

THE CONSTITUTION

OF



IKALE WORLD CONGRESS

ADOPTED: AUGUST 9, 2014



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The Bylaws of A NON PROFIT CORPORATION

Adopted: August 8, 2009



Article I

Section 1.01: Name of the Organization

The name of this organization shall be Ikale World Congress Incorporated or IWC.

Section 1.02: Registered Office

The organization shall have and continuously maintain a registered office at

173 Hagaman Place, Staten Island, NY 10302

The working address shall be according to the sitting President's locale.



Article II

Section 2.01: Purpose

The purposes of this organization shall be:

1. To promote unity among Ikale people worldwide
2. To preserve and promote Ikale cultural heritage
3. To provide humanitarian assistance to Ikale communities worldwide.
4. Said organization is organized exclusively for charitable, economical, educational, environmental, cultural, technological and scientific development purposes, 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.
5. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
6. The organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
7. To solicit and receive grants, contributions, dues and other property, to enter into contracts to engage needed personnel and /or services, and to transfer, hold and invest such real property as may be required to carry out the purpose of this organization.



Article III

Section 3.01: Structure

The organization is incorporated as a membership organization. The organization must operate and its members and volunteers must act in compliance with The New York State Nonprofit Corporation Act.

Membership is open to individual who can lay claim to Ikale by birth, marriage, adoption, family and friends, corporate entity, however, you must register and pay the prescribed annual membership fee to be classified as active member.

Membership dues shall be set at \$100 for individual, \$150 for family, and \$250 for organizations. Student fee shall be set at \$25 and others as determined by the congress. Any subsequent increase or decrease from this amount shall be determined at the annual general convention. A registered member who is unable to pay dues four months after the annual general convention shall have his/her membership privileges suspended. Membership privileges will be reinstated upon payment of outstanding dues.

Section 3.02: General Powers

EXECUTIVE OFFICERS

Executive Officers shall manage the business affairs of the organization. The Executive Officers shall have general management and control of the business and affairs of the organization and shall exercise all of the powers that may be exercised or performed by the organization under the statutes of The State of New York, Article of Incorporation and organizational byelaws.

BOARD OF DIRECTORS

BOD functions will be limited to discussion and non-mandatory advice on issues referred to them by the EXCO; the BOD will also appoint an Electoral Board to conduct elections in an election year. The board of directors shall be elected by the congress. BOD members will serve a term of three (3) years that is non-renewable and will not have the privilege to serve on the Board again until five years has elapsed from the time of their last service. The appointed members of the board shall not be more than five (5) members and it shall include the current sitting President of IWC and the General Secretary as none voting members. The sitting President cannot be the president of the Board. In addition, any issue under discussion by the Board related to the current executive, the IWC President and the General Secretary shall be excused from such meeting.

Additionally, members of the Board of Director can serve on the Ethics committee and be involved in fundraising for IWC. BOD shall meet ONLY once in three months to discuss issues referred to them by the Exco. In the event of vacancy in the board, the position shall remain open until the next general election. If the voting members of the Board of Directors are less than three (3), the sitting president shall nominate one (1) new member to fill the post until a new member is appointed by the congress for that position. The



board of Directors shall be dissolved by the congress upon the expiration of their respective term(s). Any active member of IWC shall qualify for appointment to the Board but such individual shall have three (3) years of active membership to their credit. The chairman of the BOD shall be appointed by the EXCO, by consensus (2/3 of sitting Exco), and no member of the BOD shall serve as a chairman of the Board for longer than a period of one year.

Other functions of the Board of Directors shall include:

- ✓
- ✓ Support the Executive officers upon request
- ✓ Shall monitor election
- ✓ Support program and services of IWC
- ✓ Support effective fiscal management, strategic planning and policy of IWC
- ✓ Enhance the public Image of IWC
- ✓ All disciplinary matters shall be referred to the BOD for consideration and final decision.



COMMUNICATION BOARD

The Presidents of all local chapters shall constitute a Communication Board. The Communication Board shall serve as a channel of communication between the Executive Committee and local chapters, collect monies on behalf of the Executive Committee, and deliberate on issues of mutual interest. The Communication Board may also perform other functions on ad-hoc basis as may be referred to it by the Executive Committee, e.g., collection of dues and special levies.

The Vice-President shall coordinate the activities of the Communication Board and shall preside at their meetings.

PATRONS

Members and Non members alike shall be honored as Patrons of IWC through recommendations to the President. Criteria for recommendations shall include but not limited to moral and financial contributions to IWC and or Ikale communities.

OBAS (KINGS)

The organization shall recognize the Obas (kings) as the custodian of Ikale culture.



Article IV

Section 4.01: Responsibility of Officers

Executive Officers are the governing body of this organization, which shall consist of the following officers to be elected: President, Secretary, Assistant secretary, Treasurer Vice president, Financial Secretary, Social Secretary.

The Executive Officers shall be responsible for overseeing the day-to-day business of the organization and performing other duties as delegated by the constitution.

PRESIDENT

The President must be elected and shall be the chief voluntary office of the organization, and shall have general charge of the business, affairs and property of the organization and control over its officers, agents, preside at all meetings and functions of this organization, and shall have the power to appoint necessary committees. President in general shall perform such other duties and have such other powers as from time to time, may be assigned by this constitution. The President must maintain at least two years of active membership in good standing, have a thorough understanding of the organization's constitution, and be accountable to the general membership.

The President shall have the power to present development projects to the Convention for approval. Once approved, members of the Executive Committee shall assist the President for implementation

VICE-PRESIDENT

The Vice-president shall be an elected position and shall perform the duties of the President in his or her absence, dismissal, impeachment, or resignation. Vice - President shall also serve at the request of the President and shall have all the powers of, and be subject to all the restrictions upon the President. A Vice - President shall perform such other duties and have such other powers as from time to time may be assigned by this constitution or the President. The Vice - President must maintain at least two years of active membership in good standing and have a thorough understanding of the organization's constitution.

GENERAL SECRETARY

The General Secretary shall be an elected position. The Secretary shall have the authority to sign all official documents and shall have full and complete charge of the organization's records. The Secretary must maintain at least two years of membership in good standing, have a thorough understanding of the organization's constitution, and be computer/Internet literate. A candidate for Secretary must declare candidacy 30 days before election. The tenure of office is two years limited to 2 terms.

The General Secretary will be responsible for all secretarial duties associated with the functions of the Executive Committee. The General Secretary will take minutes of meetings at Executive Committee meetings and at annual conventions, and will be responsible for all correspondence between the Executive Committee and the regular membership and committees. The General Secretary shall circulate the list of



all active members once annually by the end of the fourth month following a general convention which is the deadline for payment of annual dues.

ASSISTANT SECRETARY

The Assistant Secretary shall be an elected position. The Assistant Secretary shall assist the Secretary in his or her duties. The Assistant Secretary must maintain at least two years of active membership in good standing and have a thorough understanding of the organization's constitution. The Assistant Secretary shall have all the powers of the Secretary.

PUBLICITY SECRETARY

The Publicity Secretary shall be an elected position. The Publicity Secretary shall have charge over all matters of communication, shall keep a list of all members, and send out notices of meetings and other matters of the organization. The Publicity Secretary must maintain at least two years of active membership in good standing and have a thorough understanding of the organization's constitution. The Publicity Secretary shall serve at the request of the President and shall have all the powers of the Secretary. The Publicity Secretary shall assist the Secretary when needed.

FINANCIAL SECRETARY

The Financial Secretary shall be an elected position. The Financial Secretary shall support the Treasurer in his or her duties. The Financial Secretary must maintain at least two years of active membership in good standing and have a thorough understanding of the organization's constitution.

TREASURER

The treasurer shall be an elected position. The treasurer shall have charge of all funds of the organization, and shall keep full and accurate accounts of receipts and disbursements. The treasurer shall cause all monies and other valuables to be deposited and credited in the name of IWC in such depositories designated by the executive committee. The treasurer shall cause funds to be disbursed when such disbursements have been duly authorized by the President, and shall render to the President an account of all financial transactions and financial condition of the organization, when required. The treasurer should also prepare annual financial reports and projected annual budgets for presentation to the executives and the general assembly



The President, Financial Secretary and Treasurer shall be the authorized signatories to IWC bank accounts. Any two signatures shall be required for money withdrawals. The authorized signatories shall be the responsible officers to open and close IWC bank account.

Any amount in excess of \$200.00 not previously approved in the budget, must be disclosed to the executive committee prior to expenditure.

To be eligible for election to the position of Treasurer, the candidate must have maintained at least two years of active membership in good standing and have a thorough understanding of the organization's constitution. A basic knowledge of accounting principles and bookkeeping is also required.





Section 4.02: Terms of Office

Elected Executive Officers shall hold office for a 2 year term, but not more than two consecutive terms.

Section 4.03: Eligibility to Vote and Balloting

Only members in good financial standing (active), for two consecutive years will be allowed to contest any post. Only members in good financial standing (active) for at least one month prior to the election shall be eligible to vote. Voting will be by secret ballot. A 50%+1 of all votes cast shall be necessary for the election of any Officer. If no candidate receives a simple majority of all the votes cast, there shall be an immediate run-off election, held between the two highest candidates receiving the highest number of votes cast. If the two candidates receiving the most votes receive a tie vote, a run-off shall follow immediately. In all matters of voting, each member shall have only one vote. Proxy voting will be allowed as prescribed by the executive committee.

An Election Board of three members will be constituted by the BOD to serve for a period of four years (two election cycles). The Election Board will appoint a Chairman from among themselves. Where possible, the Election Board shall call for nominations to elective positions at least three (3) months before an annual convention with election on the agenda.

Where possible, the final list of nominations for all positions and a short statement by each nominee shall be distributed to all active members at least 15 days before the annual convention with election on the agenda.

The Election Board shall prepare a voters list of members eligible to vote as confirmed by their financial status. Ballot papers shall be distributed at a session of the convention scheduled for that purpose. Voting by proxy will not be allowed but active members (see section 3.01) may send in absentee ballots which must be requested from the electoral board at least 15 days prior to beginning of convention in which elections will be held and returned in a sealed envelope to the electoral board at least a day before actual voting. Absentee ballots shall be open only at the time of vote counting at the convention.

Each member will be entitled to one vote for each elective office. In other words, family membership will be entitled to two electoral votes. Counting of votes shall be done only by members of the Election Board. If there is a tie in the numbers of votes received by the top two candidates for a position, there shall be another round of voting only for the two candidates.

Election results shall be announced by the Chairman of the Election Board and presented to the Chairman of the Board of Director. or a representative of the board if the Chairman is not present for announcement to the general assembly.

The Chairman of the Electoral Board shall swear in the new executive members,

Section 4.04: Selection of Officers

The following officers shall be elected by the congress:

- (a) President
- (b) Vice - President



- (c) General Secretary
- d. Assistance Secretary
- e. Publicity Secretary
- f. Financial Secretary
- (g) Treasurer
- (e)
- (f)
- (g)
- (h) Social Secretary



The President of IWC, if needed, shall appoint the following positions:

- a) Community Liaison Consultant
- b) Legal Advisor / Consultant
- c) Research/Project Consultant
- d) Welfare Consultant

The above appointment must be rectified by the majority vote (75%) of the executive committee.

The Executive Committee shall consist of the following elected offices:

1. President
2. Vice-President
3. General Secretary
4. Assistance Secretary
5. Publicity Secretary
6. Financial Secretary
4. Treasurer
- 5.
- 6.
7. Social Secretary
- 8.

Section 4.05: Installation of Officers

Elections of officers and installation will be during the convention. The installation shall be conducted by the head of electoral committee.

Section 4.06: Resignations

An Officer may resign with a written notice to the President and a copy to the Secretary of the organization. The resignation is effective upon receipt by the organization or a subsequent time as set forth in the notice of resignation.

Section 4.07: Removal of Officers

Officer/s may be removed from office for the following reasons: Dishonesty, corruption, violation of the bylaws or absence from four (4) consecutive executive committee meetings without satisfactory excuses and prior notification. All charges against any officer, which may constitute grounds for removal, must be presented in writing to the executive committee. If a majority of the executive committee is of the opinion that the charges are valid, the charged member is then notified that he/she is to be relieved of his/her duties until final decision is reached.

A special meeting, with 30 days notice given to all executive committee and the charged member shall be held. No counsel shall be allowed.



A majority vote (75%) of the executive committee present at this special meeting will constitute dismissal of the charged member from his/her position. Anyone found guilty of an unlawful conduct (e.g., theft of funds, etc) will be prosecuted, where applicable.



Section 4.08: Impeachment

Removal of the officer and board from office shall be for the following reason(s):

- 1) Embezzlement of funds, personal abuse of the organization's assets – full legal prosecutions may follow.
- 2) Conviction of a criminal act
- 3) Inefficiency

Charges against any member of the Executive Committee shall be addressed to the President. Charges against the President shall be addressed to the President of the Board of Director

Charges related to abuse of office against any elected officer, which may constitute grounds for removal or disciplinary action, shall be made in writing to the Executive Committee through the President. Any officer against whom charges have been made shall have the opportunity to respond to the charges within 30 days of being notified. After due deliberations, the Executive Committee shall by consensus or a simple majority of votes decide on acquittal, reprimand or removal.

In case of resignation of a member of the Executive Committee or removal on disciplinary grounds, the Executive Committee shall appoint one of its members to act in that position until the next annual convention. If there is no executive member to act in that position before the next convention, the President can appoint an active IWC member from any chapter to fill that position. A simple majority (50%) of the executive members must rectify the appointment. However, the Executive Committee shall cause the Election Board to conduct a bye election to fill all vacant positions on the Executive Committee at the succeeding annual convention. The newly elected officer will hold office only for the remainder of the tenure of the Executive Committee but will retain the right, like any other regular member, to seek re-election into the same post or any other post.

Section 4.09: Vacancies

The right to fill vacancies at the Board of Director is reserved exclusively to the President of IWC if members of the board are below the stipulated number (3). . . In the case of positions appointed by the president, vacancy to such positions must be filled by appointment by the president. Vacancies may come by resignation of an officer, removal from office including impeachment, or the death of an officer.



Article V

Section 5.01: Committees

The President with advice of the executive committee shall appoint standing committees, with its powers and duties as the President may determine, (e.g. Finance, website, Program Development, Education, and Fundraising). Each committee should consist of one or more of the executive committee of the organization. Each committee chairperson shall submit to the executive committee a report of any actions taken since the previous meeting. Standing committees shall not be more than two at a time but the president and Exco may appoint adhoc committees to address specific issues for a short period of not more than five months.

Section 5.02: Purpose

To deal with specialized issues, establish goals and objectives. Standing committees shall be ongoing to deal with functions necessary to the operation of the board and the organization.



Article VI

Section 6.01: Meetings

The Executive Officers shall meet once a month via teleconferencing, video conference, or by net meeting. Board of Directors shall meet once in a quarter and as designated by the Board of Directors.

General membership communications shall be via interactive web mail/e-mail. The general membership shall also have minimum one general convention per year. General membership shall be notified by email and or telephone two weeks prior to meetings and conferences, three months prior to conventions.

Section 6.02: Meeting by Conference Telephone

An Officer may participate in a meeting by means of a conference telephone or similar communication by which all persons participating in the meeting can hear each other. Participation in a meeting conducted in this manner constitutes presence in person at the meeting.

Executive committee shall approve and host a general convention annually.

Section 6.03: Quorum

A simple majority of the membership in good standing shall constitute a quorum whereas such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members or officers to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of members or officers present.

Section 6.04: Conduct at Meetings

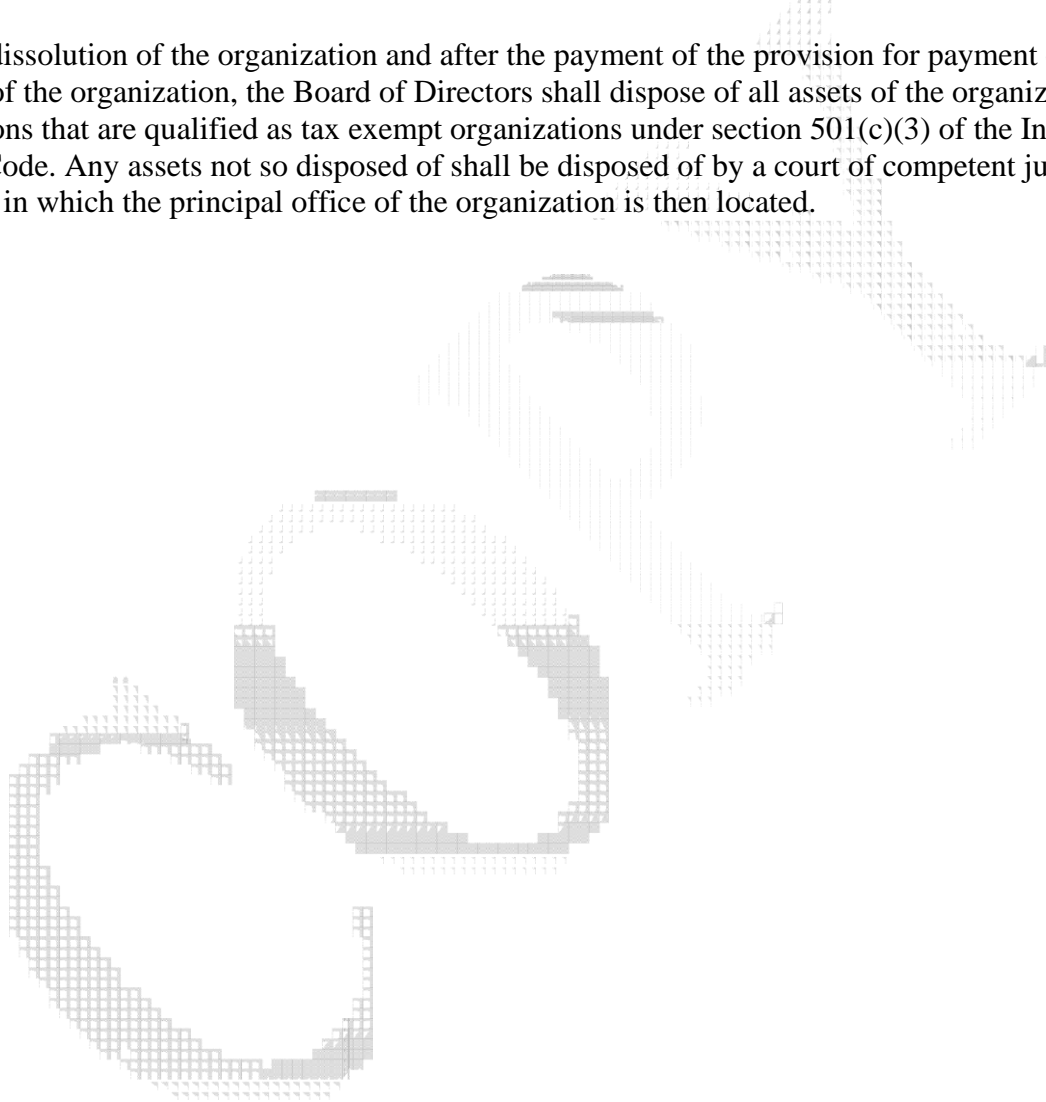
Executive Officers must transact business only in a properly called meeting. The General Secretary shall keep a record of the meeting proceedings. All meetings (BOD, EXCO, Committees, and Convention etc) shall be conducted in a manner and language that shows respect to all that are present, and all violations shall be a ground for disciplinary action by the BOD.



Article VII

Section 7.01: Dissolution and Disposition of Organizational Assets

Upon the dissolution of the organization and after the payment of the provision for payment of all the liabilities of the organization, the Board of Directors shall dispose of all assets of the organization, or to organizations that are qualified as tax exempt organizations under section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located.





Article VIII

Section 8.01: Liability

The New York state Nonprofit Corporation Act does not allow the organization to assume liability when a director or officer violates the law intentionally, it does allow the organization to eliminate a director's personal liability to the organization, its shareholders, or its members for a breach of fiduciary duty.

Fiduciary duty is the special responsibility the directors (executives and Board) has to protect the property and financial assets of the organization. An organization cannot eliminate liability when:

- i. The director is not loyal to the organization
- ii. The director does not act in good faith
- iii. The director intends the wrongful act
- iv. The director illegally distributes assets to shareholders or members
- v. The director illegally buys shares or membership of the organization
- vi. The director distributes assets upon dissolution, without paying the organization's debts
- vii. The director participates in an illegal loan to an officer, director, or employee of the organization
- viii. The director receives an improper personal benefit; or
- ix. The director purposefully and voluntarily avoids his or her responsibility to the organization.

The New York state Nonprofit Act does allow an organization to assume certain liability for its volunteers. An organization may take legal responsibility for any work a volunteer does for the organization, or any work that should have been done. If someone has a cause of action against a volunteer while he or she was working as an agent of the organization, the lawsuit will be brought against the organization, not the individual volunteer. The organization can be liable for volunteer's action only he or she:

- i. Reasonably believes he or she has authority from the organization
- ii. The volunteer acts in good faith
- iii. The volunteer does not purposefully ignore the safety of others
- iv. The volunteer does not intend to harm; and
- v. The volunteers' ownership, maintenance, or use of a motor vehicle does not result in serious bodily harm or death.



Article IX

Section 9.01: Indemnification of Officers

The New York State Nonprofit Corporation Act gives nonprofit organizations the power to indemnify. Indemnification means to cover against loss or damage or to repay for those losses or damages. The nonprofit organization may indemnify an individual for expenses that are the result of personal liability.

The following classes of people may be indemnified even if they no longer hold the position: directors, officers, employees, partners, trustees, agents, non-director. Their expenses may be covered by the organization if they were or currently threatened to be made a party to any threatened, pending or completed action, suit or proceeding. This includes civil, criminal, administrative, or investigative matters brought against the individual because they were acting out of their relationship with the nonprofit organization. The person must have acted in good faith, believing that his or her actions were in the best interest of the organization or its members. If it is a criminal action or proceeding, then the person must have had no reasonable cause to believe the conduct was unlawful.

The organization can later decide whether to indemnify

- i. By a majority vote of a quorum of the board consisting of directors who are not parties to the action.
- ii. If a quorum is not obtainable, then by a majority vote of a committee of directors who are not parties to the action, as long as not less than two of them are disinterested;
- iii. By a legal opinion of independent counsel
- iv. By the shareholders or members; or
- v. By an order of the court



Article X

Section 10.01: Amendments of Constitution

The bylaw of this organization may be amended as appropriate, provided that the following steps are taken in succession:

1. The proposed amendment(s) is given to the General Secretary in writing.
2. The proposed amendment(s) is read at a regular meeting of the membership.
3. All active members are given due notice, one (1) month prior to voting of the proposed amendment(s)
either by mail or publication in the newsletter or distributed at a general membership meeting.
4. A simple majority (2/3) of all active members present vote in favor of adopting the proposed amendment(s).

Section 10.02: Adoption of Constitution

This constitution shall become effective upon a simple majority 51% vote in its favor held at a conference specifically called for the adoption of the constitution. Notices of such conference must be sent by mail at least one month ahead to all members of the organization.