

UBIUM DEVELOPMENT ASSOCIATION IN USA
A Nonprofit Public Charitable Organization

NATIONAL CONSTITUTION

AS AMENDED

Official Revised Copy

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AS AMENDED

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UBIUM DEVELOPMENT ASSOCIATION IN USA NATIONAL CONSTITUTION

AS AMENDED

PREAMBLE

We, the indigens of Ubium clan in Akwa Ibom State of Nigeria residing in the United State of America, acknowledging that we have an inalienable duty and responsibility to assist in the development and creation of infrastructure and superior processes that will support the responsible utilization of our natural endowments for growth and sustainable development, within our communities; do hereby resolve to constitute ourselves into Ubium Development Association in USA.

ARTICLE I – NAME, PURPOSE AND OFFICE

SECTION 1—NAME: The Association shall be known as ***UBIUM DEVELOPMENT ASSOCIATION IN USA***

SECTION 2-- PURPOSE AND OBJECTIVES: The Association shall have the following purposes and objectives:

- (a) To promote, encourage and foster unity among UBIUM indigens both at home and abroad.
- (b) To promote economic, health, educational, and cultural progress for Ubium people.
- (c) To encourage and support the educational, professional and legitimate business aspirations of all Ubium indigens, provided those aspirations are consistent within the meaning of the United States of America Internal Revenue Code Article 501(c)(3) for nonprofit organizations.

SECTION 3—OFFICE-STATE OF INCORPORATION: The Association shall be incorporated under the laws of the State of Texas.

ARTICLE II – MEMBERSHIP AND QUALIFICATIONS FOR ELECTION/APPOINTMENT TO OFFICE

SECTION I - MEMBERSHIP

- (a) Membership of the Association shall be open to all Nigerians of Ubium origin (either by birth, marriage, naturalization or adoption) resident in the United States of America.
- (b) All persons interested in the issues affecting Ubium, and in the promotion of the aims of the association.
- (c) All persons recommended by a majority of Association members.
- (d) All persons qualifying under item (a1) shall require approval of majority of members.

SECTION II – MEMBERSHIP CATEGORIES

1. **Regular membership** – These are members in good standing. These members are entitled to all rights and privileges of the Association as defined in the constitution and/or by-laws. Active members who have moved out of the areas where there is a critical mass of Ubium indigens shall affiliate with any Chapter of their choice.
2. **Honorary Member** – Honorary membership to the Association is a privilege that may be awarded by the Association to an individual upon recommendation by a member in Good Standing, and by the approval of the National Council. Any active member may recommend someone for honorary membership. Honorary members are not expected to pay membership dues or have voting rights, and may not hold office in the Association.

SECTION III – REGISTRATION, ANNUAL DUES AND FEES

- a) Ubium Development Association in USA does not have National Membership. Any person who has satisfied all provisions of Article II above may register in a chapter within his/her jurisdiction to become a member of the Association by paying the agreed upon chapter registration fee, chapter dues, and annual convention registration fee.
- b) Chartered Fee:--Each chapter shall register with the National Secretary the names and addresses of its Executive members and total membership and shall pay chapter annual dues as shall be determined by the National Council from time to time.

SECTION IV - QUALIFICATIONS FOR ELECTION/APPOINTMENT TO NATIONAL OFFICE

- a) Any member who seeks elected office or is appointed to a leadership position shall be a registered and an active participating member in their various chapters. He/she shall be at least twenty one (21) years of age.
- b) The member must meet his or her chapter's financial obligations.
- c) The chapter must be in GOOD STANDING.
- d) A chapter in good standing is that chapter that has complied with *Article II of the Constitution, and whose President or Official representative* attended at least two (2) of the last four (4) National Council meetings, and the last Annual Convention.
- e) A financial and voting chapter / member is the chapter or member that has complied with *Article II of the Constitution, and whose President or Official representative* attended either the last Annual Convention or one (1) National Council meeting since the last Annual Convention. A chapter in this category shall be qualified to sponsor a candidate for National President.

ARTICLE 111: CHAPTERS

Chapters of the Association may be chartered in cities and areas with a reasonable number of Ubium sons and daughters where no such Chapters currently exist. All chartered Chapters must be affiliated with the National Organization. Officially affiliated Chapters must use the name of the Association, and specify the locality of the Chapter at the end of the name. An example of an acceptable Chapter name is: Ubium Development Association in USA, Inc, Dallas-Fort Worth Chapter. Chapters shall cooperate with the National body in all Association matters, and the National Association shall recognize the autonomy of the Chapters in matters relevant to the Chapters operation[s].

ARTICLE IV: FINANCE

SECTION 1 –SOURCES – The Association shall maintain a budgetary expense for fiscal year beginning January 1 to December 31 of the same year.

- (a) The finances of the Association shall be drawn from dues, levies, donations, bequeaths, solicitations, grants and other legal sources.
- (b) Every Chapter of the Association shall pay annual dues/registration fee, as shall be determined by the National Council from time to time, to the National Secretariat by December 31st each year.
- (c) Every chapter of the Association shall pay Annual Convention dues as shall be determined by the National Council from time to time per financial member to the National Secretariat. The payment shall be remitted to the National Treasurer at or prior to the Annual Convention.

(d) The Association shall maintain three (3) accounts: (1) General Administration Account – solely managed by the National Executive Committee; (2) National Convention Account; and (3) Project Account.

SECTION 2 - EXPENDITURES

(a) Expenditures must be within the approved budget. Disbursement of funds must receive a written authorization from the National President (if in the National Executive); from the Chairman of the Board (if in the Board); resolution of the National Council and ratification of the General Assembly if it relates to execution of Approved Projects.

(b) National Executive Committee shall submit an annual budget to the National Council for approval.

(c) Either the Treasurer or the Secretary, or in the absence of these two officers, any other member of the Executive Committee designated by the President may keep the sum of two Hundred dollars (\$200) or any other sum not to exceed three Hundred dollars (\$300) as authorized by a written resolution of the Executive upon recommendation of the President, as Petty cash balance for the purpose of running the Secretariat.

(d) All payments must be made with printed checks and/credit card[s] issued by the bank account of the Association by the designated signatories and must be supported by vouchers and/or receipts. Designated Signatories shall include the President, the Treasurer and the Secretary. Reimbursable expenses can only be made on receipts or invoices and petty cash payments may be made in cash and evidenced by receipts. Authority to Incur Expenditure (AIE) must be obtained through an approved Budget, and availability of actual funds for such designated expense.

ARTICLE V: ORGANIZATIONAL STRUCTURE

The Ubiom Development Association in USA shall be organized to the following structure:

- (1) The General Assembly
- (2) National Council
- (3) National Executive Committee
- (4) Board of Directors

SECTION 1: The General Assembly comprises of members as per Article 11. The General Assembly shall be the Chief legislative body of UDA.

SECTION 2: The National Council comprising of National Executive Committee, and Chapter Presidents.

SECTION 3: The National Executive Committee – consisting of the National President elected to office by the General Assembly, and officers appointed by the President.

Its duties shall include but not limited to carrying out the day-to-day administration of the UDA in accordance with the general regulations made by the General Assembly.

SECTION 4: Board of Directors –Five members Board of Directors elected by the general assembly with a staggering system. The Board shall be charged with advisory oversight fiduciary responsibility to Ubium Development Association.

ARTICLE VI – NATIONAL EXECUTIVE COMMITTEE

SECTION 1 – COMPOSITION OF THE NATIONAL EXECUTIVE COMMITTEE

The Executive Committee shall consist of the following officers:

- (a) National President
- (b) National Vice-President
- (c) National Secretary
- (d) National Financial Secretary
- (e) National Treasurer
- (f) National Public Relations Officer

SECTION 2 – TERM OF OFFICE OF THE PRESIDENT AND THE EXECUTIVE OFFICERS

The President and the executive officers shall hold office for three (3) years. However, the President may run for re-election after the end of the initial term for a further three (3) years, but not beyond. Other appointed officers of the cabinet may be re-appointed to serve with the President on a successor’s term.

SECTION 2(a)-QUALIFICATION FOR OFFICE OF THE NATIONAL PRESIDENT

To qualify for the office of the National President, the candidate must:

- (a) Be a son or daughter of Ubium (either by birth, marriage, naturalization or adoption), resident in the USA.
- (b) Must be a member in a chapter for at least (12) months preceding the Convention.
- (c) Must have the highest regard and esteem in the community, while maintaining acceptable ethical and other standards.
- (d) Must have fulfilled all financial obligations to Ubium Development Association, USA and not be in arrears as regards dues and pledges.
- (e) Must be at least twenty-one years of age.
- (f) Must be willing and able to co-ordinate the functions and meetings of the Association.

SECTION 2(b)-NOMINATION FOR NATIONAL PRESIDENT

(i) In order to be a valid candidate for the National Presidency, such a person must be nominated by his/her Chapter by virtue of at least 2/3 majority of the voting membership. Only one candidate shall be nominated from a chapter. Potential candidates who reside in areas with no substantive Chapters are required to have affiliated with existing Chapters in fulfillment of this requirement.

(ii) There shall be no Independent candidates for the Presidency.

ARTICLE VII –POWERS & DUTIES OF THE NATIONAL EXECUTIVE COMMITTEE

SECTION 1—POWERS & DUTIES: The powers and duties of the National Executive Committee shall include but not limited to the following:

- (a) To administer the affairs of UDA in accordance with the provisions of this Constitution.
- (b) To carry out policies, issue directives, take decisions on matters and things relating to the general administration of the UDA.
- (c) Be responsible for the planning, co-ordination, and execution of the programs and activities of UDA in achieving its mission and objectives.
- (d) Encourage the formation of new chapters and strengthening of existing ones.
- (e) Convene meetings and the annual Convention
- (e) Admit and register new chapters in accordance with the provisions of this Constitution.
- (f) The National Executive Committee shall meet for the conduct of its business as it deems expedient. Provided that it shall not fail to meet at least once in a quarter. Provided that in the event of the National President failing or refusing to call a meeting as provided in this Constitution, a meeting may be called by one third of the members of the Executive Committee.
- (g) Questions arising at meetings of the Executive Committee shall be decided by simple majority votes and voting shall be show of hands. Provided that in case of equality of votes, the President or whoever is presiding in his absence shall have a second or casting vote for the determination of the matter in issue.
- (h) The quorum necessary for the transaction of the business of the Executive Committee shall be two third of the executive members.

- (i) Shall neither implement any program nor spend any money (except the imprest) without the approval of the National Council and the Board of Directors.

SECTION 2—DUTIES OF THE OFFICERS

NATIONAL PRESIDENT: The National President shall:

- (a) Have powers as may be reasonably construed as belonging to the chief executive of any organization, and serve as spokes-person for the Association.
- (b) Convene and preside at all membership meetings, including annual and special elections, as well as special events and fundraisers.
- (c) Present at each annual convention of the association an annual report of the work of the association or State of the Association address reflecting, the activities and aspirations of the Association.
- (d) Appoint members in good standing to fill vacancies in the Executive Committee.
- (e) Mediate in or appoint a mediator to mediate on the President's behalf where and when conflicts arise between members, and in consultation with the BOD, make determinations on behalf of the Association in the event of unresolved matters relating to the welfare of the Association.
- (f) Account for the execution of approved and unfinished business and projects of the previous administrations.
- (g) Serve as an Ex-Officio member of all Committees, and the Board of Directors
- (h) Answer parliamentary inquiries and questions, and shall decide points of order and questions of privilege as soon as they arise.
- (i) Announce the results of all elections.
- (j) Sign all orders necessary to carry out the will of the assembly.
- (k) Appoint committees as directed by motion of the assembly.
- (l) On the first National Council meeting, the President shall present copies of the proposed annual budget to the National Council for deliberation and approval. The National Council meeting shall be held not later than four months after the National Convention.
- (m) Report in writing, the various decisions, resolutions, bills, or any major information presented to and received from the Annual Convention.

- (n) Be empowered to fill vacancies in the National Executive Committee and in the Association when such vacancy exists. The appointed member in good standing shall serve the un-expired terms of office until election for such position is held, if he /she is not a member of the National Executive Committee.

SUB-SECTION 2 – DUTIES OF THE VICE PRESIDENT

(a) It shall be the duty of the Vice-President to perform the duties customarily undertaken by the vice-president of any organization in assisting the President to discharge the duties of that office as shall be assigned from time to time, and in the absence of the President to perform the duties of the President with all powers, privileges and responsibilities attached to that office. In case of the resignation of the National President, the vice shall perform the duties of the National President **for an interim period of two months until a** special election is held to elect a substantive National President, as contemplated in Bylaws 1 Section 5.

(b) The Vice-President shall represent the President if it is necessary for the President to leave the chair or when the motion in one in which the President has a personal interest or if the President is the respondent.

(c) In the event of the resignation, dismissal or permanent incapacity of the President, the Vice-President shall serve as President until a new president is elected.

SUB-SECTION 3 – DUTIES OF THE SECRETARY

The Secretary shall:

- (a) Record the minutes of all meetings.
- (b) Working with the President, Executive and Officers to the Association, maintain an authentic record of proceedings and activities of the association.
- (c) Preserve all records, reports and documents of the organization except those specifically assigned to the custody of others.
- (d) Provide the Chairperson of each committee with all the papers and instructions intended for it.
- (e) Read all papers that may be called for by the assembly
- (f) Perform other functions assigned to that office by the President, the Executive Committee or prescribed in this Constitution.

SUB-SECTION D – DUTIES OF THE FINANCIAL SECRETARY

The Financial Secretary shall:

- (a) Collect all funds on behalf of the Association
- (b) See that all payments are supported by vouchers.
- (c) Keep all financial records of the Association including chapter[s] registration fees,

- and voluntary donations and current list of the active membership.
- (d) Render financial reports at the National Council.

SUB-SECTION 5– DUTIES OF THE TREASURER

The Treasurer shall have the care and custody of all monies belonging to the Association, shall be solely responsible for such monies and security of the Association, and shall,

- (a) Deposit all funds of the Association within forty-eight (48) hours after receipt.
- (b) Review and authenticate all bills and vouchers which are presented for payment and, upon approval by designated and responsible authority, issue checks to cover them.
- (c) Present at the annual business meeting a detailed account of the financial position of the Association.
- (d) Exercise all duties incident to the Office of Treasurer.

SUB-SECTION 6 - DUTIES OF THE PUBLIC RELATIONS OFFICER

The Public Relations Officer shall:

- (a) Serve as the publicity organ of the Association’s (activities) as directed by the Executive Committee, and keep the Association informed of all local chapter activities.
- (b) Publicize the Association, its activities and supervise all such publications.
- (c) Work with the National President and any committee appointed to direct all social activities of the Association.
- (d) Assist the President in identifying, developing and planning cultural activities for the youth and Association.

ARTICLE VIII- AUDITORS

Internal Auditor: There shall be One (1) but not more than two (2) National Auditors elected by the General Assembly or by the National Council to audit all accounts of the Association.

SECTION 1 - QUALIFICATIONS

- (a) Satisfy all provisions of Article 11 of this Constitution.
- (b) Have a working knowledge of the financial operating functions and organizational structure, policies and procedures of the Association.

SECTION 11 – TERM OF OFFICE. The Internal Auditors term of office shall be three (3) years each and may be re-elected to another term upon satisfactory performance of duties. No Internal/National Auditor shall serve more than two (2) terms of office.

SECTION 111 – DUTIES

The Internal Auditor shall:

- (a) Audit all accounts of the Association and shall submit interim as well as final audit report to the National Council, and the Annual Convention.
- (b) Have the power to request all financial records and information from any entity connected with the finances of the Association to help him/her/them execute their constitutional responsibilities to the Association.

SECTION IV—EXTERNAL AUDITOR

The services of an External Auditor shall be obtained when ever the Association deems it necessary. The External Auditor’s report of the account of the Association prepared in accordance with the Professional Standard Accounting procedures shall be submitted, to the Annual Convention of the Association.

ARTICLE IX – LEGAL COUNSEL

The President in consultation with the Board of Directors shall appoint a Legal Counsel who shall be a member of the Association in good financial standing. The term of the Legal Counsel shall expire with the term of the appointing President or with the term of the Administration during which the appointment was made unless renewed by an incoming President subject to, and upon satisfactory performance of duties.

DUTIES:

The Legal Counsel shall:

- (a) Provide legal advice to the Association, National President, the Board of Directors, and the chapters in all-legal matters affecting the Association.
- (b) Be an ex-officio member to the Board of Directors, National Executive Committee, and the National Council.
- (c) Upon termination, hand over all Association properties within thirty (30) days to the National Secretary and or his/her successor.

ARTICLE X – BOARD OF DIRECTORS

SECTION 1 –COMPOSITION, ELECTION AND TERM OF DIRECTORS. The Board of Directors shall consist of five (5) elected members drawn from each chapter/geographical area, and two (2) ex-officio members. The National President and the Legal Counsel shall be ex-officio members of the Board of Directors.

SECTION 2--TERM OF OFFICE

- (a) The five (5) elected members of the Board of Directors shall serve up to three (3) years each and any member or all members may be re-elected by the Annual Convention for another term upon satisfactory performance of duties.

- (b) Election to the Board of Directors shall be on a staggered term of up to three (3) years subject to re-election by the Annual Convention to ensure continuity. No member of the Board of Directors shall serve more than two (2) terms of up to three years each.
- (c) One third (1/3) of the Board of Directors shall be elected annually at the Annual Convention.
- (d) Except for resignations, removals, or death, each director duly nominated and elected shall hold office until his successor is nominated, elected, and qualified by attending a meeting and being duly recognized and placed on the official records of the Association by the National Secretary. The General Assembly can increase the number of members at the Annual Convention whenever it deems it necessary.

SECTION 3 – QUALIFICATIONS: A candidate for the position of member of the Board of Directors shall:

- (a).. Satisfy all the provisions of Article two above and be nominated by his or her chapter.
- (b) Have proven continuous commitment, interest and welfare of the Association in mind.
- (c) Be a person of integrity.
- (d) Hold no other appointed position at the National Executive level but may serve at chapter level in such offices not to include president, secretary or treasurer.

SECTION IV-- DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors Shall:

- (a) Serve UDA in fiduciary and advisory roles.
- (b) The chairperson of the Board of Directors shall be a co-signatory with the National President and the Board of Director's Treasurer on any recommended or authorized withdrawals from the Project Account or the Annual Convention Account.
- (c) Assist the National Executive Committee in the distribution of the net proceeds from the Annual Convention Account as shall be prescribed from time to time by the National Council to project Account, and the general administration accounts respectively, each year.
- (d) Be responsible to the Annual Convention unless stipulated otherwise in clear terms elsewhere in this Constitution and/or Bylaws.

The Annual Convention shall have the power to dismiss them or to remove them as individuals or as a Board of Directors, when dismissal or removal will serve the best interest of the Association. The Board of Directors shall cooperate with and support the National Executive and the National Council.

- (e) On matters vested in the Board of Directors, in the event of conflict between a resolution, declaration, rule or action taken by the National Council, the Board's advice shall prevail. The Board of Directors shall not violate other provisions of this constitution in exercising its fiduciary responsibilities.

SECTION V---PROCEDURES - The Board of Directors Shall:

(a) Adopt its own rules or procedures, not in conflict with the constitution or by laws, including the method of electing its officers.

(b) Meet as required in accordance with its rules, which shall include provisions for convening meetings on the request of a majority of its members, the National President and/or the National Council.

(c) Request information from the National Executive, the National Council, or the General Assembly to enable it deal with current and immediate issues before it.

SECTION VI—RESIGNATIONS AND REMOVAL. Any director may resign from the Board at any time by giving written notice to the Chairman of the Board, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Any director may be removed, with cause, by the affirmative vote of a majority of the directors then in office.

SECTION VII- VACANCIES. Any vacancy occurring on the Board may be filled within thirty (30) days by a qualified member appointed by the National President. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any appointment under this section shall be subject to the approval and confirmation by the National Council at the Next Council meeting. Failure or omission of the National Council to approve and confirm any such appointment shall immediately nullify the appointment, in which case the President shall make another appointment for approval and confirmation of the National Council at its next meeting. Any appointee not confirmed shall immediately vacate the Board following the National Council meeting that failed or omitted to ratify his or her appointment. The National President shall justify to the National Council each selection, and any member so appointed and confirmed shall sit for the full remainder of the term of the Director for whose term he/she is appointed to replace.

SECTION VIII---. COMPENSATION. Directors shall serve without compensation except that the directors may, in their discretion and by a majority vote of their number, reimburse any or all directors for expenses actually incurred by them in attending meetings or otherwise carrying out their duties to the Association.

Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.

ARTICLE XI – NATIONAL COUNCIL
SECTION I --POWERS AND MEETINGS

The National Council shall consist of members of the National Executive Committee and the President of each chapter. The National Council shall have the powers to:

- (a) Take disciplinary action and/or remove from office **ANY** officer of the National Executive Committee or National Council for criminal activity, misconduct and/or negligence of duty.
- (c) Be the policy making body of the Association.
- (d) The National Council can sanction itself, the National President and his/her Cabinet, and the Board of Directors.

SECTION II-- NATIONAL COUNCIL MEETINGS.

- (a) National Council meetings shall be called under the instructions of, and presided over by the National President. There shall be two (2) National Council meetings in a calendar year.
- (b) All National Council meetings shall be conducted according to standard parliamentary procedures. The President shall use his/her discretion to limit the time for each chapter or speaker's discussion.
- (c) A quorum shall be formed by a simple majority of the members of the National Council present at the meeting.
- (d) The National Council may summon its meeting in any city or state.
- (e) The National Council reserves the right to invite any non-council member(s) of the Association to attend its meeting.
- (f) Only members of the National Council shall vote in the National Council meeting.
- (g) Each speaker must be recognized by the National President or the Presiding Officer before he/ she shall speak.
- (h) A speaker shall speak without recognition only if he or she is doing so on "point of order," "point of information," or "point of objection". All points of order, information, or objection, shall be addressed to the National President or presiding officer who shall either sustain or overrule the same.

(i) Every speech shall be addressed to the National President or the Presiding Officer.

(j) Any member found insulting another member or members, using foul language or causing disturbances of any kind in the Association's meetings or activities may be liable for a fine (amount) to be determined by the National Council.

(k) Any Officer found guilty of misconduct, or who is deficient or inefficient in the execution of his or her legitimate duties may be removed by a majority of votes in the House at the Convention, or by Special motion to the National Council endorsed by at least 2/3 majority of the members of at least two chapters.

ARTICLE XII – THE ANNUAL CONVENTION

SECTION 1 – LOCATION: The annual Convention shall be held in a city in the United States selected and approved by the National Council. The Annual Convention shall be held in the month and date approved by the Council in the absence of this, the Convention by default shall be held at a location determined by the President in consultation with the Board of Directors.

SECTION 2--RESPONSIBILITIES OF THE ANNUAL CONVENTION -

(1) Be the chief legislative body (general assembly) of the Association.

(2) Receive the annual reports of accounts of UDA for review and deliberation from the National Executive Officers, chapter presidents, Legal Counsel, National Council and Board of Directors.

(3) Conduct the elections for National President, members of the Board of Directors and other offices when they are due for election or re-election.

(4) Raise money for the Association.

SECTION 3--SESSIONS OF THE ANNUAL CONVENTION: There shall be two major sessions of the Annual Convention, namely, the Business Session and General Session.

(a) **BUSINESS SESSION:** All annual reports shall be discussed at the Business Session. Elections, matters pertaining to the future activities of the Association and the Affairs of Ubium shall be discussed at the Business Session. In order to vote during the **elections**, a member must satisfy all provisions of Article III above, be registered in a chapter for a period of three (3) months.

(b) A voting member must fulfill **all** his/her financial and membership obligations or requirements to the association.

(b) **GENERAL SESSION:** This Session shall be devoted to general discussions, promotions of Ubium cultural heritage, fundraising, swearing-in of the president-elect, Board of Directors, and other officers, and handing-over. This Session shall be open to the general public. Monies raised during fundraising shall be deposited in the Annual Convention Account, until duly distributed to designated account[s] by the National Executive and the Board of Directors.

(c) **ANNUAL CONVENTION FEES**

Each chapter shall pay an Annual convention registration fee[s] covering the number of its registered members. The National Council at one of its meetings prior to the Annual Convention shall set the convention fee[s] for individuals, family and non-members.

ARTICLE XIII - BY-LAWS

BY-LAWS I:----- ELECTION AND APPOINTMENT OF OFFICERS

Elections of officers into the leadership positions in the Association shall be based on competence, financial participation, skills and the discretion of the house in compliance with all the provisions of Article 11 of this Constitution. The election shall be held every three years during the Annual Convention and the officers shall hold offices until the end of the administrative year or until their successors are elected. The provisions contemplated on Article VII (q) shall apply when necessary.

SECTION 1 ---ELECTION OF THE NATIONAL PRESIDENT: Members in good standing, seeking the office of National President must satisfy all provisions of Article above, be registered in the Association for a period of twelve (12) months and attended at least four (4) meetings.

SECTION 2 -- MEMORANDUM OF INTENT

(a) Candidates for the office of National President who has satisfied all provisions of Article II and Bylaw 1, section 1 shall submit a memorandum of intent, in writing, to the Electoral Committee (*Standing Committee*), no later than September 15th of the election year, or four weeks to the stated election date.

(b) The qualified member **MUST** receive the endorsement of the chapter members. The mode of endorsement, require a vote of two thirds of the members present at that Chapter meeting. Only one (1) candidate shall be nominated from a chapter. After the official submission of his/her manifesto to the National Secretariat, circulate the same manifesto to members of the National Council.

(c) A mailed, faxed, or e-mailed memorandum shall be sufficient under this section, but the endorsement of the chapter members must also be met in the memorandum. When the qualification of a member is challenged; the burden is on the challenged member to prove that he/she complied with this section.

SECTION 3 – VOTING

(a) In order to vote during the elections, a member must satisfy all provisions of Article III above, be registered in a chapter for a period of three (3) months.

(b) A voting member must fulfill **all** his/her financial and membership obligations or requirements to the association.

(c) Voting shall be by secret ballot.

(d) Each presidential candidate shall be allowed a nominating speech of not more than ten (10) minutes followed by questions and answers, before the voting.

(e) The Election Officer(s) shall determine the number of questions and the order of questioning, in his/her sole discretion in so far as all candidates shall have equality in the duration of speech and number of questions. The Election Officer(s) may overrule any embarrassing or Vexatious questions, in his/her sole discretion and such questions shall not count towards the question tally for such candidate.

(e) A candidate receiving simple majority of the votes cast shall be declared elected. In case of a tie, there shall be a run-off for the leading candidates.

(f) In the event of a subsequent tie, the General House shall urgently determine the mode and manner of tie breaking, and immediately implement it.

SECTION 4 – OATH OF OFFICE

The President-elect shall first take an oath of office before assuming the duties of President. He/she shall swear-in, or cause to be sworn-in, the vice president and other members of the cabinet.

The swearing in of all officers must take place at the commencement of the next administrative year in January or the first Executive meeting, whichever occurs first.

SECTION 5 – VACANCIES: A candidate so elected for any office shall only resign by submitting a letter of resignation to the National President at least thirty (30) days prior to leaving office. A special elections meeting may be held to fill unfilled positions or to fill unexpired terms of the Executive Committee. In lieu of special elections, the President may appoint officers to fill vacancies in his/her cabinet and must inform the National Council and the Board of Directors of the Association accordingly. In the event of a President's resignation, he/she shall formally submit his/her resignation in writing, and to the Board of Directors(*since the Council largely loses ground without the President as member*).

The thirty day time frame shall cover both kinds of resignation. If such a resignation is accepted, then the inherent succession takes place and **the Vice President succeeds the President for an interim period of two months.**

BY-LAWS 11 – VISITS OF THE NATIONAL EXECUTIVE TO CHAPTERS

National Executive Committee members or its representative(s) may visit any chapter of the Association when so invited by the Chapter. The inviting chapter shall be responsible for the cost of such visit, except in situations where the National Executive determines to utilize its administrative budget.

BY-LAW III – PROCEDURES AND ORDER AT MEETINGS

SUB-SECTION A – EXECUTIVE COMMITTEE MEETINGS

- (a) Executive Committee meetings shall be called under the instructions of, and presided over by the President as described in this Constitution.
- (b) Three (3) members shall form a quorum for Executive Committee meetings.
- (c) Motion shall be carried by a simple majority of members present and voting.
- (d) The Executive Committee reserves the right to invite any non-executive member(s) of the Association to attend its meetings.

SUB-SECTION B – GENERAL MEETINGS

SECTION 1 – MEETING DAY, LOCATION AND TIME

Executive meetings of the Association shall be held at such place and time arranged by the Executive Committee.

SECTION 2 – QUORUM

A minimum of 2/3 majority members of the Committee shall constitute a quorum for each meeting provided members have been notified of the meeting.

SECTION 3 – MINUTES OF THE MEETINGS

- (a) The Secretary shall write the minutes of each meeting in a BOUND NOTEBOOK at all times. The Secretary for convenience can utilize technologically advanced modes of recording the minutes, but a bound notebook must be kept as the official record.
- (b) The minutes shall contain a record of proceedings. All motions, whether passed or lost, shall be recorded with the names of the propose and the seconded together with the results of the voting.

SECTION 4 – CONDUCT

- (a) All meetings shall be conducted in an orderly manner and according to standard Parliamentary procedures. The President shall use his/her discretion to limit the time for each discussion.
- (b) The Executive Committee reserves the right to invite any non-member of the Association to attend the general assembly.
- (c) Only members of the Association shall vote in the general assembly.

(d) Each speaker must be recognized by the President or the Presiding Officer before he/ she shall speak.

(e) A member shall speak without recognition only if he or she is doing so on “**point of order,**” “**point of information,**” or “**point of objection**”. All points of order, information, or objection, shall be addressed to the President or Presiding Officer who shall either sustain or overrule the same.

(f) Every speech shall be addressed to the President or the Presiding Officer.

(g) Any member found insulting another member or members, using foul language or causing disturbances of any kind in the Association’s meetings or activities may be liable for a fine of up to \$100.00. Any member so fined shall forfeit all his or her privileges in the Association until the fine is paid in full.

(h) Any Officer found guilty of misconduct, or who is deficient or inefficient in the execution of his or her legitimate duties may be removed by a majority of votes in the House at the Convention, or by Special motion to the Council endorsed by at least 2/3 majority of the members of at least two Chapters.

BY-LAWS IV – STANDING AND AD-HOC COMMITTEES

The Association shall have standing and/or ad-hoc committees to deal with matters and issues as the Executive Committee, Board of Directors and the Council may see fit to create.

BY-LAWS V – HANDING OVER

SECTION 1 – REQUEST AND DIRECTION

(a) Handing over of Association documents and properties shall be done in an orderly manner. Under no circumstances shall the outgoing executive retain documents and properties of the Association longer than the end of the administrative year.

(b) From the conclusion of elections, any property or document of the Association in the custody of the outgoing executive or any other person shall be handed over to the incoming National President or his/her designee within thirty (30) days or by the third Sunday in December of the administrative year.

(c) All accounts belonging to the Association maintained by an outgoing executive shall be transferred to the new Executive Committee and the ending balance reported openly to the Board of Directors and the Council at the January meeting called by the new administration. Either the previous President or the previous Treasurer shall make this report in person. The statement of the account or an authentic letter signed by both the prior President and the Treasurer, or any other signatory to that account requesting that the account be transferred, or changing the signatories to the current executive account signatories, shall be handed over to the current executive no later than December 31st of the administrative year. The presentation of this letter or the transferring of the account

shall be in addition to the complete accounting of all funds deposited or withdrawn from that account.

SECTION 2 – NON-COMPLIANCE

(a) Non compliance with any of the Section 1 clauses above shall be a violation of this Constitution. Violation thereof shall result in the suspension of members of the prior Executive from the Association. The Executive members suspended shall remain so suspended until they have remedied the deficiency, either by handing over the requested property or document, or by closing the account and accounting for all the funds deposited into the account.

(b) Notwithstanding the above, suspension of any member for violation of paragraphs ‘b’ and ‘c’ of Section I above or any suspension clause contained herein shall only be approved by the House at its meeting.

(c) A suspended member or executive shall be re-admitted upon the payment of a fine as shall be determined by the Board. The Board and the National Council may, at its sole discretion, increase the fine, if the reason for suspension is financial.

(d) The fine set out above may be waived or reduced by the board or the Council for any affected member or executive upon request by the affected executive or member for good cause shown. The fine for a member or executive shall be waived if upon signed declaration, the House determines at its discretion that the member was not at fault and did all within its powers to resolve the matter leading to the suspension. The declaration on behalf of the member must be signed by at least three members of the Board of Directors and the affected member. The declaration on behalf of the executive must be signed by at least three members of the current executive and the affected executive.

(e) Under no circumstance shall the fine be waived for the suspended President if the reason for the suspension concerns not handing over financial papers, closing accounts or accounting for monies in his/her custody or accounts controlled by him/her.

(f) An executive shall be suspended, after determination by the Association, and remain so suspended if the Auditor’s report discloses a deficiency, and the executive does not make up the deficiency within the time set by the general meeting. Upon suspension of any President under this section the timelines required under this section in other sub sections shall become applicable.

BY-LAW VI– CONFLICTS WITH CHAPTER CONSTITUTION

In the event of conflict between the national and chapter Constitutions, the national Constitution is Controlling and shall prevail and override the chapter constitution.

BY-LAW VII – PARLIAMENTARY AUTHORITY

In all procedural matters not covered by this Constitution, the current Robert’s Rule of Parliamentary Procedure shall guide the Association.

ARTICLE IX: GENERAL PROVISIONS

SECTION 1:--- IRS 501(c)(3) TAX EXEMPTION PROVISIONS

a) LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

b) PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Association.

c) DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 11:--AMENDMENTS

This Constitution shall not be amended except 2/3 of the existing chapters (being chapters in good standing) in writing recommend an amendment to any of its articles, section or sub-section, or part thereof. The chapters making such recommended amendment shall all meet the provisions of By-Law 1 Section 2 (b) and must first send such amendment to the National Secretary who shall forward same to the Constitution Review Committee for consideration and to put it in proper form. Such recommended amendment must then be debated and passed by at least two-thirds (2/3) majority of the members of the National Council then present and voting, in at least one of its meeting. The passed recommended amendment must then be presented by the Constitution Review Committee or National President for passage by the next Convention following the National Council passage of the recommended amendment. A vote of "YES" by at least 'TWO THIRDS' (2/3) of the Association members then present and voting at the Annual Convention shall be required for **adoption**. An amendment shall become effective immediately except so stated in clear language in the passed amendment.

At voting for constitutional amendment whether at the National Council or at the Convention, the Presiding Officer shall be the Chairman or another officer of the Constitution Review Committee.

SECTION 4:-- FISCAL YEAR:- The fiscal year of the Association shall be on a calendar basis, from January 1 to December 31 of the same year.

BYLAWS X – NO SUSPENSION OF CONSTITUTION
The provisions of this Constitution cannot be suspended.

:: By the unanimous consent of the members/chapters present this _____**day of** _____ in the year of our Lord **Two thousand and five** in Houston, TX. We have hereunto subscribed our names:

HENRY UDOEWA

National President

SUNNY MBIAM

National Secretary

ITATA ITATA

Chairman Constitution Committee

Dallas Chapter President: _____

Houston Chapter President: _____

Washington DC Chapter President: _____

REVISION:

In a Resolution of the National Council of **October 13, 2007**, (*as guided by rule § 35 of the revised Robert's Rule of order tenth edition*) provisos of isolated changes of parts of the already adopted text were inserted to the instrument: ***thus amended.***

WITNESSED BY:

Eka Morgan, National President

Samuel Esema, JD., PhD – Legal Counsel

10/13/2007