



CONSTITUTION & BYLAWS

OF

NGWA ASSOCIATION LOS ANGELES (NALA) INC.

IRS NON-PROFIT 501.C.3 and
CALIFORNIA PUBLIC BENEFIT CORPORATION

Amended June 2026

Table of Contents

ARTICLE I: NAME	3
ARTICLE II: DEFINITION	3
ARTICLE III: MOTTO AND PURPOSE.....	3
Section 1. Motto: “UMU-NNA BU IKE”	3
Section 2. Purpose:.....	3
ARTICLE IV: MEMBERSHIP	4
Section 1. Membership Criteria	4
Section 2. Dues	4
ARTICLE V: BOARD OF DIRECTORS (BOD)	4
Section 1. Authority of Directors.....	4
Section 2. Number, Selection, and Tenure.....	4
Section 3. Positions.....	5
Section 4. Duties.....	5
Section 5. Resignation	5
Section 6. Regular and Ad-hoc Meetings.....	5
Section 7. Notice of Meetings	5
Section 8. Quorum	5
Section 9. Participation	5
Section 10. Committees.....	5
Section 11. Reimbursement.	5
ARTICLE VI: OFFICERS AND DUTIES	6
Section 1. Officers of the Association	6
Section 2. Duties of the Officers of the Association.....	6
A. President.....	6
B. Vice President	6
C. Secretary.....	6
D. Financial Secretary.....	7
E. Treasurer	7
F. Publicity Secretary/ Provost.....	7
G. National Council Representative	7
ARTICLES VII : FINANCE.....	8
Section 1. Disbursement	8
Section 2. Financial Statement/Banking	8
ARTICLE VIII: ELECTION OF OFFICERS AND BOARD OF DIRECTORS	8
Section 1. – Election Dates and Tenure	8

Section 2. – Offices 8

Section 3. – Eligibility 9

Section 4. – Voting methods..... 9

Section 5. - Ties 9

Section 6. – Replacement of Vacant Position..... 9

Section 7. - Appointment of Electoral Commissioners 9

Section 8. – Filing Deadline..... 9

Section 9. – Absentee Ballots 9

Section 10. – Vote Count..... 9

Section 11. – Declaration of winning candidates 9

Section 12. – Vacant position after filing deadline 9

ARTICLE IX: MEETINGS, DECORUM & DISCIPLINE 10

 Section 1. - Meeting. 10

 Section 2. – Attendance and Penalty..... 10

 Section 3. Decorum or conduct at meetings..... 10

 Section 4. Discipline..... 10

ARTICLE X: RESIGNATIONS AND TERMINATIONS 11

 Section 1. Resignation of Membership. 11

 Section 2. Termination of Membership. 11

 Section 3. Resignation of an Officer. 11

 Section 4. Termination of an Officer. 11

ARTICLE XI: SOCIAL ACTIVITIES 11

ARTICLE XII: BENEFITS 12

 Section 1: - Graduation 12

 Section 2: - Marriage 12

 Section 3: - Birth of a Baby 12

 Section 4: - Death of a Member..... 12

 Section 5: - Beneficiary..... 12

 Section 6: - Death of a Member’s Child, Mother, Father 12

ARTICLE XIII: MEDIATION..... 12

ARTICLE XIV: CONFLICTS OF INTEREST..... 13

ARTICLE XV: INDEMNIFICATION..... 13

ARTICLE XVI: DISSOLUTION 13

ARTICLE XVII: AMENDMENTS..... 13

ARTICLE XVIII: MEMBERS OF THE CONSTITUTION COMMITTEES 14

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 is a community and cultural Association of all Ngwa indigenes residing in Southern California.

ARTICLE III: MOTTO AND PURPOSE

Section 1. Motto: “UMU-NNA BU IKE”

Section 2. Purpose:

- A. To foster unity and cooperation among Ngwa people living in Southern California, United States of America.
- B. To pass on the cultural heritage of the Ngwa people to our sons, daughters, and spouses.
- C. To encourage our children to learn and speak the Igbo/Ngwa dialect accurately.
- D. To encourage and support the aspirations of members’ children and wards.
- E. To provide opportunities for healthy social activities.
- F. To provide a forum for engaging with our people in Nigeria, across the United States, and elsewhere in the world.
- G. To provide a way for members to share collective concerns when needed.
- H. To promote education and health services in Ngwa land.

ARTICLE IV: MEMBERSHIP

Section 1. Membership Criteria

- A. Membership is voluntary and open to people of Ngwa origin by birth, adoption, or marriage who are at least 21 years old and reside in Southern California. However, members who originally resided in Southern California and later moved outside the region shall retain their membership. (Amended 2026)
- 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 dual membership (amended on May 1, 2010).
- C. A person seeking admission to NALA from another NNAUSA chapter is not eligible for membership until he or she submits a verifiable letter of resignation from that chapter, waits at least three months from the date of the letter, and pays all applicable new-member dues before admission. A person who is not affiliated with any chapter shall be admitted automatically as a member of NALA (amended on May 1, 2010).

Section 2. Dues

- A. Be duly registered, with one-time registration fee of \$50 (fifty dollars) per member.
- B. Pay current annual dues and other levies as agreed by the Association.
- C. Pay the Ngwa National Association annual current dues.
- D. The Financial Secretary shall keep a membership register identifying all financial and non-financial members of the Association. (Amended 2026).
- E. Any member who owes dues, levies, fees, or assessments as of December 31 of any calendar year shall not be submitted by NALA to the Ngwa National Association USA, Inc. (NNAUSA) as a NALA member. (Amended 2020).
- F. Any member who owes dues, levies, fees, or assessments after December 31 of any calendar year is in default. However, the member will be granted a three-month grace period, ending on March 31 of the following year, to pay all amounts owed to the Association. (Amended 2022).
- G. Any member who fails to pay outstanding dues, levies, fees, or assessments by March 31 for amounts owed from the previous year is no longer in good financial standing and shall be deemed a non-financial member. (Amended 2022).
- H. A non-financial member's membership in NALA shall terminate if the member fails to pay all arrears, including dues, levies, fees, and assessments, by December 31 of the year in which the member became non-financial. (Amended 2022).

ARTICLE V: BOARD OF DIRECTORS (BOD)

Section 1. Authority of Directors

The Board of Directors (BOD) is legally responsible for the organization's overall governance, financial oversight, and mission fulfillment. Under the California Corporations Code, the board holds ultimate authority for corporate powers, however, the day-to-day management of the association has been delegated to the President and other Officers of the Association. (Amended 2026)

Section 2. Number, Selection, and Tenure

The Board shall consist of five (5) directors with voting rights on matters before the Board. Each director shall serve a two-year term and may serve up to three (3) terms, whether consecutive or nonconsecutive. The President and Secretary shall serve as non-voting members of the Board, and no other executive officers may serve on it. A vacancy caused by resignation, death, incapacity, or removal shall be filled by nomination and approval by a

simple majority of members present at a general meeting. A director appointed to fill a vacancy shall serve the remainder of the predecessor's term. (Amended 2026)

Section 3. Positions

The Board shall elect the Chairperson and Deputy Chairperson during the first meeting of every year. Incumbents are eligible for re-election. The Association's President and Secretary are not eligible to be elected as BOD Chairperson or Deputy Chairperson. However, the Association's General Secretary will serve as the Secretary of the Board of Directors. The President of the Association will deputize as the Secretary in the absence of the Secretary.

Section 4. Duties

- A. Chairperson – Presides over all BOD meetings and schedules regular and ad hoc meetings with the approval of a simple majority of the Board members.
- B. Deputy Chairperson - Deputize the functions of the president during his/her absence or when directed to do so.
- C. Secretary - Record minutes of all meetings of the Association. Be responsible for all Association correspondence and keep records of attendance at all meetings. Be expected to perform such other duties as may be assigned. In the absence of the Secretary, the Association's President will act as the Secretary of the Board.

Section 5. Resignation

Resignation of a BOD is effective upon receipt by the Secretary of the Association upon written notification. (Amended 2026)

Section 6. Regular and Ad-hoc Meetings

The Board of Directors shall hold two (2) regular meetings in April and October every year. Meetings shall be at such dates, times and places as the Board shall determine. However, emergency/ad-hoc meetings may be scheduled as often as needed with adequate notification to the BOD. (Amended 2026)

Section 7. Notice of Meetings

Meetings may be called by the Chairperson or at the request of any three (3) directors through appropriate notice (telephone, text or mail) to each member of the Board not less than forty-eight (48) hours before such meeting. (Amended 2026)

Section 8. Quorum

A quorum shall consist of majority (51%) of the BOD attending the meeting. If a quorum is not reached, the meeting shall be adjourned. (Amended 2026)

Section 9. Participation

Board members may participate in meetings in person or, if available, by electronic conference equipment. (Amended 2026)

Section 10. Committees

The Board of Directors may, by resolution adopted by a simple majority, establish ad-hoc committees of the Board composed of at least two (2) people that may include non-Board members. The Board shall establish procedures to govern their activities and delegate authority necessary to complete the task assigned to the Committee. (Amended 2026)

Section 11. Reimbursement.

BOD shall serve without compensation. However, expenses incurred in the furtherance of the Corporation's business shall be reimbursed per IRS regulations. (Amended 2026)

- A. Expenses of \$200 or less per year shall be allowed and reimbursed with documentation and **prior approval** of a simple majority of the Board of Directors. (Amended 2026)
- B. Expenses of \$201 or more per year shall be allowed and reimbursed with documentation and **prior approval** of a simple majority of the association members present at a duly constituted general meeting. (Amended 2026)

ARTICLE VI: OFFICERS AND DUTIES

Section 1. Officers of the Association

- 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. President

- 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/ Ad-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 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.**
- viii. Authorized to sign contracts and legal documents on behalf of NALA. (Amended 2026).**
- ix. Be a non-voting member of the Board of Directors (BOD) and shall not be appointed or elected as the Chairperson of the BOD. Deputize as the Secretary of the BOD in the absence of the Secretary. (Amended 2026)**

B. Vice President

- 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. Secretary

- i. Record minutes of all Association's meetings.**
- ii. Be responsible for all Association's correspondence.**
- iii. Record, maintain and publish monthly members' attendance records at all meetings. (Amended 2026)**
- iv. Shall be a non-voting member of the BOD. (Amended 2026)**
- v. Record minutes of all Board of Director's meetings. (Amended 2026)**
- vi. Be expected to perform other duties as assigned.**

D. Financial Secretary

- i.** Keep all financial records of the Association. (Amended 2026)
- ii.** Receive and issue receipts for all funds collected.
- iii.** Collect the association dues and ensure that all the collected funds are given to the Treasurer within forty-eight (48) hours of receipt. (Amended 2026)
- iv.** Prepare and file the Association income tax returns for the prior fiscal year.
- v.** Prepare and present the annual financial statements (statement of activity, balance sheet, cashflows and, etc.) to members on or before March 31, every year. (Amended 2026)
- vi.** Inform members when annual dues and other levies are due.
- vii.** Clear candidates who are financially up-to date in an election year. (Amended 2020).
Be the custodian of the association’s check book, write checks, and cannot be a signatory of the bank accounts; however, full access to online banking shall be granted. (Amended 2026)

E. Treasurer

- i.** Receive and issue receipts to the Financial Secretary for all monies received on behalf of the Association and 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 maintain all Association banking records from the Financial Secretary at the end of each accounting period, including canceled checks, deposit slips, Treasurer’s receipts, bank statements, securities, and other financial documents.
- iii.** Be a signatory to the association’s bank accounts with full access to online banking. (Amended 2026)

F. Publicity Secretary/ Provost

- 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 delivering the retrieved fees to the Financial Secretary.
- vi.** Record the names of late arrivals to a regularly scheduled NALA meeting and the amount collected. (Amended 2022).

G. National Council Representative

- 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.

ARTICLES VII : FINANCE

Section 1. 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 petty cash or an operating account of no more than \$200.00 for the purchase of stationery, copies, postage etc. (Amended 2022).
- 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. Within one month of a change of administration by election, the new executive shall tender their signature to the Association's bank to be added as signatures of the Association. The existing signatures of the prior executives will be removed simultaneously. (Amended 2022).
- F. Purchases and expenses made by the Association must be substantiated with original receipts (not photocopies) and shall be made available to the executive and (any) member(s) on request. (Amended 2022).
- G. The Association will reimburse the National Council Representative and the President their economy flight tickets and accommodation (2 nights only) for traveling to the annual Ngwa National Association, Inc. (NNAUSA), National Council meeting in March/April every year. Expenses related to the attendance of the National Council meeting on the eve of the NNAUSA Convention are excluded and will not be reimbursed. (Amended 2026).

Section 2. Financial Statement/Banking

- A. Copies of the Association's financial statement shall be made available to the members of the Association during a general meeting every three months.
- B. All funds of the Association shall be deposited within three (3) days of receipt to the credit of the Association in the Association's Bank(s). (Amended 2022)
- C. The Association shall have three types of accounts:
 - i. Checking Account
 - ii. Savings Account
 - iii. Certificate of Deposit (Amended 2026)

ARTICLE VIII: ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 1. – Election Dates and Tenure

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).

- A. The Board of Director shall serve a two-year term and may serve up to three (3) terms, whether consecutive or nonconsecutive. (Amended 2026)
- B. The Executive Officer shall serve a two-year term and may serve up to two (2) terms consecutively, for the same position. (Amended 2026)

Section 2. – Offices

- A. Board of Directors: Five (5) Board of Director seats (Amended 2026)
- B. Executive Offices:

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

Section 3. – Eligibility

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. (Amended 2026)

Section 4. – Voting methods

Electing a BOD or Officer during the Association’s election shall be by secret ballot with simple majority of eligible voters that voted on the election date (Amended 2026)

Section 5. - Ties

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

Section 6. – Replacement of Vacant Position

Any position or office which becomes vacant due to resignation, removal, sickness or death, may be filled by the nomination of the executive committee and ratified with a simple majority of members present at a general meeting. (Amended 2026)

Section 7. - Appointment of Electoral Commissioners

In August of an election year, 3 (three) member Electoral Commissioners shall be appointed by the Association. They will be 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 for 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 unopposed candidates shall be declared elected for each office that was unopposed.

Section 12. – Vacant position after filing deadline

After the filing deadline, any vacant position shall be filled by the new Executive team through nominations ratified by a simple majority of members present at a general meeting. This process also applies to Board of Director positions. (Amended 2026)

ARTICLE IX: MEETINGS, DECORUM & DISCIPLINE

Section 1. - Meeting.

- A. General meeting shall be held monthly on the first Saturday of each month at 6:30 PM. (Amended 2026)
- B. A minimum of ten (10) members present at a general meeting shall constitute a quorum. **(Amended 2026)**
- C. Emergency/ Ad-hoc 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 general meeting shall be via video/audio conference or in person as set forth by the Association. **(Amended 2026)**
- E. Members should be organized into Zones for the purpose of hosting live meetings quarterly. Live meetings shall be held at a venue selected by the designated Zone. The host Zone may provide light refreshments, which shall be accepted with appreciation.
- F. Upon notification, the Association will reimburse a Zone for unpaid assessment(s) by member(s) of a zone for the purpose of hosting the general meeting. The Association will immediately recharge the member(s) association's account.

Section 2. – Attendance and Penalty.

- A. Record Keeping: The Secretary is responsible for recording and keeping an attendance register that should be published monthly via NALA's communication channel. (Amended 2026)
- B. Penalty for Non-Attendance: Failure to meet the criterion set below, a member shall be assessed a penalty of \$100.00 at the end of the calendar year. (Amended 2026)
 - i. Members residing in Southern California must attend at least fifty percent (50%) of all general meetings each calendar year, including two live meetings, whether by video/audio conference or in person.
 - ii. Members residing outside Southern California must attend at least fifty percent (50%) of all general meetings each calendar year by video/audio conference.
- C. An exception to the penalty may be requested in writing and submitted to the Secretary of the Association. An exception may be granted only if the member has a prolonged illness or is incapacitated and unable to attend by video/audio conference. The Executive team shall present the request at the next general meeting, where it may be approved by a simple majority of members present.

Section 3. 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 4. Discipline

- A. Disorderly conduct at regularly scheduled NALA meetings is prohibited. Indecent language, unauthorized speeches, and similar conduct are subject to a \$150 fine per offense until resolved

by the Board of Directors. Continued misconduct may result in a two- or three-month suspension upon approval by a two-thirds majority of members present at a general meeting. (Amended 2026)

- B. A member, officer or board member who engages in activities that are contrary to the vision, mission, values and objectives of the Association shall be subject to disciplinary action by the Board of Directors, including termination as determined by two-thirds majority of members present at a general meeting. (Amended 2026)
- C. The executive team shall recommend the nature and gravity of the disciplinary action (monetary fine and/or suspension or termination) to the Board of Directors (BOD) for further investigation and deliberation. The BOD will perform additional investigation and deliberation and then recommend the appropriate disciplinary action, which shall be passed by a vote of two-thirds majority of members present at a general meeting. (Amended 2026)
- D. The association shall retain a Legal Adviser or Counselor, on a case-by-case basis, to deal with matters that require legal advice. (Amended 2026)

ARTICLE X: RESIGNATIONS AND TERMINATIONS

Section 1. Resignation of Membership.

Resignation of membership shall be effective immediately upon written notification to and acknowledgment by the Secretary of the Association. However, such resignation shall not relieve the member of the financial obligation to pay outstanding dues owed to the Association. (Amended 2026)

Section 2. Termination of Membership.

By affirmative vote of two-thirds of all members present at a duly constituted general meeting, a member may be suspended or expelled per Article IX.4. (Amended 2026)

Section 3. Resignation of an Officer.

An officer may resign by submitting a written resignation to the Secretary, effective upon receipt. (Amended 2026)

Section 4. Termination of an Officer.

An officer may be removed for failing to perform the duties of the office. At any general meeting, a member may move for removal if another member seconds the motion. The Board of Directors (BOD) shall investigate and deliberate, then recommend appropriate disciplinary action for approval by a two-thirds majority of members present at a general meeting. (Amended 2026)

ARTICLE XI: SOCIAL ACTIVITIES

1. The Association shall plan and carry out social activities in harmony with the purposes, objectives and terms of the Association's constitution.
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.
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 for the association to fund such activity.

4. The date and venue of such social activity shall be disclosed to members at least four (4) weeks before the event.

ARTICLE XII: BENEFITS

Members of the Association in good financial standing within the meaning of Article IV § (2), their children/ward shall receive benefits **when the Association is invited or is informed** of the following situations/events, based on the financial health of the Association.

Section 1: - Graduation

Graduation shall be supported with a cash gift and certificate at end of the year party as follows:

- A.** High school (\$250.00) (Amended 2022)
- B.** College (\$200) (Amended 2022)

Section 2: - Marriage

The marriage of a member shall be supported with a cash gift of \$250.00 upon notification to the association by the member. (Amended 2022)

Section 3: - Birth of a Baby

The birth of a baby shall be supported with a cash gift of \$150 within three months (90 days) upon notification to the association by either parent of the child. **(Amended 2026)**.

Section 4: - Death of a Member

In the unfortunate event of the death of a member, the Association shall rally in support behind the bereaved family by assessing each member \$100 and provide cash assistance to the beneficiary (ies) as stated in Article X.5. A maximum cash gift of \$5,000.00 per occurrence shall be given to the beneficiary (ies) immediately from the Association's operating account, pro-rated per year of seniority of the member as follows:

- 1.** Year 1 - \$1,000
- 2.** Year 2 - \$2,000
- 3.** Year 3 - \$3,000
- 4.** Year 4 - \$4,000
- 5.** Year 5 to Indefinite - \$5,000.

Note: A member not in good financial standing as defined in Article IV.2 is not eligible for this benefit. Membership seniority accrual shall re-start from year 1 when a financial delinquent member clears his/her outstanding balance owed. (Amended 2026)

Section 5: - Beneficiary

The death benefit shall be awarded to the wife, husband, or first male of a family or any person designated by the deceased member by a will or a notarized directive submitted to NALA executive (Amended 2020).

Section 6: - Death of a Member's Child, Mother, Father

In the unfortunate event of the death of a member's child (under the age of 21), or mother, or father, the association shall assess each member the sum of \$25.00 (each occurrence) for cash assistance. The Association shall pay the total amount assessed **not to exceed \$1,500** directly to the bereaved member, provided the member is in good financial standing. (Amended 2026)

ARTICLE XIII: MEDIATION

NALA members agree that if a dispute arises between the Association and a member, or between members, on any matter, even if it's not expressly addressed in this Constitution, the parties shall first attempt to resolve it through mediation before filing any legal action. This agreement does not limit or alter any legal rights of the parties.

The parties shall first attempt internal mediation through NALA. If that effort is unsuccessful, they may jointly select a mediator from the roster of IVAMS Arbitration & Mediation Services who is acceptable to both parties. The parties shall share the cost of mediation equally.

If a member exhausts all internal mediation remedies and then files legal action against NALA, that member shall immediately cease to be a member of NALA.

ARTICLE XIV: CONFLICTS OF INTEREST

A contract or transaction between the Association and one or more Directors or Officers, or between the Association and another entity in which one or more Directors or Officers serves as a director or officer or has a financial interest, is not void or voidable solely because of that relationship or interest, because the interested Director or Officer was present at or participated in the Board/general meeting approving the transaction, or because that person's vote was counted, if either of the following applies:

1. The material facts of the relationship or interest and the contract or transaction are disclosed to or known by the Board/Members, and the Board/Members in good faith approves the contract or transaction by the affirmative vote of a majority of the Directors/Members or
2. The contract or transaction is fair to the Association at the time it was authorized, approved, or ratified by the Board/Members if a simple majority was reached when votes are counted.
(Amended 2026)

ARTICLE XV: INDEMNIFICATION

The Corporation may indemnify any Director, officer, or employee against all expenses and liabilities, including reasonable attorneys' fees, incurred in connection with any threatened, pending, or completed action, suit, or proceeding arising from that person's service to the Association, or in connection with any settlement of such matter, except where that person is adjudged liable for negligence or misconduct in the performance of their duties. In the case of a settlement, indemnification applies only if the Board determines that the settlement and reimbursement are in the best interests of the Corporation. This right of indemnification is in addition to, and not exclusive of, any other rights to which the Director, officer, or employee may be entitled. (Amended 2026)

ARTICLE XVI: DISSOLUTION

Upon dissolution of the Association, after all debts have been paid, any remaining funds shall be used to support the education of Ngwa students and children through the Ngwa Scholarship Foundation.

ARTICLE XVII: AMENDMENTS

The Constitution and Bylaws may be amended by a Constitution Amendment Committee appointed by the executive team and approved by the members. The Committee shall meet within its assigned timeframe and recommend amendments for approval by a two-thirds majority of members present at a general meeting. The executive team may also propose amendments to any part of the Constitution, subject to approval by a two-thirds

majority of members present at a general meeting.

- A. Original Ratification Date: March 7, 2009,
- B. Amendment Dates: 2009, 2010, 2015, 2022, 2026

ARTICLE XVIII: MEMBERS OF THE CONSTITUTION COMMITTEES

- A. Original Constitution Drafting Committee (2009)
 - 1. Mr. Johnwilly C. Osuji, Esq., Chairperson
 - 2. Mrs. Ochonma Izima, Secretary
 - 3. Mrs. Okechi Nwachuku
 - 4. Mrs. Ihuoma Uba
 - 5. Mr. Okechukwu Nwachuku
 - 6. Mr. Joseph Okey Nwoche
 - 7. Prince Gabriel Nwandu, CPA

- B. Constitution Amendment Committee (2019-2022)
 - 1. Mr. Johnwilly C. Osuji, Esq., Chairperson
 - 2. Mr. Ezihe Irondi
 - 3. Dr./Mrs. Kelechi Irondi

- C. Constitution Amendment Committee (2026)
 - 1. Prince Gabriel Nwandu, CPA, Chairperson
 - 2. Mr. Ezihe Irondi
 - 3. Mr. Ugwunna Ikpeowo
 - 4. Dr./Mrs. Ada Nwachuku, Executive Liaison