORY BOARDS AND COMMITTEES

**Section 6.01. Establishment.** The Board of Directors may establish one or more Advisory Boards or Committees.

**Section 6.02. Size, Duration, and Responsibilities.** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

## ARTICLE VII

### FINANCIAL ADMINISTRATION

**Section 7.01. Fiscal Year.** The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

**Section 7.02. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

**Section 7.03. Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**Section 7.04. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the majority voting members present at any regularly constituted meeting of members approved and ratified by the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

**SECTION 7.05 Annual Report:** The Chief Executive Officer and Chief Financial Officer shall present the Board at its annual meeting a report, verified by the Chief

Executive Officer and Chief Financial Officer or by a majority of the Board, showing in appropriate detail the following:

- a. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- b. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

The annual report of the Board shall be filed with the minutes of the annual meetings of the Board.

## **ARTICLE VIII**

### **BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

## **ARTICLE IX**

### **AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the majority voting members present at any regularly constituted meeting of members and ratified by the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.

SIGNED:

MR. JOHNWILLY C. OSUJI, ESQ.	CHAIRMAN
MRS. OCHONMA IZIMA	SECRETARY
MRS. OKECHI NWACHUKWU	MEMBER
MRS. IHUOMA UBA	MEMBER
MR. OKECHUKWU NWACHKWU	MEMBER
MR. JOSEPH OKEY NWOICHE.	MEMBER
MR. GABE NWANDU	MEMBER

---

Original Ratification Date: March 7, 2009

Amendment Dates:

- 1) 2009, Article X.1.e.
- 2) May 1, 2010, Article IV.1.b and c; Article VII.3 and 4
- 3) June 5, 2010, Article VII. Section 1.
- 4) August 1, 2015, Article VII. Section 1.