

THE CONSTITUTION OF THE ODUWA ASSOCIATION IN MILWAUKEE



Founder: Dr. Samuel Awe

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PART 1

ARTICLE 1: INTRODUCTION

1.1 PREAMBLE

We, the members of Odua Association in Milwaukee, a socio-cultural organization (hereinafter referred to as the ‘Association’), having agreed that we have and share a common past and heritage, desirous to perpetuate the bond amongst us and to give back to our community, consciously and unanimously agree to bind ourselves to this Constitution for the smooth administration of our Association and the proper conduct of our Association’s affairs as set out herein.

1.2 OBJECTIVES AND GOALS

The Association shall have the following objectives and goals:

- i. To promote interaction, affection and understanding within the Association generally and amongst the Association’s members specifically.
- ii. To promote the Yoruba culture to Association members and the community at large.
- iii. To serve as a networking organization for promoting economic development, by sharing information and patronizing one another.
- iv. To engage in activities and projects that promote or sustain the welfare of the Association’s members and or their immediate families
- v. To identify issues and engage in efforts pertinent to advance the Association, especially in the areas of community engagement, prosperity of members, prominence and social recognition and good governance.
- vi. To focus on such other similar objectives and goals, as may be deemed fit by the Association from time to time.

1.3 VISION/MISSION STATEMENT

1.3.1 Our Vision: We envision a thriving, prominent and culturally connected Yoruba community in the United States of America.

1.3.2 Our Mission Statement: Our mission is to

- i. Increase the access and integration of our members into the Greater Milwaukee community.
- ii. To promote the understanding of the proud, rich and diverse heritage of the Yoruba people.
- iii. To seek the preservation of the Yoruba culture, traditions and values amongst her members.

1.4 NAME/EFFECTIVE DATE

The Association shall be known as “**ODUA ASSOCIATION IN MILWAUKEE**” and this Constitution shall be effective upon ratification by the **GENERAL ASSEMBLY** of the **ODUA ASSOCIATION IN MILWAUKEE** on **27th of FEBRUARY, 2022**.

1.5 FISCAL YEAR

The financial year of the Association shall be January 1st through December 31st each year.

1.6 ADDRESS/LOCATION

- i. For administrative purposes, the office and location of the Association shall be situated at 8310 W Appleton Avenue, Milwaukee, Wisconsin, 53218 or as may be advised by the Executive Council.
- ii. This Constitution recognizes the use of electronic venues and addresses as may be specified by the Association’s Executive Council from time to time.

1.7 NATURE OF THE CORPORATION

This Corporation is a non-stock, non-profit corporation organized under Chapter 181 of the Wisconsin Statutes. This Corporation has Tax exempt 501(c) (3) status.

1.8 POWERS

This Corporation shall have and may exercise all powers and privileges of a corporation organized under Chapter 181 of the Wisconsin Statutes, which are necessary to effectuate its declared objectives.

1.9 LOGO & COLORS

The Logo of the Association depicted hereunder represented by the head of Oduduwa with the inscription of the name of the Association under the wreath. The lines on the face akin to finger prints which are unique to every individual.....our identity. Our colors are deep brown and orange. Use of the logo is not permitted unless in pursuance to the Association’s business and authorized by the Executive Council.



PART 2

ARTICLE 2: MEMBERSHIP AND RIGHTS

2.1 ELIGIBILITY

- i. Membership shall be open to all Yoruba people and any member of the general public who subscribes to the objectives of the Association.
- ii. Being a Private Foundation, members will be required to have an appreciation of the Yoruba language, culture and tradition either through nationality, ethnicity, marriage, residency or any other affiliation.
- iii. The applicant or spouse must be a Yoruba person or have Yoruba parent(s) where the applicant(s) are Nigerians. Where they are Non-Nigerians, other considerations shall become applicable.
- iv. Applicants must have observed two (2) monthly meetings of the Association and these meetings do not need to be consecutive.
- v. A recommendation by an existing member shall be considered mandatory in support of a new application in addition to the completion a Membership Form.
- vi. Membership shall be open to anyone meeting the stipulations in Article 2.1 and aged 21 years or older.

- vii. All application for membership shall be reviewed and approved by the Membership Review Committee and ratified by a simple majority of members.

2.2 TYPES OF MEMBERSHIP

There will be two types of membership:

- i. Regular membership
 - a. Spouses and Children up to 18 years of age.
- ii. Members at Large.
 - b. Members at Large are unable to attend meetings due to disability, work schedule and/or distance of residence from metro Milwaukee.
 - c. Meeting requirements shall be waived for members at large.
 - d. Members at large cannot hold any elective office but are allowed to vote.

2.3 MEMBERSHIP REQUIREMENTS

To be a member in GOOD STANDING, the following requirements must be met:

- i. Every Member shall endeavor to be a financial member upon full payment of annual dues, levies and fines by the due dates as may be approved from time to time by simple majority of members present at any General Meeting.
- ii. A new member shall pay a \$50 dollar registration fee on the first day of joining the Association. Annual membership dues shall be prorated on a quarterly basis for a new member and shall be paid in the month of joining the association.
- iii. Regular members must attend a minimum of seven meetings within a calendar year.
- iv. Completion of a Membership Form at the point of entry or any change in circumstances such as moving addresses or addition to the family.
- v. All members must abide by the rules and regulations of the Association.

2.4 MEMBERSHIP RIGHTS

- i. All members shall have the right to participate in any General Meetings, and all other activities, provided they have fulfilled their financial obligations towards the Association as may be required for such activities.
- ii. Only members in good standing and meeting any specific requirements will be eligible to vote, be nominated or run for elective offices within the Association.
- iii. A new member is immediately conferred with the right to vote and eligible to be appointed to serve in committees. They are further eligible to run for office after one year anniversary as a member.
- iv. Any member of the Association shall have the right to bring complaints against any member of the Association or Executive Council before the general house.
- v. A deceased member's spouse retains their rights and privileges subject to meeting the constitutional requirement of a member in good standing.

2.5 CESSATION OF MEMBERSHIP

Membership shall cease under the following circumstances:

- i. Where a member fails to be in good standing.
- ii. Where a member is imprisoned for a crime. Such member may reapply for reinstatement after release.
- iii. If the Association finds a member guilty of disruptive behaviors while in a General meeting or any other misconduct unbecoming of a Member, subject to a thorough conflict resolution process as defined in Article 3.5.6.

- iv. If member resigns their membership at any time on giving notice, in writing, to the General Secretary of the Association provided he fulfills his financial and other obligations to the Association.
- v. Upon the death of a Member and the spouse elects to discontinue.
- vi. A formal letter of intent to terminate membership will be written by the General Secretary to a member who is not in compliance with Article 2.5.1 provisions upon:
 - a) The general recommendation by majority of the Executive Committee,
 - b) Consideration of this recommendation by the Membership Committee,
 - c) The approval of the general house of the Association.

2.6 REINSTATEMENT OF MEMBERSHIP

Terms for reinstatement are as follows:

- i. Anyone whose membership was suspended can apply for reinstatement after their period of suspension. They will be required to pay a \$50.00 registration fee and their application shall be subject to evaluation by the Membership Review Committee.
- ii. Anyone who resigned their membership could reapply for membership after a full year of absence. A \$50.00 registration fee is required to reapply and their application shall be subject to evaluation by the Membership Review Committee.
- iii. Anyone whose membership is terminated per Section 3.5.6 cannot reapply for membership.

ARTICLE 3: ORGANIZATION & OFFICERS

3.1 ORGANIZATION OF THE ASSOCIATION

In honor of Dr. Samuel Awe, the founder of Odua Association in Milwaukee, his name will be imprinted on the front page of our Constitution as the founder.

3.1.1 Elected Officers

The Association shall be administered by elected officers to the following Executive Offices:

- i. President.
- ii. Vice President.
- iii. General Secretary.
- iv. Financial Secretary.
- v. Treasurer.
- vi. Social Secretary /Public Relations Officer.
- vii. Ex-Officio Member - Immediate Past President & Unelected member.

3.1.2 Tenure of Office

The tenure of offices of elected members of the Executive Committee shall be for a two (2) year period, provided also that an officer may be re-elected for another two (2) year term. No officer may serve in the same capacity beyond four (4) consecutive years.

3.1.3 Election of Executive Officers

The election of Executive Officers of the Association shall be by simple majority votes (electronic or otherwise) at a time and place determined by the Electoral Committee or Returning Officer.

3.1.4 Binding Effect

The Association shall be bound by the provisions of this Constitution, and shall ensure at all times that Members are elected into the offices of President, General Secretary, Financial Secretary and Treasurer at a minimum.

3.1.5 Administration

The Association shall as much as possible be administered generally to promote its objectives and goals (in line with the Vision and Mission Statement) of the Association, but specifically to adhere to this Constitution.

3.1.6 Patrons

The Association shall also have **Patrons** (refer to Article 3.6) who are reputable people that share the Association's values and agree to lend their names and credibility to the Association.

3.2 VACANCY IN & REMOVAL FROM OFFICE

An Executive Office shall become vacant if:

- i. The Office holder resigns.
- ii. The Office holder relocates out of the Milwaukee metropolis and its environs.
- iii. The Office holder dies while in office.
- iv. The Office holder is incapable of performing the functions of office due to infirmity of mind or body or both.
- v. The Association Members voting by simple majority of Financial Members at a General Meeting decide that such an officer be removed from office.

3.2.1 Removal from Office

Any member of the Executive Committee can be removed from office where

- i. The office holder engages in acts that bring the association into disrepute.
- ii. The office holder is deemed incompetent.
 - a. Incompetence generally denotes the inability to do a job to a satisfactory standard, specifically the following define incompetence
 - a) Their work output is considered less than stellar
 - b) Their work output is consistently delivered behind schedule
 - c) Demonstrate poor people skills
 - d) Their skill set is short of that required for the office and no effort has been made to address the skill deficiency.
- iii. The office holder is absent from Executive/General Meetings on three (3) consecutive occasions, without any reasonable excuse or permission from the President/Vice-President (dereliction of duty). The acceptability of the excuse shall be determined by majority of the remaining Executive Committee members subject to the receipt of a written apology where permission was not obtained.
- iv. Any member of the Executive Committee or member of the association can refer another member of the Executive Committee to the Conflict Resolution Committee where incompetence can be demonstrated in their output.
- v. Any officer of the Association deemed incompetent shall be given notification of the charges. The officer in question must respond in writing or in person within ten days to the Conflict Resolution Committee. Where the committee recommend removal from office, the officer in question shall be voted out of office by a simple majority at a regular meeting.

3.2.2 Filling Vacancies

- i. In the event of any such vacancy in office, an election must be held within Sixty (60) days from the day the office is declared vacant to replace the Executive Officer concerned. In the event that an election cannot be held to fill the vacancy within Sixty (60) days, the President may delegate another member of the Executive Committee to take up that responsibility or appoint a suitable candidate to act in that capacity until the subsequent General Meeting, where fresh elections shall be held.
- ii. In the event that any Office becomes vacant, then the role of that Office can be performed by another duly appointed/elected officer or by a Committee or that role may be merged with the role of another officer in an expanded capacity at the discretion of the President.
- iii. Where an eligible person so appointed by the President to complete the tenure of the former officer does so, the period of filling the vacancy shall not be counted as a term in office on the officer who filled the vacancy.
- iv. Any appointment by the President to fill a vacancy shall however be subject to ratification by majority of members present at the next general meeting of the Society.

3.3 FUNCTIONS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall have power to:

- i. Coordinate and control the affairs of the Association, regulate its membership and protect the interests of the members.
- ii. Submit to the Members at the First meeting of the year, its proposed plan for the coming year.
- iii. Establish Ad-hoc Committees and to co-opt Members to serve on same.
- iv. Make rules and regulations for the day-to-day management of the Association's affairs consistent with this Constitution.
- v. Raise loans and/or institute a levy in furtherance of the objectives and goals of the Association, subject to approval by majority of attendees at a General Meeting.
- vi. Acquire or dispose of property with the approval of members at a General Meeting.
- vii. Receive gifts and donations on behalf of the Association. Full disclosure on any of the foregoing must be provided to the Members at the subsequent General Meeting.
- viii. Invest the Association's funds in projects, ventures, businesses and causes it considers beneficial to the Association, subject to approval by majority of attendees at a General Meeting.
- ix. Appoint Standing Committee members.
- x. Administer all social media channels and chat groups.
- xi. Provided that membership of the Committees mentioned in Clauses 3.3 (ix) hereof, may include any Executive Committee members. Committee members with the requisite experience and qualification necessary to undertake the task of the particular committee and in good standing, shall be appointed from the Association's membership.
- xii. The Executive Committee shall provide comprehensive biannual reports in May & October of the activities/business to members at a General Meeting. Report must include a financial component.

- xiii. The Executive Committee with the approval of members in a General Meeting may request or volunteer or propose to hire one or more persons to assist the Association.
- xiv. In the event of any matter or question arising which is not covered wholly or in part by this Constitution for the time being in force, the Executive Committee shall have authority, and after due consultations with the Body of Past Presidents and Patrons, subject to the approval of Association to deal with such matter(s) or question(s) as it shall think expedient in the interest of the Association.

3.4 DUTIES OF THE EXECUTIVE COMMITTEE MEMBERS

3.4.1 President

The President shall:

- i. Promote and foster the vision of the Association in conjunctions with other members of the Executive Committee.
- ii. Preside over all Meetings of the Association (if he/she is present) and must also verify the total number of attendees at every meeting.
- iii. Convene through the General Secretary all meetings of the Association.
- iv. Co-ordinate the activities of all other officers of the Association in the performance of their duties.
- v. Be one of the three approved signatories.
- vi. Furnish Monthly and Bi-Annual and Special Reports of the activities of the Association and its organs.

3.4.2 Vice President

The Vice President shall:

- i. Assist the President from time to time generally in the discharge of his/her duties.
- ii. Deputize for the President in the event of his/her absence.
- iii. Be the chairperson of any ad-hoc committee unless he opts to delegate.
- iv. Perform any other duties set out in this constitution.

3.4.3 General Secretary

The Secretary is the chief scribe of the Association and maintains the records of the Association.

The General Secretary shall perform all the secretarial duties of the Association including:

- i. Summoning after consultation with the President, all meetings of the Association.
- ii. Sending official notices with the approval of the President.
- iii. Recording and keeping the minutes of all such meetings. They may also read out the minutes of meeting as part of the formalities during meeting.
- iv. Maintaining and updating a membership database to include all relevant information such as names of family members, date of birth excluding the year of birth, phone numbers, address and other contact details.
- v. Keeping custody of the Association's incorporation and official documents and handing these over to the incoming General Secretary at the expiration of their term of office.
- vi. Keeping custody of membership forms and ensuring new members complete this form. Thereafter using the information after confirmation of membership to

- update the membership database. They shall also ensure that existing members complete new membership forms should their information change.
- vii. Keeping custody of, administer and maintain the Meeting Hosting Roster with the support of the Social Secretary.
 - viii. Serving as a permanent member of any Membership Review Committee should this be constituted by the Association.
 - ix. Notify all members of the Association of the upcoming election by August of the election year. Nomination papers shall be provided by the General Secretary in conjunction with the Electoral Committee.
 - x. Being one of the three approved signatories.
 - xi. Such other duties as may be assigned to them by the [President or the Executive Committee].

3.4.4 Financial Secretary

The Financial Secretary shall:

- i. Generate invoices for annual dues for all members
- ii. Collect all monies on behalf of the Association and issue receipts
- iii. Keep Financial Records of monies collected for dues, insurance premiums, levies, fines, pledges, Coop contributions, Scholarships and so on and shall be responsible for presenting up-to-date reports of these collections to members at Monthly Meetings. Advance copies of these reports shall be circulated via email to members well in advance of the Monthly Meeting.
- iv. Be responsible for handing over all monies collected to the Treasurer within two (2) business days of receipt
- v. Shall perform such other duties as may be assigned to them by the President or the Executive Committee.

3.4.5 Treasurer

The Treasurer shall:

- i. Be responsible for banking all monies received by the Financial Secretary on behalf of the Association within two (2) business days of receiving such monies.
- ii. Be the custodian of the Association's check books and other financial instruments.
- iii. Be responsible for the disbursement of the Association's monies subject to the approval of the Executive Committee.
- iv. Shall keep the financial records and accounts of the Association and make his/her books of account available to the Executive Committee on request.
- v. The cut-off date for Financial Reports generated by the Treasurer shall be Friday before the Monthly Meeting.
- vi. Submit annually to the auditors not later than 30th January of the following year, all books of accounts and other documents required by them.
- vii. Shall present the income statement and financial position of the preceding financial year certified by the Auditor at the Annual General Meeting.
- viii. Shall be responsible for keeping proper books of account and shall prepare the accounts of the Association in the form necessary for statutory compliance in line with information required for 501(c)(3) organizations.
- ix. Be one of the three approved signatories.
- x. Shall perform such other duties as may be assigned to them by the President or the Executive Committee.

3.4.6 Social Secretary

The Social Secretary shall:

- i. Organize all social activities of the Association.
- ii. Publicize all activities of the Association and be responsible for its corporate image.
- iii. Assist in arranging venues and platforms to hold meetings.
- iv. Be responsible for the administration of the Association's website and social media handles
- v. Support the General Secretary in maintaining the Meeting Hosting Roster.
- vi. Recognize member's birthdays on a monthly basis and undertake all formalities necessary for this recognition.
- vii. Perform such other duties as may be assigned to him/her by the President or the Executive Committee.

3.4.7 Ex Officio Member

The ex-officio member shall be the most recent past President.

Ex Officio member:

- i. Must attend meetings.
- ii. Shall perform duties that are assigned from time to time by the Executive Committee through the President.

3.4.8 Sergeant-At-Arms

A sergeant-at-arms will be appointed by the President and his/her tenure will expire with that President, or when otherwise terminated by the President. The functions of the Sergeant-at-Arms are to help maintain orderly, dignified, and effective meetings that will make the right kind of impression on members, and guests. Specific duties of the sergeant-at-arms will be as follows:

- i. Serve as the Associations, Chief Welcome Officer (CWO). They welcomes members and guests to meetings and remains alert to their needs.
- ii. To handle, in conjunction with the Host of the meeting, the physical preparations for, and the mechanical/logistical arrangements of a meeting, and, unobtrusively, to guide the general conduct of members and guests at the meeting.
- iii. To ensure all members sign in upon arrival at the meeting and keep track of lateness to meetings or absence by members.
- iv. To ensure orderly conduct during meetings and be constantly on the alert to prevent any occurrence that might detract from the dignity and prestige expected of the Association.
- v. Enforcement and collection of payments of all fines in conjunction with the Secretary and Treasurer.
- vi. Enforcement of all disciplinary actions as determined by the Conflict Resolution / Disciplinary Committee.
- vii. Assist the President to conduct the meeting with confidence and a rule of order
- viii. Keep track of the Association's physical property, such as the banner, gavel, lectern, timing device and other meeting materials
- ix. Collect ballots and tally votes at meetings.

3.5 COMMITTEES

Committee is defined by this Constitution as a body of persons from within the Association appointed by members **OR** the Executive Committee, delegated to consider, investigate, take action on, or report on some matter.

3.5.1 Types of Committees

This constitution will recognize 2 types of committees:

i. Standing Committees

At the start of the Executive Committee tenure, they will constitute Standing committee made up of members who volunteer to avail the Association their competencies and time for the purpose of serving in these committees

- a) Conflict Resolution / Disciplinary Committee.
- b) Audit Committee.
- c) Membership Review Committee.
- d) Welfare Committee.
- e) Electoral Committee.
- f) Constitution Review Committee.

ii. Ad-Hoc Committees

- a. The Executive Committee through the Vice President may appoint members of Ad-hoc committees at any time in their tenure and as it deems necessary to carry out specific functions to assist it in achieving the objects of the Association. **The Vice President shall serve as the Chairperson of every Ad-Hoc Committee** or he/she may delegate this responsibility to another competent member of the committee.

3.5.2 Number of Committees

There shall be as many Committees as may be necessary to serve a two (2) year term or a term set by the Executive Committee and made up of at least three (3) members unless a special exclusion is set out in a relevant section of this constitution.

3.5.3 Tenure of Committees

The maximum Committee tenure shall not exceed the tenure of the Executive Committee and must end at least one week before the end of the tenure of the appointing Executive Committee unless a special exclusion is set out in a relevant section of this constitution.

3.5.4 Appointment of Committee Members

The appointment of such Committee's membership shall be by Executive Committee unless a special exclusion is set out in a relevant section of this constitution.

3.5.5 Removal of Committee Members

The removal of any Member(s) of the Committee shall be by a simple majority vote of Executive Committee unless a special exclusion is set out in a relevant section of this constitution.

3.5.6 Conflict Resolution & Disciplinary Committee

There shall be a Conflict Resolution & Disciplinary Committee (CRDC) to look into the resolution of disputes and issues, hereinafter referred to as Matter(s) that give rise for concern among members. They shall consult with each other on matters referred to

them by the Executive Committee and recommend measures to address these matter(s) which may include but not limited to

- i. Reconciliation.
 - ii. Warning.
 - iii. Suspension.
 - iv. Expulsion of any member found guilty of misconduct or misbehavior.
- The Conflict Resolution Committee recommendation(s) will be presented to the Executive Committee for acceptance and adoption unless where the recommendation(s) relate to the conduct of members of the Executive Committee **OR** include suspension or expulsion, in which case the Executive Committee presents the recommendation(s) to the general body at a Meeting for adoption or otherwise, based on a majority vote of members attending the Meeting.
 - The Conflict Resolution Committee shall be made up of **five (5) members** one of who will be the designated Chairperson. The committee shall be constituted by the Executive Committee for the purpose of deliberating matter(s) requiring resolution, making recommendation(s).

3.5.7 Audit Committee

An Audit Committee (AC) will be established to audit the accounts of Association as may be necessary from time to time, as stipulated in Article 5.6 hereof;

- i. Members of the Audit Committee shall be appointed from and nominated by Members of the Association in good financial standing, with the requisite experience and qualification necessary to undertake the task of auditing financial records.
- ii. No member of the Executive Committee shall be eligible for appointment as a member of the audit committee.
- iii. The Audit Committee shall be made up of three (3) members one of who will be the designated Chairperson. One of the members of the Audit Committee including the chairperson must have Accounting Experience unless there is no such professional competency within the Association.
- iv. In the event of any vacancy occurring in the Committee the vacancy shall be filled by the members of the Association at the next Monthly meeting.
- v. The Audit Committee members shall serve a term of three (3) years subject to a maximum of 2 terms.

3.5.8 Membership Review Committee

A Membership Review Committee (MRC) will be constituted by the Executive Committee to consider/review all membership applications and determine whether they are in line with the eligibility article of this constitution. Their determination will be final and will not be accorded a right of appeal.

- i. The Vice President and The General Secretary shall automatically be members of this committee with the Vice President serving as the Chairperson or delegating this responsibility to another competent member of the committee.
- ii. The committee shall be made up of five (5) members, three (3) of who must shall be appointed from and nominated by Members of the Association in good financial standing. The remaining two (2) members shall be members of the Executive Committee.

3.5.9 Welfare Committee

There shall be a Welfare Committee (WC) constituted to promote the health, happiness, and fortunes of the members of this Association.

- i. Membership shall include all members of the Executive Committee and any other volunteers.
- ii. The current President shall be the Chairman of this committee.
- iii. Responsibilities shall include celebratory and bereavement visitations, looking out for all members and being aware of situations that impact the physical and emotional well-being of all members.
- iv. Committee shall also periodically review the Association's Benefit system and its fitness for purpose.

3.5.10 Electoral Committee

There shall be an Electoral Committee constituted to conduct free and fair elections to elect new Executive Committee members following the expiration of the outgoing Executive Committee or where there is a vacancy before the expiration of their terms

- i. The Executive Committee of the Association shall convene an Electoral Committee by August of an election year.
- ii. The Chairman of the electoral committee shall be a Past President of the Association. *Bashorun Dan Ajibola has been acting in this capacity from Inception to date of this document.*
- iii. The Electoral Committee shall be responsible for organizing the Association's election in line with this Constitution.
- iv. The Electoral Committee Chairman shall swear in the Incoming Executive Committee at the January General Meeting following the election year.

3.5.11 Constitution Review Committee

A Constitution Review Committee (CRC) shall be constituted at the start of every new administration to continuously review the constitution for fitness making recommendations to resolve any ambiguities and offer an interpretation of its articles premised on the spirit and intentions of the writers and members who ratified it.

- i. The Vice President shall convene the Constitution Review drawing on members of the Association who volunteer their service.
- ii. The Vice President shall serve as the Chairperson or he/she may delegate this responsibility to another competent member of the committee.

3.6 PATRONS

These shall be reputable people that share the Association's values and agree to lend their names and credibility to the Association as a way of supporting it. They shall be distinguished men (patrons) and women (patronesses) herein after collectively referred to as 'Patrons'

They are to:

- i. To advise the Association.
- ii. To support the Association.
- iii. To advocate for the Association.

Benefits to our Patrons include but not limited to the following:

- i. Being listed on letterheads, brochures and publicity material to help raise awareness and support.
- ii. Public recognition.
- iii. Upon completion of their terms, their names will be engraved on a plaque/plate.

Patrons are

- i. Not to make decisions on behalf of the Association.

We shall have 2 types of Patrons

- i. **Internal Patrons:**
These are appointed from within the ranks of existing members and are required to follow membership requirements.
- ii. **External Patrons:**
These are appointed from outside the Association. They are not required to follow membership requirements. They are not required to attend meetings unless invited, and do not carry any governance responsibilities or liabilities.

The Association may appoint as many Internal/External Patrons/Patronesses as it desires at any time to form a **Patron Council**. There will be no leader in this group neither will they be required to have any formal meeting.

An Honorary **Council of Past Patrons** shall also be recognized for Patrons that have served in this capacity.

3.6.1 Qualities & Eligibility

- i. A person who has a real interest in the work (goals), values and mission of the association and has a passion for what the association does.
- ii. A person who has a high profile and can generate media coverage for our association or bring in donations.
- iii. A person who can be a special guardian, protector, or supporter of our culture.
- iv. A person who is an influential supporter of the association and has a strong personal connection.
- v. A person who can be called upon at any time for advice or guidance and someone who the members of the association have the utmost respect for as an individual.
- vi. A person who will attend events (including, most importantly, fundraising events).

3.6.2 Selection Process

The association must decide on the needs of the association before selecting a Patron

- i. Members will be approached to put forward names of people that can be considered as Patrons based on the appointing criteria and any nomination put forward by the Executive Committee will come from this pool of suggested candidates.
- ii. The Executive Committee will then present nominees to members for approval before they are approached.

3.6.3 Tenure of Patrons

The Patron & Association must reach an agreement on how much time the patron can commit to the association each year.

The tenure of our Patrons shall be a 3-year term renewable at the discretion of the Executive Committee.

This tenure shall overlap with the tenure of the appointing set of executives with the incoming executive reserving the right to extend the term of the patron or terminate.

3.6.4 Vacancy & Removal

A Patron's position shall become vacant if:

- i. The Patron's tenure expires.
- ii. The Patron resigns.
- iii. The Patron dies in office.
- iv. The Patron is found guilty of any scandal or misconduct by the Conflict Resolution/Disciplinary Committee.
- v. The Patron is incapable of performing the functions of office due to infirmity of mind or body or both.
- vi. The Association Members in good standing voting by simple majority at a General Meeting decide that such a Patron be removed from office (with or without cause).

ARTICLE 4: ELECTION OF OFFICERS

Elections shall be held every two years at the General Meeting held in **November** and all newly elected officers shall assume their duties in January following the election

4.1 ELIGIBILITY

To be eligible to contest to be a member of the Executive Committee, the candidate:

- i. Must be a member of the Association for at least one (1) year as at the Election Date.
- ii. Must be in good standing
- iii. No member shall hold the same office for more than two consecutive terms.
- iv. Must be Yoruba if contesting to be President or Vice President

4.2 ELECTORAL COMMITTEE

Refer to Article 3.5.9

4.3 ELECTION PROCEDURES

- i. The General Secretary shall notify all members of the Association of the upcoming election by **September of the election year**. Nomination papers shall be provided by the General Secretary in conjunction with the Electoral Committee.
- ii. Nomination of candidates for election or re-election to the Executive Committee shall be made by Nomination Papers supported by not less than two members, who shall also be in good standing. A member may also put themselves forward by competing the Nomination Form and having 2 members cosign his form.
- iii. The Nomination Papers must be received by the General Secretary not later than September monthly meeting in the election year.
- iv. Such notice shall be accompanied by a written acceptance and manifesto from each candidate of his willingness to serve if elected or re-elected and of their plans in office.

- v. The General Secretary shall thereafter turn over all Nomination Papers, Written Acceptances and Manifestos to the Electoral Committee.
- vi. A list of the names of all candidates nominated for election or re-election shall be sent to all members of the Association by the Electoral Committee using any means deemed appropriate in notifying all members of the Association.
- vii. The Electoral Committee shall publish the election modalities prior to the conduct of election.
- viii. The Returning Officer or Electoral Committee Chairman shall ensure orderly conduct of the Elections.
- ix. The method of conducting elections shall be by secret ballot of those members eligible to vote who are present at the meeting or by electronic voting unless voting by show of hands is demanded by the majority of members eligible to vote and present at the meeting.
- x. Whenever events and situations make physical voting impracticable, the Electoral Committee may activate an electronic/remote voting protocol in a manner considered appropriate.
- xi. Where a nominee runs unopposed, members shall still be required to cast votes in favor of the candidate.
- xii. In the event of equality of votes between two or more candidates for any vacancy, the Electoral Committee shall conduct a re-run election immediately.
- xiii. In the event of a tie after re-run has been conducted, the Electoral Committee shall select the candidate with a simple majority of Committee members.
- xiv. The declaration of the result of the election by the Chairman of the Electoral Committee/Returning Officer shall be final.
- xv. After the declaration of election results, the Chairman of the Electoral Committee will swear- in the newly elected officers at the January General Meeting.
- xvi. The Electoral Committee Chairman shall be required to present handover notes to the Incoming Executive Committee.

4.4 ELECTION GRIEVANCES

- i. The Committee of Past Presidents where in existence shall constitute an Appeal Committee with respect to election grievances.
- ii. Where the Committee is not in existence, the Executive Committee shall appoint a Past President and two experienced members to settle an election grievance.

ARTICLE 5: FINANCES

The financial year of the Association shall commence on the 1st of January and end the 31st of December of every year.

5.1 SOURCES OF FUNDS

The funds of the Association shall be generated from

- i. Members' annual dues:
 - a. Currently set at \$300 per annum.
 - b. Can be paid in any instalments of **\$50 Minimum Per Month** but the full sum is due by **June 30th** for a member to be in good standing
 - c. Does not include Insurance contributions

- d. shall become due by 1st January of each year and the amount shall be reviewed annually at the August/September meeting by the Executive Committee subject to ratification of members at the November monthly meeting.
- ii. Membership Application Fee shall be \$50.
- iii. Contributions or levies on members by whatever name and for whatever purpose demanded.
- iv. Donations or other miscellaneous collections.
- v. Fines and all monies from other sources.
- vi. Returns and profits from investments.
- vii. Loans from Financial Institutions to execute specific projects/programs as and when the need arises subject to ratification by the members and approval of the Association.
- viii. Gifts.
- ix. Endowments.
- x. Subventions and grants from the government or other organizations.
- xi. Training programs and consultancy services by itself or in collaboration with other organizations.

5.2 BANKING OF FUNDS

- i. All funds of the Association shall be paid and kept in the account of the Association in any reputable financial institutions recommended by the Executive Committee and ratified by members in a monthly meeting.
- ii. No bank account shall be opened without the express approval of members of the Association.
- iii. All funds received by the Association shall be paid into the Association's bank account within two (2) business days of receiving such monies by the Treasurer.
- iv. Monies shall not be received into a member's personal account under any condition.

5.3 SIGNATORIES TO THE BANK ACCOUNT

The Signatories to the Association's account shall be:

- i. The President.
- ii. The General Secretary.
- iii. The Treasurer.

5.4 MANDATE

- i. Any two (2) signatories must sign a check and/or any instrument to the Bank jointly for it to be valid.
- ii. Any two (2) signatories, one of whom shall be the Treasurer shall operate the Association's account(s) either physically or virtually.

5.5 APPLICATION OF FUNDS

- i. No payments exceeding \$50.00 (Fifty Dollars only) shall be made except by check, signed by the authorized signatories. This amount shall be reviewed from time to time in line economic realities.
- ii. An Advance Petty Cash of \$250 shall be maintained by the Executive Committee. This amount may be reviewed from time to time by the Executive Committee subject to ratification by members.

- iii. Any disbursement must be against a written request via email or supplier invoice and these must bear **2 stage approvals** by
 - a. A Committee Chairman OR Vice President AND
 - b. The President
- iv. Treasurer shall only disburse monies where documented approvals to disburse is received.
- v. Any spend must be receipted and a detailed break-down of how the money was spent furnished by the payee.
- vi. The funds of the Association shall be applied as follows:
 - a) Running cost for the daily administration of the Association.
 - b) Any other expenditure approved by the Executive Committee.
 - c) Approval of Membership is required for any monetary disbursement in excess of **\$250**.

5.6 AUDIT OF ACCOUNTS

The financial records of the Association shall be audited annually by an Audit Committee appointed by the Association.

5.7 INDEMNITY OF EXECUTIVE COMMITTEE

No member of the Executive Committee shall be personally liable in respect of any liability incurred for business or activity duly authorized by the Association while acting in good faith.

5.8 DONATION RECORDS

The Association as part of its accounting system will maintain a record of donations and furnish each member with individual record of the monies they have donated for tax filing purposes.

ARTICLE 6: BENEFITS

6.1 DISTRESSED MEMBER

A member who is distressed shall be referred to the Association's Welfare Committee for assistance.

6.2 ELIGIBILITY

- i. To qualify for benefits, a member must be in good standing for three preceding years.

6.3 BENEFIT AVAILABLE TO MEMBERS

i. Non-Financial Benefits

- a) Members shall be free to promote their businesses during the regular meetings.
- b) Volunteering and Shadowing opportunities.
- c) Employment referrals and training opportunities.
- d) Members are able to seek assistance from and to give assistance to other members.
- e) Members are able to approach the Association for mediating any interpersonal conflicts or disagreements.
- f) Subsidized rates to attend Odua Programs and Events.

- g) Members shall be able to participate in the Association's mandatory self-funded life insurance scheme.
- h) Members are able to voluntarily opt-in to participate in the Odua Cooperative scheme by making their contributions as defined by the Odua Cooperative Scheme. This scheme is independent of the Odua Association.
- i) Members shall be able to voluntarily opt-in to participate in the Odua Lottery Syndicate which is also open to Friends of the Association by making their contributions as defined by the Odua Lottery Syndicate. This is independent of the Odua Association.

ii. Financial Benefits

- a) The Association will make donations to members or their children, as applicable, for celebrations, as listed below. Children of members are eligible for graduation and wedding benefits. The following benefits are a one-time benefit *only*, per child of the member.
 - i. High School graduate: \$100.
 - ii. College graduate: \$200.
 - iii. Wedding: \$200.
 - iv. Childbirth: \$100.
- b) Gift of \$500.00, through levy of members, for the loss of each biological parent.
- c) Gift of \$1,000.00, through levy of members, for the loss of a member to the benefit of their family.
- d) Members shall be encouraged to provide services to the Association via a competitive open bidding process.

6.4 WELFARE COMMITTEE

Refer to Article 3.5.9

6.5 DEATH

Death is an unpredictable but inevitable occurrence. The Association will support members and their families to the best of its ability:

i. Death of a Member

In the case of death of a member

- a) The association upon receipt of notification from Spouse or Next-of-Kin shall immediately organize a visitation to the family at their earliest convenience.
- b) The Association shall also seek to know the burial arrangements and subject to the permission of the family ensure attendance of members.
- c) The Association shall also ensure payment of sum insured to assist with burial expenses.
- d) The Association shall ensure payment of financial benefit currently set at \$1,000 (see section 6.3).
- e) A voluntary contribution from members so inclined may also be encouraged to further assist the family of deceased member.
- f) The Association shall continue to visit with family of deceased members well into the future to offer moral and financial support.

ii. Death in a Member's Family

In the case of a member being bereaved i.e. loss of parents, siblings and children:

- a) The association upon receipt of notification from member shall immediately organize a visitation to the member at their earliest convenience.
- b) The Association shall also seek to know the burial arrangements and subject to the permission of the family ensure attendance of members where possible or practicable
- c) The Association shall ensure payment of financial benefit currently set at \$500 (see section 6.3) for loss of biological parents.

ARTICLE 7: MEETINGS

7.1 MONTHLY / GENERAL MEETINGS

- i. The regular meeting of the Association shall be held on the last Sunday of every month. In **December**, the Association shall hold an end of the year celebration in place of the regular meeting.
- ii. The meetings shall be held, at a location suggested by the Host and communicated at least One (1) week prior to the meeting.
- iii. The General Secretary shall circulate electronic Minutes of the last meeting to every member at least One (1) week prior to the meeting
- iv. The Financial Secretary shall circulate electronic Financial Report to all members at least One (1) week prior to the meeting.
- v. The President shall circulate electronic Agenda for the meeting at least One (1) week prior to the meeting.
- vi. The Association's meetings shall start at 5:00 PM and shall not last longer than two hours unless extended by the members present. Extensions cannot exceed 15 minutes.
- vii. Members are required to sign the attendance register and this information shall be used to track attendance at monthly meetings. The President may take a roll call at the start of meetings
- viii. At any meeting, a simple majority is required for the passage of a resolution.
- ix. Members at the Monthly Meetings shall receive and discuss reports/information from the General Secretary, the Financial Secretary and Committees.
- x. Members at the Monthly Meeting shall debate and pass resolutions on any policy, objectives, goals or matter affecting the Association.
- xi. The General Secretary shall maintain a Meeting Hosting Register in conjunction with the Social Secretary.

7.2 PRESIDING OFFICER AT MEETINGS

- i. The President of the Association shall preside over Monthly Meetings of the Association and Executive Committee meetings. In his absence, the Vice President shall preside over meetings and in his absence the General Secretary.
- ii. In the absence of the officers mentioned in section 7.2 (i) above, members present shall select a pro tem Chairman from those present.

7.3 QUORUM AT MEETINGS

- i. For any regular meeting of the Association, one third (1/3) of the membership, including two officers, one of whom must be the President or Vice President or General Secretary, is required to form a quorum.
- ii. If members present could not form a quorum thirty minutes after the meeting start time, the meeting shall stand adjourned till the next month.
- iii. In the absence of the officers mentioned in section 7.3 (i) above for two (2) consecutive meetings, members present will be required to select a pro tem Chairman for quorum to be met.

7.4 MINUTES OF MEETINGS

- i. Proper minutes shall be recorded of all resolutions and proceedings of meetings of the Association and its Executive Committee. All minutes shall be signed by the President and General Secretary of the meeting to which it relates after adoption.
- ii. Soft copies of signed minutes shall be uploaded to the appropriate members' only section of Odua website and Hard copies filed by the General Secretary.

7.5 MEETING HOST ROSTER

- i. The General Secretary supported by the Social Secretary shall maintain a roster of Host for the monthly meetings.
- ii. The names of members hosting monthly meeting for the next 3 month shall be read out at every meeting and recorded in the minutes.

7.6 VOTING AT MEETINGS AND DEMAND FOR POLL

- i. At meetings of the Association, a resolution put to vote at the meeting shall be decided by secret ballot, show of hands or by e-voting as may be applicable.
- ii. Every member present in person and eligible to vote shall have one vote.
- iii. If a poll is duly demanded or is required to be taken, it shall be taken in such manner as the President/Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is taken.
- iv. A count of members vote whether For, Against or Abstention shall be recorded and reported as part of the meeting minutes.
- v. In the case of equality of votes, whether by show of hands or by poll, the President/Chairman of the meeting shall be entitled to casting a tie-breaking vote.

7.7 ADJOURNMENT OF MEETINGS

Subject to the provisions of this Constitution, the Chairman of any meeting of the Association may, with the consent of the members, adjourn the meeting.

7.8 EMERGENCY MEETINGS

- i. The President may summon an Emergency Meeting of the Association whenever necessary and direct the General Secretary to send out a notice to all members of the Association.
- ii. For such a Meeting, the General Secretary shall give not less than three (3) day notice, and the agenda should be stated in such notice.
- iii. The quorum at such a Meeting shall consist of at least ten (10) bonafide Members including the President, the Vice President and the General Secretary.

7.9 EXECUTIVE COMMITTEE MEETING

The Executive Committee shall meet at most two (2) weeks to the Association's monthly meeting at such times and places as the President shall determine. At such meetings, five (5) members shall form a quorum.

- i. The President may invite Non Executive Committee members to the Executive Committee meetings subject to conferment with members of the Executive Committee with majority in support.
- ii. Where no consultation is made with other members of the Executive Committee, any resolution or decision at such meeting shall have no binding effect on the Executive Committee or Association. The General Secretary shall not record any details of such meeting.
- iii. The President shall circulate electronic Agenda for the meeting at least Two (2) days prior to the meeting.

PART 3

ARTICLE 8: ALLIED INSTITUTIONS & PROGRAMS

8.1 ODUWA LIFE INSURANCE PROGRAM

8.1.1 Purpose

Effective January 1, 2019, the members of Oduwa Association agreed to a self-funded insurance program that will assist in the burial costs of a deceased member.

8.1.2 Management Board

The Insurance program shall be managed by a board of three members designated by the Association. The Board shall be responsible for the following:

- i. Recommend the monthly premium for the year, to the Association, at the January meeting.
- ii. Keep track of members' payments made to the treasurer.
- iii. Ensure contributions are deposited promptly by the treasurer.
- iv. Report the payment status of members at the monthly meetings.
- v. Recommend any adjustment to the benefit payment amount and/or rules, as needed.
- vi. Recommend and monitor payments to beneficiaries per governing rules and regulations.
- vii. All Board recommendations shall be ratified by a majority vote of eligible members at the applicable monthly meeting.

8.1.3 Requirements

- i. As of January 1, 2019, every member of the Association is required to contribute \$10 a month (\$120 per year) as premium.
 - a. All members of Oduwa Association on January 1, 2019 are eligible to participate in the Oduwa Insurance Program.
 - b. All new members of Oduwa Association after January 1, 2019 are eligible to participate in the Oduwa Insurance Program on the day they join the Association.
 - c. Failure to pay premiums or any assessments will result in a lapse of membership.

- d. Anyone whose membership has lapsed must pay any outstanding premiums and assessments to reinstate membership.
- e. To be a member in good standing and eligible for full benefit distribution, the following conditions must be met:
 - i. Payment of all premiums and any assessments as of the last monthly meeting date before death.
 - ii. Membership in the program for 12 consecutive months, with payment of all premiums and any assessments.
 - iii. Twelve consecutive months without a lapse of membership, i.e., the 12-month benefit payment clock restarts with each reinstatement.
- ii. The monthly premium covers husband and wife. A surviving spouse must continue to pay premiums to be eligible for future benefits.
- iii. Contributions shall be given to the Association's treasurer at the monthly meeting for deposit into a bank account designated exclusively for insurance contributions.
- iv. Each member shall designate a primary beneficiary and may also designate secondary beneficiaries. The designated names shall be provided to the Board.

8.1.4 Payment of Benefits

- i. The benefit payment amount shall be subject to the following conditions:
 - a. Member in good standing:
 - i. \$2,500
 - ii. Should available funds be less than \$2,500, each participating member will be assessed an equal amount to make up the difference.
 - b. Member not in good standing: Payment shall be limited to the contributions that a deceased member made, i.e., premiums and assessments paid to date will be refunded.
- ii. The Insurance Board shall determine the appropriate benefit amount to be paid by applying the applicable rule from Item 1 above.
- iii. The benefit shall be paid to a designated beneficiary within one week of the Association's awareness of the death of an eligible husband or wife.
- iv. There shall be no withdrawals or refunds of paid premiums except for the payment for death benefits.

PART 4

ARTICLE 9: GENERAL PROVISIONS

9.1 PROTOCOLS

At special functions of the Association, the following shall be recited before consideration of other matters and this shall be adhered to by members of the Association in conjunction with this Constitution:

- i. Singing the Nigerian and American Anthems.
- ii. Opening Prayer
- iii. Verbal confirmation of Attendance shall not be mandatory but may be necessary.
- iv. Reading of Minutes shall not be mandatory but may be necessary. The General Secretary shall circulate minutes prior to the meeting and during the meeting, the General Secretary shall ask if there are any corrections to the last meeting minutes.
- v. Monthly meetings shall commence at 5:00 pm prompt. No grace period.

9.2 CONFLICT

Where any provisions of this Constitution is in conflict with any Policies, Procedures or any directive of the Association, the provision of this Constitution shall take precedent. Any issue that may arise that is not covered by this Constitution, should be referred to Members of the Association for consideration.

9.3 DISPUTE

In the event of any dispute arising as to the interpretation of this Constitution, such dispute shall be referred to the Constitution Review Committee of the Association which decision shall be final and binding on all parties.

9.4 AMENDMENT

A written notice by any member identifying the area and sections to be amended and the proposed amendment shall be sent to the General Secretary.

- i. Upon receipt, the General Secretary shall send this to the Constitution Review Committee for codification and presentation to the members at the General Meeting.
- ii. The Constitution Review Committee shall have 30 days within which to review the proposed amendment and revert back to members at the next Monthly General meeting.
- iii. The CRC shall send documentation of the proposed amendment and their review to the General Secretary to circulate at least 2 weeks before the next Monthly General Meeting.
- iv. Documentation of the proposed amendment and CRC review shall be circulated by the General Secretary along with minutes of last meeting and the Agenda
- v. Upon consideration, the amendments shall be adopted by a simple majority.

9.5 REVIEW

The Constitution shall be reviewed every **five (5) years** or as may be decided by the Association.

9.6 RATIFICATION

The Constitution as amended was adopted at the Monthly Meeting held on the **27th day of February, 2022** at the Nigerian Conference Center situated at 8310 W Appleton Avenue, Milwaukee, WI, 53218

RECOGNITION AND APPRECIATION OF CONSTITUTION REVIEW COMMITTEE MEMBERS

The members that constitute the Association's **Constitution Review Committee** and who in no small measure out of their very busy schedule contributed their quota to the production and delivery of this document are:

- i. Bashorun. Dan Ajibola
- ii. Sir. Adetoye Adeniyi
- iii. Engr. Ola Olapo
- iv. Engr. Bunmi Olapo
- v. Mr. Richard Nwabuzor
- vi. Mr. Yinka Ogunbowale
- vii. Mr. Olu Abujana
- viii. Mr. Babatunde Otukoya
- ix. Mr. Abiodun Olorunleye
- x. Mr. Adegboyega Omoloja

Special recognition and appreciation also go to all members who have worked on earlier versions of this Constitution.

Signed:

.....
Mr. Olu Abujana
President

.....
Mr. Adegboyega Omoloja
Vice-President