

## UMU IGBO UNITE ORGANIZATION, LOS ANGELES CHAPTER BYLAWS

### ARTICLE I Definitions

**Section 1. Name:** The name of the organization shall be UMU IGBO UNITE ORGANIZATION, LOS ANGELES Chapter hereinafter referred to in these bylaws as "UIU-LA" or "the Chapter." The UMU IGBO UNITE NATIONAL ORGANIZATION shall be referred to in these bylaws as "the National Body."

**Section 2. Board:** The "Board" or "E-Board" shall mean the Executive Board.

### ARTICLE II Purpose and Governing Instruments

**Section 1. Purpose:** The mission of the Umu Igbo Unite Organization, Los Angeles Chapter is to promote the personal, cultural and professional growth among Nigerian Igbo professionals in the Diaspora, with a focus on the Greater Los Angeles Area, while working to preserve the Igbo cultural heritage. This goal shall be achieved by providing a forum where Igbo professionals can network professionally, culturally, and socially and share their experiences with the hope of contributing positively to the growth and progress of Igbo's. It shall initiate, encourage, and support innovative Igbo business ideas and existing businesses that have the potential to improve the quality of life of Nigerians. It shall contribute positively towards improving the quality of life in Nigeria by participating in outreach programs, creating awareness of health and social issues, and donating time and resources. It shall foster a sense of love, unity, family, co-operation, prosperity, and empowerment between members and within the Igbo communities in which the Chapter operates.

**Section 2. Governing Instruments:** The Chapter shall be governed by the National Body's Articles of Incorporation and the Chapter's Bylaws.

**Section 3. Nondiscrimination Policy:** The Chapter will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law. The Chapter's membership eligibility shall be executed within the parameters of this nondiscrimination policy but in alignment with Article III as it pertains to Chapter membership.

**Section 5. Limitations on Activities:** The Chapter shall be organized and, at all times thereafter, operated exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code) as satisfied by the National Board. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its members, trustees, Board, or other private persons.

### **ARTICLE III Membership**

**Section 1. Membership:** Membership shall be open to all Igbo college students, professionals, and friends/supporters with an affiliation by immediate or extended family to the Igbo people. Student shall be defined as an individual who is at least 21 years of age and/or is enrolled in a college/university. A professional shall be defined as an individual who has graduated from college(s)/university(ies) and/or is currently employed. The maximum age for a member is 40 years of age.

**Section 2. Membership Eligibility:** Chapter Member status shall be reserved, on an annual basis, to anyone falling under the designation as stated in Section 1 of this Article who pays dues of \$25.00 annually (or the amount determined by the Board) as well as completes and signs a formal application. UIU-LA Chapter shall send the list of new members monthly to the National Body via email to [chapters@umuigbounite.com](mailto:chapters@umuigbounite.com). A non-member will not be allowed to vote or take part in any organizational electoral process.

**Section 3. Member Benefits:** Member benefits shall include, but not limited to, the following: discounted/free admission to events, admission to networking & fellowship activities, discounted advertising in the annual newsletter, discounted advertising on the UIU National website, 10% discount on vendor tables at the Annual National Convention, 20% discount on the Annual National Convention registration as well as access to professional development/mentorship services. All members are entitled to have information sent out by the Public Relations Officer (PRO). Advance notification of at least one (1) week is recommended to allow the PRO time to distribute the information. The advertisements are limited to graduations, weddings, birthday celebrations, and baby dedications.

**Section 4. Right of Members:** As a member of the Chapter, you possess the right to vote. You can also appoint a voting representative to cast your vote in elections. All members in good standing may be elected Executive Board members. Good standing is defined as being up-to-date with payment of annual membership fees. All members running for office must be a member for at least one (1) year. All issues, concerns, suggestions, and recommendations are subject to the Board and members only.

**Section 5. Property Rights:** No members will have any rights, title, or interest in any of the property or assets, including earned or investment income, of this Chapter or to its assets at its dissolution. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its members, advisors, officers, or other private persons. However, the Chapter may be authorized and empowered to pay reasonable Chapter-related expenses only if said expense is pre-approved by the Board. Board pre-approval must be followed up with proper documentation and tendered at all times to make payments and distributions in furtherance of Section 501(c)(3) purposes.

**Section 6. Liability of Members:** Members shall not be personally or collectively liable for any of the Chapter's debts, liabilities, or obligations.

**Section 7. Member General Body Meetings:** A general body meeting open to all members and prospective members shall be held at such times as determined by the Board, but no less than every quarter. The location of such meetings shall be pre-determined by the Board and must constitute an in-person gathering. Notice of general body meetings must be sent out by email, text, or another social network medium by the Public Relations Officer no later than two (2) weeks prior to said meeting.

**Section 8. Membership Dues:** Membership dues shall be re-evaluated on an annual basis by the Board.

**Section 9. Resignation and Removal:** Any member may resign by notifying the Secretary in writing. All notifications will be reviewed by the Board and addressed during a gathering. Resignation or removal shall not relieve a member of any unpaid charges previously accrued. A member may be subject to review by the Board. In this situation, there must be a formal complaint filed to the Board and a quorum to bring a person up for removal proceedings. The Board then has to present the member to the UIU-LA chapter members for a vote. The Board member will only be removed by a majority vote of the Chapter members present at a General Body meeting proposed by the Board. Any

member voted off shall not be able to apply for chapter membership for a period of one (1) year.

## **ARTICLE IV**

### **The Executive Board**

**Section 1. General Board Powers, Duties, Role and Compensation:** Subject to the provisions of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the policy / organizational control and management of the affairs and operations of the Chapter and shall exercise all the powers that may be exercised by the Chapter and delegation to its members. Board members receive NO compensation.

**Section 2. Annual Closeout / Election Meeting:** A meeting of the Board shall be held annually and at such place, on such date and at such time as may be fixed by the Board no later than the last day in November, for the purpose of electing members of the Executive Board, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

**Section 3. Number:** The number of members constituting the entire Board shall be fixed by the Board, but such number shall not be less than seven (7).

**Section 4. Election and Term of Office:** Eligibility to run for a Board position is defined under Article III, Section 4. The founding Board members of the Chapter shall be those persons specified in these By-Laws and shall not have satisfied the provisions declared for Board member eligibility as stated under Article III, Section 4, however must have satisfied all the eligibility requirements as directed by the National Body as well as been recognized by the National Body at the time of ratification of these By-Laws. Each Executive Board member shall hold office until the next annual meeting of the Board and until such Board member's successor has been elected and qualified, or until his or her death, resignation or removal. A participating Board member may also be re-elected. All Board transitions must be completed no later than the last day of January of the incoming Board's serving year.

**Section 5. Additional Meetings:** Regular meetings of the Board may be held at such times as the Board may from time to time determine, but shall be no less

than once every month. Special meetings of the Board may also be called at any time by the President or by a majority of the Board then in office.

**Section 6. Quorum:** At any meeting of the Board, a majority of the Board members then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Board members present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present. A minimum of 5 board members is required to constitute a quorum.

**Section 7. Voting:** At all meetings of the Board, each Board member shall have one vote. In the event that there is a tie in any vote, a formal debate shall follow, after which votes are recast and a recount ordered. In the event that there is a tie in any recast vote, a coin toss shall serve as the tie-breaker. The said coin toss shall be executed by the President, VP or Secretary; in this specified order of preference and in the presence of all voters. In the event where not all Board Members are present, a quorum will be required to mandate a voting decision. When an emergency vote is needed, a minimum of 24 hours will be given to all board members in the event of an upcoming meeting. In a case where all board members are not physically present or present via other communication modes, the decision at hand will proceed.

**Section 8. Action Without a Meeting:** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing (or via digital signature) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

**Section 9. Resignation and Removal:** Resignation from the Board must be in writing and received by the Secretary. All notifications will be reviewed by Board members and addressed during Board meeting/gathering. A Board member may be subject to review by other Board members. In this situation, there must be a quorum to bring a person up for termination. The Board then has to present the Board member to the UIU-LA chapter members for a vote. The Board member will only be removed by a majority vote of the Chapter members present at a General Body meeting proposed by the Board. Resignation or removal shall not relieve a Board member of any charges previously accrued.

Any Board member voted off shall not be able to run for any board positions for a period of 1 year.

**Section 10. Vacancies:** Any newly created Board positions and any vacancy occurring on the Board (arising at any time and from any cause) may be filled by the vote of a majority of the Board members then in office at any Board meeting. A Board member elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor. If a vacancy occurs due to the provision to satisfy the odd-number requirement for Board members as stated in Section 13 of this Article, this vacancy must be filled within 6 months following the vacation of said position.

**Section 11. Committee:** The Board, by resolution adopted by a majority of the entire Board, may designate from among the Board and/or the Chapter members an executive committee and other standing committees. Each committee will consist of at least one (1) Board member. The committee shall have the authority of the Board and serve at the pleasure of the Board. The Board may, at its choosing, designate one or more Board members as alternate members of any such committee to replace any absent member or members at any meeting of such committee.

**Section 12. Participation by Telephone:** Any one or more members of the Board or committee may participate in a meeting of the Board or committee by means of a conference telephone (or video) or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute in-person presence at said meeting.

**Section 13. E-Board Members and Duties:** The UIU-LA Chapter is comprised of up to a minimum of seven (7) Board members. In the event that the Board is not comprised of an odd number, a vacant position shall be opened up to satisfy this requirement or any existing, unfilled Board position shall be declared vacant. This vacant position must be filled as stated in Section 10 of this Article. Each board member must have a role devoted and assigned to them. The roles are not limited to, and can be less than, the specified total described below. The E-Board member positions can be summarized as follows:

- 1) **The President:** This person is responsible for leading the agenda of the general and Executive Board meetings. The President needs to call an Executive Board meeting at least a week before any gathering to make sure that all Board members agree on the agenda for the upcoming

gathering. The President generally oversees the Board activity and, in collaboration with the Board, plans, develops, and enforces policies and objectives for the Chapter to ensure it maintains its values and meets established goals.

- 2) **The Vice-President:** At the request of the President, and in the case of his or her absence or inability to act, the Vice-President may temporarily act in place of the President, working with the Board to plan, develop, and enforce policies and objectives for the Chapter, ensuring it maintains its values and meets established goals.
- 3) **The Secretary:** This person has exclusive rights to all forms of internal communication and is responsible for all notifications being transmitted. This person is in charge of making sure that all documents necessary for a successful meeting are available, including an attendance list for member check-in. The Secretary will update the member list as needed, document and keep minutes for meetings, maintain documents, update/revise all documents per Board decision, and provide applications at every gathering. The Secretary calls for the Board meeting and calls the agenda. All Board meetings need to go through the Secretary.
- 4) **The Public Relations Officer (“PRO”):** This person has exclusive rights to all forms of external communication and is responsible for all notifications being transmitted in this regard. The PRO ensures members receive the Bylaws. Communications must be reviewed by the Board before being sent out. Notification for UIU-LA gatherings should be sent out at least two (2) weeks ahead of time via electronic channels. Notifications should include detailed information about the gathering, *i.e.* the agenda, gathering venue, date, time, and refreshments. A follow-up message for the gathering should be sent via email that morning. The PRO may remove any posting that is not in favor of UIU-LA on social media. In the event the PRO is unavailable to fulfill these duties, these duties will fall upon the Secretary in the interim. The PRO is responsible for maintaining strategic relations with any external entities and institutions. The PRO is also responsible for managing any UIU-LA social media platform.
- 5) **The Treasurer:** This person is responsible for all the monetary/financial transactions involved with UIU-LA Chapter. The Treasurer’s name will be on the UIU-LA account. The Treasurer must ensure that all finances are transparent. The Treasurer will present to the Board and its members the Chapter’s financial status when prompted. All purchases and financial contracts must be approved by the Treasurer and must be accompanied with receipts.

- 6) **The Event Coordinators (2):** This person is responsible for coordinating all UIU-LA gatherings and events. Event Coordinators will be comprised of up to two (2) Board members. Information gathered by Event Coordinators will be reviewed by the Board. The Board members will deliberate, suggest, and make recommendations based on findings received. At this point, a voting process will follow to reach a consensus. The Event Coordinators shall work with the Community Outreach Chair, Fundraising Chair(s), and Cultural Awareness Chair in planning respective events, where applicable.
- 7) **The Fundraising Chairs (2):** This person is responsible for seeking out funds and organizing fundraising events for UIU-LA. The Fundraising Chair position will be comprised of up to two (2) Board members. This person(s), with the assistance of the Treasurer, will develop a fundraising plan for the fiscal year that will allow the Chapter to meet its budgetary needs. This person(s) shall create and submit a list of possible fundraising events to the Board no later than thirty (30) days after full Board transition has been made as defined under Section 4 of this Article. Upon Board approval, and by the direction of the Treasurer, the Fundraising Chair(s) work with the Event Coordinator(s) to plan and organize each fundraising event for the fiscal year.
- 8) **The Community Outreach Chair:** This person is primarily responsible for building strategic relationships within the communities UIU-LA operates as defined under Article II, Section 2, by conducting a variety of outreach activities and programs, and recruiting and retaining volunteers for all said activities and programs. This person will work with the National Body to identify initiatives where UIU-LA can provide support to community outreach activities being managed by the National Body, e.g. UIUCares.
- 9) **The Cultural Awareness Chair:** This person is responsible for maintaining, promoting, and providing a directional sense of the Igbo traditions, culture, and norms throughout the Chapter. The Cultural Awareness Chair will help in establishing initiatives that increase cultural awareness among members and attendees of UIU-LA events, and spread knowledge of the role the Igbo culture plays in our lives and in the Diaspora. In addition, this person will work closely with the Event Coordinator(s) to ensure that all relevant events are planned and executed within the scope of traditional Igbo customs. Ideally, this person shall be Igbo-speaking.

**Section 14. Delegation:** In case of the absence of any Board member, or for any other reason that the Board may deem sufficient, the Board may at any



time (and from time to time) delegate all or any part of the powers or duties of any Board member to any other Board member.

## **ARTICLE V**

### **Bank Accounts, Checks, Contracts and Investments**

**Section 1. Bank Accounts, Checks and Notes:** The Board is authorized to select the banks or depositories it deems proper for the funds of the Chapter. The Board shall determine who shall be authorized from time to time on the Chapter's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness. At a minimum, the Treasurer will be a signatory of the Chapter account.

**Section 2. Contracts:** The Board may authorize any Board member(s), agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Chapter, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Board member or agent shall have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

**Section 3. Investments:** The funds of the Chapter may be retained in whole (or in part) in cash or be invested and reinvested from time to time in property (real or personal) or securities (stocks, bonds, CD's, etc.) as the Board may deem desirable.

## **ARTICLE VI**

### **Dissolution**

The Chapter may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation filed by the National Board and with California state law. Any such dissolution plan must be approved by the Board.

## **ARTICLE VII**

### **Amendments**

These Bylaws may be altered, amended, supplemented, or repealed at any meeting of the Board called for that purpose. Amendments must first be submitted to the Secretary for the Board's review. Any amendments must be approved by majority vote of the Board members currently in office and

depending on the scope of the amendment, may require further approval from the National Body.

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These initial Bylaws were adopted at a meeting of the founding Executive Board of the Umu Igbo Unite Organization- Los Angeles Chapter, on Sunday, April 23, 2017.



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Kingsley Ufere  
**President**

*Martina Njoku*

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Martina Njoku  
**Vice-President**

*Jessica Obilom*

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Jessica Obilom  
**Secretary**

*Emelda Ndubuizu*

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Emelda Ndubuizu  
**Treasurer**



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Esther Ojeh, Ijeoma Mephors  
**Event Coordinators**



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Obi Iloh, Erica Adaobi Abaekobe  
**Fundraising Chairs**



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Chioma Nancy Orjiakor  
**Community Outreach Chair**



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Ada Azubuike  
**Public Relations Officer**