

THE CONSTITUTION AND BYLAWS

OF

NNEWI U.S.A. INC.

(NUSA)

**AS AMENDED ON JULY 15, 2017 in LAS VEGAS, NV.**

# **THE CONSTITUTION OF NNEWI U.S.A., INCORPORATED**

## **ARTICLE ONE - GENERAL**

### **1.01 NAME AND LEGAL STATUS**

- A. NAME:** The Organization shall be an entity to be known as: **NNEWI U.S.A., Inc. (NUSA)**
- B. STATUS:** The Organization shall be a non-profit civic entity pursuing independent and non-partisan course.

### **1.02 AIMS AND OBJECTIVES**

- A. AIMS:** To provide a forum for Nnewi people to communicate and exchange ideas, for the improvement of their communities and constituencies.

- B. OBJECTIVES:**

The objectives of the Organization shall include, but are not limited to:

- (a) Promotion of cooperation and understanding among Nnewi people.
- (b) Promotion of the use and enhancement of Nnewi dialects and idioms in every day communication, and propagation of the customs of Nnewi People, in particular, and Igbo culture in general.
- (c) Encouragement and promotion of the industry, welfare, education, environment, and advancement of economically depressed communities.

### **1.03 NON-PROFIT STATUS**

This Organization shall be organized as a charitable Organization in line with Section 5.01(c)(3) on the IRS Code.

## **ARTICLE TWO - MEMBERSHIP**

### **2.01 FULL MEMBERSHIP**

- (a) MEMBERSHIP to NUSA shall be open to all Nnewi persons, twenty-one (21) years or older, through local chapters.
- (b)** A local chapter shall be recognized and acceptable for registration with NUSA when a minimum of five adult Nnewi persons within a geographic locale, physically distant

by seventy-five miles or more from another established chapter, has applied for chapter membership.

- (c). Membership to the YOUTH WING of NUSA shall be open to all Nnewi persons below the age of twenty-one (21) years (or who are older than 21 years but still under parental sponsorship as allowed by American Insurance Institutions as a dependent on the parents). Any Youth Wing member and his/her parents constitute a NUSA family as designated in Article Two, sections 2.04 and 2.05 below.
- (d). For the sake of inclusiveness, and to ensure uniformity of policy and practice, all members of a local chapter shall automatically be members of the national Nnewi USA (NUSA). There shall be no exceptions to this policy

## **2.02 HONORARY MEMBERSHIP**

Upon approval by the House of Delegates, persons and organizations shall be admitted as honorary Members of the Organization.

## **2.03 CONTINUING MEMBERSHIP AND STANDING**

Each member shall apply to NUSA through his/her local chapter. Members shall be considered to be in good standing if they maintain their financial and civic obligations to the Organization through their local chapters

Each member shall apply to NUSA through his/her local chapter. Members shall be considered to be in good standing if they have paid their annual membership fees as of the last national convention.

## **2.04 REGISTRATION**

All Members shall be deemed registered after paying a fee as follows through their local chapters:

<b>INDIVIDUALS</b>	<b>\$15.00</b>
<b>FAMILY</b>	<b>\$20.00</b>

## **2.05 ANNUAL DUES**

All members shall pay annual dues either as individuals or as families, whichever is applicable. The amount for annual dues shall be;

INDIVIDUALS	\$50.00
FAMILY	\$100.00

Annual dues are subject to review and updates by the General Assembly.

# **ARTICLE THREE - ORGANIZATIONAL STRUCTURE**

## **3.01 GENERAL ASSEMBLY**

All Members in good financial standing are considered Members of the general assembly.

## **3.02 HOUSE OF DELEGATES**

- (a). The House of Delegates shall include the Chapter Presidents and this is to become

retroactive forthwith. Any reference in this by - law to " delegate or house of delegates" is to automatically include "chapter presidents".

Rationale: The whole essence of having the House of Delegates is to reflect the views of the local chapters but in practice we have seen that most delegates do not take important issues back to their chapters for deliberation and obtain a chapter position. The presence of the chapter presidents have straightened the democratic ideals of NUSA because now we have the head of the chapters getting involved in national issues. It has to be retroactive because the practices have been going on.

### **3.03 EXECUTIVE COUNCIL**

Members of the Executive Council shall be chosen from the general assembly by election. The following officers shall constitute the Executive Council:

*President*  
*Vice President*  
*General Secretary*  
*Assistant Secretary*  
*Treasurer*  
*Publicity Secretary*  
*Assistant Publicity secretary*  
*Provost*  
*Financial Secretary*  
*Legal Adviser (Appointed by the President)*

### **3.04 ELECTIONS**

1. All active members in good financial standing are entitled to vote and to be voted for.
2. Candidate shall inform his/her chapter his/her intention to run for an office.

(a). There shall be no open campaigning for any office in the Executive Council. Campaigning is defined as any use of the media for publicity. Except that prospective candidates may use the Nnewi-forum or similar media sanctioned by NUSA, to announce their candidacy, agenda for the offices and provide some information about them. The announcement shall be limited to NO MORE THAN 250 WORDS. Negative statement(s) on opposing candidate(s) is/are prohibited.

(b). Any Delegate wishing to contest for an office shall step down, and cease to represent his/her Chapter as a Delegate prior to any electioneering activities. The President of the affected Chapter reserves the right in consultation with chapter membership to appoint a new Delegate to take the place of the prospective candidate."

### **3.05 VOTING**

- (a) The General Assembly shall nominate an ELECTORAL COMMITTEE, which will conduct all general elections, based on weighted average.
- (b) All members in good standing in their various chapters are eligible to be nominated, but only members of the house of Delegates shall be eligible to voted.
- (c) The vote of Delegates shall be weighted so that every five (5) local Members shall constitute one (1) Delegate vote. A member shall be registered with NUSA for at least nine (9) months to constitute part of the Delegate vote.

(d) Each Delegate shall represent fifty percent (50%) of the local chapter's MEMBERSHIP.

(e) In instances where simple majority is used in this document, votes shall not be weighted.

### **3.06 TENURE OF OFFICE**

All officers shall be limited to three (2) year term but an officer can run for 3 consecutive terms only, for a particular office.

All Officers shall be limited to a three (2) year term but an Office can run for three (3) consecutive terms only, for a particular office.

\*all second sentence, about barring delegates to contest for an office that has just been vacated by is to be stricken.

Rationale: NUSA office should be open for anyone who is interested especially when we are severely handicapped in the number of people volunteering for some of the offices.

(ii) Nothing in this section shall be construed to disqualify such officer to contest for any such office as long as there has been an intervening tenure by another person.

### **A. DUTIES OF OFFICERS:**

#### *1. President*

The *President* shall preside over and call to order, all meetings of the Executive and General Assembly. He/She shall assign Officers and/or Members to undertake special or regular tasks upon approval by a simple majority of the Executive Council and/or House of Delegates. He/She shall appoint and/or recall Committee Chairpersons with the approval of the Executive Council. He/She shall be informed by Committee Chairpersons of all Meetings and Agendas with reasonable advance notice. He/She shall have the power to invite lawyer(s), consultant(s) and advisor(s) to Executive or General Meetings upon approval of a simple majority of the House of Delegates.

#### *2. Vice President*

The *Vice President* shall, in the absence, disability or incapacitation of the President, have the power to perform the duties of the President. He/She shall assist the President at all times.

#### *3. General Secretary*

It shall be the duty of the *General Secretary* to give proper and timely notices of all Executive and General Meetings. He/She shall record and present Minutes of all meetings. He/She shall keep Members informed of all significant developments involving the Organization and/or Members, and shall be the custodian of NUSA's documents (*other than Financial Records*).

#### *4. Assistant General Secretary*

The *Assistant General Secretary* shall assume the duties and responsibilities of the General Secretary during his/her absence. He/She shall assist the General Secretary at all times.

#### *5. Treasurer*

The *Treasurer* shall be the custodian of all funds, securities and financial records of NUSA. The Treasurer shall deposit funds and securities in the name of NUSA in such bank or banks as the Executive Council may designate. He/She shall render an independent, proper and accurate account of NUSA's bank account balances at all Executive and General Meetings, and issue checks and vouchers signed by the appropriate signatories.

6. *Financial Secretary*

The *Financial Secretary* shall collect funds on behalf of NUSA and transfer same to the Treasurer for deposit into NUSA's bank account within a week. He/She shall keep all records of the finances with the Comprehensive Report.

7. *Publicity Officer*

The *Publicity Officer* shall be the Chief Public Relations Officer of NUSA. He/She shall be responsible for all external publicity relating to NUSA's activities as approved by the Executive Council or the General House. He/She shall be responsible for attracting new Members.

8. *Assistant Publicity Officer*

The *Assistant Publicity Officer* shall assist and work closely with the Publicity Officer. He/She shall assume the duties and responsibilities of the Publicity Officer during his/her absence.

9. *Provost*

The *Provost* may be one or more Officers responsible for maintaining civility and decorum during meetings. Offenders shall be warned and/or penalized as deemed appropriate by the Provost. The Provost may assist the President to recognize speakers on matters under discussion. Any Member who dissents or disagrees with any penalty, fine or warning issued or imposed by the Provost is expected to obey and comply first, then petition the President or House of Delegates for review and redress.

10. *Auditor*

The *Auditor* shall be elected by the House of Delegates at a time different and separate from those of other Officers of NUSA. The Auditor shall not be a member of the Executive Council. The Auditor shall audit all the accounts of NUSA, at least once every two (2) years. He/She shall submit a Comprehensive Audit Report of the financial position of the Organization with recommendations to the Executive Council.

The Auditor's term of office terminates at the end of the audit period. The Auditor may be re-appointed/re-elected for no more than two (2) consecutive terms.

11. *Legal Adviser*

- I. Shall advise the Executive Council, House of Delegates, and the organization on all legal and Constitutional matters before the organization.

- II. Shall be qualified and in good standing to practice law in any jurisdiction of the United States of America.
- III. Shall be appointed by the President in consultation with the Executive Council and the ratification by a simple majority of the House of Delegates.
- IV. Shall serve for a period of four years per tenure after which he/she may be re-appointed

**B. SWEARING IN OF OFFICERS**

The newly elected Officers shall be sworn in at the conclusion of the election as follows:

"I \_\_\_\_\_, do solemnly swear (or affirm) that I will faithfully execute the office of \_\_\_\_\_ and will, to the best of my ability, preserve, protect and defend the Constitution and Bylaws of the Nnewi USA, Inc., so help me God."

The incumbents shall work closely with the newly elected Officers between the election and the next scheduled General Meeting. All documents and other properties of NUSA shall be handed over to the newly elected Officers upon being sworn in.

**3.07 COMMITTEES**

The following standing Committees shall be established:

*Think-Tank*  
*Financial and Economic Development*  
*Legal Advisory*  
*(Ad Hoc shall be formed as needed)*

**3.08 BOARD OF TRUSTEES**

- a. Shall be constituted of four members to be appointed from the four quarters in Nnewi, namely: Otolu, Uruagu, Umudim, and Nnewichi.
- b. Shall be appointed by the President in consultation with the Executives and approved by a simple majority vote by the House of Delegates.
- c. Each member shall serve for a period of four years per tenure (after which he/she may be re-appointed) and a maximum of two tenures (eight years) per member.

**A. DUTIES OF BOARD OF TRUSTEES**

- i. Shall provide advisory opinion to the organization whenever consulted by the organization.
- ii. Shall assist to resolve any pressing issues within the organization.
- iii. Shall assist in fundraising of the organization.
- iv. Shall advise, guide, and assist in NUSA projects and mission.

**ARTICLE FOUR - POWERS OF THE EXECUTIVE COUNCIL (*The Council*)  
and  
THE HOUSE OF DELEGATES**

**ART 4.01 to 4.05**

Chapter president is to be added in all places where "The House of Delegates" are mentioned.

**4.01**

The Council shall be the governing body of NUSA, subject to the oversight role of the House of Delegates. The Council shall consist of all elected officers of NUSA. The Members shall work jointly and mutually to coordinate the policy and programs of NUSA.

#### **4.02**

The Council may setup committees it may deem necessary to discharge its functions and charge such committees with specific or general functions and directives in the interest of the Organization.

#### **4.03**

Subject to ratification of the House of Delegates, the Council shall have power over financial commitments, to make all needful Rules and Regulations.

#### **4.04**

The Council shall have the power to act on behalf on NUSA in emergencies such as death of a Member, immediate family member, or relatives, etc. The Council shall, however, notify the House of Delegates of such action **within ten (10) DAYS**.

#### **4.05**

(a). The House of Delegates shall have the sole power to remove or discipline any Official or Committee Member in accordance with the Constitution and Bylaws of the Organization.

### **ARTICLE FIVE - SERVICE TO MEMBERS**

#### **5.01**

##### **SOCIAL EVENTS**

Announcement for social events such as weddings, births, baptisms, graduations, birthdays, deaths, etc. may be made through the Organization.

#### **5.02 POLITICAL PARTICIPATION**

The Organization is a non-partisan entity, but shall encourage political participation by all members.

### **ARTICLE SIX - MEMBERSHIP AND OFFICIAL RESPONSIBILITIES**

#### **6.01 CONDUCT OF MEMBERS**

The Organization shall expect all Members to abide by local, state and Federal laws, and the Rules and Regulations of NUSA.

#### **6.02**

Chapter Presidents are to be added anywhere that delegates are mentioned

A Member shall be suspended or removed by the vote of a simple majority of the Members of the House of Delegates for the following reasons:

(a) Verifiable gross misconduct or actions deemed to be detrimental to the good name and reputation of the Organization.



(b) Persistent refusal by a Member to abide by the Constitution and Bylaws of the Organization. A Member shall be suspended for cause only after reasonable notice and opportunity to be heard.

(c) Suspension or removal by a local branch of NUSA except that:

A member who feels that he/she have been unjustifiably suspended or removed from MEMBERSHIP in a local branch shall have the right to petition the House of Delegates for redress within sixty (60) days of the suspension or removal. The House of Delegates has sixty (60) days within which to institute consultation with the affected local branch.

### **6.03 REMOVAL OF OFFICERS**

Any Officers neglecting his/her duties as defined in the Constitution and Bylaws may be removed from offices in accordance with the following:

(a) To remove an Officer, a petition signed by at least twenty percent (20%) of the Members of the House of Delegates shall be submitted to the Executive Council excluding the officer(s) under investigation. The Executive Council shall study such petition and make recommendations as to either impeach the officer or dismiss the petition. The said Officer shall be allowed to present his/her case before the properly constituted House of Delegates. A simple majority vote of the House of Delegates shall decide the outcome of the petition.

(b) (1) If for any reason an officer resigns or is relieved of his/her post, the person serving as  
*Vice or Assistant* shall take over that office until an election is held. In the absence of a  
*Vice or Assistant*, the President shall have the power in consultation with the Executive Council to appoint an interim replacement.

(2) If for any reason the whole Executive Council shall resign or be relieved of their posts and responsibilities, the Provost shall appoint an interim Election Committee and arrange for early election.

(c) Notwithstanding any prior provisions, any incumbent officer shall be eligible for reelection into the same office for two (2) terms if membership sees it fit and appropriate. The provisions of art 3.06 (a) (ii) shall apply

### **6.04 GROUNDS FOR REMOVAL OF OFFICERS**

(a) Gross, reckless and negligent use and abuse of power.

(b) Embezzlement of the Organization funds or assets.

(c) Using the position or the office for personal gain.

(d) Non-performance or neglect of duties.

(e) Any other acts, action, and activities considered being prejudicial or detrimental to the best interest and good name of the Organization.

## **ARTICLE SEVEN -SOURCES OF FUNDS AND**

## APPROVAL OF INSTRUMENTS

### 7.01

NUSA activities and the General Secretariat are to be financed through:

- (a) Registration fees.
- [b]. Annual dues shall be \$50 per member. The Executive Council shall, consistent with Article Two, section 2.05 of this constitution, evaluate the annual due structure from time to time and recommend adjustment when required, to the House of Delegates or the General Assembly, for ratification.
- (c) Special levies.
- (d) Donations
- (e) Promotions, and/or participation in fund raising or income generating activities as approved by the Executive Council and/or the House of Delegates.

### 7.02

NUSA may solicit or accept funds from outside sources only where the acceptance of such funds does not reduce the independence and integrity of the Organization, and provided that the administration and expenditure of such funds are under the control of NUSA, and consistent with the letter and spirit of NUSA Constitution, Bylaws and General Policies.

### 7.03

NUSA shall undertake and promote, sponsor, co-promote or co-sponsor social and cultural activities deemed to be in the best interest of the Organization.

### 7.04

The President, Treasurer and General Secretary shall be the authorized signatories for checks, notes, drafts, obligations, contracts and any other legitimate instrument of payment and financial transactions of NUSA. Any available two out of these three signatories may execute the described transactions AND the third signatory must be apprised of the transaction and its details, as soon as possible, thereafter.

## ARTICLE EIGHT - MEETINGS

### 8.01

NUSA shall hold conferences within the months of July through October. The date, place and time of the conference shall be recommended by the Executive Council and ratified by the House of Delegates.

- (a) QUORUM.
  - (i) Meetings of the Executive Council and the House of Delegates and Chapter Presidents shall commence with the attendance of 33% of the officers/delegates/chapter presidents.
  - (ii) The quorum in Executive Council meeting shall be the attendance of at least 4 officers.

### 8.02

The Executive Council shall recommend three (3) alternate Annual Conference sites and three (3) alternate dates to the House of Delegates, one (1) year in advance of the proposed conference date.

### **8.03**

The House of Delegates shall have sixty (60) days from the date of notification to ratify a site and date for the proposed Annual Conference. The Houses of Delegates shall have the power to select a conference site different from the three (3) recommended by the Executive Council.

### **8.04**

HOSTING OF NATIONAL CONVENTION/CONFERENCE:

Henceforth, the financial responsibility for hosting the convention shall be according to this ratio:

- (a) ~~60%~~ of the determined cost has to be provided by the national (NUSA)
- (b) ~~40%~~ of the determined cost has to be provided by the hosting local chapter.

**Rational:** *There has been noticeable financial pressure on states hosting the conventions, trying to raise the needed funds. This is outside the strenuous non-monetary efforts the hosting chapter will embark on to present a good convention. Further, it will assist poor state chapters and encourage them to host us.*

### **8.05**

The election of Officers shall be held during the Annual Conference in an election year.

### **8.06**

The Conference shall be laid before it, the Annual Reports, Policy Paper and Budget of NUSA for general consideration and debate.

### **8.07**

In the absence of the President or Vice President, the General Secretary or any member of the Executive Council shall call the meeting to order. The Executive Council shall meet quarterly. The Executive Council Meeting may be held via teleconferencing or other proper and viable means.

### **8.08**

Special meetings of the Executive Council or House of Delegates at any time shall be called by the President, Vice President or General Secretary within six (6) weeks of a written request of a majority of the Executive Council or House of Delegates.

### **8.09**

The agenda for meetings and conferences shall be determined by the Executive Council.

## **ARTICLE NINE - AMENDMENTS**

### **9.01**

The Constitution and Bylaws may be amended, replaced, altered in whole or in part by a non-weighted 2/3rd majority vote of the House of Delegates in attendance at any duly

called conference or special meeting.

## **9.02**

Notice of the proposed amendment must reach the executive council in writing at least (90) days before the date of the convention at which the proposed amendment is to be considered .A description of the proposed amendment shall accompany any such notice. The executive council through the president shall appoint a constitutional amendment committee, who will transmit the proposed amendment to the national convention to be voted upon.

## **9.03**

The Executive Council shall not alter or repeal any part of this Constitution and Bylaws adopted by the general MEMBERSHIP, but may adopt riders, in harmony therewith, which may be amended by the Delegates at a convention or at a special meeting called for this purpose.

## **ARTICLE TEN - DISSOLUTION**

### **10.01**

Two-thirds (2/3) non-weighted majority vote of all the active and financial MEMBERSHIP shall be required to pass a motion calling for dissolution of the Organization.

### **10.02**

The Minutes of the Deliberation should clearly reflect the justification for such motion as well as the full names of the attendees.

### **10.03**

In the event that the above requirements are met, NUSA shall stand dissolved and all its assets, after its obligations and liabilities are settled, shall be donated to any institution of public service in Nnewi town. Such institution must be owned and operated by, or for the common benefit of the entire town and without bias to village or religious affiliation(s).

*The Nnewi General Hospital is an example*

## **ARTICLE ELEVEN -JURISDICTION**

### **11.01**

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

### **11.02**

This CONSTITUTION shall be governed by and construed in accordance with the laws of the State of Texas.

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**COMMENCEMENT:**

This constitution, with any retroactive provision(s) is to commence forthwith.

\*this is a new provision.

**ARTICLE TWELVE - RATIFICATION AND ADOPTION  
OF THE  
CONSTITUTION AND BYLAWS**

**12.01**

This Constitution and Bylaws is hereby ratified and adopted as amended on this 15th day of July in the year of our Lord, two thousand and seventeen In witness whereof we have hereunto subscribed our names.

**12.02**

**This .....as amended on this 15th of July 2017, at Las Vegas, NV**

NNEKA NDUAGUBA  
(Committee Member)

Nneka Nduaguba

\_\_\_\_\_  
Signature

PETER MODEBELU  
(Committee Member)

Peter Modebelu

\_\_\_\_\_  
Signature

ONYI EKWEGBALU  
(Committee Member)

Onyi Ekwegbalu

\_\_\_\_\_  
Signature

ONOCHIE MADUBUKO  
(Committee Member)

Onochie Madubuko

\_\_\_\_\_  
Signature

OFILI UBA  
(Committee Chairman)

Ofili Uba

\_\_\_\_\_  
Signature

