

**Anambra State Association,
Dallas Fort Worth (ASA,DFW)**



Constitution and By-Laws

As amended November 7, 2009

As amended May 1, 2010

**The CONSTITUTION AND BY-LAWS OF
ANAMBRA STATE ASSOCIATION, DALLAS/FORT WORTH
METROPLEX (ASA,DFW)**

PREAMBLE

We the people of Anambra State of Nigeria, residing in Dallas/Fort Worth Metroplex, friends of Anambra State of Nigeria and United States of America, being perceptive of the responsibilities as citizens desiring to uplift a community through the improvement of economic, social, political, and other benefits fostered by a united front, in further recognition of our heritage vis-à-vis the American heritage, in affirmation of the importance of smooth fusion of both cultures, do hereby proclaim a clarion call to all Anambra State of Nigeria citizens residing in the Dallas/Fort Worth Metroplex to rally together, to organize, and are hereby organized as the Anambra State Association, Dallas/Fort Worth (ASA, DFW)

ARTICLE ONE —GENERAL

1.01 NAME AND LEGAL STATUS

- A. **NAME:** The organization shall be an entity to be known as: **ANAMBRA STATE ASSOCIATION, DALLAS/ FORT WORTH (ASA, DFW)**. Unless specified, ASA, DFW shall also be represented as ASA in the body of these By-Laws
- B. **STATUS:** The organization shall be a non-profit civic entity pursuing independent and nonpartisan course.

1.02 AIMS AND OBJECTIVES

- A. **AIMS:** To provide a forum for ANAMBRA STATE people to communicate and exchange ideas, for the improvement of their communities and constituencies.
- B. **OBJECTIVES:** The objectives of the Association shall include, but are not limited to:
- 1 Promote cooperation and understanding among Anambra State people in Dallas/Fort Worth Metroplex;
 - 2 Encourage and promote the industry, welfare, education and economic advancement of Anambra State of Nigeria.
 - 3 Liaison with other Anambra State Organizations in the USA and local Anambra State parochial organizations in DFW,

for matters and issues affecting Anambra State of Nigeria

- 4 Act as a watchdog to ensure good governance of Anambra State of Nigeria.
- 5 Any other objective(s) as determined and approved by the general House

C NON-PROFIT STATUS

- 1 This organization shall be organized as a charitable organization in line with section 501(c) (3) of the Internal Revenue Services (IRS) code.

ARTICLE TWO—MEMBERSHIP

- 2.01 **FULL MEMBERSHIP:** Membership in the Association shall be open to all adults over eighteen (18) years of ages on the condition that they are:

- A. ANAMBRA State persons, resident in Dallas-Fort Worth Metroplex.
- B. Subject to the approval of the General House, other persons who subscribe to the provisions of these By-Laws.
- C. Fully registered and meet other financial obligations to the Association.

- 2.02 **HONORARY MEMBERSHIP:** Upon approval by the General Assembly, persons and Organizations shall be admitted as honorary members of the organization. Honorary member shall have no voting right.

A CONFERMENT OF HONORARY MEMBERSHIP:
Conferment process shall be as follows:

1. Any member may nominate anybody for the status of Honorary Member in ASA.
2. Such nomination must be in writing and must contain full detailed reasons and attributes that make the nominee deserving of honorary membership.
3. Such nomination shall be submitted to ASA Secretariat. The ASA Executive shall table the nomination for discussion at the next general meeting of ASA.
4. A 2/3 (two-thirds) majority of the membership present at a duly constituted General Meeting shall be required for approval.

5. In consideration of the expectation that honorary member will add value to the Organization, ASA shall present the honorary member with plaque, proclamation or other appropriate alternative at a venue which will be decided by the house.

B LOSS OF HONORARY MEMBERSHIP: Honorary membership may be rescinded at the sole discretion of ASA. The process shall be as follows:

1. Any member may move to remove an Honorary Member in ASA.
2. Such motion to remove shall be in writing and must contain full detailed reasons for removing the Honorary Membership.
3. Such motion to remove shall be submitted to ASA Secretariat. The ASA Executive shall table the motion for discussion at the next general meeting of ASA.
4. A 2/3 (two-thirds) majority of the membership present at a duly constituted general meeting shall be required for approval.
5. Such decision shall be communicated to the affected Honorary Member

2.03 CONTINUING MEMBERSHIP AND STANDING:

- A Members shall be considered to be in good standing if and when they maintain their entire financial obligation to the organization.
- B Existing member whose membership has expired for more than one year shall re-register and pay all out-standing dues and levies to rejoin

2.04 REGISTRATION: All members shall be deemed registered after paying a one-time fee of **\$50**

2.05 ANNUAL DUES: All members shall pay-an annual dues \$100 at the first meeting of each year. Otherwise, annual dues are due upon registration. After three (3) months from the first of the year or from registration, annual dues shall be \$125

2.06 MEMBERSHIP AND MEMBERSHIP WELFARE: Membership welfare shall include the following:

- A. Networking and Social interaction
- B. ASA-USA membership and membership interactions

ARTICLE THREE -ORGANIZATIONAL STRUCTURE

3.01 GENERAL ASSEMBLY: Pursuant to Article Two (2), all members in good financial standing are considered members of the General Assembly.

3.02 EXECUTIVE COUNCIL: Members of the Executive Council shall be chosen from the General Assembly by election. The following officers shall constitute the Executive Council -President, Vice President, General Secretary, Assistant General Secretary, Treasurer, Publicity Officer, Financial Secretary, Assistant Financial Secretary, and Provost.

3.03 DELEGATION & MEMBERSHIP TO ASA-USA: ASA-DFW shall be a member of ASA-USA and shall have representatives to ASA-USA House of Delegates. The representatives shall be elected by the General Assembly at a duly constituted meeting.

A. ASA-DFW shall have two (2) representatives at ASA USA, Inc or as required by ASA-USA, at all times. One of the two- (2) initial representatives shall serve for one (1) year. All others shall serve for two (2) years. Election shall be held annually to replace the representative at the end of his/her second year. No representative shall serve for more than two (2) consecutive terms.

B. Otherwise, ASA delegates to ASA-USA shall be limited to a term of two-years, but a delegate may run for two consecutive terms only.

C. Delegates to ASA-USA shall:

- 1 Participate in all delegate meetings including teleconferences, live and conventions.
- 2 Present one comprehensive written report signed by the delegates of all meetings to the General House following the ASA-USA meetings. Such reports shall include all ASA-USA distributed document including, but not limited to, meeting minutes, communiqués, budget and financial reports
- 3 Upon submittal and approval of delegate report and receipts, each delegate shall be reimbursed up-to \$300 for the cost of travel to the convention or meeting location. Full cost of hotel rooms for the duration of the meeting shall also be reimbursed.
- 4 Whenever possible, delegates shall provide ASA-USA meeting agenda for discussion and resolution to the executives and/or General House.

3.04 **ELECTIONS:** There shall be no open campaigning for any office in the Executive Council. Campaigning is defined as any use of the media for Publicity.

3.05 VOTING

- A. The General Assembly shall nominate an ELECTORAL COMMITTEE, which shall conduct all general elections.
- B. Only members, in good standing, in the General Assembly shall be eligible to vote or be voted for.
- C. The vote of each member shall constitute one vote per issue.
- D. A member shall be registered with the association for at three (3) months and attended at least three (3) consecutive meetings, prior, to be eligible to vote in an election of the executive council.
- E. Pursuant to Section 7.08, a member who has not paid his/her late or absentee fees shall not vote
- F. In order to be voted into an Executive Council, and pursuant to Article 7.08C, a fully registered member must have been a member for at least six (6) months and must have attended a minimum of four (4) meetings in the year prior to the election date.

3.06 TENURE OF OFFICE:

- A. All officers shall be limited to a two-year term but an officer can run for two consecutive terms only, for a particular office.
- B. An officer shall not run for the same office from which he/she has just completed two consecutive terms of office until after a year

3.07 AT LARGE MEMBERSHIP to IGBO COMMUNITY ASSOCIATION of NIGERIA, DALLAS-FORT WORTH (ICAN-DFW)

- A. Anambra State Association DFW shall be a member of Igbo Community Association of Nigeria (ICAN) to:
 - 1. Serve as conduit for her members to join Igbo Community Association of Nigeria (ICAN) as At-Large entity.
 - 2. Support the unification of Ndi-Igbo in Dallas Fort Worth metro Area through ICAN

3 Foster brotherhood and friendship among Igbo through ICAN

- B. ASA-DFW Member Requirement for ICAN membership: Prospective candidates for ASA-DFW membership to ICAN shall qualify under any of the following:
 - 1. Be a full member of ASA in good standing and shall not be registered with any other organization in ICAN.
 - 2. Member who wants to join ICAN when their Anambra Towns, local government area (LGA) or other Anambra Community entity has not joined, refused to or does not want to join ICAN
 - 3. Wards of qualified member families in good standing, who are 18 years or above, provided that such wards are sponsored by the qualified member. This is to ensure that all Ndi-Igbo are registered in ICAN.
- C. ASA-DFW Funding for ICAN Membership Dues and levies: Funding of ASA-DFW ICAN membership dues shall be
 - 1. Based on the number of members joining ICAN through ASA-DFW at large membership and, as delineated by the delegate numbers established and graduated by ICAN By-Laws
 - 2. Paid by those joining ICAN through ASA-DFW, however, one time registration fee shall be paid by ASA-DFW.
- D. ASA-DFW ICAN Membership Management: For ICAN ASA DFW membership management:
 - 1. ASA-DFW shall compile list of members who want to join ICAN and submit such list to ICAN as required by ICAN by laws. Such list may change from time to time with membership requirement obligations. Such list shall contain, as a minimum, name, address, town in Anambra, and phone number of the prospective member.
 - 2. Head Delegate shall be appointed by the president to:
 - a. Manage ASA-DFW ICAN membership and coordinate the delegate participation in ICAN.
 - b. Ensure that ASA-ICAN members meet their financial obligations to ICAN.

- 3 President shall appoint delegates, including head delegate, to ICAN from ASA-DFW ICAN membership list in good standing.
- 4 The president shall be a member of the delegation to ICAN, when he/she is on the list of membership of ICAN through ASA-DFW.

3.08 DUTIES OF OFFICERS AND AUDITOR:

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

1. Preside over and call to order, all meetings of the Executive and General Assembly.
2. Assign officers and/or members to undertake special or regular tasks upon approval by a simple majority of the Executive Council or General Assembly.
3. Appoint and/or recall committee Chairpersons with the approval of the Executive Council.
4. Be informed by Committee chairpersons of all meetings and agendas with reasonable advance notice.
5. Have the power to invite consultants, and advisers to executive or general meetings upon approval by a simple majority of the' General Assembly.
6. Be the spokes-person of the Association and shall be a signatory to ASA Checks.
7. Summon general, executive and emergency meetings and notify the secretary pursuant to Articles Three (3) and Seven (7).
8. Present written reports to the Board of Directors for deliberation and consideration. Such reports shall include all matters presented to the Board Of Directors by the President.
9. Present potential members to Board of director, in full consultation with the executive council, to the General House for final selection and approval.

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

- 1 In the absence, disability or incapacitation of the President, have the power to perform the duties of the President.
- 2 Assist the President at all times.

- 3 In case of resignation of the President, assume the Presidents office and serve out the term of the resigned President, and the Executive Council shall appoint a new Vice President who shall also serve out the term of the old Vice President, until a constitutionally mandated elections are due.

C. **General Secretary:** It shall be the duty of the General Secretary to:

- 1 Record and present minutes of all meetings.
- 2 Give proper and timely notices of all executive and general meetings. Notice of general meetings shall reach all members no later than a week prior to the meeting date.
- 3 Keep members informed of all significant developments involving the Organization and/or members.
- 4 Be the custodian of the ASA documents other than financial records.
- 5 Reconcile with the Treasurer and Financial Secretary, and record in the meeting minutes, all payments and new membership, , at the conclusion of each meeting.
- 6 Keep attendance record of all members

D. **Assistant General Secretary:** The Assistant General Secretary shall:

- 1 Assume the duties and responsibilities of the General Secretary during his/her absence.
- 2 Assist the General Secretary at all times.

E. **Treasurer:** The Treasurer shall:

- 1 Be the custodian of all funds, securities, bank accounts and check books of the Organization.
- 2 Deposit funds (Checks, monies etc) and securities in the name of the Organization, within 3 (three) working days of receipt from Financial Secretary or collection, in such bank or banks as the General Assembly may designate.
- 3 Be signatory to the Organization checks and issue checks and vouchers signed by the appropriate signatories.

F. **Financial Secretary:** The Financial Secretary shall:

- 1 Collect funds (dues, levies, fines, pledges, donations, — etc) on behalf of the ASA and transfer same to the Treasurer for deposit into the ASA's bank account within two (2) working days of collection.

- 2 Keep all records of the, finances, including bank statements and the comprehensive financial report.
 - 3 Maintain ASA financial records and render proper and accurate accounts of the financial position at all executive and general meetings. Be signatory to checks of ASA, in the absence of either the president or the treasurer.
 - 4 Reconcile all financial collections with the Secretary and Treasurer at the conclusion of each meeting for documentation in the meeting minutes
- G. Assistant Financial Secretary:** The Assistant Financial Secretary shall:
- 1 Assist and work closely with the Financial Secretary.
 - 2 Assume the duties and responsibilities of the Financial Secretary during his/her absence and.
 - 3 Assist the Financial Secretary at all times
- H. Publicity Officer:** The Publicity Officer shall be:
- 1 The chief public relations officer of Association.
 - 2 Responsible for all external publicity relating to the ASA's activities as approved by the Executive Council or the General House.
 - 3 Responsible for attracting new members.
- I. Provost:** The Provost shall:
- 1 Be responsible for maintaining civility, order and decorum during meetings.
 - 2 Warn and/or penalize offenders as deemed appropriate.
 - 3 Assist the President to recognize speakers on matters under discussion.
 - 4 Any member who dissents or disagrees with any penalty, fine or warning issued or imposed by the Provost is expected to obey and comply first, then petition the General assembly for review and redress. Any member deemed in breach by the provost shall receive a warning the first time. A second warning shall result in a fine of \$1.00. Offending Member shall lose speaking and voting privileges until such fines are paid. Repeated breach of these rules by any member, after a fine has been assessed on that member shall lead to suspension and removal of that member from the meeting, for the duration of the meeting.
- J. Auditor:** Functions of the Auditor shall be as follow:
- 1 The Auditor shall be appointed by the General assembly

at the November meeting of each year. The Auditor shall not be a member of the Executive Council.

- 2 The Auditor shall audit all the accounts of the ASA, at least once every year.
- 3 All ASA financial records including the minutes book shall be available to the auditor no later than November 30 of each year of Audit
- 4 The Auditor shall submit a comprehensive audit report of the financial position of the Organization with recommendations to the General Assembly, no later than the first February meeting following the Auditor's appointment.
- 5 The Auditor's term of office terminates at the end of the audit period and may be re-appointed for no more than two consecutive terms.

K. Swearing-in of Officers:

The newly elected officers shall be sworn in at the next scheduled meeting following the election and the oath of office shall read as follows:

"1.. do solemnly swear (or affirm) that I will faithfully execute the office of and will, to the best of my ability, preserve, protect and defend the Constitution and By-Laws of the **ANAMBRA-STATE ASSOCIATION,DFW**, so help me God."

- L. Handover:** The incumbents shall work closely with the newly elected officers between the election and the next scheduled general meeting. All documents and other properties of the ASA shall be handed over to the newly elected officers upon being sworn in.

3.09 COMMITTEES: The Association shall have an executive council and standing committees as listed below.

A. Executive council: Pursuant to article 3.02, This executive council shall be:

- 1 The elected officers of the Association.
- 2 The policy formulating body of the Association with the Board of Directors. Such policies shall be approved by the

general assembly by consensus or voting.

- 3 Be holding periodic meetings to formulate policies and ensure that the Association's objectives and policies are facilitated.
- 4 At the discretion of the President, any other member may be invited to the Executive Council meetings

B. Ad-Hoc Committee: Such as Electoral Committee shall be:

- 1 Created for specific purposes and assignment.
- 2 Dissolved upon completion of its purposes and assignment or earlier, by a resolution of the House.

C Standing committees: Standing committees shall be as follows:

- 1 **Operations Committee:** ***Shall cease to exist upon the establishment of Board of Directors. Functions of the operations committee have been subsumed by the Board of Directors***
- 2 **Membership Committee:** The mission of membership committee shall be to create a directory of all Anambra parochial organizations in the DFW area and their members, and all other Anambra indigenes in the area. Develop recruitment strategies that would attract more members to the association. Membership Committee shall:
 - a. Create and maintain a directory of all Anambra Parochial organizations in DFW metro area
 - b. Work with the Executive committee to maintain, at all times, a current list of the membership.
 - c. Organize visits to DFW parochial Anambra organizations and entities for the sole purpose of new members recruitment.
 - d. Organize and prepare membership packages for new members. A Membership package shall include, as a minimum, by-laws, most recent meeting minutes and ASA-DFW promotional materials.

- e. Review and suggest membership requirement to ASA-DFW executives council
- f. Develop and implement membership retention strategies for ASA-DFW

3. Social/Welfare Committee: The mission of social/Welfare committee is to develop and recommend programs that could cater to the social needs and welfare of our immediate community, and the greater community in Anambra State. such programs include medical mission, academic scholarships/grants, Picnics, social entertainment, book drives, etc.. Social/Welfare committee shall:

- a. Organize entertainment and social activities for ASA-DFW.
- b. Organize Picnic for ASA-DFW (including event budget, inventory and activities).
- c. Work with executive committee to present activities to the general house for approval.

4. Publicity Committee: The Mission of publicity committee is to promote ASA-DFW programs and activities and coordinate such efforts with the national body (ASA-USA) and the greater DFW Igbo community. Publicity Committee Shall:

- a. Develop promotional documents for ASA-DFW
- b. Catalog ASA-USA Achievement and benefits for promotional purposes
- c. Coordinate Web site updates and develop content for approval by the general house

5. Economic Development: The Mission of Economic Committee is to develop funding strategies to implement programs and projects agreed upon by the association. Effectively address issues, matters and policies that may adversely impact the well-being of this association or its members. Economic committee shall:

- a. Evaluate, propose and implement economic viability packages of ASA-DFW and her membership.

- b. Provide input to ensure financial stability of the association
- c. Propose and implement fundraising methodologies and strategies for the Association including solicitations from foundations for non profit entities

D Committee Chairman. Committee Chairman Shall:

1. Set the tone for the committee's work.
2. Ensure that committee members have the information they need to do their tasks.
3. Oversee the logistics of committee operations.
4. Work closely with the president, executive council and general membership to execute the terms of reference stipulated when the committee was created.
5. Assign work to the committee members, set the agenda and run the meetings, and ensure distribution of committee meeting minutes.
6. Initiate and lead the committee's annual evaluation.

3.10 **BOARD OF DIRECTORS (BOD):** There shall be a body of Seven (7) members of ASA-DFW who shall constitute the Board of Directors (BOD) of ASA-DFW.

A. BOD Membership and membership criteria

1. The president of ASA-DFW shall be an automatic member of the BOD, but shall not be its chairman. No other member of the Executive Council shall serve on the Board of Directors.
2. A member of Board of Directors shall be a member of ASA-DFW in good standing in the past two consecutive years, and must have attended ten (10) meetings in those two years, prior to being a member of the BOD.
3. The president shall after full consultation with the Executive Council, present a slate of potential members of the Board of Directors to the General House for final selection and approval, at a duly constituted General Meeting.

4. The Initial Board of six (6) members shall be elected from a slate of eight (8) potential members to be presented by the President subject to Article 3.11 sub3 above
5. For subsequent Board Member elections, where three members are to be elected, the President shall present a slate of four (4), subject to Article 3.11 sub 3 above.
6. A board of member shall serve a term of three (3) years and may be re-elected but shall serve only two (2) consecutive terms.
7. Initial Board of Directors shall be staggered so that three members shall serve a term only, but shall not be eligible to run for a second consecutive term. The other three Board members shall be eligible to run for a second consecutive term.

B Duties and Responsibilities of Board of Directors (BOD): The BOD shall:

1. Determine with the Executive Council, the organization's mission, set policies for its operation, establish its general course from year to year and propose suggestions for the operational processes of ASA-DFW.
2. Work with the Executive Council to establish fiscal policy and boundaries, including budgets and financial controls and ensure audits are performed as mandated by this By-Laws
3. Provide adequate resources for the activities of the organization through a commitment to fundraising.
4. Ensure that the organization's operational policies and By-Laws are being followed and assist the Executive Council in meeting ASA-DFW goals and objectives.
5. Review Executive Committee actions for General Membership deliberation and approval.
6. Be the custodians of the By-Laws and perform continuous review of ASA-DFW By-Laws/Constitutions.
7. Accept and Review all proposed ASA-DFW By-Law change suggestions.
8. Suggest and promote membership growth processes and improvement options.

9. Encourage its members to attend ASA-USA Conventions, serve on committees and offer to take on special assignments.
10. Stay informed about the board and committee matters, organization's mission, services, policies, programs, including reviewing and commenting on minutes and reports.

C. Accountability of the Board of Directors to ASA-DFW: In being accountable to ASA-DFW, The Board of Directors shall:

1. Attend board and General Meetings regularly
2. Be familiar with the organization's goals, objectives and programs
3. Read preparation materials prior to each board meeting so that active, informed participation is assured
4. Make sure the organization keeps a written, permanent record of all board official actions
5. Be certain the organization is fulfilling all aspects of its nonprofit and tax-exempt status
6. Exercise general oversight over the Executive Council affairs.
7. Participate in organizational fundraising.
8. Have no individual authority separate from the Board and are expected to support decisions of the board, regardless of personal desires and/or opinions.
9. Monitor financial planning and financial reports.
10. Report BOD resolutions to the General Assembly, through the chairman or designee.

D Officers of the BOD and their duties: The officers of the Board of Directors shall include: Chairman of the Board, Vice Chairman of the Board and Secretary of the Board

- 1 Chairman of BOD (Board Chairman):** The Board Chairman shall:

- a. Be elected by the Board from its membership and serve as the chief volunteer of the organization.
- b. Partner with the Executive Council in achieving the organization's mission and objectives.
- c. Provide leadership to the Board.
- d. Summon and chair meetings of the Board of Directors, after developing the agenda with the President and other Board officers.
- e. Encourage the board's role in strategic planning.
- f. Discuss with the President issues of concern to the Board or the organization.
- g. Help guide and mediate Board actions with respect to organizational priorities and governance.
- h. Play a leading role in fundraising activities.

2 Vice Chairman of the BOD (Board Vice Chairman): The Board Vice Chairman shall:

- a. Be a successor to the Chairman in the event of death, removal or resignation, until a permanent chairman is elected.
- b. Report to the Chairman.
- c. Perform Chairman's responsibilities when the Chairman is not available.
- d. Work closely with the Chairman and other officers and board members.
- e. Participate closely with the Chairman to develop agenda and implement officer transition plans.

3 Secretary of the BOD (Board Secretary): The Board Secretary shall:

- a. Maintain records of the board and ensure effective management of organization's records.
- b. Manage and record minutes of Board Meetings
- c. Ensure minutes are distributed to members shortly after each meeting.

4. Be sufficiently familiar with legal documents (e.g. articles, By-Laws, IRS letters) to note their applicability during meetings.
5. Upon meeting summons by the BOD Chairman, send notifications for board meetings, with full agenda, two weeks prior to the meetings, except for Emergency Meetings.

E Grounds for Removal from BOD membership:

- a. Negligence of duties
- b. Lapse in ASA-DFW membership
- c. Lacking in BOD Meeting attendance
- d. Subject to requirement of membership and officers' conduct, pursuant to article 5.01 and 5.04.

**ARTICLE FOUR: POWERS OF THE EXECUTIVE COUNCIL
(THE COUNCIL)**

- 4.01 The Council shall be the governing and policy implementing body of the ASA-DFW. The Council shall consist of all elected officers of the ASA-DFW. The Executive Council shall set the agenda and implement policies of the Association, however, such policies, formulated by the Board of Directors and Executive Council, and agenda must be approved and ratified by the General Assembly.
- 4.02 The council may set-up committees it may deem necessary to discharge its functions and charge such committees with specific or general functions and directives in the interest of the Organization.
- 4.03 When the need arises, the Executive Council may disburse up-to and including the sum of \$100, without the approval of the General Assembly. However, such expenditures shall be reported to the General Assembly at the next general meeting following such expenditures.

- 4.04 The Council shall have the power to act on behalf of the ASA in emergencies such as death of a member, immediate family member or relatives, etc. The Council shall, however; notify the General Assembly immediately.
- 4.05 The General Assembly shall have the sole power to remove or discipline any official in accordance with Section 5.02 of the Constitution and By-Law of the Organization.

ARTICLE FIVE - MEMBERSHIP AND OFFICIAL RESPONSIBILITIES

- 5.01 **MEMBER CONDUCT:** The organization shall expect all members to abide by Local, State and Federal laws, and the rules and regulations of the ASA-DFW.
- 5.02 **MEMBER SUSPENSION AND REMOVAL:** A member shall be suspended or removed by the vote of a two-third (2/3) majority of the members of General Assembly for the following reasons:
 - A. Verifiable gross misconduct or actions deemed to be detrimental to the good name and reputation of the Organization;
 - B. Persistent refusal by a member to abide by the constitution and by laws of the Organization. A member shall be suspended for cause only after reasonable notice and opportunity to be heard.
 - C. A member who feels that He/She has been unjustifiably suspended shall have the right to petition the General Assembly for redress within sixty (60) days of the suspension or removal. The General Assembly has sixty days within which to institute consultation with the affected member.
- 5.03 **MEMBER DISCIPLINE**
 - A. The house shall appoint a disciplinary committee of five (5) members for alleged violations by a member.
 - B. A member who violates the code of conduct shall be sent to the disciplinary committee by a simple majority with a timetable.
 - C. Any member facing a disciplinary action shall be allowed to defend himself/herself within a reasonable period of time to be set by the House.
 - D. The decision of the disciplinary committee shall be subject to the approval of ASA

- E. Any punishment shall not be arbitrary or capricious and shall fit the offense. Punishment shall be one or a combination of the following:
 - 1 Censure
 - 2 A fine not to exceed fifty dollars (\$50.00).
 - 3 Loss of office held.
 - 4 Loss of membership, for up-to one year.
- F. Where it is necessary to use the services of any law enforcement agency to restore order at an ASA meeting or event, the member(s) causing such action shall be expelled from ASA immediately. Such member(s) can apply for new membership after a period of one year, and after paying a fine of fifty dollars (\$50.00).

- 5.04 **REMOVAL OF OFFICERS:** Any officer neglecting his/her duties as defined in the Constitution and By-Laws may be removed from offices in accordance with the following:
- A. To remove an officer, a petition signed by at least twenty percent (20%) of the members of the General Assembly in good standing shall be submitted to the Secretary (or Assistant Secretary, if the secretary is the target).
 - B. Within seven (7) days, the Secretary (or Assistant Secretary) shall verify the signature on the petition for authenticity and eligibility and notify the target officer by certified mail with return receipt.
 - C. Upon completion of the verification, the Secretary shall place the issue on the agenda of the next general meeting for discussion
 - D. The said officer shall be allowed to present his/her case before the properly constituted General Assembly.
 - E. A two-third (2/3) majority vote of the General Assembly shall decide the outcome of the petition.
 - F. If for any reason an officer resigns or is relieved of his/her post, the person serving as vice or assistant shall take over of that office until the next duly constituted general election is held. In the absence of a vice or assistant, the president shall have the power in consultation with the Executive Council to appoint an interim replacement.

- G. In the event of an extreme emergency or distress situation, such as dissolution of the Executive Council, or of the Association or mass resignation of officers, or major financial crises involving the President, or any crippling deadlocked situation which is otherwise unresolved, the Board of Directors shall, upon good cause shown, assume prompt automatic legal control and leadership of the Association and its assets and property, and shall nominate a Caretaker Committee no later than thirty (30) days from the date of such emergency, who shall run the affairs of the Union pending the election of new officers for the Association, or the resolution of the deadlocked issue otherwise.
- H. Any Executive Member who resigns or is relieved of his/her duty is considered to have served a one full term.

- 5.05 **GROUND FOR REMOVAL OF OFFICERS:**
- A. Grounds for removal from office are:
 1. Gross, reckless, and negligent use and abuse of power;
 2. Embezzlement of the organization funds.
 3. Using the position or .the office for personal gain or neglect of duties;
 4. Nonperformance or neglect of duties;
 5. Any other acts, action, and activities considered to be detrimental to the best interest and good name of the Association.

ARTICLE SIX- SOURCES OF FUNDS AND APPROVAL OF INSTRUMENTS

- 6.01 **ASA-DFW SOURCE OF FUNDING**
- A The ASA, DFW activities and the General secretariat are to be financed through:
 1. Registration fees;
 2. Membership dues;
 3. Special Levies;
 4. Donations; and
 5. Promotions, and/or participation in fund-raising or income generating activities as recommended by the Executive Council and approved by the General Assembly.
 - B ASA, DFW may solicit or accept funds from outside sources only where the acceptance of such funds does not reduce the independence and integrity of the organization, and provided that the administration and expenditure of such funds

are under the control of the ASA-DFW, and consistent with the letter and spirit of the ASA- DFW Constitution, By-Laws and general policies.

- 6.02 ASA shall undertake and promote, sponsor, co-promote or co-sponsor social and cultural activities deemed to be in the best interest of the organization.
- 6.03 The President and Treasurer shall sign checks, notes drafts, orders for the payment of money and obligations of the ASA and all contracts. However, in the absence of either the President or the Treasurer, the Financial Secretary may sign.
- 6.04 Special Projects: For special projects that require long planning and accounting, a separate checking account shall be set up at the planning stage of the project and closed at the conclusion of the projects after all checks from the account have been cleared and a full financial report submitted, accepted and approved by the General Assembly. The Chairman of this special project and the President shall have signatory authorities to the checks of the project.

ARTICLE SEVEN - MEETINGS

- 7.01 **General Meetings**
 - A General meetings shall be on the First Saturday of every month. Under adverse conditions (such as inclement weather), such monthly meetings shall be rescheduled by the President in full consultation with the Executive Committee.
 - B General meetings are open to all members. Observers shall be allowed to attend up to two meetings, but shall register by the third meeting.
 - C General meetings shall have a clear agenda published prior to the meeting.
- 7.02 **Meeting Summons:** Pursuant to article 3.08, General, Executive and Emergency Meetings shall be summoned by the President. In the absence of the President or the Vice President, the General Secretary shall summon General, Executive and Emergency Meetings, with full consultation with the executive committee.
- 7.03 **Executive Meetings:** Executive meetings shall be held by the Executive Council as circumstances warrant. They shall meet at least once every two months

7.04 **Emergency Meetings:** The president and the Executive Council shall summon an emergency General Meeting when and as they deem it necessary. All Emergency Meeting shall be summoned with a clear agenda for the emergency.

- A Emergency meeting shall not be summoned to overturn a decision or nullify an election result reached by the general assembly at a duly constituted meeting. Agenda for the emergency must be clear and communicated to members.
- B Any member may petition the President and the Executive to summon an emergency meeting provided that:
 - 1 Such member shall secure Ten (10) signatures of registered ASA, DFW members on the petition
 - 2 The petition, with Signatures, shall be submitted to the Secretary, who shall summon the Emergency Meeting on behalf of the petitioner
 - 3 The emergency meeting shall be presided by the President, pursuant to Articles 2,7.02, 7.04.1, 7.05, and 7.10.

7.05 **Time and Length:** All general meetings shall start at 6:00 p.m. and end at 8:00 p.m. promptly. Meetings may, at the discretion of the president, be extended as necessary beyond two hours from the time of the start of the meeting, with a motion and a simple majority vote, for extension of meeting. Pursuant to article 7.11, General Meetings shall not be held in December of the fiscal year

7.06 **Venue:** Venue for the next meeting shall be determined at the end of each general meeting. All Executive Meetings shall be held at any venue convenient to the Executive Council.

7.07 **Host:** Host of any meeting shall be voluntary when necessary.

7.08 **Lateness & Absenteeism:** (only a spouse is considered for lateness or absenteeism)

A **Lateness:** Pursuant to Article 7.08C, arrival after the reading and adoption of the meeting minutes shall be considered lateness. Lateness shall carry a fine of Three dollars (\$3.00). Member who is late to a general meeting shall not speak or vote at meeting until late fines are paid.

B **Absenteeism:** Pursuant to Article 7.08C, arrival after the adjournment of General Meeting or not attending a General Meeting is considered absence from Meeting. Absenteeism shall carry a fine of Five dollars (\$5.00).

C Spousal Exclusions: Unless running for executive office, where husband and wife are registered members, the attendance of one (1) at meetings and events fulfill the attendance obligation of both spouses as mandated by the By-Laws.

7.10 **Quorum:** Five (5) floor members and two (2) Executive committee members, one of whom must be the President, VP, or Secretary shall for the quorum.

7.11 **Fiscal Year:** ASA fiscal year shall begin on the first day of January and shall end on the last day of November of the same year. December shall be the transitional period

ARTICLE EIGHT- AMENDMENTS

8.01 The Constitution and By-Law may be amended, replaced, altered in whole or in part by a 2/3rd majority vote of the General Assembly in attendance at any duly called constituted meeting.

8.02 Notice of the proposed amendment or replacement must reach the Executive Council and the General Assembly in writing at least thirty (30) days before the date of the meeting at which the proposed amendment is to be considered. A description of any proposed amendment shall accompany the notice of meeting at which such proposed amendment is to be considered and voted upon.

8.03.1 The Executive Council shall not alter or repeal any part of this Constitution and By-Laws adopted by the General Membership, but may adopt riders, in harmony therewith, which may be amended by the General Assembly at a meeting called for this purpose.

8.04 Except for election voting amendment which shall become effective from the next scheduled general election following the date of the ratification, amended By-Laws shall become effective from the next scheduled General Meeting following the amendment ratification.

ARTICLE NINE - DISSOLUTION

9.01 Two-thirds (2/3) of simple majority vote of all the active and financial membership shall be required to pass a motion calling for dissolution of the association.

9.02 The minutes of the deliberation shall clearly reflect the justification for such motion as well as the full names of the attendees

9.03 In the event that the above requirements are met, ASA- DFW shall stand dissolved and all its assets, after its obligations and liabilities

are settled, shall be donated to any institution of public service in ANAMBRA state. Such institution must be owned and operated by, or for the common benefit of the entire state and without bias to village or religious affiliation/s. The Nnamdi Azikiwe Teaching Hospital in ANAMBRA, is an example.

ARTICLE TEN - JURISDICTION

10.01 The provisions of this CONSTITUTION are severable. If a court of competent jurisdiction rules that any provision of this CONSTITUTION is invalid or unenforceable, such a ruling will not affect the validity or enforceability of any other provision of this CONSTITUTION and the CONSTITUTION shall be deemed to be modified and amended so as to be enforceable to the extent permitted by law.

10.02 This CONSTITUTION shall be governed by and construed in accordance with the laws of the State of TEXAS, and USA.

ARTICLE ELEVEN - RATIFICATION AND ADOPTION OF THE CONSTITUTION AND BY-LAWS

11.01 This Constitution and By-Laws shall become an instrument of the ASA, DFW only after it is ratified and adopted by simple majority, of the General Assembly present at a General Meeting, where such ratification shall be part of the meeting agenda with adequate notification.

11.02 This Constitution and By-Laws are hereby ratified and adopted on this 2nd day of June in the year of our Lord, Two Thousand and One (2001). The second revision of the Constitution and By-Laws is ratified in the year of the Lord Two Thousand and Nine (2009). This revision of the Constitution and By-Laws is ratified in the year of the Lord Two Thousand and Ten (2010). In witness whereof, we have hereunto subscribed our names.

Nnaerika Okonkwo, Operations Committee Chairman

George Egbuniwe, Ex-Officio - President

Paul Iwuchukwu, President 2010

This day, May 1, 2010