



**THE CONSTITUTION
OF
EKO CLUB MINNESOTA, INC.**

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PREAMBLE.

We, indigenes of Lagos State, Nigeria residing in Minnesota, USA, constitute this organization in order to contribute to the advancement and prosperity of Lagos State, its people, infrastructures and to the Nigerian nation, in cooperation with other organizations in the Diaspora, by effectively utilizing our collective resources in fulfilling the needs of our people and mankind; and accept the articles of this constitution as the governing laws of the organization.

ARTICLE I – GENERAL PROVISIONS

Section 1. Name of the Organization. The name of the Organization shall be "EKO CLUB – MINNESOTA, INCORPORATED and hereinafter referred to as the “Organization” and for short EKO CLUB MINNESOTA.

Section 2. Registration of the Organization. The Organization is registered in the State of Minnesota and organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Supremacy Clause. The Constitution of the Organization is supreme and shall have binding force on all the members of EKO CLUB – MINNESOTA and shall serve as the authority that governs the deliberations and activities of this Organization.

Section 4. Resolutions. All resolutions, decisions, motions, or actions not made in compliance with this constitution shall be void, null and of no effect.

Section 5. Subject to All Laws. The provisions of this constitution shall be subject to all valid and applicable laws, including, without limitation, the Minnesota Non-Profit Corporation Act as now or hereafter amended, and in the event that any of the

provisions of this constitution are found to be inconsistent with or contrary to any such valid laws, the latter shall be deemed to control and this constitution shall be deemed modified accordingly, and, as so modified to continue in full force and effect.

Section 6. Location. The principal office of EKO CLUB - Minnesota, USA shall be maintained within the metropolitan area of Minneapolis/Saint Paul, Minnesota or its suburbs.

Section 7. Non-Profit Status.

- A. The Organization shall be non-profit and be governed by its Constitution, the laws of the State of Minnesota and the United States of America.
- B. All activities of this Organization will be charitable, involve educational and cultural issues, and the full array of social institution affecting and influencing the quality of life. This will be consistent with those activities permitted to be carried on by an Organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (as it may be amended) or by an Organization that may receive contributions that are deductible to their donors under Section 170 (c)(2) of the Internal Revenue Code (as it may be amended).

ARTICLE II - PURPOSE

- A. To galvanize the efforts of all indigenes of Lagos State residing in the United States towards improving the lives of all residents of Lagos State at home and abroad;
- B. To promote the economic, social and political development of Lagos State;
- C. To assist members in achieving their collective and individual goals;
- D. To provide useful information to members;
- E. To express love, brotherhood and extend economic assistance to members in need;
- F. To foster a culture of social well being, friendliness and family values amongst members and within the Nigerian Community in Minnesota;
- G. To strengthen the unity and understanding of all Lagos indigenes in Nigeria and worldwide;
- H. To create an enabling environment for intertribal communications, and foster the cultural and social welfare of its members, with that of the Yoruba being the Primus Inter-Pares;
- I. To advance and promote the social, economic, educational, cultural, civic and the general welfare of Nigerians in Minnesota;
- J. To rededicate its members to showcasing the culture and tradition of Lagos State to our American friends and family;

- K. To progressively cooperate, patriotically, in times of emergency and need, that may affect the Country of Nigeria or its people;
- L. To assist and provide moral and financial support to members in needs, at times of sickness, death and social activities;
- M. To serve as an advocate on behalf of members, and Organizations seeking support and assistance on cultural and social issues and events found averse to their civil/human and other rights;
- N. To provide human services, redevelop communities and enhance the quality of life for members and the community at large.

ARTICLE III - POLICIES AND PROCEDURES.

Section 1. Operating Period. The Organization shall operate from January 1 to December 31 of each year. This period shall also represent the Organization's fiscal year.

Section 2. Contract Signatories. All contracts entered into by Eko Club - Minnesota, USA shall have the signatures of the President and the Secretary General or Treasurer.

Section 3: Expenditures. All Eko Club -Minnesota, USA expenditures above five hundred dollars (\$500) shall require the approval of the General Meeting.

Section 4. Financial Audit. An annual audit of the Organization's account shall be conducted by two (qualified) members appointed by the General Meeting at the last meeting (December meeting) before new officers are sworn into office. The audit report shall be finalized within two months, and presented officially to the General Meeting at the February meeting of the incoming year.

Section 5. Financial Report. The Organization shall use cash basis method for its financial reporting. The Organization's financial records shall be made available to any member upon request.

Section 6. Charge of Affairs. The Executive Committee as defined under Article VII, Section 2 shall be in charge of affairs of the Organization.

ARTICLE IV - FINANCE.

Section 1. Primary Source of Funding. The primary source of finance by the Organization shall be derived from its members and through fundraisings.

Section 2. Application Fee. The Organization shall require any person intending to become a member to pay a non-refundable application fee. The amount for application fee shall be reviewed and set by the Organization as the need arises.

Section 3. One Time Fee. The Organization shall require all accepted members to pay a one-time non-refundable fee of five hundred dollars (\$500), and this fee is subject to change at the discretion of the members.

Section 4. Annual Dues. Every member shall pay a non-refundable reviewable annual due each year. The annual due shall be presented at the beginning of the fiscal year by the Executive Committee, and must be approved by the membership.

Section 5. Donations and Grants. The Organization may solicit, receive and accept donations and grants from members, non-members and foundations.

Section 6. Fund Raising Activity. The Organization may, by a vote of a simple majority, undertake fund raising activities at any time.

Section 7. Financial Obligations. Member's financial obligations shall include, but not limited to annual dues, fees, special levy and all others as may be approved at the general meeting of the Organization. It shall be the duty of all members to discharge their financial obligations fully and promptly.

Section 8. Penalty for failure to meet Financial Obligations. A member shall be expelled from the Organization for failure to meet financial obligations. In the case of a special situation of a confirmed financial hardship by a member, the Organization

upon request by the member may, waive part or all of a particular financial burden on such member for a set period of time, by a simple majority vote.

Section 9. Financial Institution. The Organization shall maintain at least, a checking account with a local and reputable financial institution.

Section 10. Signatories for Fund Withdrawals from Organization

Account(s). The signatories to the Organization's account for withdrawal of fund shall be either:

- a. The president or any person duly acting in that office, or
- b. The Treasurer or any person duly acting in that office.

Section 11. Signatories for Fund Deposits to Organization Account(s). The

signatories to the Organization's account for deposit of fund shall be either:

- a. The Treasurer, or
- b. The Secretary General, or
- c. The President or any person duly acting in the above offices

Section 14. Authority for Fund Withdrawals from Organization Accounts.~~All~~

Expenditures of the Organization above five hundred dollars (\$500) shall require the approval of the General Meeting.

Section 15. Authority for Emergency Fund Withdrawals from Organization

Account(s). In an emergency situation, a sum not exceeding \$500 may be withdrawn at the behest of the president provided the withdrawal is approved by the Executive Committee.

ARTICLE V - MEETINGS.

Section 1. Types of Meetings. These are the types of meetings that may be conducted by the Organization, namely:

- A. General meeting – The Organization shall hold a monthly general meeting at a place determined by the Executive Committee.
- B. Emergency meeting – The Organization may convene a meeting in an emergency situation. An emergency situation arises when it is inexpedient to defer the issue to be discussed to the next general meeting, and the purpose of the meeting is beyond what the executive committee can legitimately handle. The President, in consultation with the Executive Committee shall have the authority to call emergency meetings. Any member of the executive, in agreement with the President, or Vice-President or two other members of the executives may also initiate an emergency meeting.

- C. Executive/Standing Committees' meeting – The executive committee and all standing committees are required to hold their meetings for no less than once in every three (3) months period.
- D. Transitional meeting – There shall be a transitional meeting between the outgoing officers and the newly elected officers to effect a smooth transfer of powers and responsibilities. The transitional meeting shall take place within twenty-one (21) days of the election of new officers.
- E. Ad-hoc Committee meetings – Ad-hoc Committees shall be set up by the President from time to time to handle organization's special assignments. All ad-hoc committees are required to hold their meetings for no less than once every thirty (30) days until the required assignment is completed.

Section 2. Day of Meeting. The general meeting shall be on the 1st Saturday of each month.

Section 3. Hours of Convening. All general meeting of the Organization shall convene from 4:00 p.m. to 6:00 p.m.

Section 4. General Meeting Rules. All general meetings of Eko Club International-Minnesota, USA shall be governed in accordance to the rules and procedures as outlined in the "Roberts" Rule of Order" and the Organization's Code of Conduct.

Section 5. Other Meetings' Rules. All other meetings or assemblies of the Organization shall be governed by the rules and procedures established by the chair or presiding officer.

Section 6. Mode of Communication. The mode of communication at all meetings and assemblies of Eko Club - Minnesota, USA shall be YORUBA, ENGLISH or both. The choice of use of either English or Yoruba shall be the discretion of the member on the floor and the right of discretion shall not be denied.

Section 7. Quorum for Meetings. Subject to any contrary provision of this constitution, a quorum in a duly called general meeting shall be formed when any seven (7) members in good standing, with at least two of them being executive officers are present. The present executive member with the highest responsibility as stated in Article VII, Section 1 shall have the authority to preside in order for the meeting to convene. If a quorum is not formed within forty-five minutes of the scheduled time of a duly called meeting, the person presiding at that meeting or the majority of members present may adjourn the meeting. Once a quorum is obtained, it cannot be lost.

Section 8. Notice of General Meetings. Notice of general meetings shall be prepared and distributed to all members by the Secretary General not later than seven days before the date fixed for the meeting. Notice of general meetings shall include:

- a. Date, time, and venue of the meeting
- b. Agenda
- c. Information relating to any special invited guest.
- d. Minutes of last meeting (if feasible).

Section 9. Notice of Emergency Meetings. The notice of emergency meetings may be disseminated to members for as short as one day. The one-day notice is sufficient provided all Organization members are contacted and are made aware of the purpose of the meeting even though they all may be unable to attend. The President, in consultation with the Executive Committee shall have the authority to call emergency meetings. Any member of the executive, in agreement with the President or Vice-President or two other members of the executives may also initiate an emergency meeting.

Section 10. Rescheduling of General Meetings. A meeting adjourned pursuant to the foregoing Article V, Section 7 may be held within fourteen days from the day the meeting was originally scheduled to hold.

Section 11. Cancellation of General Meetings. A meeting adjourned for lack of quorum pursuant to Article V, Section 10 may be canceled on the adjourned date.

Section 12. Voting at Meetings. Voting at meetings, unless otherwise agreed to by members, shall be by voice vote.

Section 13. Voting to break a Tie at Meetings. Except in Committee meetings, the president or any presiding officer may only vote if there is a tie.

Section 14. Contents of Minutes of Meetings. The minutes of a meeting shall include:

- a. The date, time and venue of the meeting
- b. Names of members present
- c. Major issues raised for resolution
- d. A summary of major contributions to issues by members
- e. The decisions reached, motions passed or resolutions made.
- f. Any other information deemed necessary by the person taking the minutes, or mandated by the President or the presiding officer.

Section 15. Distribution of Minutes of Meetings. The minutes of a meeting shall be made available to all members before, or at a subsequent meeting before it is read to members.

Section 16. Reading, Amending and Adoption of Minutes of Meetings. The minutes of a meeting shall be read, amended and adopted in a subsequent meeting.

Section 17. Certification of Minutes of Meetings. All adopted minutes of the Organization shall be signed and dated by the Secretary General and the President or

the presiding officer after it is reviewed for accuracy not later than at the meeting following the adoption.

Section 18. Attendance of General Meetings. Every member shall make reasonable efforts to attend all meetings duly called by the Organization in accordance with Article V, Section 1 of the constitution.

Section 19. Attendance of Meetings by Proxy. No members may attend a meeting by proxy.

Section 20. Excused Absence from the General Meetings. In order to be credited with an excused absence, a member must send a notice to the Secretary General or the President notifying the organization of their absence. Such notice must be received prior to the meeting in question. Excused absences for more than three (3) consecutive meetings must be approved by the executive committee; in which case additional proofs and written notifications may be required.

Section 21. Penalty for Unexcused Absence from General Meetings. Unexcused absence from a meeting by a member **may** result in the following penalties;

- A. A member **may** be fined a sum not exceeding \$10.00 for each unexcused absence.
- B. A member **may** be suspended from the Organization due to three (3) consecutive unexcused absences or an aggregate of five unexcused absences

within a year. The suspension will be imposed only after all extenuating circumstances are considered and opportunity for a fair hearing has been provided.

C. A member with three (3) consecutive unexcused absences or an aggregate of five unexcused absences within a year shall not be allowed to contest for any of the executive offices of the Organization.(for that fiscal year)

ARTICLE VI - MEMBERSHIP

Section 1. Qualification for Membership. Membership shall be open to all individuals, their spouses and children who are born or raised in Lagos State, Nigeria, reside in the State of Minnesota, USA and signifies the intention to become a member by fulfilling the membership requirements as prescribed by this constitution, and must share the purposes for which this Organization was created and must be willing to promote and advance its cause.

Section 2. Divisions of Lagos State. As officially defined by the Lagos State Government, the following are the divisions that constitute Lagos State.: Badagry, Epe, Ikeja, Ikorodu and Lagos under the Creation and Transitional Provisions Decree No. 14 of 1967, by the Nigerian Federal Ministry of Lagos Affairs.

Section 3. Requirements for Membership.

- A. All prospective members shall complete an application form for record purposes, attend two consecutive meetings and pay a non-refundable application fee of fifty dollars (\$50.00) as a pre-condition to be considered for membership.
- B. The application shall be reviewed by the Membership Committee and a recommendation for acceptance or rejection shall be made within a suitable period to the general meeting.
- C. The recommendation shall be approved by a simple majority vote of the general meeting.
- D. Notification of acceptance or rejection shall be made within 30 days of the general meeting vote.

Section 4. Membership Application Form. A membership application form shall include but not limited to the following information:

Name

Address

Division of Origin

Curriculum Vitae

Marital Status

Section 5. Rejection of Application for Membership.

- A. All applicants for membership are subject to qualification screening by the Membership Committee and will notify the applicant in writing within ninety (90) days of receiving the application whether membership is approved or disapproved.
- B. EKO Club International-Minnesota, USA, Inc. reserves the right to reject any application for membership without explanation.

Section 6. Membership Dues.

- A. There shall be a one-time non-refundable fee of five hundred dollars (\$500.00) for all members. This fee is subject to change at the discretion of the general meeting.
- B. There shall be an annual membership dues of two hundred and forty dollars (\$240.00) per family (person) and can be paid on a monthly basis at twenty dollars (\$20.00) per meeting. The monthly dues are payable at the each meeting.
- C. The non-payment of dues as stated in sections 4a and 4b shall result in inactive status.
- D. All dues are non-refundable.
- E. The Executive Committee shall propose at any time to the meeting during the fiscal year of the Organization a change in membership dues. This may be due

to inflation rate, cost of running the Organization or for any other reasons not herein provided for.

Section 7. Member in Good Standing. To be a member in good standing the following obligations shall be fulfilled:

- a. Membership dues paid in full.
- b. Attend at least two-third of the meetings (9). Excused Absence as defined under Article V Section 19 of this constitution shall be credited for member attendance.
- c. Contribute positively to the Organization.

Section 8. Suspension of Membership. Any member may be suspended due to unexcused absences from the general meetings. Any suspended member willing to come back to the Organization shall pay a thirty dollars (\$30.00) fine in addition to all funds owed during absence.

Section 9. Censorship of Membership.

- A. Any member, including elected officers are subject to a vote of censure by members of the Organization for misconducts as defined by the organization.
- B. Such a vote can only be requested and granted for the following reasons stated below:
 1. Corruption

2. Embezzlement
3. Ineffectiveness
4. Participation in any activity considered by the Nigerian government, the State of Minnesota and/or the United States to be illegal.

Section 10. Termination of Membership. Membership may be terminated through any of the following ways:

- A. By serving a notice of intent to withdraw membership on the Secretary General, at least, thirty (30) days before the effective day of proposed withdrawal.
- B. Failure to attend six (6) consecutive monthly meetings shall result in automatic termination of membership.
- C. Failure to meet financial obligations to the Organization.
- D. The Organization may pass a resolution as to what may constitute other grounds for membership termination.

Section 11. Pioneering Members. The list of the pioneering members of this Organization is as contained in Schedule II to this constitution.

Section 12. Induction of New Members.

- A. New members shall be formally inducted in to the organization at the Annual End of the Year Party.

ARTICLE VII- ORGANIZATIONAL STRUCTURE.

Section 1. General Meeting.

- A. The General Meeting shall consist of all the members.
- B. General meeting – The Organization shall hold, on 1st Saturday of every month, a general meeting at a place determined by the Executive Committee or members.
- C. Emergency meeting – The Organization may hold an extra-ordinary meeting in an emergency situation. An emergency situation arises when it is inexpedient to defer the issue to be discussed to the next general meeting, and the purpose of the meeting is beyond what the executive committee can legitimately handle.
- D. Emergency meetings shall be called as needed by the President or the Board of Directors through the Secretary General;
- E. For the General and Emergency meetings to convene, a quorum of seven (7) members shall be needed;
- F. The General Meeting shall be the final authority regarding policies, actions and activities of the Eko Club International-Minnesota, USA;
- G. The General Meeting shall be the place where final approval on constitution amendments takes place.

Section 2. Executive Committee.

- A. The Executive Committee shall consist of all elected officers;
- B. The Executive Committee shall oversee programs and activities delegated to all the Committees;
- C. The Executive Committee shall provide adequate written agenda and minutes to all general meetings;
- D. The Executive Committee shall address issues pertaining to Eko Club International-Minnesota that arises from time to time;
- E. The Executive Committee shall be the charge of affairs as stated in Article III, Section 6.

Section 3. Board of Directors.

- A. A five member Board of Directors shall be elected;
- B. The Board of Directors shall serve in advisory capacity;
- C. The Board of Directors shall arbitrate all disputes and conflicts within the organization.
- D. The Board of Directors shall not have executive powers.

Section 4. Committees.

- A. The Executive Committee shall appoint committees as needed.

B. The Executive Committee shall form such committees as determined by the President based upon the needs of the Organization and consistent with this Constitution.

C. Committee reports shall be given at the general meeting by either the Committee Chair or any member delegated by the chair.

ARTICLE VIII - THE EXECUTIVE COMMITTEE.

Section 1. The Executive Committee Members. The Executive Committee of Eko Club -Minnesota, USA shall consist of the following officers:

- a. President
- b. Vice President
- c. Secretary General
- d. Treasurer
- e. Social Secretary
- f. Assistant Secretary General
- g. Assistant Treasurer

Section 2. President.

Section 2.01 Qualifications.

A. The candidate shall be at least 21 years of age, of sound mind, and of good moral character.

- B. The candidate must be a Lagos State indigene.
- C. The candidate must have either held an elected office, or serve as board of director or chair a committee.

Section 2.02 Tenure.

- A. The term of office shall be for a TWO year period.
- B. The President shall hold office for one term, after which he/she shall be eligible for re-election.
- C. The President shall hold office for not more than two (2) consecutive terms.
- D. A former President shall be eligible to contest for the office of the president after a period of one (1) year had elapsed following his/her last tenure in the office.

Section 2.03 Duties. The President shall:

- A. Preside over the general meetings and the Executive Committee meetings.
- B. Preserve order and decorum at all meetings;
- C. Serve as the Chief Executive Officer and be responsible for the overall management of the Organization;
- D. Prepare an Annual Budget within the first 90 days of the fiscal year;
- E. Have the power to appoint an active member to act temporarily in a vacant office for a period not to exceed thirty-one (31) days, or until the next general

meeting, whichever occurs first, at which time an election for the vacant office will be held;

- F. Have the power to summon, cancel, or adjourn all general and emergency meetings in consultation with at least two-third (2/3) of the executive members;
- G. Have the power to create special committees;
- H. Be a signatory or co-signatory on all legal, financial and any other official transactions of the Organization, except where other members or Executive members in specific offices have been so designated and charged with such responsibility;
- I. Have the power to authorize the disbursement of funds not exceeding \$100.00 (One Hundred U.S. Dollars) in the event of any emergency. The President shall use discretion in declaring an emergency;
- J. Perform duties not specifically stated herein under functions but in consistent with the Organizations purpose and principles;
- K. Report on the state of affairs of the Organization on annual basis or when requested by two-third majority vote of the general membership;
- L. Provide information to the Board of Directors to demonstrate that the Organization is well managed;

M. Oversee preparation of periodic financial reports and implements proper financial controls;

N. Be accountable to the Organization

Section 2.04 Limitations. Presidential powers are limited to the following:

A. The President's authority is limited to the Executive Committee and the Organization.

B. The President shall have no veto power.

Section 3. Vice President. The Vice President shall have the following duties.

A. The Vice-President shall act in the absence of the President and shall be vested with all Presidential powers and functions.

B. In the event that the President receives a vote of no-confidence or becomes incapacitated, the Vice-President shall fulfill the remaining term of office.

C. The incumbent shall be eligible to run for the office of the President for two consecutive terms without violation of Article VIII, Section 2.02.

D. Perform all other duties as requested by the President.

Section 4. Secretary General. The Secretary General shall:

A. Be the head of the Organization's Secretariat;

B. Announce the venue, date and time of all functions, including, but not limited to general meetings, special meetings, social and cultural event;

- C. Be responsible for recording and reading the minutes of all the meetings;
- D. Be responsible for maintaining and keeping all the Organization's records.
- E. Be responsible for maintaining accurate membership database and meeting attendance register;
- F. Maintain custody of corporate books, records and files;
- G. Keep custody of all secretariat equipment and stationeries of the Organization;
- H. Send circulars/notices for meetings and the agenda after approval by the President;
- I. Maintain the Organization's mailbox;
- J. Perform all other duties as requested by the President.

Section 5. Assistant Secretary General. The Assistant Secretary General shall:

- A. Assist the Secretary General;
- B. Assume the duties of the Secretary General when the incumbent is absent or incapacitated;
- C. Perform all other duties as requested by the President.

Section 6. Treasurer. The Treasurer shall:

- A. Be the chief financial officer of the Organization;
- B. Be responsible for the collection, disbursement and management of the Organization's funds;

- C. Be responsible for maintaining an up-to-date financial record for the Organization;
- D. Maintain all the records of the Organization's assets and liabilities and also serves as the chief custodian of the Organization's treasury;
- E. Be a signatory on all checks issued by the Organization;
- F. Deposit in the Organization's bank account, all funds of the Organization within 72 business hours of receipt;
- G. Perform all other duties as requested by the President.

Section 7. Assistant Treasurer. The Assistant Treasurer shall:

- A. Assist the Treasurer;
- B. Assume the duties of the Treasurer when the incumbent is absent or incapacitated;
- C. Perform all other duties as requested by the President.

Section 8. Social Secretary. The Social Secretary shall:

- A. Oversee all social and cultural programs/activities the Organization shall undertake;
- B. Provide a comprehensive report of the Organization's activities;
- C. Be the Organization's chief fundraiser;

D. Provide a projected yearly calendar of events for the Organization within 30 days of taking office;

E. Perform all other duties as requested by the President.

Section 9. Written Reports. All elected officers of EKO CLUB International-Minnesota shall present written reports of activities at the end of their tenure of office to the General Meeting.

Section 10. Flow of Responsibility. The flow of responsibility of the Executive Committee shall be in the order listed in ARTICLE VIII, Section 1.

Section 11. Term of Office.

- a. The term of each office shall be for TWO years;
- b. The office of the president shall be limited to TWO consecutive terms;
- c. All other offices are open to unlimited terms.

Section 12. Assumption of Office. The newly elected officers and board of directors shall assume office at the first general meeting (January meeting) following election in an election year.

Section 13. Resignation from Office.

A. Any officer may resign his/her office by notifying the general meeting with an "intent to resign" letter one month in advance. The notice should be submitted to the Secretary General. The Secretary General shall immediately inform the

President who shall appoint a member to assume the duties of the office for the remainder of the term.

B. Resignation of a President shall be submitted in writing. A notice of intent to resign must be submitted to the Board of Directors at least one month in advance.

C. Resignation of a member of the Board of Directors shall be filled by appointment by the President for the remainder of the term.

Section 14. Vacancy. Any vacancy created by resignation, removal or death in shall be filled by a special election called by the Executive Committee immediately after the vacancy has been declared. Any uncontested or unfilled offices can be filled by the incumbents if he or she so desire. The elected officer will be sworn in at the next General meeting.

Section 15. Removal from Office. Any elected officer or board of director member may be removed from office at any time by impeachment for any gross misconduct, acts detrimental to the good of the Organization or engaged in behavior that brings disrepute to the Organization. Any member in good standing can move for the impeachment of any officer or board of director at any general meeting. The president upon receiving this motion shall appoint a special committee to investigate the

allegation/complaint and furnish a report to the general meeting at a subsequent meeting. A decision shall be made at this meeting based on a 2/3 votes of members present.

Section 16. A Vote of No-Confidence of an Executive Committee/Board of

Director Member. A vote of no-confidence motion may be passed on an executive or a board of director member in the general meeting based on the following reasons:

- A. Ineffectiveness, fraud, corruption and embezzlement.
- B. Violation of the Code of Conduct as defined in Article XVII.
- C. Acts inimical to the interest of the Organization or acts considered by the Nigerian Government and/or the United States Government to be illegal.

Section 16.01 Vote of No-Confidence Hearing. A hearing shall be conducted by a special committee within thirty (30) days of the motion. The committee shall make recommendations for actions to be taken. Any member that makes a frivolous vote of no-confidence motion shall be subjected to disciplinary action.

Section 16.02 Voting. Voting during this process shall be conducted by secret balloting.

Section 16.03 Duration of Vote of No-Confidence. An Executive Committee or Board of Director member that receives a vote of no-confidence from office, shall be banned from running for or holding any office for a period of two (2) years from the

date of the vote of no-confidence. After such a period has passed, the member shall be reevaluated by a special committee to determine suitability to run or hold an office.

Section 17. Oath of Office. Before assuming office, all elected officers and board of director members of the Organization shall take an oath of office as contained in Schedule I to this constitution.

Section 18. Administering of Oath of Office. The election committee chair or any other person duly appointed by the Organization shall administer the oath of office on the President. The President shall administer the oath of office on all executive and board of director members excluding self.

ARTICLE IX - ELECTION OF OFFICERS AND BOARD OF DIRECTORS.

Section 1. General Election. A general election of officers and board of directors shall be held at the November meeting of an election year.

Section 2. Voting Rights and Privileges. Any member in good standing as defined in ARTICLE VI, Section 7 and has been a member of the Organization for at least 90 days shall have the rights and privileges that includes, the right to vote and be voted for and the right to hold office.

Section 3. Eligibility. Any member wishing to contest an office must indicate interest in writing at least two (2) months prior to the general elections. Any member

running for an office must have maintained at least one-year membership in good standing with the Organization to be eligible to run for any office other than the office of the President. To be eligible to run for the office of the President, the member must be an indigene of Lagos State, have served in other lesser offices, or as a board of director or chair of a committee.

Section 3.01 Members on Probation. Registered members on probation who wishes to vote or run for an office or directorship shall not be eligible to vote or be voted for.

Section 3.02 Members with Unsettled Financial Obligation. Any member who has not fulfill his/her financial obligation to the Organization shall not be eligible to vote or voted for until all debts are resolved. All matters pertaining to delinquency in payment of Organization dues or levies must be announced at the general meeting of the Organization by the Treasurer.

Section 4. Electoral Committee.

- A. The Electoral Committee shall consist of three non-office seeking members appointed by the President at the July meeting;
- B. The Electoral Committee shall be responsible for conducting a free and fair election and be strictly non-partisan;

- C. The Electoral Committee shall be responsible for organizing debates among candidates;
- D. The Electoral Committee shall provide rules and regulations for election;
- E. The Electoral Committee members shall have the right to vote for any candidate of their choice but cannot campaign on behalf of any candidate;
- F. The Electoral Committee shall appoint its Returning Officer.

Section 5. Nominations.

- A. Nominations for offices shall be made and seconded by members in good standing as defined in ARTICLE VII, Section 7 to the Electoral Committee starting from JULY general meeting and open till election day in an election year;
- B. Any candidate nominated for an office can withdraw his or her nomination on or before the election date.
- C. All members aspiring for offices may submit a manifesto to the Electoral Committee stating his or her past performances, experiences, goals and objectives for the Organization. The manifesto shall be made available to all members at the general meeting.

Section 6. Campaigns and Debates. Candidates for any office may wish to organize individual campaigns and rallies as they deem necessary; and the Electoral

Committee shall organize and sponsor a voluntary debate session for interested candidates at the General meeting prior to the Election Day.

Section 7. Voting.

- A. Voting shall be accomplished by secret ballots.
- B. At least simple majority votes cast is needed to elect a candidate.
- C. In the event of a tie, there will be a run-off election between the two candidates with the highest number of votes. A second tie will be broken by a coin flip to determine the winner.
- D. A candidate shall be declared elected by acclamation where his/her nomination is not opposed by any other candidate.

Section 8. Electoral Petitions. Petitions on electoral practices shall be received and dealt with by the Electoral Committee on or before the next meeting and shall be ratified by the General Meeting at the next meeting.

ARTICLE X - RECORDS.

Section 1. Documentation and Transition of Documents.

- A. All documents relating to the Organization shall be in the custody of the Secretary General;

- B. All documents handled by any officer shall be carefully documented and when the officers vacate office for any reason, such documentation belongs to the Organization and shall be handed over to the Secretary General;
- C. The outgoing officers shall be responsible for a smooth transition records and documents;
- D. Transition of offices, documents, and other information pertinent to the Organization's administration and operation shall take place before next general meeting following elections.

ARTICLE XI - DISCIPLINE.

Section 1. Discipline of Members. The Organization reserves the right to discipline any member for any period of time for grave misconduct (including criminal conduct and conviction, gross irresponsibility, violation of the Organization's constitution and voting fraud within EKO CLUB – Minnesota after review by the Board of Directors; The General Meeting has the sole power of disciplinary action through a concurrence of two-thirds (2/3) vote of members, upon the recommendation of the Board of Directors.

Section 2. Review and Action. The Board of Directors shall, within one meeting period, review all formal complaints received from members in good standing and

make a determination on the validity of the allegation and recommendation for proper disciplinary action (to include but not limited to censure with minimum fine of sixty dollars (\$60) and maximum to be determined by the board, suspension for a period of time, and/or loss of membership) to the General Meeting.

Section 3. Discipline of Officers or Board Members. The Organization reserves the right to discipline any officer or board member for any period of time for grave misconduct (including corruption in office, criminal conduct and conviction, gross irresponsibility, gross dereliction of duties, violation of the constitution and voting fraud) after review by a Special Committee. The general meeting has the sole power of disciplinary action against Officers or Board Members through a concurrence of two-thirds (2/3) vote of members upon the recommendation of the Special Committee.

Section 4. Review and Action. The Executive Committee shall, within one meeting period, set up a committee to review all formal complaints received from members in good standing and make a determination on the truth of the allegation and a recommendation for proper disciplinary action (including suspension for a period of time and expelled from duty of office) to the General Meeting.

Section 5. False Accusation. Perpetration of malicious accusations shall be considered grounds for disciplinary action.

ARTICLE XII - LIABILITY AND DISSOLUTION.

Section 1. Procedure of Dissolving the Organization. The procedure for dissolution of the Organization shall be in accordance to the following:

- A. The members of EKO CLUB - MINNESOTA shall be responsible for all expenses, liabilities, debts incurred on behalf of the Organization.
- B. In the event of inactivity of the Organization, the current members of the Executive Committee and/or the Board of Directors shall assume jurisdiction until a new General meeting can be convened.
- C. In the event that the Executive Committee is non-functional, the Board of Directors shall maintain temporary custody of the affairs and properties of the Organization until a new Executive Committee can be elected.
- D. The General Meeting is the only authorized body to dissolve the Organization and dispose its property by two-thirds affirmative vote of the General Meeting.
- E. In the event the Organization is dissolved, its assets shall, after payment and settlement of all its debts and liabilities, be distributed as agreed on by 2/3 of the general membership.
- F. Disposition and/or donation of the net assets of this corporation shall be made only to one or more Nigerian non-profit organizations, which operate exclusively for charitable, educational, cultural, or scientific purposes.

ARTICLE XIII – MISCELLANEOUS PROVISIONS.

Section 1. Couple as Financial Member. A married couple shall be considered as a single financial member.

Section 2. Embezzlement of Organization Funds. Any member/person who embezzles the Organization's fund may be handed over to the law enforcement agency in addition to being subject to a civil suit.

Section 3. Limit of Participation of Non-Members. Any person who has not been formally admitted as a member of this Organization may be granted an observer status. The limit of participation of an observer ends in general comments, observations and/or suggestions. An observer may not be recognized to comment on issues before the Organization except with the prior approval of the members. An observer shall not be entitled to vote.

Section 4. Recognition of Member's Achievement. Members shall be recognized for outstanding contribution, service and commitment to the Organization, or for personal achievement.

Section 5. Penalty for Unauthorized Alteration of Organization Documents. A member may be suspended, impeached or sued in a court of law if he/she fraudulently alters the Organization's official documents for the purpose of defrauding the Organization or its members.

Section 6. Unauthorized Transfer/Possession of Organization Property. No

member or a group of members or a committee shall have the power to encumber or in any manner alienate any property of the Organization without the consent of the members in a meeting properly summoned. The Organization has no power to ratify unauthorized encumbrances or transfer.

Section 7. Investment of Organization Funds. Only the Organization in a

meeting may authorize investment of the Organization's funds and/or the use of Organization's properties.

Section 8. Delegation of Power. The Organization may delegate all or any of its

power granted by this Constitution to a member, an officer or a committee of the Organization.

ARTICLE XIV - AMENDMENTS.

Section 1: Procedure for Amending the Constitution. This constitution may only

be amended by using the following procedures:

- A. A proposal to amend this constitution may be initiated by a single or more than one member in good standing.

- B. The Executive Committee shall, upon the receipt of a written proposal to amend the constitution by any member in good standing, shall establish a Special Committee to review the proposed amendment.
- C. The Special Committee shall make recommendations to the General meeting within two meeting periods, and publish the proposed amendments in writing.
- D. The proposed amendments shall be deliberated and adopted by two-thirds (2/3) votes of the members present at the General meeting. The meeting shall be one meeting after the notification and written publication of the proposed amendments by the Special Committee.
- E. This constitution shall only be amended, but not abolished.

ARTICLE XV-DISCLAIMER.

It shall be understood by all members of this Organization, that the Organization is held harmless from any and all actions done in its name without written or expressed authorization of the Organization. This includes the release of information in written or verbal form.

ARTICLE XVI - CODE OF CONDUCT.

Section 1. Code of Conduct and Disciplinary Action.

Remedial actions, fines, suspension and/or termination shall be levied and instituted against members who violate the code of conduct as defined herein under each clause by two-third (2/3) majority vote of the general meeting.

Section 1.01 Fighting. Shall constitute a violent physical contact with intent to cause member or non-member bodily injury or harm during any meeting or function of the Organization. Such action shall be punishable by a three (3) month's suspension for the first offense, and expulsion for the second offense.

Section 1.02 Obscene Language. Any member who uses obscene language and result to the disruption of the meeting or function of the Organization shall be asked to leave the meeting or function immediately and shall be punished by a two (2) months suspension. Failure to leave immediately shall be referred to a Special Committee for review. A readmission upon suspension shall require a public apology to the general meeting.

Any member who insults another member or non-member in any EKO Club meeting or function shall be punished by a fine of \$20.00 for the 1st offense. A Second offense shall lead to a fine of \$20.00 and a month suspension (including all activities coordinated in Eko Club).

Section 1.03 Insubordination.

Disobedience to constituted authority or a refusal to obey some order constitutes insubordination. This action is subjected to a fine of \$50.00. A second and subsequent offenses shall carry a fine of \$50.00 and one (1) month suspension.

A letter of reprimand and recommended actions shall be kept in the member's file for record.

Section 1.04 Integrity. Members shall not knowingly perform an act that may affect the integrity of the Organization, including and not limited to verbal or written communication, misrepresentation and public appearance.

Section 1.05 Failure to Pay Dues. Failure to pay dues for six (6) consecutive months shall lead to automatic dismissal from the Organization.

Section 1.06 Failure to Attend Meeting. Any member, who fails to attend three (3) consecutive monthly general meeting for the Organization without prior permission shall be suspended for thirty (30) days with a probationary period of three (3) months. Failure to attend general meetings for six consecutive months shall be subject to automatic dismissal.

Section 1.07 Court Action / Criminal Conduct. A legal action shall be instituted against any member (including Board members) who embezzles or misappropriate the Organization's funds. Members should conduct themselves in such manner not to

be found guilty of a crime or create any commotion, which may create a criminal record after registration with the Organization.

Section 1.08 Suspension. Suspended members shall not in the course of the duration of their suspension be allowed to participate in meetings and functions of the Organization. Member shall lose all benefits and privileges, including financial, social, and moral support from the Organization. Such suspended member shall return after the period of suspension and financial obligations are met covering the period before and after the suspension.

Section 1.09 Expulsion/Revocation. Member who has been suspended three (3) times shall be expelled from the Organization.

Section 2. Meeting Room Conduct. In order to maintain orderliness, time and respect for each other at the meetings, the following rules will be enforced at every meeting.

- A. We will work hard to make sure meeting begin at the scheduled time and end at a specific time.
- B. At the commencement of meetings all pagers and telephones must be turned off.
- C. Non-alcoholic beverages will be allowed during meetings. Food will be allowed on occasions as may be specified on the agenda.

- D. Murmuring, Barbarism will not be allowed. You can have the floor only when recognized by the President or Chair during meetings. By no means should any member having the floor be disrespected. A challenge or question may be raised when one have the floor.
- E. Any serious problem or complaints should be forwarded to the disciplinary committee which will deliberate on the issue and take action.
- F. Members should be given permission to obtain the floor before speaking
- G. Avoid speaking upon any matter until it is properly brought before the house by a motion.
- H. Abstain from all personalities in debate.
- I. Avoid disturbance in any way when other speaker is on the floor during the meeting.
- J. Offer any motion that is germane to the Organization.
- K. Avoid being late for the meeting. You may be needed to complete a quorum.

Section 3. Penalty for Violation. Violation will result in verbal warning. After second warning, a fine or suspension from the club would be the penalty. Any executive member in violation would be fined or removed from office.

Schedule I

OATH OF OFFICE

I, (*name of officer*), do solemnly swear to dutifully execute the office of the (*office*) to the best of my ability and to protect the Constitution of EKO CLUB - MINNESOTA, USA at all times. So help me God.

Schedule II

Pioneer Members

The following members listed below are the pioneer members of EKO CLUB MINNESOTA – USA, Inc. and shall always be so honored for the natural life of this Organization.

1. Mr. & Mrs. Kazeem Abatan
2. Mr. & Mrs Ola Agunbiade
3. Mr. & Mrs. Musibau Alowonle
4. Mr. & Mrs. Rilwan Alowonle
5. Mr. & Mrs. Mufu Bisiriyu
6. Mr. & Mrs. P. Cadmus
7. Alhaji & Alhaja Gbolahan Gbadamosi
8. Mr. & Mrs. Fatai Martins
9. Mr. & Mrs. Shakiru Momoh
10. Mr. & Alhaja Olumide Mustapha
11. Mr. & Mrs. Mukaila Oduniyi
12. Mr. & Mrs. Tunji Oshodi
13. Mr. & Mrs. Wasiu Ope
14. Mr. & Mrs. Ojelade

Schedule III

Saving Provision

Without regard to Article XIV, the Constitution Drafting Committee, whose members are listed in Schedule IV to this constitution, is hereby empowered to amend any error in this constitution, typographical or otherwise, which may not be discoverable at the time of adopting this constitution.

The Constitution Drafting Committee is hereby authorized to monitor the implementation of this Constitution for the first one (1) year following its adoption and come up, before or at the expiration of the one-year monitoring period, with an affirmative report of the necessity of adding, removing, or supplementing any or every provision of this constitution.

If any amendment is made to this Constitution, in pursuant to Article XIV to this Constitution, the President and the Secretary General shall cause the amended copies to be printed and distributed to all members with or without charge.

Schedule IV

Drafting/Review Committee

A. The names of the Drafting Committee members (Year 2004) are as follows:

Mr. Ola Agunbiade

Mr. Rilwan Alowonle

Alhaji Gbolahan Gbadamosi

Mr. Shakiru Momoh

Mr. Tunji Oshodi

Mr. Wasiu Ope

B. The Organization may at any time set up a Review Committee to review any or all provisions of this Constitution.

C. The names of the Review Committee members (Year 2004) are as follows:

Mr. Ola Agunbiade

Mr. Rilwan Alowonle

Mr. P. A. Cadmus

Alhaji Gbolahan Gbadamosi

Mr. Wasiu Ope

CERTIFICATION

The constitution of EKO CLUB – MINNESOTA, Incorporated is hereby adopted by the pioneer members as listed in Schedule II to this constitution on this day Saturday, February 5, 2005.

APPENDIX A: ROBERT'S RULE OF ORDER

