



# Nigerian American Public Affairs Committee - USA Constitution

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## ARTICLE I. Preamble

We the People of Nigerian Descent and friends of Nigeria hereby assemble to form this organization which shall be known as Nigerian American Public Affairs Committee, USA and shall use the acronym NAPAC USA.

NAPAC USA for the purpose of achieving the aims and objectives herein contained in this Constitution which hereby make and enact and give to ourselves.

## ARTICLE II. Principal Office and Address

The principal office of NAPAC USA shall be located in Los Angeles, CA USA or at any such place that the Board of Directors shall so designate.

## ARTICLE III. Organization

NAPAC USA shall be a voluntary tax-exempt corporation organized as a social welfare organization, in a manner consistent with section 501 (c) 4 of the Internal Revenue and any Treasury Regulations promulgated thereafter.

NAPAC USA shall engage in social welfare activities as well as other advocacy activities aimed at empowering the larger Nigerian American Community as well as other Communities that their interest align with our mission & vision.

Our mission is to engage, inform, and empower Nigerian Americans in the United States through policy impact, education,

health and wellness, effective advocacy, and economic empowerment.

NAPAC USA shall exercise all powers conferred by the laws of the State of California upon corporations. It may engage in any lawful act or activity not in conflict with the foregoing, for which the Corporation may be formed under the California Nonprofit Corporation Act.

Notwithstanding any provision of these Articles to the contrary, no part of the net receipts/donations of NAPAC USA shall benefit of any member of the board of director, trustees, Executive council, Patron/Matron, or individual.

NAPAC USA may engage in political campaigns, provided that such activities are not the organization's primary activity subject to IRS 501 (c) 4 regulations and no funds raised by NAPAC USA shall be used in support of such activities.

NAPAC USA shall be divided into six (6) regions within the continental USA. The regions shall consist of the following states.

### Region One – Northeastern:

Maine, Massachusetts, Vermont, Connecticut, New York, Rhode Island, and New Jersey.

### Region Two – Southeastern:

Delaware, Pennsylvania, West Virginia, North Carolina, South Carolina, Maryland, Virginia, and the District of Columbia.

### Region Three – Southern:

Kentucky, Tennessee, Mississippi, Alabama, Georgia, and Florida.

### Region Four – Great Lakes:



Wisconsin, Illinois, Indiana, Michigan, Ohio, and Minnesota.

**Region Five – Midwest/South Central:**

North Dakota, South Dakota, Iowa, Nebraska, Kansas, Missouri, Arkansas, Oklahoma, Texas, and Louisiana.

**Region Six – Pacific/Rocky Mountain:**

California, Oregon, Washington, Idaho, Montana, Wyoming, Utah, Colorado, New Mexico, Arizona, Nevada, Alaska, and Hawaii.

**ARTICLE IV.**

**Purposes, Powers & Privileges**

**Section 1. Purpose**

The purpose of NAPAC USA is to:

To engage, inform, and empower Nigerian Americans in the United States through policy impact, education, health and wellness, effective advocacy, and economic empowerment by:

- A. Mobilizing our community to engage in the Federal, State, and Local electoral process to further the established goals of the Corporation through direct involvement in social welfare activities of the Nigerian American Community as well as other Communities that their interest aligns with our mission & vision.
- B. Researching, debating, investigating, and taking positions on issues that directly or indirectly impact the Nigerian American Community as well as other Communities that their interest aligns with our mission & vision, in

the United States of America as may be further defined and expressed by these Bylaws.

- C. Educate the Nigerian American community and other interested parties about the civic responsibilities and political governance of the United States of America.

To further these purposes, NAPAC USA shall solicit, directly or indirectly, accept, voluntary personal and corporate contributions, and make expenditures in connection with the objectives of this organization.

**Section 2. Powers & Privileges**

NAPAC USA, its officers and sub-committees, shall possess and may exercise all powers and privileges set forth in these Constitution or incidental thereto, together with all powers and privileges necessary or convenient to the conduct, promotion, or attainment of the purposes of NAPAC USA or these by Constitution.

**Section 3. Conflict of Interest**

To avoid the perception of any conflict-of-interest issues, any member of the elected member of NAPAC Organization that chooses to run for elected office shall resign from his or her elected position.

**ARTICLE V.**

**Board of Trustees**

**Section 1. Role & Responsibilities**

The Board of Trustees (BOT) shall serve as the guardian of NAPAC USA.

- A. The Chairperson shall have voting rights in the NAPAC USA BOD.



- B. The BOT shall serve as an arbitrator/mediator in conflict resolution between the Affiliates of NAPAC.
- C. BOT shall be responsible to certify nominees for the positions of Patron/Matrons for the organization.
- D. BOT shall collaborate with Patron/Matrons to raise funds for the organization.
  - a. BOT membership shall warrant a commitment by each member to raise funds per year to support the organization.
- E. The BOT shall certify the elections/appointments of the BOD.

## **Section 2. Qualifications & Membership requirement**

- A. Members shall serve with integrity, care, and transparency.
  - B. Must have served as either Presidents or Vice Presidents in
    - a. NAPAC USA
    - b. NAPAC Foundation
- Or serve as the chair of
- c. NAPAC Board of Directors
- C. Nomination to the board must be granted by the general membership.
  - D. Must have a vote of confidence from two thirds of the general membership.
  - E. Must still be actively participating and financially contributing to the organization.
  - F. Must be in good standing with membership dues.
  - G. Must be willing to serve two consecutive terms.

## **Section 3. Fiduciary Duties**

Board Members shall stay objective, unselfish, responsible, trustworthy, and efficient.

Board Members shall have the ability to approve or disapprove initiatives that are not aligned with the mission of the organization when presented by the BOD.

## **Section 4. Term**

Two consecutive 5 years term is expected of the BOT members.

## **Section 5. Minimum number of members**

- A. The BOT shall have a minimum of five members and no more than nine members.
- B. Trustee shall cease to hold office if he or she:
  - a. Resigns his/her office.
  - b. Convicted of a criminal offense by Court of Competent Jurisdiction.
  - c. Becomes unable to discharge assigned responsibilities, or he/she is removed from office by the general assembly.

## **Section 6. Meeting**

BOT shall meet at least once a year or more as determined by the BOT in reference to meeting policy of the organization.

## **Section 7. Vacancy**

Upon a vacancy occurring on the BOT, any member of the BOD may present a nominee for the Board's approval.



## **ARTICLE VI**

### **Board of Directors**

#### **Section 1. Role & Responsibilities**

The Board of directors (BOD) shall work to promote the objectives of the organization by directing its activities.

- A. The Board shall approve the final annual budget when presented by the Executive board.
- B. The Board shall also approve by resolution all donations in support of the organization's interests and perform such functions as may be determined by the constitution, delegated and/or requested by the Executive board.
- C. Any resolution or decision of the Board that is contested, may be overturned by 75% vote of the general assembly during the annual general meeting "AGM".
- D. Provisions shall be made at all Board meetings to allow comments to be received from active members prior to the BOD rendering decisions that are binding to organizations.
- E. The Annual Strategic Plan shall be reviewed and approved for implementation for the following year.
- F. The Annual Budget must be approved by the BOD in October of the following year.

#### **Section 2. Composition**

- A. The Board of Directors shall consist of Ten (10) members as follows:
  - a. Regional Representatives elected from each of the six (6) NAPAC regions.
  - b. A Youth Director nominated or elected by their peers from NAPAC geographical regions.

- c. Current Board of Trustees Chairperson
  - d. Current President of NAPAC USA
  - e. Current Chairperson of NAPAC Foundation
- B. The BOT vice chair shall serve as the tie breaker at the instance of a voting gridlock.

#### **Section 3. Powers & Privileges**

- A. The members of the BOD shall all have voting rights.
- B. The chairperson shall be nominated and elected by the board members to serve a two-year term.

#### **Section 4. Board Member Election**

- A. All Board members shall be elected by the membership of each state affiliated NAPAC Region at a validly convened regional meeting or convention.
- B. Nomination shall be forwarded to the Executive council by the Chairperson of the State affiliate.
- C. Each region reserves the right to withdraw its nominee after due process established by that state has been followed.
- D. BOD shall meet at least annually and shall be available as often as necessary to make policies and provide leadership for the organization.

#### **Section 5. Term**

Terms of office shall be for two years, renewable once for a total of four years by serving state reps.



### **Section 6. Meetings**

BOD shall meet bi-annually in the months of April and October and invite the EB to the meeting in line with the policy of the organization.

- he/she can use for unplanned event funding as approved by the EB.
- E. Designated members whose duty aligns with the task of the committee shall chair and oversee the function of the committees

## **ARTICLE VII Executive Board**

### **Section 1. Duties and Responsibilities**

- A. The organization shall be governed by an Executive board (EB) that shall have general responsibility for establishing the policies and procedures subject to the BOD's approval.
- B. The EB shall implement activities consistent with the purpose and goals of the organization and the Constitution and Bylaws, and in compliance with Federal, State and Local laws and regulations. Only members in good standing of NAPAC USA can serve as a member of the EB.
- C. Consistent with Article IV, the EB shall develop guiding principles subject to the approval of the BOD for the expenditures of necessary funds. The EB shall retrospectively review all social welfare commitments to ensure compliance with NAPAC USA's guiding principles. All expenditures must be reviewed and acknowledged by the Treasurer and ratified by the EB. All members of the EB shall be notified of all contributions or donations received by the Treasurer.
- D. The President shall be allotted an annual discretionary amount as defined in the budget in accordance with Article XIV, Section 1(B) that

### **Section 2. Composition & Eligibility**

The EB shall have eight (8) members.

1. President
2. Vice President
3. General Secretary
4. Assistant Secretary
5. Treasurer
6. Financial Secretary
7. Press Secretary
8. Political Program Secretary

Inclusive for a period of one year after serving shall be the:

9. President Emeritus

To be eligible for election such an individual must be an active member of NAPAC in good standing for a minimum of one year.

The President Emeritus shall serve in an advisory role during the term of the newly elected officers.

### **Section 3. Election and Terms**

The election shall be in two steps:

1. Each State PAC will caucus separately to choose from nominees vying for seats on the EB.
2. They shall make their choice of two delegates who will represent them at the general election. The voting delegates shall consist of two (2) representatives from each state.



3. Members of the EB shall be elected by simple majority vote of delegates present at the annual general meeting.
4. EB members shall serve for a term of two years, renewable once by an election process for a total of four years.

#### **Section 4. Meetings**

EB shall meet at least once a quarter or more as determined by the EB and present at the joint board meeting in April and October to present organization matters for approval.

#### **Section 5. Powers & Privileges**

Except as specifically provided herein, there shall be vested in the EB, all powers and authority to:

- A. Accept contributions on behalf of NAPAC USA.
- B. Make necessary expenditures on behalf of NAPAC USA.
- C. Facilitate the disbursements of funds in support of issues approved for action by NAPAC USA.
- D. Facilitate the disbursement of contributions made with instructions to specific issues. Said contributor's instructions shall be followed, to the extent permitted by law.
- E. Recommend to the BOD, such policies and procedures as shall be needed to effectively carry out the work of NAPAC USA; and recommend Sub-Committees to perform such functions as shall be deemed necessary to implement and promote the objectives of NAPAC USA.
- F. Four (4) Executive Members shall constitute a quorum necessary for

conducting business activities of the EB.

#### **Section 6. Removal, Resignation and Vacancies:**

- A. Members of the EB may be removed by a majority vote of the BOD of NAPAC USA present at a convened joint board meeting.
- B. Members of the EB may resign by giving a written notice of thirty (30) days to allow for transfer of documents in their custody to a designated member of the EB.

If a vacancy occurs as a result of removal, resignation, or any other valid and verifiable reason, a replacement shall be chosen by the EB at the earliest possible time and shall serve for the remainder of the vacant term. Such Terms shall not be considered the first of the two terms as permitted in Article VII Section 3 of this constitution.

### **ARTICLE VIII Officers**

#### **Section 1. President**

- A. The President shall preside over all meeting held by the EB.
- B. The President's privileges and power are subject to the restrictions and limitations contained in this constitution.
- C. The President shall oversee the financial and other affairs of the organization.
- D. The President shall give the state of the Union address at the Annual general meeting (AGM).



### **Qualifications**

- A. The Presidency shall be restricted to Nigerian American (either naturalization or origin)
- B. The President shall be a person who has proven management skills and has served in a similar leadership capacity at an organization of similar size and characteristics or must have served in other NAPAC leadership capacity for at least one year.
- C. His or her duties shall include but not be limited to the following:
  - a) Preside over the EB meetings.
  - b) Establish and dissolve Sub-Committees.
  - c) Appoint and remove Sub-Committee chairs.

### **Solicitation Oversight**

- A. The President shall supervise the solicitation of contributions.
- B. He or she shall direct the Treasurer to disburse funds within the guidelines of the Constitution.
- C. Execute reports or other documents on behalf of NAPAC USA, including an annual report showing NAPAC USA's total receipts and distributions thereof.

### **Section 2. Vice President.**

- A. The Vice President shall advise the President on NAPAC USAs' organizational matters and other overall responsibilities as outlined in this constitution.
- B. The Vice President shall preside in the absence of the President and shall perform any duties which are assigned by the President.

- C. The Vice president shall serve as the NAPAC-USA National Executive Representative and advisor to all the State chapters.

### **Qualifications**

- A. The Vice-President shall be Nigerian American (either naturalization or origin).
- B. Must have proven management skills and must have served in a similar leadership capacity at an organization of similar size and characteristics or must have served in other NAPAC leadership capacity for at least one year.

### **Section 3. General Secretary.**

- A. The General Secretary shall maintain the minutes of the EB and shall be the custodian of NAPAC USAs documents and records.
- B. He or she shall perform such other duties as assigned by the President.

### **Qualifications**

- A. The General Secretary must have proven administrative skills including minutes transcribing, teleconference management skills and good oral and written communications skills.
- B. The General Secretary must have also served as a secretary or assistant secretary in another organization, board or have on the job administrative experience.

### **Section 4. Assistant Secretary.**

- A. The Assistant Secretary shall assist the Secretary in the performance of his or her duties and shall perform





such other duties as are assigned to him or her or by the President.

- B. S/he shall serve as acting Secretary at any time that office is vacant and in the absence of the secretary.

### Qualifications

Must possess similar skills and qualifications as described in General Secretary above.

### Section 5. Treasurer.

- A. The Treasurer shall have general responsibility for all funds collected by the organization.
- B. He or she shall cause all funds to be deposited and all books of account to be kept in accordance with applicable Federal statutes and regulations.
- C. He or she shall perform such other duties as may be assigned to him or her by the President within the guidelines of the Constitution.
- D. The Treasurer shall present at every meeting of the EB as well as every annual general meeting the financial report detailing all financial activities of during the preceding period(s).

### Qualifications

The Treasurer shall, preferably, be a professional bookkeeper, accountant, financial analyst or of similar profession or must have served as treasurer or assistant treasurer in another similar organization for at least 2 years.

### Section 7. Financial Secretary

- A. The Financial Secretary shall be responsible for collecting of funds, as well as financial reporting as required by the constitution, federal or state law.

- B. The Financial Secretary shall also prepare, execute, file, and maintain copies of all financial reports of NAPAC USA required by law.

### Qualifications

- A. The Financial Secretary shall, preferably, be a professional bookkeeper, accountant, financial analyst or of similar profession or must have served as Financial Secretary in another similar organization for at least 2 years.
- B. The Financial Secretary must be familiar with most required regulatory reports or possess the skills and knowledge to acquire such knowledge.

### Section 8. President Emeritus.

- A. The out-going President shall serve as the President Emeritus.
- B. S/he shall be a member of the Executive council serving in an advisory role until another out-going President replaces her/him.
- C. The President Emeritus in his/her advisory role shall not have voting rights on the Executive council.
- D. The President Emeritus shall serve a year term
- E. Should for any reason s/he is unable to continue serving in the role, carry out this function or resigns term, s/he shall be replaced by whoever served as the Vice-President during his/her term as President to complete the term.



## ARTICLE IX Non-voting offices

### Section 1. Administrative Committee

The administrative committee shall comprise the Executive Director and Administrative Staff. The administrative committee shall serve at the discretion of the EB and report to the board all matters concerning the organizational management. The administrative committee shall have no voting rights.

### Section 2. Executive Director

The Executive Director (ED) shall carry out the directives of the EB. In this role, She/he shall manage the business of the organization and direct the activities of employees of NAPAC USA and volunteers.

The ED shall serve as a liaison with and maintain working relationships with regional and state representatives and outside organizations and be accountable to the EB.

### Section 3. National Advisory Committees

National Advisory Committee (NAC) shall constitute the Presidential appointees with portfolio.

- A. Appointees shall be designated as Directors such as Media/Relations advisor, Legislative affairs advisor, Cultural Affairs advisor, and such other appointments solely by the President as he or she feels to appoint.
- B. Appointees in key interest areas of the organization shall keep informed the EB member that serves in leadership for the key interest area.
- C. Appointees shall report directly to the President and present to the EB

recommendations for review and approval.

- D. NAC appointees must be confirmed by the EB.
- E. NAC Chairs may be invited to a BOD meeting either by the BOD or the President.

NAC shall have no voting power at leadership meetings.

## ARTICLE X Patron/Matrons

### Section 1. Nomination

The Patrons/Matrons shall raise funds the administrative, program and other function of the organization.

- A. For the best interests of the organization, any member in good standing may nominate a Patron/Matron for appointment by the Board of Trustees.
- B. The nominated Patron/Matron must be a high esteem member of the community in the United States whose association with the organization will promote the goals and objectives of the organization.

### Section 2. Roles & Duties

- A. Patron/Matrons shall have no voting powers but shall be expected to support the organization through fundraising.
- B. The Patron/Matron shall continuously support the organization in its financial goals for the year and remain in good standing.

### Section 4. Qualifications

Members shall serve with integrity, care, and transparency.



- A. Must align with the mission and vision of the organization.
- B. Nomination must be presented before the BOD for ratification.
- C. Must be an outstanding member of the community.

#### **Section 4. Termination**

A Patron/Matron may be recommended for termination to the Board of Trustees for any reason as determined by the body, including inability to meet the required obligations.

### **ARTICLE XI National Committees**

#### **Section 1. Type of Committees**

There shall be two (2) types of Committees, Standing and Ad-Hoc.

**Standing Committees** are permanent committees and shall be the followings:

- a) Constitution and By-law Committee
- b) Fundraising Committee
- c) Social/Welfare Committee
- d) Membership Committee
- e) Communications Committee

**Ad-Hoc Committees** may be spontaneous but temporary, for a specific purpose, and may be formed by the President as necessary with a very well-defined mandate and tenure, witnessed by the EB.

All committees, Standing or Ad-Hoc, must report to the EB as required.

#### **Section 2. Responsibilities**

Each committee shall provide updates and present its recommendation(s) to the EB for review.

The EB will provide such reports and present the recommendation(s) to the BOD for adoption.

#### **Section 3. Dissolution of Ad Hoc Committees**

- A. The Ad-Hoc Committee must be dissolved at the completion of its assignment by the President.
- B. Any committee set up as Ad-Hoc shall stand dissolved at the expiration of the tenure of the office of the EB, unless otherwise provided.

#### **Section 4. General Functions of Standing Committees**

##### **A. Constitution and By-Law Review Committee.**

The purpose of this committee is to deliberate on amendment(s) to the organization's constitution, draft the necessary amendments, and coordinate approval and adoption of the amendment(s) according to the provision of the constitution.

##### **B. Fundraising Committee.**

To coordinate and lead all fundraising initiatives of the organization.

##### **C. Social and Welfare Committee.**

The purpose is to bring to the EB concerns and issues related to the social and welfare of the community. It shall also be the function of the committee to consider and recommend improvements to the community.

##### **D. Membership Committee.**

The mission of the Membership Committee is to develop innovative ways to attract new members as well as retain current membership. This



Committee should work in direct collaboration with all the State Chapters.

**E. Communications Committee.**

The purpose of the committee is to oversee all communications regarding the organization's public brand to include but not limited to defining communications parameters such as logo use, presentations, visual and audio contents, adverts used in any public representation.

**Section 5. Committee Leadership.**

The committees must be chaired by the designated EB member. The member in his/her privileges and power may designate authority to the vice-chair.

Each committee standing or ad-hoc shall elect from within its membership a vice-chair and secretary.

**Section 6. Committee Reports Review.**

The EB shall review and pass on reports so submitted within a reasonable period of time and shall specify the method of distribution.

The EB may delegate review of committee reports to special committees within itself.

**ARTICLE XII  
Membership**

**Section 1. Membership Requirement**

Any individual above 18 years of age either of Nigerian or American descent or friends of Nigeria who is a U.S. citizen or permanent resident is eligible to be a paid member, to participate and contribute to NAPAC USA.

Only active NAPAC members can be appointed to serve on committees or can run for NAPAC USA EB Office.

**Section 2. Affiliates**

- A. For a state chapter to be recognized as a local affiliate, it must consist of at least 10 paying members.
  - a. For states that are within the same region that have not met the qualifications of an affiliate can be a part of a state that is already an affiliate.
- B. NAPAC Foundation or any non-profit organization can be an affiliate of NAPAC USA only to the extent involving the social welfare and advocacy activities of NAPAC USA.
- C. Nothing herein suggests any affiliated non-profit organization has any involvement in any political activities, nor does it have any affiliation whatsoever with other affiliates of NAPAC USA, particularly State Chapters.
- D. NAPAC Capacity Development Initiative (CDI) can be affiliated with corporations that range from NGOs to for-profit organizations to the extent of NAPAC CDI's for-profit operations and any decisions made shall be independent of NAPAC USA.

**Section 3. Membership Dues.**

**A. General Dues**

- a. The annual individual membership dues shall be determined by the BOD on a needed basis.
- b. Dues shall be payable at the beginning of the fiscal year and pro-rata thereafter for new members.

**B. Appropriations**



- a. The determined dues shall be allocated as
  - i. 40% for the national organization
  - ii. 60% for State Chapters.

**C. Collections**

- a. Dues shall be collected at the national level and remitted to the State Chapters.
- b. A member whose dues are delinquent sixty (60) days after the fiscal year shall be reminded to bring current.

**D. Additional Funding**

Individual State Chapter shall have the flexibility to request additional funds from their members to effectuate smooth running of their operations if they so deem fit.

**E. Audits**

NAPAC USA reserves the right to perform audits of any affiliate State Chapters. Such Chapter shall respond to any request from NAPAC USA diligently within 10 business days. The EB has the responsibility to recommend the decertification of the chapter for violation of its agreement to the BOD.

**ARTICLE XIII**

**Annual/Special Meetings**

**Section 1. Annual General Meeting**

NAPAC USA's general meetings shall be held once every calendar year as determined by the EB.

**Section 2. Special Meetings**

- A. Special meetings of the EB shall be called by any member with the concurrence of two other members of

the EB or upon written request of a majority of the EB.

- B. Special meetings of the BOT/BOD may be called by any member of the BOT or BOD with the concurrence of two members or at the written request of the majority.
- C. Members of the BOT/BOD/EB shall be notified in writing or via email at least seven days prior to such a meeting.

**Section 4. Quorum**

Two-third of members in good standing shall constitute a quorum.

**Section 5. Proxy**

BOD shall be allowed to delegate their proxy in writing and with proper notice 5 days prior to the date of the meeting to the General Secretary. Such proxy shall be delegated to good standing members from their regions.

**ARTICLE XIV**

**Budget, Contributions & Disbursements**

**Section 1. Budget**

- A. The new fiscal year organizational budget shall be planned for by August of the current fiscal year, ratified in October by the BOD and presented to NAPAC Foundation within the first quarter of the next fiscal year for funding.
- B. A discretionary amount of a thousand dollars per year shall be afforded to the President in the event of an emergency.



## Section 2. Voluntary Contributions

All contributions to NAPAC USA shall be voluntary, and no contribution to the organization shall be solicited or secured by physical force, job discrimination, financial reprisal, threat thereof, or as a condition of employment.

## Section 3. Expenditure of Funds

Basic policies with respect to the expenditure or distribution of all contributions to NAPAC USA shall be within the sole discretion of the EB and shall be governed by Article IV above.

## Section 4. Contribution/Expenditure Limitations

No contribution shall be accepted, and no expenditure shall be made, by or on behalf of NAPAC USA at a time when the office of the Treasurer is vacant.

The President shall immediately appoint an interim treasurer to serve until vacancy is filled through a special election.

## Section 5. Mechanics of Disbursement

All checks written by NAPAC USA shall be signed by designated signatory in accordance with the signatory policy. All requisition forms must be submitted for approval to the EB prior to the check being signed.

## Section 6. Personal Right to Funds Limitation

No member of the leadership shall have the right to share personally in any funds or assets of NAPAC USA upon its dissolution or any other time. No personal loan shall be made to members of NAPAC USA.

## ARTICLE XV Fiscal Year

### Section 1. Fiscal Year

The fiscal year is from January 1 to December 31 of each year.

## Article XVI Fundraising and Funding Initiative

### Section 1. Fundraising

- A. All contributions from individual members and friends of NAPAC USA shall go to the organization.
- B. All donors to NAPAC USA must be identified with name, occupation and address or as required by law.
- C. Unidentified funds may not exceed the legal limit under relevant federal and state laws.

### Section 2. Funding Initiative

- A. A minimum of twenty-five percent (25%) of all funds contributed or raised by NAPAC USA will be set aside for nationwide social welfare action and political education.
- B. Seventy-five percent (75%) of all funds contributed by Affiliates to NAPAC USA will be used for social welfare action programs.
- C. Funding in the form of grants must be used for social welfare action programs based on the grant requirements.
- D. If NAPAC USA has not taken a position on any nationwide social welfare action, the 25% of funds set aside as per section 2.A herein, shall be carried forward to the next fiscal year.



## **ARTICLE XVII**

### **Audits**

#### **Section 1. Performance of Audits**

- A. Audits of NAPAC USA's financial records shall be performed by an Audit Committee of three members of NAPAC USA with a financial/accounting background.
- B. The Audit Committee shall be nominated and approved by the BOD at the joint board meetings.
- C. Members of the committee may serve no more than two times for a period of two years.

#### **Section 2. Schedule for Audits**

Audits should be conducted within the first 3 months of the year or as deemed necessary by the BOD or general assembly.

## **ARTICLE XVIII**

### **Amendments & Indemnification**

#### **Section 1. Amendments**

- A. The Constitution may be amended from time to time by the recommendation of the BOD, so long as NAPAC USA is in existence.
- B. Amendments must be in accordance with the by-laws or applicable Federal guidelines.

#### **Section 2. Indemnification**

NAPAC USA shall indemnify and defend members of the BOT, BOD, EB and all appointed National advisors and committees against any and all judgements, fines, and amounts paid in settlement, together with reasonable expenses including attorney's fees, actually and reasonably incurred in the defense of an action, threatened action, suit

or proceeding, or any special therefrom, brought by a third party, if such person was acting on behalf of NAPAC USA or its committee for a purpose such person reasonably believed to be in the interests of NAPAC USA, and if such person had no reason to believe the conduct was unlawful; provided that NAPAC USA may require such person to cooperate with NAPAC USA, its counsel and advisors in order to receive such indemnification.

## **ARTICLE XIX**

### **Transition Rules & Waiver of Notice**

#### **Section 1. Transition Rules**

The BOD may establish rules that are consistent with the bylaws for the policies, procedures, and programs of NAPAC USA to be effectuated. Except as provided for elsewhere in the Bylaws, Robert's Rules of Order govern matters of parliamentary procedure.

#### **Section 2. Waiver of Notice**

When any notice is required to be given to any member, a waiver in writing signed by the person entitled to such notice, whether before, at or after the time stated therein shall be equivalent to giving of such notice.

## **ARTICLE XX**

### **Parliamentary Requirement**

#### **Robert's Rule of Order**

Robert's Rules of Order shall govern matters of parliamentary procedure unless specifically modified in advance.



## ARTILCE XXI Effective Date

The constitution shall become effective on the **18<sup>th</sup>** the day of the month of **July** in the year of **2022**.





## Key Interest Areas

### Immigration and Naturalization

- Naturalization Policy (undocumented residents)
- Adoption Policy
- Work Visa to Green card Policy
- Social Security Wages and Retirement Policy

### Foreign Policy

- Trade Policy
- Bi-lateral Cooperation on Crime Fighting

### Education

- Teachers
- Scholarships
- Political Education

### Community Service

- Mobilizing the Nigerian American community to volunteer
- Serve on local, regional, state, and federal boards.
- Serve in leadership positions in political parties.

### Glossary

**Active Member.** An active member is a member actively serving in leadership or on a committee be it state, regional, or national and participate in the annual general meeting.

**Member In Good Standing.** active member that has paid in full membership dues.

**Key Interests.** Interests focused on social justice, economic, education and community engagement.

**Social Welfare Initiatives.** Initiatives that fall under any of the categories of the organization key issue areas.

**Grounds Or Cause For Removal:** Gross ignorance of official duties, gross carelessness in the discharge of assigned duties, unfitness, or inability to discharge official duties promptly and properly because of a serious physical or mental defect that did not exist at the time of the officer's election, intentional, unlawful behavior.

**Youth.** A person or persons between the age of 16 – 30 years old.