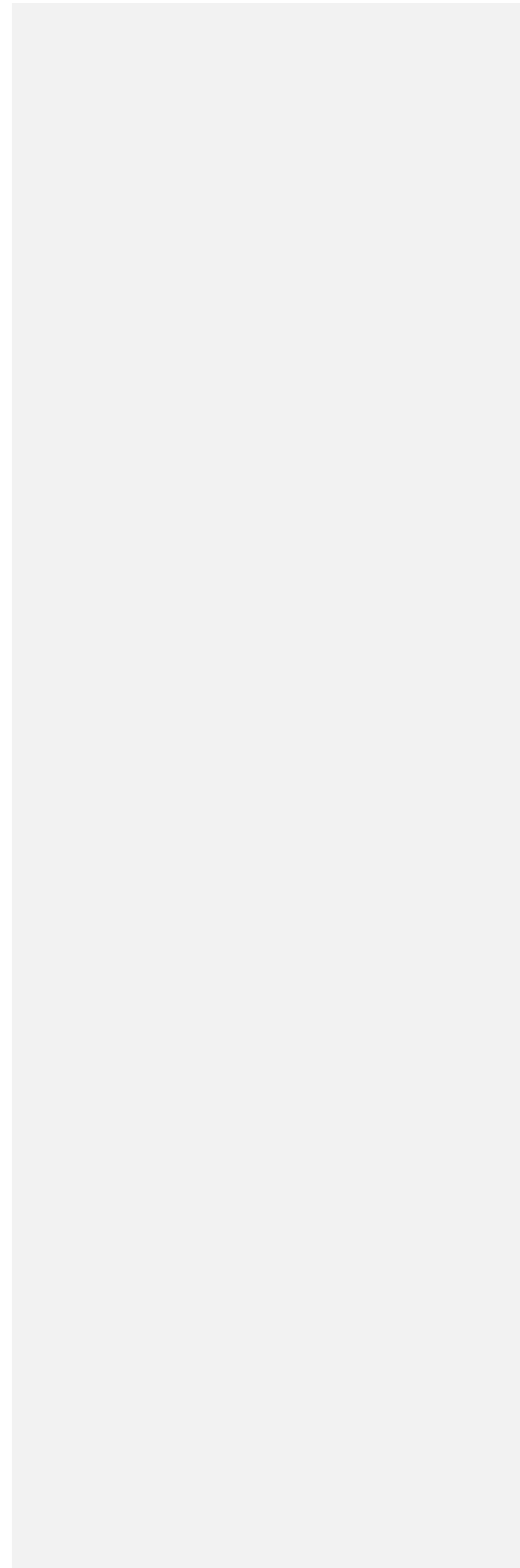


Amendment to Constitution of Ibadan Descendants' USA Inc.

**Discussed at General Assembly meeting: October 17,
2014**



**Amendment to CONSTITUTION OF
IBADAN DESCENDANTS' UNION (of USA) USA, INCORPORATED**

Article I

Name

We Sons and Daughters of Ibadan, desiring to trust and enjoy the fellowship of each other come together to establish an entity to be named IBADAN DESCENDANTS UNION (I.D.U.) USA, INCORPORATED, as a Non-Profit Organization.

The National Headquarters shall be located in Philadelphia, Pennsylvania. This would serve as the operational Headquarters and the nerve center for IDU USA Inc. activities.

Article II

Membership

Membership And Chapters

Membership shall consist of affiliated Chapters of Ibadan-indigene associations, clubs or organizations that come together under the IDU USA umbrella, from within the United States of America. Affiliated chapters have the option, where possible, to adopt the name "IDU" with a local appellation, e.g. IDU Orlando or IDU New Jersey, etc.

Article III

Purpose

The missions and objectives of IDU shall be:

1. To promote the interest, progress, unity, and welfare of Ibadan indigenes in America.
2. To promote the progress of Ibadan Land, and collaborate with other organizations in Ibadan, America or other nations elsewhere, to foster the social, educational, economic, and cultural empowerment, and growth of Ibadan land and its people.
3. To promote the social and cultural heritage of Ibadan indigenes in Diaspora.

Article IV

General Powers

National Executive Council

The NEC shall run the affairs of the organization and the day-to-day operations. The President of the organization shall serve as the Chief Executive.

The NEC shall have the authority to formulate policies, implement, and provide regular report, and updates and respond to enquiries from any Chapter officer.

The following national executive officers of IDU (USA) Inc. shall constitute the "National Executive Council".

1. National President
2. National Vice President
3. National General Secretary

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4. National Asst. General Secretary
5. National Treasurer
6. National Financial Secretary
7. National Secretary of Legal affairs
8. National P.R.O/Cultural Officer
9. National Social Secretary
10. National Auditor
11. National Iyalode

National Representative Council

Members of the NRC shall be all National Executive officers, and two delegates per Chapter, the Chapter President and/or Secretary or any other member delegated by the individual chapter.

The NRC shall have policy approval authority by a simple majority of its active members, before the NEC can implement the policy. A policy emanating from a Chapter, addressing Chapter interest shall be disseminated in the NRC for consideration, and either approved or rejected by majority vote.

Commented [OA1]: Prior statement read as follows: "The NRC shall have policy approval authority by a simple majority of its members, before the NEC can implement the policy. With difference to Chapter interests, a policy emanating from a Chapter shall be disseminated in the NRC for consideration, and either approved or rejected by majority

**Article V
Quorum**

Meetings of the NRC shall be quarterly and by electronic teleconference or face to face as may be convenient and determined by the President. An emergency meeting shall be convened if requested by a simple majority of the registered Chapters in good standing for specific purpose, to deliberate only on the matter contained in the request. The quorum shall be a simple majority of NRC membership.

The IDU President or Vice President, if delegated by the President shall chair the meeting of the NRC.

**Article VI
Elected Positions**

Positions for elections as officers of IDU shall be for the offices of the:

1. National President
2. National Vice President
3. National General Secretary
4. National Asst. General Secretary
5. National Treasurer
6. National Financial Secretary
7. National Secretary of Legal affairs
8. National P.R.O/Cultural Officer
9. National Social Secretary
10. National Auditor

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11. National lyalode

- a. All elected offices of IDU shall hold office for two years but may not serve more than two concurrent years.
- b. No affiliated Chapter shall have more than two persons as officers of IDU. Only active and affiliated Chapters that have fulfilled their financial obligations and paid all dues and levies up to date will be eligible to vote and/or sponsor candidates. Voting shall be done by Chapter, with each Chapter having a single (1) vote for each election round.
- c. Only Ibadan indigenes can hold elected positions and any woman married to an Ibadan man becomes a member automatically after filing necessary papers through the appropriate chapter.
- d. The candidates for elections shall declare their intentions and why they should be elected into that position at least three months before election date, along with the endorsement of their Affiliated Chapters, to the Electoral Committee.
- e. The Electoral Committee shall be appointed by the President of IDU, and ratified by the simple majority of the NRC, six months before the date of election, when feasible
- f. Election to each office shall be by secret ballot designed specifically for that purpose at a Convention convened for that purpose in the month of September or October.
- g. All candidates for election shall be present to address the general assembly at the convention at which the election will take place.
- h. Voting by proxy is not allowed.
- i. The handing over of the officers shall take place immediately after the election All officers elected shall assume their positions. Accounting shall be rendered as part of the hand over.
- j. Any and All outstanding issues, reports, accounting, have to be completed within a month after the election.

**Article VII
Offices and duties**

NATIONAL PRESIDENT

The aspirant shall be a former President or a member who has served meritoriously in an official capacity at the national level, or at a local chapter, whose chapter shall have been active in IDU for at least two consecutive years, and paid all dues and levies up to date.

The president, as the Chief Executive of the NEC shall:

1. Preside over all, NEC and NRC meetings.
2. Call emergency meetings when necessary except those held by appointed ad-hoc committees set up by him/her.
3. Set the agenda for meetings.

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4. Promote the progress and unity of the Affiliated Chapters by coordinating with, listening to, and considering the opinion of others in the deliberations of the NRC.
5. Set up ad-hoc committees, with the approval of the NEC, to deal with issues requiring special skills and considerations that may be time consuming for the NRC to handle in a general meeting.

NATIONAL VICE PRESIDENT

The aspirant shall be a former President or serving President of Affiliated Chapter, or a member who has served meritoriously in an official capacity at the national level, or at a local chapter, whose chapter shall have been active in IDU for at least two consecutive years, and paid all dues and levies up to date.

The vice president, as the second in command shall:

1. Act in the absence of the president as the presiding officer at general meetings, executive meetings and other activities of the union.
2. Participate in the activities of any ad- hoc committees of the union as recommended by the president.
3. Cast the deciding vote in ad-hoc committee decision making requiring a vote when there is a tie.
4. Carry out all other activities that the president has delegated to him/her.

NATIONAL GENERAL SECRETARY

The aspirant shall be an active member of an Affiliated Chapter, whose chapter shall have been active in IDU for at least two consecutive years, and paid all dues and levies up to date. He /she must have writing and communication skills adequate for the responsibilities entrusted to him or her.

The general secretary, as the keeper of up to date records of activities and correspondences of IDU shall:

1. Collaborate with the President to manage the day-to-day affairs of the IDU.
2. Keep the minutes of all NRC and NEC meetings.
3. Announce the date and time of general meetings with the agenda.
4. Send to members the minutes of the last meeting before the upcoming meeting.

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5. Communicate current issues of importance with members and agencies outside IDU.
6. Open all mails addressed to the IDU and share them with those that may be affected

NATIONAL ASSISTANT GENERAL SECRETARY

The aspirant shall be an active member of an Affiliated Chapter, whose chapter shall have been active in IDU for at least two consecutive years, and paid all dues and levies up to date. . He /she must have writing and communication skills adequate for the responsibilities entrusted to him or her.

1. Assistant general secretary shall act in the position of the general secretary in his or her absence and provide support in all other areas where and when required.

NATIONAL PUBLIC RELATIONS/CULTURAL OFFICER

The aspirant shall be an active member of an Affiliated Chapter, whose chapter shall have been active in IDU for at least two consecutive years, and paid all dues and levies up to date. He or she shall:

1. Be the spokesperson of IDU in coordination with the president and the secretary.
2. Make public announcements that have been approved by the national executive council.
3. Coordinate and arrange the social, cultural and other activities of the of the association (union).
4. Represent the union in outside social and cultural activities.
5. Advise the President in all manners of public relations activities that promote and advance the image, goals and objectives of the association.

NATIONAL TREASURER

The aspirant shall be an active member of an Affiliated Chapter, whose chapter shall have been active in IDU for at least two consecutive years and paid all dues and levies up to date. He /she must have book keeping experience adequate for the responsibilities entrusted to him or her

The treasurer shall:

1. Receive and reconcile with receipts the funds collected by the financial secretary.
2. Deposit within 72 hours or three business days all funds received from the financial secretary and keep deposit slips in a permanent folder.

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3. Provide the general secretary a statement of total amounts collected or a record of money received by mail.
4. Receive all bank statements and keep them in permanent file for record purposes.
5. Provide up to date financial position of the IDU on a quarterly basis.
6. Assist the president and ad hoc committees in developing annual budgets for the National office of IDU.
7. Provide annual financial report to the NEC.
8. Answer all audit questions that may arise for internal and external audits.
9. Advise the National office of IDU on investment and economic opportunities and information that members can benefit from.
10. Issue the IDU checks and get required signature(s) to pay IDU expenses.
11. Must be a signatory to all account of IDU.

NATIONAL FINANCIAL SECRETARY

The aspirant shall be an active member of an Affiliated Chapter, whose chapter shall have been active in IDU for at least two consecutive years, and paid all dues and levies up to date. He /she must have book keeping experience adequate for the responsibilities entrusted to him or her

He or She shall:

1. Collect funds from Affiliated Chapters and issue receipt for such collections.
2. Deliver funds collected within one week to the treasurer for prompt deposit.
3. Keep an up to date account of affiliated chapter members' contribution.
4. Advise Affiliated Chapters who may be delinquent in their payments.

NATIONAL AUDITOR

The aspirant shall be an active member of an Affiliated Chapter, whose chapter shall have been active in IDU for at least two consecutive years, and paid all dues and levies up to date.

1. The internal auditor shall receive the records of the financial secretary, treasurer and general secretary and reconcile them with the bank statements on a quarterly basis.

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2. He/she shall provide end of year financial information required to file annual tax and property tax returns.
3. To ensure accountability and transparency, the auditor shall prepare reports of the state of financial affairs of the organization at end of a fiscal year.
4. The Auditor and Treasurer shall jointly prepare a budget before the start of another fiscal year.

The Auditor is mandated to have copies of all financial records and transaction of the organization when it took place.

NATIONAL IYALODE:

The aspirant shall be an active member of an Affiliated Chapter, whose chapter shall have been active in IDU for at least two consecutive years, and paid all dues and levies up to date.

1. Iyalode shall be the traditional female head of the Union to provide maternal care of the organization.
2. She shall have the responsibility of coordinating women and children affairs and mobilizing women participation and involvement across the IDU.
3. Provide leadership in any area as assigned by the President

The officers aforementioned in this article shall constitute the Executive of IDU and shall be referred to as the executive except the internal auditor.

**Article VIII
Appointed positions and committees**

EXTERNAL AUDITOR

The President shall appoint (when necessary) an audit committee of the executive members who shall interview a certified public accounting firm for the purpose of conducting the external audit as may be deemed necessary.

STANDING COMMITTEES

1. The president shall have the power to appoint standing committees after consulting with the NEC and with consent of the NRC.
2. The committee shall be charged with the responsibility to make recommendations and policy proposals on issues facing the IDU.

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3. The chairman of the committee shall have expert knowledge of the issues and must be able to direct the efforts of committee members to achieve the goals and objectives set by the executive. Should there be no member with the expert knowledge of the issues; the executive shall seek an outside paid consultant to chair the committee.
4. The committee shall issue its report for executive review and subsequent deliberation by the NRC
5. Each committee serves in an advisory position whose final report is subject to acceptance in whole or part by NEC
6. There shall be a fundraising committee to be appointed by the President in accordance with procedure specified in this article.

**Article IX
Finance**

1. IDU shall derive its funds from ANNUAL Affiliated Chapter dues, levies, gifts and periodic fundraising.
2. IDU shall have an operating checking account for current operation, a savings account for amounts not currently needed. Monetary gifts contributed by individual contributors or other none profit organizations, and proceeds of fundraising efforts to be used for a particular purpose shall be deposited in an account set up for that purpose. That will provide for adequate accounting and monitoring of its spending.
3. The accounts signatories for all bank accounts shall **be any two** of the following executive members - president, general secretary and the treasurer and at least any two of the signatories must endorse or sign check.

**Article X
Affiliated Chapter dues**

1. Affiliated Chapters are required to pay yearly dues as set by the NRC.
2. Annual dues are expected to be paid on a timely basis.
3. Any active Chapter, who is six months behind in paying monthly dues or/and has not attended meetings of NRC for two consecutive quarters, shall automatically be in default. The President shall contact the President of the Chapter(s) to inquire into the reasons for such default and present a report on his/her findings to the next meeting of NRC after sharing his/her finding with the executive.

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4. Dues should be mailed to the Financial Secretary or to the post office address of IDU, or electronically deposited into the IDU account if and when established.. Only checks and money orders are accepted in the mail.
5. Cash sent by mail is not assured of delivery and IDU is not responsible for its loss.

**Article XI
General Quorum**

Quorum at all meetings of NEC, NRC, ad-Hoc committees, and standing committees shall, in all cases, be formed by a majority of the members. Majority in this case is defined as more than fifty percent (50%) of active members. However, a quorum cannot be formed without the presence of either, the President, Vice-President, or the General Secretary. Any meeting held without a quorum does not count as an official meeting of any organs of IDU.

**Article XII
Discipline**

Officers or members charged with an offence against IDU shall have the right to a fair hearing in all matters affecting them. A committee set up by the executive to look into the allegation(s) shall conduct the hearing and report to the NEC. Disciplinary measures shall be decided either as a monetary fine, or suspension for a specific period of time, to be approved by NRC.

Discipline Of Members: National officers charged with an offence shall have the right of a fair hearing in all matters affecting them with regards to discipline. Officers or members charged with an offence against shall have the right to a fair hearing in all matters affecting them. A committee set up by the executive to look into the allegation(s) shall conduct the hearing and report to the executive.

Any national officer found guilty of an offence including but not limited to the following shall be subjected to disciplinary action:

- a. Breaching fundamental provision of the constitution.
- b. Anti-organization activities or conduct unbecoming in a manner likely to embarrass the union or bring the union into disrepute, contempt, or ridicule in whatever manner.
- c. Any act of disrespect for the rules or decisions of the union;
- d. Engaging in dishonest practices,
- e. Defrauding the union, and other activities that can disrupt the lawful, peaceful, and efficient running of the union.

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Mediation

All diligence shall be made to seek mediation through the Board of Elders.

**Article XIII
Affiliation**

IDU USA INC. shall pursue the following prerogatives:

The organization shall maintain a national database between local chapters and national body. The union can buy, acquire, by gift bequeath, or otherwise to be able to own holding, use, sell, convey, mortgage, lease, or otherwise dispose of any property, real or chattel as may be necessary for the furtherance of it's purpose and goals. To cooperate with other similar groups with similar goals and objectives through financial support, communication, material assistance and other appropriate means.

**Article IV
Board of Elders**

The senior advisory committee of elders shall consist of previous national Presidents of the IDU, and any notable and distinguished Ibadan sons or daughters with reputable resume, who have demonstrated commitment to the course of the progress and development of the IDU and/or Ibadan land and people. Nomination for the latter shall require the approval of a majority vote of the National Representative Council, for confirmation. Membership shall be minimum of 5 and maximum of 7.

**Article V
Amendment of the Constitution**

1. Proposals for Amendments to the Constitution shall be submitted in writing by Affiliate Chapter(s) to the general secretary who shall forward such to a constitution amendment committee appointed by the President for review and recommendations.
2. The report of the constitution amendment committee shall be forwarded to the NRC for study and comments.
3. The executive shall also deliberate on the report within six weeks of receipt.
4. The report and the recommendations will form the deliberations of the NRC, and shall be voted up and down by the NRC.
5. Members not present shall be allowed to vote by proxy. Such amendment shall have to receive a yes vote of 2/3 voting members to pass.

**Article XVI
Byelaws**

While the Articles of Incorporation define the basic structure of the IDU, the articles of the Constitution ("bylaws") are used to further define this structure. The bylaws can

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contain any provisions not inconsistent with state law or the Articles, relating to the business of IDU , the conduct of its affairs, and the rights and powers of the Affiliate Chapters(Members), officers and employees(If any). The issues of Compensation for officers of IDU, reimbursement, conflict of interests, contracts, loans and corporate seal are subject to Byelaws, which the Executive shall determine from time to time and approved by NRC.

**Article XVII
Dissolution of the Union**

In the event of dissolution of the IDU USA INC. the cabinet shall after paying or making provision for the payment of the Union's liability, dispose of all it's assets exclusively for the stated purpose and objectives of the Union and in such manner, or to such organizations that will qualify as charitable cultural, educational, and or scientific under section 501c3 of the IRS revenue code, or corresponding section of any future federal tax code as the cabinet shall determine or such assets shall be distributed to the federal government or a state or local government for a public purpose.