

(UPDATED DISTRIBUTION COPY)

**THE BYLAW**  
RELATING TO THE CONDUCT OF THE AFFAIRS  
OF THE  
**NIGERIANS IN DIASPORA  
ORGANIZATION AMERICAS,  
(NIDO AMERICAS) INC.**

Adopted September **2013**  
(Updated 09-19-2015)



## ADOPTION OF THE NIDO AMERICAS BYLAW – 2013

- WHEREAS: The Board of Directors having set up a committee to review the structure of NIDO AMERICAS Inc., and to propose amendments to the Organization’s Bylaw that is cognizant of the new structure.
- AND WHEREAS: The Bylaw Review Committee having completed its tasks, and upon the consideration of all inputs by its members, submitted the proposed Bylaw to the Board of Directors;
- AND WHEREAS: The Board of Directors having reviewed the proposed Bylaw and accepted it for presentation to the General Assembly of NIDO Americas for adoption at its Annual General Meeting held in New Jersey in September 2013;
- AND WHEREAS: The General Assembly having been duly convened with a quorum of members present, adopted the proposed Bylaw by more than the required two-thirds of members present;
- AND WHEREAS: The Resolution of the General Assembly in adopting the Bylaw reads as follows:

**“That the proposed Bylaw presented by the Board of Directors of NIDO Americas be adopted as presented, and that the Bylaw be FULLY implemented by the Annual General Meeting (AGM) of 2015.”**

*Motion Proposed by:* Mr. Wale Onabadejo, Member from Region 7; and  
*Seconded by:* Mr. Victor Ugoh, Vice Chairman and Member from Region 3  
**MOTION WAS PASSED UNANIMOUSLY**

### NOW THEREFORE:

Be it resolved that the NIDO Americas Bylaw – 2013, having satisfied all the requirements of the Founding Documents of the Organization as well as the operating NIDO Americas Bylaw at the time of its adoption, is hereby adopted for use by the Organization per the following endorsement page.

CAVEAT: *(deleted 09-19-2015)*

## BYLAW ADOPTION ENDORSEMENT PAGE

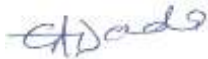
“This document is hereby adopted for use as the Bylaw of the NIDO Americas, Inc. by the General Assembly of the Organization”

IN WITNESS WHEREOF, the undersigned, have subscribed to these bylaws this

\_\_\_\_**21st**\_\_\_\_ day of \_\_\_\_\_**September**\_\_\_\_\_, 2013, as follows

Pastor Soba Abiona	Regional Director (Region 1)	
Mr. Segun Adeyina	Regional Director (Region 4)	Financial Secretary
Dr. Sam Afolayan	Regional Director (Region 7)	
Mr. Chris Anwah	Legal Advisor	
Mr. Ganiyu Dada	Regional Director (Region 4)	Chairman
Mr. Abdullahi Dauda	Regional Director (Region 1)	
Mr. Franklin Ekechukwu	Regional Director (Region 2)	
Pastor Danladi Husaini	Regional Director (Region 8)	
Rev. Emmanuel Igwe	Regional Director (Region 2)	Treasurer
Dr. Chris Igodan	At-Large Board Member	
Dr. Ezekiel Macham	At-Large Board Member	
Chief Gabriel Okoye	Regional Director (Region 3)	General Secretary
Mr. Tajudeen Oladele	Regional Director (Region 6)	
Chief Tunde Olagundoye	Regional Director (Region 7)	
Ms. Zainab Shen	At-Large Board Member	Public Relations Officer
Mr. Victor Ugoh	Regional Director (Region 3)	Vice Chairman

I, \_\_\_\_**Ganiyu A. Dada**\_\_\_\_, as Chairman of the Board of Directors of NIDO Americas, hereby affirm that I have witnessed 2/3 majority of members of NIDO Americas, vote in support of the adoption of the entire bylaws at a General Meeting held in \_\_\_\_**New Jersey**\_\_\_\_\_, on the \_\_\_\_**21<sup>st</sup>**\_\_\_\_ day of \_\_\_\_**September**\_\_\_\_ 2013



Signed \_\_\_\_\_ Date \_\_\_\_09/21/2013\_\_\_\_  
(Organization Chair)

*Location of Meeting:*  
Renaissance Marriot Airport Hotel, Newark, New Jersey.

*Date of Final Adoption:* September 21<sup>st</sup>, 2013

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## Article One

### Section 1.00 *Preamble*

For the purpose of forming a Not-for-Profit corporation pursuant to the Laws of the District of Columbia, members of NIDO Americas, Inc., (formally known as NIGERIANS IN DIASPORA ORGANIZATION AMERICAS (NIDO AMERICAS), INC.), (hereinafter called "The Organization" or "NIDOA" enact the following bylaws to govern the activities of the Organization:

### Section 1.01 *Interpretation*

- a) The headings of Articles and Sections of this Bylaw are inserted for convenience of reference only and shall not affect the construction or interpretation of the Bylaw;
- b) Words importing singular number or masculine gender shall include the plural or the feminine gender as the case may be and vice versa;
- c) Wherever reference is made to any section of this Bylaw, such reference shall be deemed to extend and apply to any amendment to or any re-enactment of such section as the case may be; and
- d) The language of communication for NIDO Americas, Inc. shall be English.

### Section 1.02 *The Name of the Organization*

The name "NIDO Americas" shall refer to the continental Organization known as the Nigerians in Diaspora Organization Americas (NIDO Americas), Inc.

*Contingent on the pre-eminence of the use of the name "NIDO Americas, Inc." by this Organization since its inception in 2000, it thereby inheres to the Organization for copyright and trademark purposes. Therefore, "NIDO Americas, Inc." as an organization reserves its right to prosecute anyone who infringes upon its rights regarding copyright and mark of its name, mark and logo.*

*Furthermore, the mark "NIDO Americas, Inc." and the logo accompanying the mark shall not belong to any other organization, entity, association and / or any individual member, past, present or in the future.*

### Section 1.03 *Reference to NIDO Americas*

The term NIDO Americas, shall hereinafter refer to the entire NIDO family in the Americas hemisphere. All national branches of NIDO Americas in each specific country shall suffix the name "NIDO Americas" with their country's name, to wit: *the national branch of NIDO Americas in the United States of America shall be known as NIDO Americas - USA, the national branch of NIDO Americas in Canada shall be known as NIDO Americas - Canada, the national branch of national NIDO Americas in Belize shall be known as NIDO Americas - Belize, etc.* All chapters of Americas within nation states shall be suffixed as follows - *NIDO Americas chapter located in Washington DC in the United States of America shall be known as NIDO Americas - USA, Washington DC Chapter, NIDO Americas chapter located in Toronto, Canada shall be known as NIDO*

*Americas - Canada, Toronto Chapter, NIDO Americas chapter located in Belize City in Belize shall be known as NIDO Americas - Belize, Belize City Chapter, etc.*

Section 1.04     *Mission Statement*

NIDO America's mission is to promote the spirit of patriotism, networking and cooperation among Nigerians in the Diaspora, *for their individual and collective success in the countries of the Americas where they reside*, and to mobilize the vast resources of manpower and machinery toward building a greater Nigeria.

## Article Two

### Section 2.00 *Objectives and Powers of the Organization*

#### Section 2.01 *Purpose*

In furtherance of the purposes of the Organization as indicated in its Articles of Incorporation, the Organization shall pursue the following objectives and shall have the powers stated hereunder. The powers listed hereunder shall be exercised by the Organization in addition to the general powers granted to similar organizations by the laws of the District of Columbia or by the laws of any other jurisdiction applicable to the Organization and in accordance with the following general principles:

- a) The Organization shall be guided, both in its policies and operational principles, by strong commitment to its self-sustainability. In this regard, and to the extent consistent with its legal status, the Organization shall engage in activities, render services to achieve its purposes, and shall organize itself and mobilize its resources in a manner that is most conducive to its financial viability and its status as a not-for-profit corporation.
- b) The management of the Organization shall, as much as practicable, be based on competence, discipline, professionalism and such other standards that are reasonably favorable to viable economic operations of the Organization.

#### Section 2.02 *Objectives*

- a) To provide a forum for research, discussion and exploration of new businesses, educational and investment opportunities in Nigeria and the Americas.
- b) To build and operate a database of Nigerians with skills and make such database available to the public and private sectors.
- c) To provide educational, scientific and investment advisory services to benefit the public and private sectors in Nigeria
- d) To encourage collaboration among Nigerians based on the pressing economic, educational, social and cultural issues facing Nigerians.
- e) To encourage research, education and the involvement of business and scientific community, Industry, Government and others in the promotion of business and investment in Nigeria and the Americas.
- f) To educate Nigerians and the public at large concerning the business and investment opportunities in Nigeria and the Americas.
- g) To enhance the image of Nigeria with a view to promoting business, travel and investment opportunities.
- h) To raise and receive funds for the support and enhancement of the purposes stated above.
- i) To celebrate the success of Diaspora Nigerians and their contributions to the national economies of their host countries.
- j) To seek, encourage and/or leverage the talents of diaspora Nigerians wherever possible.

#### Section 2.03 *Powers*

##### Section 2.03.1 *Continental Board of Trustees – (“the Continental”)*

There shall be a Board of Trustees [BoT] comprising of the chairperson and secretary of each national Boards of Directors (BoD), one (1) elected representative from each ‘charter’ District and one (1) elected representative from a minimum of 2 and a maximum of 3 ‘budding’

districts.

In furtherance of the above objectives, the Organization has powers to do all things necessary or convenient to carry out its affairs including, without limitation, the power:

- i. To sue and be sued, complain and defend in its corporate name.
- ii. ii) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;
- iii. To make and amend these bylaws not inconsistent with its Articles of Incorporation or with the laws of the District of Columbia, for regulating and managing the affairs of the Organization;
- iv. To purchase, lease or otherwise acquire, own, use and otherwise deal with, real or personal property or any legal or equitable interest in property, wherever located;
- v. To make contracts and guaranties, incur liabilities,
- vi. borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;
- vii. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- viii. To elect or appoint Trustees, officers, employees, and agents of the Organization, define their duties, and fix their compensation;
- ix. To receive property by gift, devise or bequest; invest and reinvest the same, and apply the income and principal thereof, as the Board of Trustees may from time to time determine.
- x. To have offices in every country of the Americas, as the Board of Trustees shall from time to time determine.
- xi. To, either alone or jointly with any other organization or persons, pursue any line of service and promote such service the public or private sector including government entities, organizations or persons;
- xii. To associate with other organizations and persons, as the Board of Trustees shall from time to time determine for the purpose of advancing the purposes and objectives of the Organization. Such organization or associations may be either international or national organizations whether in the private or public sector: Provided, however, that the Organization shall retain the right to withdraw from any such association as the Board of Trustees shall determine;
- xiii. To the extent permissible under the law and to the extent practicable and reasonable, as to be determined from time to time by the Board of Trustees, to work in association with private sector, public sector, governments and institutions in pursuit of issues of general interest to Nigerians and nations in the Americas where the organization is in operation;
- xiv. To establish conditions for admission of members, admit members and issue memberships;
- xv. To do all things necessary or convenient, not inconsistent with the law of the District of Columbia or any other Nations, States or Provinces in the Americas, to further the activities and affairs of the Organization;
- xvi. To have and exercise all the general powers together with the power to solicit grants and contributions for its objectives;
- xvii. To formulate each year or as often as the Board of Trustees shall

deem necessary, a standing policy on the following issues:

- a) Fundraising activities in support of NIDO Americas projects and events.
- b) Selection of projects for funding and/or implementation.
- c) Mobilization of Nigerian communities and the general membership of the Organization for support of its projects, programs and activities.
- d) Preparation of budgets, and other matters necessary for the effective functioning of the Organization

Section 2.03.2 *National Boards of Directors – (“the National”)*

National Boards of Directors shall have powers similar to the Continental Board of Trustees, but their jurisdictional powers shall be limited to their respective nation states.

Section 2.04 *Membership*

In accordance with its Articles of Incorporation, the Organization shall have members under the following terms and conditions:

(a) A person is a member of the Organization if such a person:

- i. Is a Nigerian national or married to a Nigerian national or otherwise qualifies for Nigerian Citizenship under the Constitution of the Federal Republic of Nigeria, 1999;
  - ii. Duly applies to the Board of Trustees to become a member of the Organization;
  - iii. Accompany the Application Form with letters of recommendation from 2 current NIDO members, and
  - iv. The Board of Trustees, arising from a recommendation of applicant’s National Board of Directors, finds such a person to be of good moral character consistent with the values and principles of the Organization and approves the membership application of such a person. Provided that in each occasion where the Board of Trustees could not make favorable finding regarding an application for membership, that is to say, the Board of Trustees denies an application for membership based on its finding, the Board of Trustees shall provide in writing reasons for its decision to deny the application and shall keep a record in headquarters of the Organization of all such denials. Further, a person whose application for membership is denied pursuant to the foregoing provision can resubmit an application for membership showing that the grounds for previous denial no longer existed or that the decision to deny was based on incorrect facts.
  - v. In any case, an application for membership shall be determined in the most expeditious manner to avoid undue delay and the time period between the date of actual receipt of the application by the Board of Trustees (meaning in this case, the Chairperson of the Board, the Vice Chairperson and the General Secretary of the Board of Trustees) and the determination of the Board of Trustees shall be known by the applicant within three (3) months from the date the Board of Trustees received such application.
- (b) Upon meeting the conditions in this Article a person becomes a member of the Organization and shall have all rights and obligations as every other member except that no person shall contest or vote in an election for an office in the Organization less than Six (6) months after becoming a member.

(c) A person ceases to be a member of the Organization if:

- i. Such person fails for two (2) years to pay his or her annual dues unless the Board of Trustees grants a relief from cessation of membership.
- ii. Such person applies to the Board of Trustees clearly and unambiguously requesting to withdraw his or her membership and in that case cessation of membership is effective on the date that the Board of Trustees (meaning the Chairperson of the Board, the Vice Chairperson of the Board, or the Secretary General of the Board) actually receives such application for withdrawal of membership.
- iii. As soon as the events of cessation of membership mentioned above have occurred, the person who ceases to be a member shall not restore his or her membership except by complying in full with the terms and conditions for membership herein specified and ordained.
- iv. Notwithstanding section (c)(iii) above, the Board of Trustees may take into consideration the quality of the previous relationship between the Organization and such former member in determining his or her membership application. In particular, where a former member now requesting to be readmitted into the Organization ceased to be a member under (c)(i) of this Article, such a former member shall, as a condition of resuming membership of the Organization, pay all dues he or she owed at the point of cessation of membership.

Section 2.05      *Limits on Activities of the Organization*      No substantial part of the activities of the Organization shall consist of promoting propaganda, or otherwise attempting to influence legislation, except as otherwise provided by charitable organization provision of each country's Revenue Agency, and the Organization shall not participate in, or intervene in the publishing or distribution of statements in opposition to any occupant of public office, or engage in any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 2.06      *Participation in Political Activities & Sundry*  
(Amended 09-19-2015)

- 1) All officers and members may participate in any political process on the individual officer or member's time and in compliance with all applicable jurisdictional laws and regulations, codes and law.
- 2) However, no NIDOA assets, funds, services, time, equipment and or facilities shall be used or contributed, whether directly or indirectly, to any politician or candidate for political office, political party, political action committee (PAC), or any political cause without the prior written approval or the Board, Trustee or the National Board of Directors.
- 3) This section applies to all and any resources belonging to NIDOA and include but are not limited to the following: speech, monetary contributions, appearances, consulting, campaigning, or advertisement and endorsement.
- 4) Further, all members, officers or those in NIDOA leadership must avoid any political opportunity that may connote or imply a conflict of interest or an appearance thereof.
- 5) This section also applies regardless of whether an officer or member believes that the law of a particular country, state, county and or local government allows for any such political activities.
- 6) Any questions regarding this section shall be directed to the NIDOA Legal Advisor.

- 7) If any member or officer of NIDOA, having been nominated, elected or appointed at any level of, and on the platform of NIDOA to represent the organization at any event, forum, conference, seminar, or to give a speech, at a local, national or at international event, when compensated, that member or officer shall remit at least **thirty percent** (30%) of any net per diem, honorarium, payments or appearance fee to the NIDOA national or continental account.

Section 2.07     *Penalties for Violation of*     (To be inserted)  
*Section 2.06*

Intervening penalties to be determined by the Board of Trustees (BOT) pending the passing of the recommendations of the BOT by the General Assembly.

## Article Three

### Section 3.00 *Organizational Structure*

#### Section 3.01 *The Structure*

The organizational structure of the Nigerians in Diaspora Organization - Americas shall be as follows:

There shall be the following organs for the organization:

- a) The *General Assembly*
- b) The *Board of Trustees*, which shall elect members to its Management Committee and shall have the power to appoint the following officers:
  - (i) The *Board of Advisors*
  - (ii) Office of the *Executive Director*
  - (iii) Office of the *Legal Advisor*
- c) The *National Boards of Directors*, which shall elect members to its Executive Council, to perform necessary governance functions at each country level as stipulated in this Bylaw,
- d) The *District Coordinators*, and
- e) The *Chapters*, which shall elect members to its executive committees

#### Section 3.02 *General Assembly*

The *General Assembly* shall be the highest organ for the Organization and shall have the following responsibilities exercised in General Meetings:

- (a) Ratify resolutions presented by the *Board of Trustees* and shall receive approved annual budgets as information
- (b) Ratify all amendments to the NIDO Americas bylaws, policies and procedures.
- (c) Vote on or ratify the appointment of not more than ten members of the Organization to work with the Legal Committee for the purpose of amending the Articles of Incorporation or/and bylaws (hereinafter jointly called the 'Founding Documents').
- (d) Ratify the election of members of the Board of Trustees.
- (e) The verification and ratification or election to the Board of Trustees and impeachment of members of the Board shall be according to the procedure laid down in section 4.10 of this Bylaw.
- (f) Other than with respect to elections and impeachment, its proceedings shall be presided over by the Chairperson of the Board of Trustees. No elected member of the Board of Trustees shall serve in the Caretaker Committee. Also, a person who serves in the Caretaker Committee cannot contest in the elections occurring during the same General Assembly Meeting.
- (g) The Legal Advisor shall be a member of the Caretaker Committee, which shall be dissolved after each General Assembly Meeting.
- (h) Meet at least once a year (between the months of June and September) and at such places as the Board of Trustees shall from time to time determine, provided that the Board of Trustees shall call



a General Assembly Meeting within one month after a request for a General Assembly Meeting has been made by at least 200 members in good standing or 25 per cent of all members of NIDO Americas, whichever is less, through their signatures in writing. Review and ratify the impeachment of members of the Board of Trustees as presented by each National NIDO Americas.

Section 3.03 *Board of Trustees*

I. *General Provisions:*

The Board of Trustees shall be the highest governing body of the Organization.

- a) To be eligible for election as a Trustee the candidate shall be at least 21 years of age.
- b) Trustees shall hold office for a two-year term subject to a re-election for one or more terms, but not more than two consecutive terms of two years each; provided, however, that any Trustee elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Trustees) shall hold office until the next election of the Board of Trustees is due.
- c) The Board of Trustees shall be headed by the Chairperson of the Board of Trustees, who shall be an elected member of the Board and shall further be elected as such by Board of Trustees.
- d) A Trustee must attain a majority vote of the entire Board in order to hold any of the offices above-listed. No Trustee may hold more than one office simultaneously.
- e) The Board of Trustees shall, unless inconsistent with the Article of Incorporation and these bylaws, have the ultimate responsibility for the coordination of the activities of all other organs and committees of the organization whether such organ or committee is already in existence or yet to be established, and all such organs, committees and members are ultimately answerable to the Board of Trustees.
- f) The Board of Trustees has the general responsibility of being the last level of appeal for the settlement of disputes or disagreements between one Chapter and another, and between a member and a Chapter, where such dispute or disagreement arises in connection with matters covered in the Bylaws of the country's NIDO Americas organization or in connection with the performance of functions or enjoyment of rights arising in connection with its Founding Principles or otherwise relating to matters of interest to the Organization including election disputes
- g) The Board of Trustees shall have the final responsibility for the enforcement of any penalty against any member of the Organization if such penalty results or has the likelihood of resulting in the suspension or expulsion of such member or otherwise in the incapacity of such a member to retain his membership status.
- h) The Board of Trustees may give policy or operational directives to the National NIDO Americas organizations on all matters with respect to which the National NIDO Americas has power to act under the NIDO Americas Bylaw. Also, the Board of Trustees may delegate any of its functions to a National NIDO Americas or a Committee provided that the Board of Trustees retains the power to supervise the execution of such delegated function, and that such delegation is not otherwise inconsistent with the provisions of the Bylaws of NIDO Americas, and that such delegation does not undermine the

- coordinate status of all the National NIDO Americas.
- i) The Board of Trustees shall be the primary guarantor of the sanctity of the Bylaws, policies and procedures, as well as the integrity of the Organization, and shall have oversight responsibility over all organs, committees and members of the Organization to ensure that the Bylaws, policies and procedures are complied with by the membership.
- j) The Board of Trustees shall designate the Chairperson of the Board and any one or two members of the Board as signatories to bank account of the Organization.
- k) *The Board of Trustees shall hold its Management Committee elections no later than three months following the Annual General Meeting.*
- l) The Board of Trustees shall designate the Chairperson of the Board and any one or two members of the Board as signatories to bank account of the Organization

II. *Roles and Responsibilities:* The Board of Trustees shall:

- 1) Make decision regarding the strategic direction of NIDO Americas;
- 2) Make policies for the Organization;
- 3) Propose Amendments to the Bylaw and other policies and procedures of the Organization;
- 4) Approve the Organization's Annual Budgets;
- 5) Plan and implement the Annual General Meeting (AGM) of the Organization;
- 6) Receive reports from the National BoDs and Recommend action to the AGM;
- 7) Organize fundraisers for Nigerian and/or continental events;
- 8) Execute initiatives that are continental or global in focus
- 9) Grow, cultivate and support National NIDO Americas Organizations;
- 10) Annually Certify National BoDs, and ratify District and Chapter Certification by National BODs;
- 11) Serve as the Court of Appeal of last resort for National NIDO Americas dispute resolution.

III. *Composition of the Board of Trustees:*

The Board of Trustees shall be constituted as follows and shall bear the responsibilities ascribed to them hereunder:

(a) There shall be the Board of Trustees comprised of members made up as follows:

- 1) The chairperson and secretary of each national Boards of Directors (BoD), and one (1) elected representative from each 'charter' District and one (1) elected representative from a minimum of 2 and a maximum of 3 'budding' districts.
- 2) Notwithstanding the above, where a country has only one functioning chapter it shall be represented at the Board of Trustees by its national chairperson and secretary.
- 3) The Board of Trustees shall elect members to the following positions in its Management Committee:
  - a) Chairperson
  - b) Vice-Chairperson
  - c) General Secretary
  - d) Assistant General Secretary

- e) Public Relations Officer or Director of Communications
  - f) Treasurer, and
  - g) Financial Secretary
- 1) The Board of Trustees shall have the power to appoint the following officers:
    - a) The Board of Advisors who will perform such advisory roles as are specified by the Board of Trustees;
    - b) The Executive Director, who will be in charge of the day-to-day administration of the Organization and shall serve as a link to other organizations, the Government of Nigeria and other governments (as defined in Article Five of this Bylaw); and
    - c) The (the roles and responsibilities of the Legal Advisor are defined in Article Five of this Bylaw);
  - 2) Notwithstanding the above, no country's representative(s) on the Board of Trustees shall serve for more than two consecutive two-year terms on the Board, as stipulated in other sections of this Bylaw.

### III. *Revenue Sharing.*

The dues collected by each Chapter on behalf of the Organization shall be shared in the following manner:

- a) Fifty percent (50%) of the one-time registration fees for each member and fifteen percent (15%) of the annual dues for each member shall be remitted to the Board of Trustees;
- b) Twenty five percent (25%) of the one-time registration fees for each member and twenty-five percent (25%) of the annual dues for each member in each country shall be remitted to its National Board of Directors;
- c) Ten percent (10%) of the annual dues for each member in each country shall be used for the administration of its districts;
- d) Each Chapter shall retain 25% of the registration fees and 50% of the annual dues collected, in addition to any other monies that may be disbursed to a Chapter by its National Board of Directors for the purpose of offsetting any administrative costs necessary for the effective operation of the Chapter.

#### Section 3.04 *Standing Committees of the Board*

The Standing Committee of the Board shall be as follows:

- i. Membership and Mobilization Committee,
- ii. Policy and Planning Committee,
- iii. Science and Technology Committee,
- iv. Procurement Committee,
- v. Fundraising Committee
- vi. Legal Committee,
- vii. Budget Committee.
- viii. Intergovernmental Relations Committee
- ix. Programs & Events Committee

And such other committees as the Board of Trustees may establish. The establishment of Standing Committee shall be subject to the following conditions:

- (a) The Board [BoT] must clearly define functions of these Committees for General Assembly approval,

- (b) A member of the Board shall head each committee;
- (c) Committees should have broad continental representation

The Board of Trustees shall determine the functions of each of the above-mentioned committee.

Unless otherwise provided by the Organization, every matter presented at any meeting of the Organization, which by its terms or in the judgment of the presiding officer shall require reference to a committee, shall be referred by such officer to the appropriate Committee, or, if there be no such committee, to the Board.

The committee to which such reference is made shall report thereon to the Organization at its next meeting or stated meeting, or at a special meeting called for that purpose, unless the resolution of the Organization, or the terms of reference to such committee, shall otherwise provide or unless the time to report is extended by the Organization. If, within the time so limited, no report is made, the committee may be deemed to have been discharged from further consideration of the subject, and the matter may again be referred or disposed of in such manner as the Board shall deem proper.

Section 3.05 *NIDO Americas  
Organizations at  
Country Level*

All country-based NIDO Americas shall be administered by its Board of Directors. Each National Boards of Directors shall have the responsibility of establishing the parameters for the operation of NIDO Americas in the country where it is located.

Responsibilities of the National Boards of Directors: The Roles and Responsibilities of National BoD's shall include the following:

- 1) It shall be the tactical headquarters of NIDO Americas at a national level;
- 2) It may prepare and adopt national Operating Guidelines as well as amendments thereto
- 3) It shall execute policies set by NIDO Americas through its Chapters or Districts
- 4) It should plan and execute its national programs
- 5) It shall receive reports from Districts and Chapters
- 6) It shall raise funds through national or district campaigns
- 7) It shall grow existing and new Chapters through its districts
- 8) It shall certify all local chapters and districts on an annual basis
- 9) It shall elect members to the Board of Trustees
- 10) It shall serve as an appeal body for disputes within or between its Districts and / or Chapters

Notwithstanding the above, the operations of country-based NIDO Americas organizations shall be consistent with the guidelines and policies established in this Bylaw.

Section 3.05.1 *Boards of Directors  
(National)*

*General Provisions:*

The National Boards of Directors shall be the highest governing body of the Organization at each country level. It shall be ultimately responsible for the administration of the Organization in the nation where the NIDOA Organization is located.

- a) Each Director shall be at least 21 years of age.
- b) Directors shall hold office for a two-year term subject to a re-election or reappointment for one or more terms, but not more than two consecutive terms of two years each; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of the Board of Directors is due.
- c) The Board of Directors shall be headed by the Chairperson of the Board of Directors, who shall be an elected member of the Board and shall further be elected as such by Board of Directors.
- d) Members of the Board of Directors shall elect among themselves the following officers:
  - (i) The Chairperson
  - (ii) Vice Chairperson;
  - (iii) Secretary;
  - (iv) Financial Secretary;
  - (v) Treasurer,
  - (vi) Public Relations Officer and
  - (vii) Such other Officers as the Board of Directors may from time to time appoint
- e) A Director must attain a majority vote of the entire Board in order to hold any of the offices above-listed. No Director may hold more than one office simultaneously.
- f) The Board of Directors shall, unless inconsistent with the Article of Incorporation and these bylaws, have the ultimate responsibility for the coordination of the activities of all other organs and committees of the organization whether such organ or committee is already in existence or yet to be established, and all such organs, committees and members are ultimately answerable to the Board of Directors in accordance with the Founding Documents.
- g) The Board of Directors has the general responsibility for settlement of disputes or disagreements between one Chapter and another within the country where it is located, and between a member and a Chapter, where such dispute or disagreement arises in connection with matters covered in the Founding Documents or in connection with the performance of functions or enjoyment of rights arising in connection with the Founding Documents or otherwise relating to matters of interest to the organization. This should encompass election disputes
- h) The power of the Board of Directors to resolve disputes includes the power to call for a meeting of the members of a Chapter where as a result of a dispute the Chapter Executive Committee is not disposed to calling a meeting. Where the Board of Directors calls a Chapter meeting, the National Secretariat may select the venue and may direct any member of the Board of Directors to preside over the proceedings of such meeting.
- i) Whether as a result of a dispute or for any other reason that renders the Chapter Executive Committee unable to function, the Chairperson of the Board of Directors may direct in writing that the Board of Directors shall assume responsibility for the administration of the Chapter. Provided that such direct administration of the Chapter by the Board of Directors shall be only for such reasonable

period it may take to conduct an election for a new Chapter Executive Committee, which in any event shall not be longer than six months.

- j) The Board of Directors shall have the responsibility for the enforcement of any penalty against any member of the Organization if such penalty results or has the likelihood of resulting in the suspension or expulsion of such member or otherwise in the incapacity of such a member to retain his membership status.
- k) The Board of Directors may give policy or operational directives to the Chapter on all matters with respect to which the Chapter has power to act under the Founding Documents of NIDO Americas Inc. Also, the Board of Directors may delegate any of its functions to a Chapter or a Committee provided that the Board of Directors retains the power to supervise the execution of such delegated function, and that such delegation is not otherwise inconsistent with the provisions of the Founding Documents, and that such delegation does not undermine the coordinate status of all the Chapters.
- l) The Board of Directors shall be the primary guarantor of the sanctity of its Operating Documents and the integrity of the Organization at the country level, and shall have oversight responsibility over all organs, committees and members of the Organization to ensure that the Operating Documents are complied with by the membership.
- m) The Board of Directors shall designate the Chairperson of the Board and any one or two members of the Board as signatories to bank account of the national Organization.
- n) *The Board of Directors Executive Council elections shall hold no later than sixty (60) days before the Continental NIDO Americas Annual General Meeting.*

#### *Election to the National Board of Directors*

- a) Each Charter District shall elect two (2) members to represent the district at the national NIDO Americas Board of Directors.
- b) Each Budding District shall elect one (1) member to represent the district at the national NIDO Americas Board of Directors

### Section 3.05.2 *Districts*

Districts shall be formed by all national NIDO Americas with more than two 'charter' chapters.

The purpose of Districts is to make allowance for countries with enough chapters and/or geographical spread to subdivide into districts for administrative efficiency in accordance with this Bylaw.

Districts shall be administered by District Coordinators, which shall be headed by a chairperson who shall be elected by all coordinators in the district.

#### *Membership*

Each chapter within a district shall elect its district coordinators (DCs) to represent it at the district level as follows:

- a) 2 members shall represent each 'charter' chapter, one of which shall be the president of the chapter; OR
- b) 1 member shall represent each 'budding' chapter; the sole representative shall be the president of the chapter

### *The Roles and Responsibilities of District Coordinators*

- a) District Coordinators shall assist National BoDs to Coordinate Activities at Chapter level;
- b) District shall act as the first stop for settlement of disputes between chapters;
- c) They shall assist chapters with membership mobilization and provide feedback to the national NIDO Americas BoD's on the challenges and opportunities that exist within the district.
- d) Districts may engage in any other responsibilities assigned to them by their National BoD's

### Section 3.05.3 *The Chapters*

#### *General Provisions:*

There shall be a Chapter of the Organization in such places as the National Board of Directors shall determine. No two Chapters shall be located less than one hundred miles (160 km) radius from another Chapter except with the approval of the country's National Board of Directors and ratified by the Board of Trustees.

Notwithstanding the above, existing chapters and chapters that are located in different municipal, state, provincial or other political jurisdictions, and/or which on the date of the passing of this Bylaw or thereupon, are located closer than the stated minimum separation distance, may be permitted to operate except its National Board of Directors decides to dissolve one of them in compliance with this Bylaw.

Chapters shall be the local operational organ of NIDO Americas membership. The Chapters are important organ for the mobilization of the members of the Organization and shall have all powers necessary for effective mobilization of its members, subject to the directives of the National Board of Directors

The formation of Chapters shall be based on the terms and conditions set forth hereunder:

#### *I. Formation.*

A Chapter shall be recognized by the country's National Board of Directors whenever the National Board of Directors is satisfied that within a given state, or province, or city, or community, or professional organization, a minimum of 25 members of said state, province, city, community, or professional organization have expressed a desire to organize themselves as a Chapter of the Organization, provided that no ethnic, religious, or political organization shall be recognized as a Chapter.

#### *II. Structure.*

Each Chapter shall be governed by a chapter Executive Committee, comprising of at least the Chapter President, the Chapter Vice President and the Chapter Secretary.

#### *III. Dues.*

Each Chapter shall assist the Organization in collecting the annual dues from its members but each Chapter shall retain 25% of the registration fees and 50% of the annual dues collected, in addition to any other moneys that may be allocated to the Chapter by the National Board of

Directors, for the purpose of offsetting any administrative costs necessary for the operation of the Chapter.

#### *IV. Membership and Administration.*

- a) To the extent practicable and consistent with the objectives of the Organization, there shall be a Chapter of the Organization in each city, state or province where there are up to 25 members of the Organization.
- b) Each chapter shall be headed by a Chapter President to be elected by the members of such Chapter in an election to be supervised by either or both of the Members of the National Board of Directors responsible for the District in which such Chapter belongs; except that where absolutely necessary, the Director(s) can be represented by their nominee.
- c) No new chapter shall be located within a 100-mile (160 km) radius of another Chapter of the Organization, except where otherwise decided by a resolution of the Board of Trustees.
- d) Members of a Chapter may appoint other officers to support the Chapter President for the effective administration of the chapter.

#### *Functions of Chapters:*

- a) Chapters shall be established for the implementation and/or execution of policies, programs, and services through grassroots mobilization;
- b) Each Chapter shall elect members to the District as stipulated elsewhere in this Bylaw
- c) Chapters must engage in activities intended to grow its membership
- d) To the extent possible, chapters must fund its activities and events through membership dues and fundraisers at the local level.
- e) Chapters shall engage in activities intended to sustain NIDO Americas brand and values
- f) Each Chapter may prepare its Operating Procedures (bylaws) consistent with the NIDO Americas Bylaws and local laws, for the administration of the chapter.



## **Article Four**

### Section 4.00 ***Election - General Provisions***

### Section 4.01 ***Board Election and Term of Office***

#### Section 4.01.1 ***Board of Trustees***

- 1) Trustees shall hold office for a two year term, provided, however that any Trustees elected to fill an unexpired term (which resulting from death, resignation or removal or vacancy created by an increase in the number of Trustees) shall hold office until the next election of Trustees. A Trustee may be elected to a maximum of two (2) years.
- 2) To become a Trustee representing a specific National NIDO Americas Organization, a member from that country must nominate the member from that National NIDO Americas seeking to become a Trustee and that nominee must be elected by a majority of the members from that National NIDO Americas present during any such election.
- 3) All nominations shall be forwarded to the Chair of the Caretaker (election) Committee and Chapter President not later than 7 days prior to the elections.

#### Section 4.01.2 ***National Directors***

- 1) National Directors shall hold office for a two year term, provided, however that any National Director elected to fill an unexpired term (which resulting from death, resignation or removal or vacancy created by an increase in the number of National Directors) shall hold office until the next election of Director. A National Director may be elected to a maximum of two (2) years.
- 2) To become a National Director representing a specific district, a member from that district must nominate the member from that district seeking to become a National Director and that nominee must be elected by a majority of the members from that District present during any such election.
- 3) All nominations shall be forwarded to the Chair of the Caretaker (election) Committee and Chapter President not later than 7 days prior to the elections.

#### Section 4.02 ***Absentee Ballot***

- 1) Elections to the Board of Trustees shall be held at the Annual General meeting of the Organization or any other forum decided by a resolution of the Board of Trustees.
- 2) The Board of Trustees shall by resolution authorize the process of absentee ballot.
- 3) If and when the resolution is passed, the Caretaker (election) Committee shall put together rules concerning absentee balloting. Such rules must be announced by the Board prior to implementation.
- 4) All absentee ballots must be signed, sealed and mailed by *certified mail* and must be received by the Secretariat at least 3 days prior to the elections. The sealed envelopes shall be opened only during the elections.

Section 4.03	<i>Chairperson: Powers and Duties</i>	<ol style="list-style-type: none"> <li>1) He or she has a casting vote in all Board elections.</li> <li>2) The Chairperson shall have general supervision over the affairs of the Organization and shall keep the Board of Trustees or Directors, as the case may be, fully informed about the activities of the Organization.</li> <li>3) He or she shall have the power to sign and execute alone in the name of the Organization all contracts authorized either generally or specifically by the Board.</li> <li>4) The Chairperson is automatically the head of any Committee to which he/she is a member with the exception of when such position is declined by him or her;</li> <li>5) The chairperson shall be one of the required signatories to the Organization's bank account</li> </ol>
Section 4.04	<i>Vice Chairperson: Powers and Duties</i>	<ol style="list-style-type: none"> <li>1) The Vice-Chairperson shall have such powers and duties as may be assigned to him/her by the Board of Trustees / Directors.</li> <li>2) In the absence of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson.</li> </ol>
Section 4.05	<i>General Secretary: Powers and Duties</i>	<ol style="list-style-type: none"> <li>1) The General Secretary shall keep the minutes of the Board Meetings in the books provided for that purpose.</li> <li>2) He or she shall give or serve all notices (including notices of Board meetings) of the Organization, and shall perform all the duties incidental to the office of the General Secretary.</li> <li>3) He or she could be one of the signatories to the Organization's bank account.</li> </ol>
Section 4.06	<i>Assistant General Secretary</i>	<ol style="list-style-type: none"> <li>1) The Assistant General Secretary shall have such powers and duties as may be assigned to him/her by the Board of Trustees / Directors.</li> <li>2) In the absence of the General Secretary, the Assistant General Secretary shall perform the duties of the General Secretary</li> </ol>
Section 4.07	<i>Financial Secretary: Powers and Duties</i>	<ol style="list-style-type: none"> <li>1) The Financial Secretary shall keep or cause to be kept full and accurate accounts and records of receipts and disbursements of the Organization including evidences of indebtedness and other valuable documents of the Organization.</li> <li>2) Shall render a statement of account to the Board of Directors at the close of the Organization's fiscal year.</li> </ol>
Section 4.08	<i>Treasurer: Powers and Duties</i>	<ol style="list-style-type: none"> <li>1) The treasurer shall deposit or cause to be deposited all moneys received on the Organization's behalf, in the name and credit of the Organization in such banks as the Board of Trustees / Directors may designate.</li> <li>2) Shall be one of the required signatories to the Organization's bank account.</li> </ol>
Section 4.09	<i>Public Relations Officer: Powers and Duties</i>	<p>The Public Relations Officer is responsible for disseminating information about the Organization's activities, programs, and other events to the public, media, members, and other audiences.</p> <p>The Public Relations Officer shall:</p> <ol style="list-style-type: none"> <li>1) Be responsible for publications of the Organization, such as the Membership Directory, NIDO Americas Newsletter, advertising and</li> </ol>

- other communications as may be directed by the Board of Trustees;
- 2) Serve as the Editor of the publications in 5.08(a) above, if undertaken;
- 3) Be the chair of the Publicity Committee;
- 4) Be the Chief Administrator of NIDO Americas, Inc.'s website.

Section 4.10  
(Amended 09-  
20-2014)

*Community Affairs  
Director: Powers &  
Duties*

The purpose of this office is capacity building at the local, district, country and continental levels of the Organization. The occupant of this position will build up teams across the spectrum of the Organization that will work toward taking NIDOA to the city halls, the Legislative buildings, the Chief Elected Officers' mansions, the Congress and even the 'White House' or 'Parliament Hills' of all our host countries.

This is an Executive Committee level position whose occupant will be experienced in or build teams that are experienced in the political arena of the Americas, to help guide the various NIDOA Districts on the techniques of making inroads into the city halls and other governing agencies as may be the case. Every chapter will be required to form a local committee to work with the appointed officer, to accomplish this goal. Each chapter, through their Directors will also be encouraged to embark on some popular community service projects in collaboration with their local governing agencies which will generate free publicity in the area.

For instance, *using the IT specialists among us, a community service project like weekend computer use training for the poor neighborhood kids can endear a local NIDOA chapter to the community.* The Organization will be adored even more by the community if programs such as this are nurtured to a point that it attracts the attention of the likes of Apple, Hewlett Packard, Dell, etc. enough to donate some cheap computers to be given away to those poor neighborhood kids.

The elected officer, who will be known as the Community Affairs Director shall coordinate and oversee these community service projects.

*Powers and Duties:*

1. The Community Affairs Director is responsible for building capacity at all levels of the Organization and helping NIDOA to become a well-recognized entity to the various levels of governments of our host countries.
2. He/she shall design and implement community service programs aimed at greatly increasing the awareness and visibility of NIDOA to our host governments.
3. He/she will coordinate and direct the activities of the Community Awareness Committees which will be established in each District of the Organization.
4. He/she will be the Chairman of the Continental Community Affairs Committee which shall be made up of the chairmen of the District Community Affairs Committees.
5. He/she shall provide quarterly reporting of proposed programs and activities to the Board for approval, prior to, and after implementation.

Section 4.11

*Events Director: Powers*

The Events Director's responsibilities shall be guided by Article Seven (7)

(Amended 09-20-2014)

*& Duties*

of NIDO Americas Bylaw 2013 (as amended).

*Powers and Duties*

The Events Director shall ensure that the stipulations of Section 7.0 of By-laws 2013 are strictly adhered to, before, during and after all NIDOA events.

- 1) He/she shall have ultimate responsibility for organizing and coordinating all fundraising activities for NIDOA events.
- 2) He/she shall be the Chairperson of NIDOA Planning & Events Committee.
- 3) He/she will maintain a calendar of events across all the Districts and countries within NIDO Americas, in order to minimize conflicts of events.
- 4) He/she shall provide quarterly reporting of events and activities to the Board for consideration and approval, prior to and after each major event.

Section 4.12

*Impeachment & Removal  
of a Member of the  
Board*

Any Trustee may be impeached and removed at any time for cause by a vote of two-thirds of the entire Board at any special meeting of the Board called for that purpose. Such votes may be initiated when at least four (4) Trustees or Director, as the case may be, signs a petition for removal citing specific reasons.

Meeting to remove a Trustee or Director shall be called by the Board Chairperson, and where the Chairperson is affected the Vice Chairperson, once the adequately signed petition(s) are presented to the General Secretary or his designate.

Once the required two-third-majority vote is obtained, the Trustee or Director in question ceases to be part of the Board. The affected National NIDO Americas shall announce a replacement no later than 30 days after the impeachment or removal.

*Procedure for Impeachment or Removal:*

If a Trustee's or National Director's conduct is deemed detrimental to the Organization at any time, the Board may take action to remove the Trustee. For the purpose of impeachment or removal of a member of the Board of Trustees/Directors, the Board may appoint a *Disciplinary Committee* to supervise the process.

- 1) A recommendation to remove a Trustee must be presented to the Board of Trustees/Directors in a notice supported by a minimum of four (4) Trustees/Directors ;
- 2) The Board of Trustees/Directors shall review the information and, if deemed necessary, shall appoint a *Disciplinary Committee* to carry out an investigation to determine the merits of the recommendation and the appropriate cause(s) of action.
- 3) If the Board of Trustees/Directors finds that there is sufficient evidence to support a recommendation to impeach the member, the General Secretary shall notify the Trustee(s)/Director(s) involved.
- 4) Notification shall be done by return receipt e-mail, sent at least seven (7) days prior to the date a vote on the matter would be taken at a

- meeting of the Board.
- 5) At the Board of Trustees/Directors' meeting specially called for this purpose, the Board of Trustees shall discuss its findings.
    - a) The Trustee(s) in question will be afforded a period for response.
  - 6) Upon the completion of the discussion, a vote will be taken by secret ballot or 'voice vote'.
    - a) A two thirds (2/3) majority of all members of the Board of Trustees/Directors shall be required to impeach or remove a member of the Board of Trustees/Directors.

Section 4.13 *Suspension of Member of the Board*

*Purpose:*

The purpose of this section is to permit action against any member or members of the Organization who have exhibited conduct detrimental to the organization as are determined by two-thirds (2/3) majority of the Board to be worthy of some forms of disciplinary action, such as suspension for a period of time.

*Procedure for Suspension of a Member of the Board:*

If a Director/Trustee's conduct is deemed detrimental to the Organization at any time, the Board may take action to suspend the Trustee/Director.

- 1) A recommendation to suspend a Trustee/Director must be presented to the Board of Trustee/Director in a notice supported by a minimum of four (4) Trustees/Directors;
- 2) The Board of Trustee/Director will review the information and, if deemed necessary, shall conduct an investigation to determine the merits of the recommendation.
- 3) If the Board of Trustee/Director finds that there is sufficient evidence to support a recommendation to suspend, the General Secretary shall notify the Director(s)/Trustee(s) involved.
- 4) Notification shall be done by return receipt e-mail, sent at least three (3) days prior to the vote held at the Board's meeting.
- 5) At the Board of Trustee/Director meeting specially called for this purpose, the Board of Trustee/Director shall discuss its findings.
- 6) The Trustee(s) in question will be afforded a period for response.
- 7) Upon the completion of the discussion, a vote will be taken by secret ballot or 'voice vote'.
- 8) A two thirds (2/3) majority of all members of the Board of Trustees/Directors shall be required to suspend a member of the Board of Trustees/Directors.

*Periodic Review:*

The suspension shall be reviewed by the Board of Trustees at each Board of Trustees meeting until the expiration of the suspension unless:

- 9) The suspension is followed by a permanent removal of the Trustee.
- 10) The Trustee resigns from the Organization.

*Terms:*

- 11) A suspension will be for a period of time commensurate with the egregiousness of the conduct.
- 12) A member who is suspended will not be eligible, for the period of the suspension, to:
  - 13) Be a member of the Board of Trustees.
  - 14) Vote at any Annual General Meeting.

- 15) Run for any position on the Board.
- 16) Be a member of any NIDO Americas Committee including a conference committee.
- 17) At the period of expiration of the suspension, a Trustee will not be eligible to nominate for or be appointed to any position on the Board of Trustees Committees for a period of a further two (2) years.

Section 4.14     *Resignation of Member of the Board*

- 1) A Trustee may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Organization or its Chairperson.
- 2) The acceptance of a resignation by the Board of Trustees shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Trustee.

Section 4.15     *Vacancies on the Board*

- 1) Any vacancies on the Board of Trustees arising at any time and from any cause may be filled at any meeting of the Trustees' country by a majority of the members hailing from that National NIDO Americas.
- 2) The Trustee so elected shall serve until the next Board of Trustees elections
- 3) Where the relevant National NIDO Americas could not meet for the purpose of filling the vacancy before the next General Assembly meeting, the Board of Trustees shall appoint any member of the relevant National NIDO Americas to fill the vacancy until the next General Assembly meeting at which the vacancy will be filled through the normal election process.

Section 4.16     *Meetings of the Board*

Meetings of the Board shall be held in accordance with the provisions set forth in section 6.05 of these by-laws.

Section 4.17     *Quorum and Voting*

- 1) At the first meeting of the Board of Trustees/Directors, members shall establish the quorum for meeting. The decision shall be included in its operating procedures.
- 2) A two-third majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.
- 3) A vote of a majority-of the Trustees present at the time of the vote, if a quorum is present at the time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Trustees present shall adjourn the meeting until a quorum is obtained.

Section 4.18     *Action by the Board*

Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

*Attendance at Meetings:*

Any one or more members of the Board or committee by means of a teleconference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same

time. Participation by such means shall constitute presence in person at a meeting.

Section 4.19     *Compensation*     No compensation shall be paid to Trustees; however a Trustee is authorized to receive a reasonable compensation for services to the Organization rendered when authorized by two-thirds of the Board of Trustees and only when so authorized. Trustees may be reimbursed for reasonable expenses incurred in the course of engaging in trusteeship duties including without limitation travel, meals, and lodging expenses.

Section 4.20     *Bylaws and Resolutions*     As soon as practicable after the Annual General Meeting, bylaws, resolutions designating the powers of special committees, names of officers, members of the committees and members of the Organization and such other matters as the Chairperson of Board of Trustees may direct, shall be printed and circulated as the Yearbook of the Organization.

## **Article Five**

Section 5.00     *Positions in the Organization other than Membership*

Section 5.01     *Partnership*     The Organization, through its Board of Trustees, shall have the power to establish and maintain strategic partnerships and structured relationships with other organizations and institutions. As part of the terms of such strategic relationships, the Board of Trustees may grant to certain members of such other organizations or institutions certain privileges, which may include the permission to attend certain or all meetings and functions of the Organization. Provided that:

- (a) The granting of such privileges shall be done through a process that is transparent and standards that are verifiable
- (b) Such grant of privilege does not entitle the grantee to the full rights of membership;
- (c) The grantee of such privileges does not hold office in the Organization and does not vote in any of the Organizations deliberations; and
- (d) The privileges granted do not vest in the grantee some permanent rights or impose upon the Organization a permanent obligation, save as mentioned in this Section, toward the grantee.
- (e) Board shall encourage the development of a memorandum of understanding between NIDO Americas and the partner, outlining the need, terms and conditions of the partnership, material or non-material items to be exchanged, and the duration or renewal of the partnership.

Section 5.02     *Appointments*     Consistent with the foregoing section, the Board of Trustees may appoint certain persons of good standing in the society to form the *Board of Advisors* of the Organization, and shall constitute such Board in accordance with the provisions of these bylaws.

Section 5.03     *Executive Director*     The Board of Trustees may appoint a person to serve the Organization in the capacity of Executive Director. The Executive Director need not be a member of the Organization. The Executive Director shall hold office for a



term of two years subject to a reappointment for a second or more terms of two years each. The Executive Director shall cease to hold the office if he or she resigns or is removed by the Board of Trustees.

I. *The Executive Director* may be removed before the expiration of his or her current two-year term only for cause, such cause exists if:

a. As a result of a sustained and disabling illness, the Board of Trustees determines based on sound medical evidence that the Executive Director can no longer effectively discharge the duties the Executive Director.

b. The executive Director is convicted of a felony.

c. In any situation, the members of the Board of Trustees may determine by an affirmative vote of two-thirds members, that the Executive Director is no longer fit to effectively discharge the duties of the office, and in such a situation, remove him or her from office without cause.

## II. *Title:*

The Executive Director is the Chief Executive Officer of the Organization and shall represent and speak for the Organization for all intents and purposes in accordance with the Founding Documents and subject to the supervision of the Board of Trustees, and the law. He or She shall implement the policies of the Board and shall be responsible to the Board for the day-to-day operations of the Organization. The Executive Director shall advise both the Chairperson and the Board from time to time on the activities of the Organization.

## III. *Power*

A. The Executive Director shall have the power to formulate the budget of the Organization each year, subject to the approval of the Board of Trustees.

B. The Executive Director shall have the power to hire and recruit staff for the Organization in accordance with the human resources policy to be approved by the Board of Trustees.

C. The Executive Director shall convene the meetings of the Policy and Planning Committee and shall preside over the deliberations of such Committee.

## IV. *Removal:*

In determining the decision of two-thirds majority of the Board of Trustees for the purpose of removal of the Executive Director, the fact that the Executive Director did not vote in favor of the decision to remove the Executive Director shall not prevent the existence of the two-thirds majority, provided that every member of the Board of Trustees has voted for or against such removal. The Executive Director shall be a *non-voting* member of the Board of Trustees.

## V. *Compensation:*

- a) The Executive Director position shall be a paid position.
- b) The salary and benefits for this position shall be established by the Board of Trustees;
- c) Notwithstanding the foregoing, where, for lack of fund a substantive Executive Director cannot be hired by the Organization, an Volunteer Executive Director may be appointed;



- d) A person so appointed may be reimbursed for any reasonable expenditure incurred in the performance of his/her duties for the Organization in accordance with the provisions for compensation set out in Section 8.01.

The foregoing functions of the Executive Director shall be performed by the Board of Trustees if, for any reason, the office of the Executive Director is vacant.

Section 5.04     *Advisory and Legal  
Appointments*

Members of the *Board of Advisors*, the *Legal Advisor* and the *Executive Director* shall not be required to be members of the Organization. Membership of the Board of Advisors is an honorary position and a member of the Board of Advisors shall remain a member for the period specified by the Board of Trustees.

Section 5.04.1     *Board of Advisors*

The Board of Trustees shall from time to time appoint as members of the Board of Advisors of the Organization persons of the highest social standing and personal integrity. Members of the Board of Advisors are to advise the Board of Trustees on matters submitted to it by the Chairperson of the Board of Trustees.

I. *Role:*

The Board of Advisors may appoint one of its members as the Chairperson of the Board of Advisors. A member of the Board of Trustees shall not be a member of Board of Advisors simultaneously.

II. *Services:*

The Board of Advisors shall provide advice to the Board of Trustees on a wide range of issues that may be submitted to it from time to time. The advice of the Board of Advisors is not binding on the Board of Trustees. However, as principled elected officers whose chief goal is good governance, the Board of Trustees shall attach the greatest weight possible to the opinions and advice of the Board of Advisors.

III. *Term:*

Members of the Board of Advisors shall:

- (a) Serve as such for the period of two (2) years unless reappointed for one or more terms of three years for each term, but not more than two consecutive terms.
- (b) Have the responsibility either in their collective capacity or in their individual capacity to advise the Organization on any matter referred to them either by the Chairperson, the Executive Director, the legal advisor or the Board of Trustees. The Board of Trustees shall from time to time, limit or increase the advisory responsibilities of the Board of Advisors.

IV. *Compensation*

The position as a member of the Board of Advisors is an honorary position and members of the Board of Advisors shall not be entitled to remuneration. However, members of the Board of Advisors may be entitled to reimbursement and compensation for their reasonable out-of-pocket expenses made while serving the interest of the Organization.

Section 5.04.2     *Legal Advisor*

Board of Trustees, shall appoint a lawyer who is admitted to the Bars of at least two international jurisdictions, including Nigerian and any other

country in the Americas, to act as the Legal Advisor. Such person shall possess considerable experience in law practice.

*I. Term:*

The Legal Advisor shall hold office as such for a period of two years subject to the possibility of reappointment for one or more subsequent terms of two years. However, the Legal Advisor may resign or withdraw at any point from such position after due consultation with the Board of Trustees and the Executive Director. Provided that the Legal Advisor may not withdraw or resign in a manner that may harm the legitimate interests of the Organization. The Board may decide to ask for the resignation, terminate or void the appointment of the Legal Advisor if it is able to establish a conflict of interest or anti-NIDO activities. The decision of the Board will be final.

*II. Role:*

The Legal Advisor shall advise the Organization, the Executive Director, the Chairperson and the Board of Trustees, other Officers of the Organization on all legal matters referred to him/her in connection with the business of the Organization.

*III. Representation:*

The Legal Advisor may appear for and represent the Organization or cause another lawyer of reasonable competence to appear for and represent the Organization in all adjudication whether administrative or judicial in nature.

*IV. Professionalism:*

The Legal Advisor, in the discharge of his/her functions, shall observe the highest standards of ethical responsibility accustomed to by the members of the legal profession, and shall particularly treat the affairs of the Organization with the highest level of confidentiality.

*V. Services:*

Any work done by the Legal Advisor, whether prior or subsequent to the execution of these bylaws shall be deemed to have been done with proper authority of the Organization. Like others providing services to the organization, the Legal Advisor shall advise the Board of Trustees of any costs or financial responsibility of the organization (if any) prior to commencement of such duties.

## Article Six

### Section 6.00 *Meetings of the Organization – Annual General Meetings*

#### Section 6.01 *Annual General Meetings*

The Annual General meeting of the Organization shall be held once every year over such a period, as the Board of Trustees may by a resolution deem appropriate in accordance with the Founding Documents.

#### Section 6.02 *Ordinary General Meetings*

In addition to the Annual General Meeting, the Board of Trustees may in its discretion call at any time deemed proper by the Board of Trustees, an Ordinary General Meeting of the Organization.

#### Section 6.03 *Extraordinary General Meetings*

Other than the Annual General Meeting and the Ordinary General Meeting, an *Extraordinary* General Meeting shall be called by the Board of Trustees within one month after a request for an Extraordinary General Meeting has been made by at least 200 members of the Organization or 20 per cent thereof, whichever is less, through their signatures either in writing physically or electronically. Any one of the Chairperson, General Secretary, or Legal Advisor shall call such an Extraordinary General meeting, and the venue, agenda, and date (not less than 30 days from the date of submission of required signatures) of the meeting should be communicated to members.

#### Section 6.04 *Meetings*

1. At any General Meeting whether the Annual General Meeting or Ordinary General Meeting or Extraordinary General Meeting, the members of the Organization shall be constituted as the General Assembly and may exercise all the powers ascribed to the General Assembly, including:
  - a. Power to remove a Trustee, fill vacancies that might have occurred either due to a removal or resignation or absence of a Trustee or due to an increase in the number of countries forming constituencies for the election of Trustees.
  - b. In any case, where there is vacancy in the position of a Trustee only the members of the relevant National NIDO Americas` constituency where the vacancy occurred shall be solely responsible for filling the vacancy.
  - c. Other than vacancies in the position of Trustees, which has occurred under the foregoing circumstances, the election of members to the Board of Trustees shall be ratified only at the Annual General Meeting.

#### Section 6.05 *The Meetings of the Board*

1. The Board of Trustees shall meet least once every two months at a designated place, provided that the Board of Trustees shall meet in person at least once every calendar year.
2. The venue of such meeting shall be at the location of the Annual General Meeting, except where the Board has by resolution accepted to hold a meeting at another venue.
3. Without any derogation from the foregoing section, the Board of Trustees shall meet as often as is necessary for an effective discharge of their duties. The meeting of the Board of Trustees shall be called by the Chairperson or the Executive Director or by any five

members of the Board.

4. Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken shall be determined in accordance with the provisions set forth in these bylaws.
5. Notwithstanding the foregoing and in place of bi-monthly face-to-face meetings, the Board of Trustees may meet by teleconference as often as is necessary for an effective discharge of their duties.
6. When necessary, the meeting of the Board of Trustees may be conducted via video-conferencing or through 'skype' or any such audio-visual telecommunication technology as are determined appropriate for a meeting by the Board.

Section 6.06     *Actions taken at Meetings*

Only the following actions shall be permitted on any resolution submitted to any meeting of the Organization:

- a) That the resolution be "amended", provided that the presiding officer of the meeting rules that the proposed amendment does not substantially vary the terms of the resolution as circulated to the membership. There shall be no appeal from the ruling of the presiding officer,
- b) That the resolution be "approved"
- c) That the resolution be "disapproved" or "rejected"
- d) That the resolution be "referred" either to the Board of Trustees or to some other standing or special committee of the Organization or
- e) That the Organization take "no action or position" on the resolution.

Section 6.07     *Presiding Officers*

At all meetings of the Organization, the Chairperson of the Board of Trustees shall preside, except:

- (a) In a General Meeting where the removal of the Chairperson is on the agenda for the meeting
- (b) In a Meeting where the Chairperson of the Board is absent in which case the Vice-Chairperson shall preside and in his or her absence, the General Secretary of the Board of Trustees.

Section 6.08     *Procedural Matters*

The Chairperson of the Board shall prepare the agenda for every meeting of the Organization and transmit it to the Secretary, who shall make it a part of the notice of the meeting. Every member of Board of Trustees shall however, be at liberty to suggest an item for the agenda, in addition to such items as the Chairperson shall determine to be appropriate.

Section 6.09     *Notice of Meetings*

- a) Notice of any meeting of the Organization shall, in addition to other provisions of these bylaws relating to meetings, specify the date, the venue, the time and the agenda of the meeting.
- b) Notice of any meeting of the Organization, and any minutes of last meeting shall be mailed to each member by first class mail or electronic mail, not less than two weeks before the date of the meeting.
- c) For the purpose of Notice by electronic mail, an email shall be sent to a member at the email address provided by the receiving member.

Section 6.10     *Voting at Meetings*

- a) All voting at meetings shall be by show of hands of members actually present and entitled to vote or by 'voice vote' or 'online'/ electronic voting if the meeting is by teleconference.

- b) The Board of Trustees shall determine the manner of voting at each meeting that pertains to matters involving a Board member. Provided that at the Meeting of the Board of Trustees and in matters relating to the appointment of the officers of the Board of Trustees, if demanded by a member of the Board, a vote shall occur by way of secret ballot.

Section 6.11     *Provisions on Meetings  
Relating to National  
Boards of Directors,  
Districts and Chapters*

- a) Each National Board of Directors, District and chapter shall determine the procedures for its meetings, providing that the procedures so determined shall be consistent with the provisions of these Bylaws.
- b) In each General Meeting of a National Board of Directors, District or Chapter, the minutes of the Meeting shall be recorded in writing. The Chairperson of the National Board of Directors, District or Chapter Executive shall, upon request, provide a copy of the minutes of the General Meeting of the members of the National Board of Directors, District or Chapter to the Board of Trustees.

Section 6.12     *Annual Reports*

- a) The Chairperson of Board of Trustees shall prepare an annual report which, together with the annual reports of the other officers of the Organization and of the committees, shall be available to the members of the Organization in such manner, as the Board of Trustees shall determine.
- b) The Chairman's annual report shall synthesize and highlight relevant information in the Annual Reports of other Officers, Committees and individuals in the organization.

## Article Seven

### Section 7.00 *NIDO Americas Special Events*

### Section 7.01 *Categories of Special Events*

This section provides a list of special events that are either solely organized by NIDO Americas or which NIDO Americas would participate in organizing and commit its members to participate. The governance, funding, management and reporting procedures for these Special Events shall be guided by provisions of this Bylaw and a Special Events" Administrative Guidelines established by the Board of Trustees.

- a) NIDO Americas World Conference;
- b) Nigeria's Diaspora Day Event;
- c) NIDO Americas Trade & Business Forum;
- d) NIDO Americas Annual General Meeting and Conventions;
- e) NIDO World Special Events;
- f) Other events as are determined by the Board of Trustees from time to time.

### Section 7.02 *Administration of Special Events*

The organization, administration, and reporting procedures for special events shall be carried out according to the guidelines established by a resolution of the Board of Trustees.

### Section 7.03 *Special Events Committee*

- a) Subject to the approval of the General Assembly at the Annual General Meeting and in agreement with the host chapter, at which time the date and location of the next special event is announced, the Board shall appoint one (1) member from the host chapter and one (1) other member from the Board to co-chair the administration and management of the event;
- b) Within one month following the announcement of the co-chairs for any NIDO Americas Special Events, the co-chairs shall constitute the committee with no more than 60 per cent of its members from the host chapter and the rest from other chapters;
- c) Notwithstanding section 7.03(b) above, no more than one (1) Trustee from each country represented in NIDO Americas may be appointed to the committee. Where a national NIDOA is unable to fill its allocation and where the co-chairs determine that there is a need to fill the allocation, they (the co-chairs) shall appoint another member from local national NIDOA hosting the event to fill the vacant spot in the committee;
- d) The duties and responsibilities of the Special Events Committee, as well as its organizational structure and the management of its fund-raising and post-event reporting procedures shall be according to the guidelines approved by a resolution of the Board of Trustees;
- e) Notwithstanding the above, where the guidelines have not been prepared or adopted by the Board of Trustees, the structure, administration and reporting procedures for special events shall be

guided by this section as well as by the decisions of the Board of Trustees respecting the organization of the event.

Section 7.04     *Reporting Timeframe*

The maximum timeframe permitted under this Bylaw for financial and administrative reporting shall be six (6) calendar months after the conclusion of an event. Prior to presenting the report to the Board of Trustees, the final report must be circulated to members of the Board of Trustees through the General Secretary of NIDO Americas at least one (1) month before a scheduled meeting of the Board of Trustees to discuss the report.

Section 7.05     *Communication of Report*

A summary of the report adopted by the Board shall be made available to the general membership through the Executive Committee of each chapter. Any details of the personalities involved in the process as well as specifics of the report protected under the Freedom of Information and Protection of Privacy (FOIPP) laws of each national NIDO Americas would be redacted and kept confidential.

## Article Eight

### Section 8.00 *Remuneration for Officers of the Organization and Related Matters*

#### Section 8.01 *Remunerations*

No part of the earnings of the Organization shall inure to the benefit of, or be distributable to any Trustee or officer of the Organization, or any private person, except that the Organization is authorized and empowered to pay reasonable compensation for services rendered to or for the Organization and to make payments and distributions in furtherance of the purposes and objectives of the Organization. Provided that the Organization may reimburse its officers for costs incurred in the service of the Organization and may pay reasonable compensations for actual non-volunteer services rendered to the Organizations. Such reimbursements shall be approved by the Management Committee of the Board of Trustees.

#### Section 8.02 *Dissolution*

Upon dissolution of this Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Organization shall be distributed to all member countries as determined by the Board of Trustees for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States of America, and / or to such charitable, scientific, literary or educational organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code. In the event of a voluntary dissolution, such organization or organizations shall be selected in the discretion of the Trustees, subject to any plan of dissolution and distribution of the assets upon an order of a Justice of a competent court in the District of Columbia. *(This section may require further review in light of the new structure)*

#### Section 8.03 *Engagement with other organizations or groups*

Notwithstanding any other provision of this Bylaw, the Organization shall not engage in any activities that are not permitted:

- i. By the non-profit corporation exempt from federal corporate income tax under Section 501(c)(3) of the Internal Revenue Code or
- ii. By a non-profit corporation whose contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code.



## Article Nine

Section 9.00	<i>Amendment of the Articles and Bylaws of the Organization</i>	
Section 9.01	<i>Articles of Incorporation Amendment</i>	The Articles of Incorporation of the Organization, and each provision thereof, may be amended, repealed or modified, and a restated Articles of Incorporation adopted, by the affirmative vote of all the Members of the Organization or two-third (2/3) of the Members at a special General Meeting called for that purpose. Any notice of a meeting of Members at which the Articles of Incorporation is to be amended, repealed, modified or restated shall include notice of such proposed action.
Section 9.02	<i>Bylaw Amendment</i>	These bylaws of the Organization and each provision hereof, may be amended, repealed or modified, and restated bylaws adopted, by the affirmative vote of two-third (2/3) of the Members of the Organization present and voting in a General Meeting in which the amendment occurs. Any notice of a meeting of the Members at which this bylaw is to be amended, repealed, modified or restated shall include notice of such proposed action.
Section 9.03	<i>Amendments</i>	Whenever the Board of Trustees receives a proposal from a National NIDO Americas organization or from a member of the Organization in respect of an amendment of the either the Articles of Incorporation or the bylaws, the Board of Trustees may demand further information regarding the proposed amendment, but in any event, shall include in the Notice for the next General Meeting a notice to the effect that an amendment of the specified portions of the Founding Document shall be tabled at the General Meeting.

## Article Ten

Section 10.00 *Adoption and  
Ratification of this  
Bylaw*

Section 10.01 *Ratification of the Bylaw*

Without derogating from the provisions of Article Nine above, these bylaws shall be ratified by the signature of all the members of the Board of Trustees or the signature of the Chairperson on behalf of all members of the Board. Provided that it becomes effective upon the support of two-third majority of members of the Board of Trustees. The bylaws shall further be adopted by the vote of the majority of the general members at the next General meeting of the Organization.

Upon adoption, the Chairman of the Board of Trustees shall affirm under oath that he/she has witnessed 2/3 majority of members vote in support of the adoption of the entire bylaws or to the extent of any proposed amendment at the general meeting. Such affirmation shall be endorsed at the end of these bylaws.

Section 10.02 *Execution*

IN WITNESS WHEREOF, the undersigned, have subscribed to these bylaws this

21<sup>st</sup> day of September, 2013, as follows:

Pastor Soba Abiona (Director, Region 1)  
Mr. Segun Adeyina (Director, Region 4)  
Dr. Sam Afolayan (Director, Region 7)  
Mr. Chris Anwah (Legal Adviser)  
Mr. Abdullahi Dauda (Director, Region 1)  
Mr. Franklin Ekechukwu (Director, Region 2)  
Pastor Danladi Husaini (Director, Region 8)  
Rev. Emmanuel Igwe (Director, Region 2)  
Dr. Chris Igodan (At Large Board Member)  
Dr. Ezekial Macham (At Large Board Member)  
Chief Gabriel Okoye (Director, Region 3)  
Mr. Tajudeen Oladele (Director, Region 6)  
Chief Tunde Olagundoye (Director, Region 7)  
Ms. Zainab Sheni (At Large Board Member)  
Mr. Victor Ugoh (Director, Region 3)

I, Ganiyu A. Dada (Director, Region 4), as Chairman of the Board of Directors of NIDO Americas, hereby affirm that I have witnessed 2/3 majority of members of NIDO Americas, vote in support of the adoption of the entire bylaws at a General Meeting held in

New Jersey, on the 21<sup>st</sup> day of September 2013

Signed  
(Organization Chair)

Date 09/21/2013

## SCHEDULE A: DEFINITIONS

Terms	Definition
<i>Chapter</i>	NIDO Americas-approved unit comprising of members at a local, municipal, state, borough, provincial or other jurisdictional / political boundaries.
<i>Budding Chapter:</i>	Refers to a chapter with less than 25 members in good standing
<i>Charter Chapter:</i>	Refers to a chapter with 25 or more members in good standing
<i>District</i>	NIDO Americas-approved governance level for a minimum of two and a maximum of three approved chapters of NIDO Americas within jurisdictions that share contiguous boundaries
<i>Budding District:</i>	Refers to a district with less than 2 charter chapters.
<i>Charter District:</i>	Refers to a district with 2 or more charter chapters
<i>National NIDO Americas</i>	Refers to the governance level for NIDO Americas chapters / districts within country that is a member of NIDO Americas, otherwise referred to as “ <i>the National</i> ”
<i>Board of Director (BoD)</i>	Governance designation for elected members that govern the affairs of NIDO Americas at the country level.
<i>Continental NIDO Americas</i>	Refers to the governance level for all countries that are endorsed members of NIDO Americas, otherwise referred to as “ <i>the Continental</i> ”
<i>Board of Trustees (BoT)</i>	Governance designation for elected members that govern the affairs of NIDO Americas at the continental level. It comprises of elected representatives from all member countries in the Americas.
<i>Mobilization</i>	Refers to active campaign or solicitation for members, a fundraising drive or a campaign to secure members’ support for a particular cause.
<i>High Commission</i>	The Embassy of Nigeria in a country that is a member of the Commonwealth
<i>Member in Good Standing:</i>	Refers to any member of NIDO Americas who has paid his/her registration fee to become a full member of the Organization and has paid all annual dues up to the current year.
<i>NGO:</i>	Non-Governmental Organizations
<i>501(C)(3):</i>	The Internal Revenue Code of the Internal Revenue Agency of the United States of America that permits charitable status for non-profit organizations
<i>Voice vote:</i>	Means Voice call-out by a member of the organization in a de-facto, teleconference of video-conference voting procedure.
<i>The Americas</i>	There are approximately 35 countries in the Americas. They include

*General Assembly*

Canada and the United States in North America, countries of the Central and South Americas, as well as the Carribbeans

This means the meeting of all members of the Organization at the continental or country level.

## **SCHEDULE B: CODE OF CONDUCT FOR TRUSTEES, DIRECTORS, EXECUTIVES & COMMITTEES**

### **1.0 General**

The following Codes of Conduct and Operating Procedures are intended to provide guidance for the moral, ethical and behavioral standards of members and in connection with, or having a bearing on, the statuses and responsibilities of appointees and officers of the Organization.

- (a) Members of the Boards or Executive of the Organization at the continental, national or chapter levels are entrusted by the General Membership's mandate of the respective levels of governance through election to the various positions.
- (b) Appointees, as well as elected members and chairpersons of committees, are also entrusted by the General Membership, through their election or appointment, to perform specific duties for the Organization.

### **2.0 Application of this Code**

- (a) Except with respect to the consideration of alleged misconduct by the Disciplinary Committee of the Organization, all references to Executives in this Code shall include Committee chairpersons, Project coordinators or chairs and members.
- (b) Other persons who are designated to serve as ad-hoc committee chairpersons would also be subject to the provisions of this Code on the same basis as Executives.

### **3.0 Basic Standard of Conduct**

- (a) Members of the Boards of NIDO Americas or Executive Committees are accountable to General Membership as a whole for their actions and, as such, decision-making and governance issues should be as transparent as possible, except for when confidentiality is required.
- (b) Members of the Boards of NIDO Americas or Executive Committees should observe the highest standards of moral, ethical and behavioral conduct.
- (c) In the performance of their duties, they are expected to carry out the mandate of the Organization to the best of their ability and judgment, and to maintain the highest standards of integrity.
- (d) In their conduct, they should not be perceived as abusing the privileges of their office or less than fair and even-handed in their personal and group decision-making.
- (e) Members of the Boards of NIDO Americas or Executive Committees are jointly and severally liable for their decisions. These decisions should be taken together and communicated, as appropriate, and follow the official protocols established for all forms of communication emanating from the Organization.
- (f) Committee members should not miss three consecutive Board or Executive Committee meetings or events. If this requirement is not met the Trusteeship, Directorship or Executive Committee membership of such person should be reviewed.

### **4.0 Conduct within the Board, Executive, Committee and General Meetings**

- (a) The General Secretary or an appointee of the Chairperson or Chapter President, as the case may be, shall call Executive Committee and general meetings. Notices of meeting shall be approved by the Chairperson or President and circulated through an officially accepted medium.
- (b) The Chairperson or Chapter President or his/her appointee shall be the chairperson at all Board or Executive Committee or general meetings.
- (c) The procedure at all meetings shall follow the Robert's Rule of Order.
- (d) Trustees, Directors, Executives and members should treat their colleagues with courtesy and respect, without harassment, physical or verbal abuse.
- (e) Trustees, Directors, Executives and members should exercise adequate control and supervision over matters for which they are individually responsible.

- (f) If a Trustee, Director, Executive, Committee member or member of the Organization has a complaint about any other member of the Board, Executive, Committee or a member of the Organization, this should be directed to the Chairperson or Chapter President /committee chair, as the case may be, in the first instance.
- (g) Where a decision cannot be reached by consensus, the quorum for voting on any decision shall be by simple majority of the Board, Executive, Committee or General Membership present at any officially called meeting.

## **5.0 Protection of Confidential Information & Social Media**

- (a) In line with the NIDO-Americas Bylaw, Executives have the responsibility to protect the security of any confidential information provided to, or generated by NIDO organizations worldwide.
- (b) Electronic mail communications of the Executive, Committee and general membership business must be restricted to members of such organs or committee at all times.
- (c) Confidential information must be protected at all times in all social media or discussion group postings and/or communication. Members/discussants must obtain clearance regarding the organization or a member's information from the Board or executive committee of Organization prior to posting such statements or information on any social media or discussion group.
- (d) Any contravention of section (c) above will be referred to the Ethics and Conducts sub-committee of the Executives.

## **6.0 Public Statements**

- (a) Secretarial communications to governments, NGOs, other organizations and to members shall be the responsibility of the General Secretary.
- (b) The Public Relations Officer shall be the official mouthpiece of the Organization. All media/press releases of the Organization shall be prepared by the Public Relations Officer and cleared with the Chairperson and General Secretary before they are published.
- (c) When necessary and where time permits draft press releases may be circulated amongst Trustees for comments before they are made public. The decision to circulate draft press releases will be made by the Chairperson of the Board of Trustees.
- (d) When making public statements or speaking to the media on NIDO Americas-related matters other than through this official protocol, Trustees shall clarify to their audience that they are expressing personal views and not speaking on behalf of Organization.

## **7.0 Conflicts of Interest**

- (a) In performing their duties, Trustees, Directors, Executives, and committee members shall carry out their responsibilities to the exclusion of any personal advantage.
- (b) Trustees, Directors, Executives, and committee members should not exert any influence to gain any preferential treatment for themselves or their family.
- (c) Trustees, Directors, Executives, and committee members should avoid any situation involving a conflict, or the appearance of a conflict, between their personal interests and the performance of their official duties.
- (d) If such a conflict arises, the Trustee, Director, Executive, or committee member should promptly inform the Executive Committee and withdraw from participation in decision-making connected with the matter.
- (e) If the conflict is potential rather than actual, the Trustee, Director, Executive, or committee member should seek the advice of the Executive Committee about whether they should recuse themselves from the situation that is creating the conflict or the appearance of conflict.
- (f) A Trustee, Director, Executive, or committee member who has personal or professional interests outside the Organization, or is part of another association, political or social, that advocates views or positions contrary to the Organization's policies, must declare those interests at the beginning of any executive meeting. If a conflict of interest arises during a meeting then the executive member may be asked to leave the room while the matter is under discussion.

## **8.0 Personal Affairs**

- (a) Trustees, Directors, Executives, and committee members and members of the Organization should not use, or disclose to others, confidential information to which they have access, for personal purposes.
- (b) Should a Trustee, Director, Executive, or committee member feel that they require further guidance or assistance in their role, they have a duty to inform the Board or Executive Committee, as the case may be, and actively develop plans for fulfilling the duties of their office on an individual or group basis.

## **SCHEDULE C:           PROCUREMENT & PURCHASING PROCEDURES**

This schedule relates to the guidelines and procedures for making procurements and purchases on behalf of the Organization.

**1.0     Invitation of Quotes:** Prior to acquiring/purchasing tangible assets (e.g., real estate, equipment and materials) or services, quotes must be obtained from at least two separate sources. As a rule, all procurements should be made by competitive bidding. The exceptions to this rule are cases such as where particular vendors are the sole vendors of a given item or service or where a vendor is chosen based on membership of the organization or such similar situations.

**2.0     Exceptions and Ad-Hoc Procurement Committee:** Notwithstanding section 1.0 above, procurements or services less than \$1000.00 may be sole-sourced by an ad-hoc procurement committee appointed by the Board or Executives, as the case may be. With respect to chapters, where such appointments are made before a general meeting can take place and because of the time-sensitive nature of the procurement, the appointments must be presented for approval by the General Membership at the next general meeting.

**3.0     Negotiation and Award of Contract:** The Organization will negotiate over the quoted price and other conditions with the most advantageous quotes which meet the specified requirements being selected.

**4.0     Delivery, Inspections, and Payment:** Products or services must be delivered as agreed to in the verbal or written agreement between the vendor and the ad hoc procurement committee. The Organization reserves the right to claim liquidated damages if delivery is delayed beyond the specified delivery deadline.

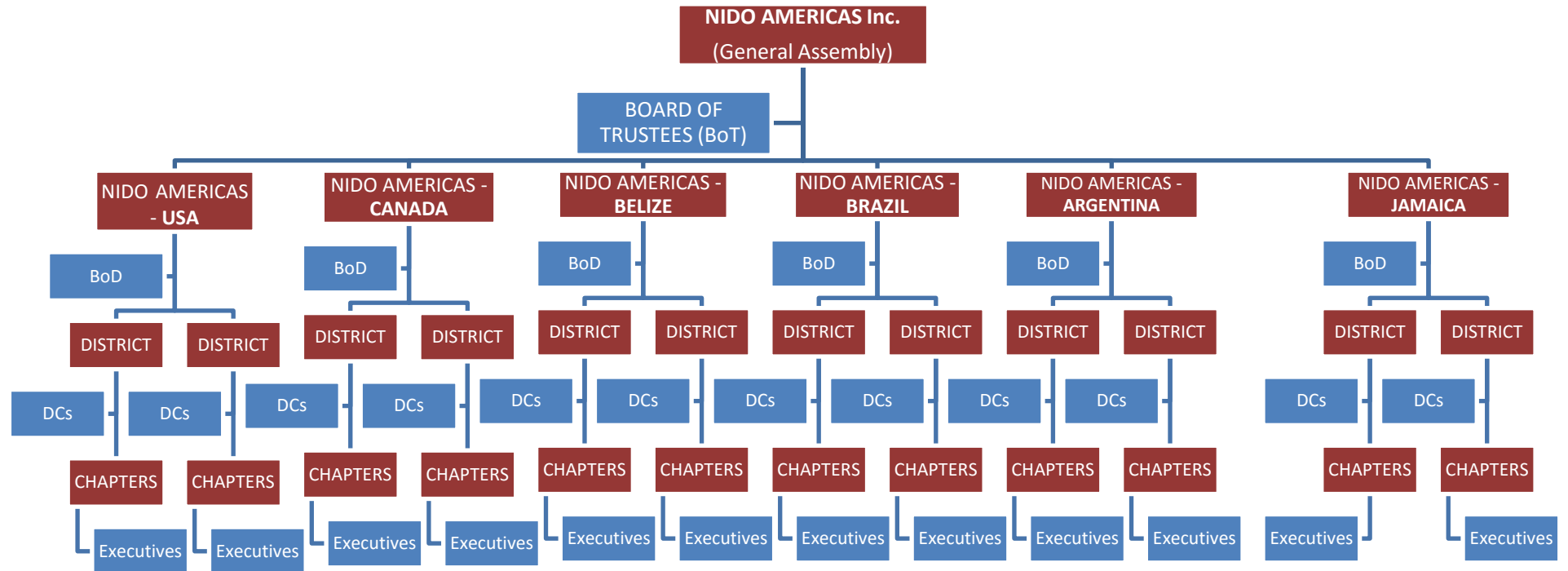
The ad hoc procurement committee set up for that purpose will inspect all products or services delivered by the vendor to ensure that they meet the requirements and conditions stipulated by the Organization. Products which pass such inspections will be accepted. When necessary, inspections may also be carried out during the production process.

In principle, payment for procurements made on behalf of the Organization, will be made the month following acceptance of the product. However, other payment methods may be considered based on mutual discussions in cases where a long time period is required for production or where other special circumstances exist.

**5.0     Confidentiality:** Proprietary information obtained during the course of any transaction shall be subject to strict confidentiality on the part of both the Organization and the vendor concerned. Such information shall not be disclosed to any third party unless otherwise specifically authorized in writing.



**SCHEDULE D: ORGANIZATIONAL CHART (ORGANOGRAM) OF NIDO AMERICAS (Sample Only)**



**LEGEND**



**Organizational Hierarchy**



**Governance Designation**

**NOTE:**

- BoT = Board of Trustees
- BoD = Board of Directors
- DC = District Coordinators
- Executives = The Executive Committee at the chapter level

## **SCHEDULE E**

# **NIDO AMERICAS ELECTORAL GUIDELINES 2015**

*adopted for use*  
BY THE  
**NIDO AMERICAS BOARD**

*Date: June 24<sup>th</sup>, 2015*

*Per carried forward  
resolution of the  
General Assembly on  
09-20-2014*

## **SCHEDULE E: NIDOA ELECTORAL GUIDELINES 2015**

### **GENERAL ELECTORAL GUIDELINES**

#### **1. Voting / Candidacy Eligibility Criteria**

- a) Membership of NIDOA in good standing (*per Schedule A of Bylaw 2013*)
- b) Membership of NIDOA for at least six (6) calendar months (*per section 2.04 of Bylaw 2013*)
- c) Notwithstanding the above, where, as prescribed in the NIDOA Bylaw, the candidate is the President of a chapter or the elected Chairperson or General Secretary of a National Board of Directors.
- d) *If contesting as a candidate, the approval/ endorsement of candidacy by the chapter, in accordance with Bylaw 2013.*

#### **2. Board-approved Electoral Positions**

- a) District Coordinators
- b) National Board of Directors
- c) Continental Board of Trustees

#### **3. Electoral Committees**

- a) Each participating chapter shall appoint a 3-person Local Electoral Committee (LEC) from the chapter. The chairperson of the LEC shall report election results from the chapter to the DRO.
- b) District Returning Officers (DRO) are serving members of the CEC, and shall be responsible for reporting the results of elections held by all chapters within their district to the Central Electoral Committee.
- c) All serving officers of chapters and candidates seeking election to any Board or District position shall not be appointed as member of any electoral committee, except as stipulated above.
- d) All members in good standing, except as stipulated above, shall be eligible for appointment to an electoral committee.

#### **4. Election Protocols**

- a) There shall be a Central Electoral Committee (CEC) comprising of one member each from each district of the Organization to coordinate all elections. The district representatives on the CEC shall also serve as District Returning Officers (DROs) for the districts they represent.
- b) To assure proper collation, the Central Electoral Committee shall be the last to see the results, can only tabulate/verify same, and is the only committee with the authority to ratify the results.

- c) There shall be a 3-member Local Electoral Committee (LEC) at the Chapter level. The function of the LEC will be to organize and coordinate elections at the chapter level and report the result to the CEC.
- d) As a general rule, the lists of candidates for each election and office, once submitted to the respective Electoral Committee or Chapter, shall not be modified after the deadline for the submission of names for candidacy positions has expired, unless in case of a withdrawal of candidacy by a candidate. Any uncontested office shall not be subject of an election.
- e) The list of candidates shall be made publicly available to each chapter / stakeholder group at each instance immediately after the deadline for submission of entries and nominations
- f) Each election result shall be announced at the point of collection of ballots prior to any group or district tabulation.
- g) Fairness and transparency shall be assured at each instance of election.
- h) In cases where a chapter, district or national board is unable to present candidates to fill all available positions, such chapter/district/national board will notify the BOD or the Board of Trustees when constituted at least 2 weeks before elections are conducted to fill such positions, and the Board at its discretion, shall approve a date to have a by-election fill to such unfilled positions.

**5. Absentee Ballots:** Where direct voting method is used:

- a) Eligible voters who are unable to be physically present to vote may obtain absentee ballots from the electoral committee as shall be specified and in advance of the date of the election of concern.
- b) An absentee ballot shall be returned as a sealed ballot in an envelope (as shall be prescribed by the Electoral Committee) and must reach the Electoral Committee at least 3 days prior to the election at issue.
- c) Each sealed envelope must be signed across the envelope seal by the absentee voter.
- d) The sealed envelope must only be opened in the presence of all the members present at the chapter meeting during the election for it to be counted as a legitimate vote.
- e) The winner of each contest shall be the candidate with the highest number of votes.

**6. Collation, Tabulation, & Announcement of Election Results**

- a) Where secret balloting system is used, election results shall be collated at point of collection of ballots prior to any group or district tabulation. To assure proper collation, the Central Electoral Committee shall be the last to see the results, can only tabulate/verify same, and is the only committee with the authority to ratify

the election results. Publication of the election results shall only be done by the Central Electoral Committee (CEC).

## **7. Ratification of Results**

*For the CEC to ratify the elections, the following information **must** accompany the election results sent to the Committee:*

- a) Names of all contestants
- b) Date contestant joined NIDOA (*Electoral Guidelines stipulates that contestant must be a members of NIDOA for at least six months to be eligible*)
- c) Evidence of annual dues payment for at least one year or membership of NIDOA in good standing (*per schedule A of Bylaw 2013*).
- d) Actual number of votes received by each candidate in the election.
- e) Authenticated chapter/district membership list (*this must be provided to the CEC before the election*).
- f) Attendance / voters list at the election, for electronic and non-electronic voting systems.

Where the information listed in 7(a) to (f) above are not provided to the Central Electoral Committee, the CEC may be unable to ratify the result submitted to it by the Local Electoral Committee.

## **8. District Coordinators**

- a) The returning officer (DRO) shall be appointed / elected as appropriate by all Chapters within each District.
- b) All votes **must** be cast in accordance with above principles executed at chapter level.
- c) Maximum Elective Places for District Coordinators (*See Appendix E2*).

## **9. National Boards of Directors**

- a) Elections shall be held at Chapter and tallied at District
- b) The District Returning Officer for a district shall coordinate the results from each Chapter within the district.
- c) Maximum Elective Places for National Boards of Directors (*See Appendix E2*).

## **10. Continental Board of Trustees**

- a) Elections shall be held at Chapter and tallied at District
- b) There shall be a District Returning Officer to coordinate the results from each Chapter

c) Maximum Elective Places for Continental Board of Trustees (*See Appendix E2*).

## 11. Swearing-in of NIDO-A officers

- a) The swearing-in of BOT chairperson shall be carried out by an officer of the court or the head the Nigerian Diplomatic Mission in the America.
- b) The BOT chairperson shall swear in all other members of the BOT as well as the chairpersons of country BODs
- c) The chairperson of a country's BOD shall then swear in all elected officers for their respective countries.
- d) Notwithstanding the procedures laid down above, the presiding officer may use his or her discretion to determine the protocol for swearing in elected officers of the national (NBOD) and continental (BOT) boards.

## SCHEDULE E1 – NIDOA ELECTORAL CONFIGURATIONS / BOUNDARIES 2015

<b>COUNTRY</b>	<b>CHAPTERS</b>	<b>STATUS (Charter/Budding)</b>	<b>PROPOSED DISTRICT</b>
<b>USA (1)</b>	1. New Jersey 2. New York 3. Boston	1. Active (Charter) 2. Active (Charter) 3. Active (Budding)	District One
<b>USA (2)</b>	1. Washington DC 2. Northern Virginia 3. Baltimore/Maryland	1. Active (Charter) 2. Active (Charter) 3. Active (Charter)	District Two
<b>USA (3)</b>	1. Atlanta 2. South Carolina 3. North Carolina	1. Active (Charter) 2. Active (Charter) 3. Active (Charter)	District Three
<b>USA (4)</b>	1. Chicago 2. Michigan 3. Indiana	1. Active (Charter) 2. Active (Budding) 3. Active (Charter)	District Four
<b>USA (5)</b>	1. Northwest Ohio 2. Northeast Ohio – Cleveland 3. Columbus Ohio	1. Active (Charter) 2. Active (Charter) 3. Active (Charter)	District Five
<b>USA (6)</b>	1. Dallas Forth-Worth 2. Houston	1. Active (Charter) 2. Active (Charter)	District Six
<b>USA (7)</b>	1. Southern California 2. Northern California	1. Active (Charter) 2. Active (Charter)	District Seven
<b>CANADA (8)</b>	1. Toronto 2. Windsor	1. Active (Charter) 2. Active (Budding)	District One
<b>CANADA (9)</b>	1. Montreal 2. Calgary	1. Active (Charter) 2. Active (Charter)	District Two
<b>BELIZE (10)</b>	1. Belmopan /Belize City	1. Active ( <i>Special</i> )	District One

## SCHEDULE E2: ADOPTED REPRESENTATION MODEL

### **(A) NO. OF REGISTERED NIDOA CHAPTERS** (based on number of registered chapters)

1. U.S.A.	18
2. CANADA	4
3. BELIZE	1
<b>TOTAL</b>	<b>23</b>

### **(B) PROPOSED NUMBER OF DISTRICTS** (based on proposed district configurations)

1. U.S.A.	7
2. CANADA	2
3. BELIZE	1 (Special District – by Bylaw)
<b>TOTAL</b>	<b>10</b>

### **(C) PROPOSED NUMBER OF NATIONAL BOARDS** (Bylaw requirement)

4. U.S.A.	1
5. CANADA	1
6. BELIZE	1
<b>TOTAL</b>	<b>3</b>

### **(D) MAXIMUM NO. OF NATIONAL BOARD OF DIRECTOR POSITIONS** (based on iteration from A)

#### **Conditions:**

- **2 members per chapter** (Chapter presidents and one other person), or
- **1 member per budding chapter**

<b>Representation:</b>	<b>Max. Numbers</b>
1. USA	$2 * 18 = 36$
2. CANADA	$2 * 4 = 8$
3. BELIZE	$2 * 1 = 2$
<b>TOTAL (maximum)</b>	<b>46</b>

### **(E) MAXIMUM NO. OF CONTINENTAL BOARD OF TRUSTEE POSITIONS** (based on iteration from B & C)

#### **Conditions:**

- **1 member per district**

#### **Representation:**

1. USA	$7 + 2 = 9$ (i.e., 7 district reps + the chairperson and secretary)
2. CANADA	$2 + 2 = 4$ (i.e., 2 district reps + the chairperson and secretary)
3. BELIZE	$0 + 2 = 2$ (i.e., 0 district reps + the chairperson and secretary)
<b>TOTAL</b>	<b><math>9 + 6 = 15</math> + Legal Advisor and 2 ALGM = 18</b>

#### **Note:**

- BoD candidates are elected by chapters
  - BoT candidates are elected by districts
- \*\*\* denotes (Belize) Special District Status per Bylaw 2013

### **SCHEDULE E3 - RECOMMENDED AMENDMENTS TO BYLAW 2013:**

- a) The elected presidents of a charter chapter and one other member, elected as District or national BoD member, shall represent the chapter on the National Board of Directors (NBOD).
- b) A budding chapter (*i.e., any chapter with less than 25 registered members*) shall be represented only by its president or coordinator at the national board.
- c) Chapter executive committee elections shall be conducted by each chapter and the list of executive committee members for chapters shall be made available to the Board at least 30 days before the commencement of national and continental board elections or in accordance with relevant sections of NIDOA Bylaw 2013.
- d) Where appropriate and for the effective administration of a national board with less than 5 members or for national boards with even number of members, a maximum of 3 Appointed Members (AMs), which shall include a legal adviser and may include the outgoing Chairperson and General Secretary (*as Ex-Officio members only*), may be approved by the Board of Trustees (BoT). The need for and the set number of appointments shall be approved by the BoT.
- e) Notwithstanding the foregoing, where ex-officio positions are approved by the BOT, *such appointments shall be for a maximum of **one** two-year term (per clause c above). Its goal and purpose must be to maintain continuity and guide the new Board and its executives in the implementation of the policies of the Organization.*
- f) Further to clause c above and in addition to the Legal Advisor to the continental Board of Trustees, a professional attorney-at-law, duly registered to practice within the national jurisdiction where the national board is located, *may* be appointed by a national Board as its Legal Advisor, in accordance with Section 5.04.2 of Bylaw 2013.
- g) Where the need arise, additional At-Large Board Members (ALBMs) may be appointed. However, the need and the number of such appointments shall be subject to ratification by each respective board.
- h) The number of At-large board members may be revised by each respective board at the outset of every administrative cycle to determine the need, and the number of appointees to be approved.



## SCHEDULE E4: NIDO AMERICAS ELECTION 2015 E-VOTING CHEAT-SHEET

### Highlights of the voting process for the NIDOA Elections 2015 (*Yahoo Poll*)

#### Introduction:

Upon the adoption of the electronic voting (Yahoo Poll) method by the Board for the 2015 elections, please review the process below for the adopted polling method. A lot of things in life may be confusing, but voting shouldn't be one of them. That being said, let's clear the air on the voting system that will be utilized for the 2015 NIDOA elections.

To reduce electoral stress on electors and because of the multi-national and cross-continental nature of the organization, the Electronic Voting (**e-Voting**) System will be used. This will make it easy for electors, once accredited, to cast their ballots from anywhere in the world.

#### How to Get Accredited:

- a) Provide your **e-mail address** to your chapter president.
- b) Your chapter president will make this data and proof of **membership in good standing** available through the treasurer to the Central Electoral Committee (CEC).
- c) The CEC E-voting administrator will include your name and e-mail in the list of approved electors.
- d) The CEC will send a confirmation of your accreditation for all elections as well as an invitation to register for participation in the election through a Yahoo Group set up for the election by the CEC.
- e) It's as simple as ABC!

#### Cool Benefits!

There are several cool benefits to the **e-voting** system, especially in the NIDOA governance setting. It ensures that each accredited voter has the opportunity to vote no matter where they are on the planet...and that the candidate with the highest number of votes for each position is declared the winner by the CEC.

#### Pre-election Preparations

- a) *All candidates seeking elective positions will submit their names to the CEC, stating which position they are being nominated to contest for.*
- b) *All candidates must complete and submit the NIDOA Election 2015 - Candidate Nomination Forms D-1, BOD-1 and BOT-1, whichever is relevant.*
- c) *Candidates for each of the district, national and continental positions must complete their Nomination Forms submit them to secretary@nidoamerica.org.*
- d) *Where time permits, the list of **approved accredited** candidates will be compiled and published on the NIDOA website. If the list cannot be published, it will be circulated to all chapter presidents and other district coordinators ahead of each election.*

#### How do I Know if I am Qualified?

- a) *Confirm your registration and dues payment status with your chapter treasurer.*
- b) *Check the "**General Electoral Guidelines**" section of the NIDO Americas Electoral Guidelines 2015 (page 3) to determine if you are qualified for the position you are being nominated for.*
- c) *Make sure you are 21 years or older (Bylaw 2013, s. 3.03 & 3.05.1).*
- d) *The Treasurer / Financial Secretary will validate the financial standing of **all** voters and **candidates** ahead of the election to any position. The list of candidates and voters will be published on the NIDOA website before the election.*
- e) *Submit your Nomination Forms within the prescribed timeline.*
- f) *Check your status on the NIDO Americas website. You may also receive e-mail confirmation from the CEC.*

### **Election Day 2015 – Voters` Responsibilities!**

- a) Forget the jitters! *It's as simple as ABC!*
- b) The CEC will deploy election materials to all accredited voters via the internet (using the e-mail addresses provided by accredited voters).
- c) The candidate list will be organized by districts – ***please know your district!***
- d) The list of accredited voters will be published in the NIDO Americas website.

#### **2015 Election Day #1 - District & National Board Elections:**

- a) The list of candidates for the different positions in your *district* will be available to voters in each chapter or district, as the case may be.
- b) Voters will be asked to pick one candidate for each position
- c) Voters are advised to utilize the voting guidelines provided by the CEC.
- d) *Further guidelines will be made available by the CEC.*

#### **2015 Election Day #2 – Continental Board of Trustees Elections:**

- a) The list of candidates for the different positions in your *country* will be available to you.
- b) You will be asked to pick one candidate for each position
- c) Your vote is automatically recorded...so you will NOT need to click *submit* to complete your vote for the position.
- d) *Further guidelines will be made available by the CEC.*

#### **Note:**

- a) *This document may be revised to accommodate changes to the voting system and voting procedures as they are approved by the Board of Trustees of NIDO Americas.*
- b) *All voting for District Representatives/national Board members, apart from those who by virtue of their executive positions are automatically members of either the national BOD or continental BOT, will be centrally coordinated by the Central Electoral Committee (CEC).*
- c) ***All elections will be centrally coordinated by the Central Electoral Committee (CEC).***