

ALLIANCE OF NIGERIAN ORGANIZATIONS IN GEORGIA INC

CONSTITUTION AND BY-LAWS PREAMBLE

For the purpose of promoting unity and values and for promoting progress, information sharing, advocacy and cultural understanding between member organizations and the rest of the society, we, the indigenes of Nigeria residing in Georgia have organized and hereby adopt the following constitution:

ARTICLE 1 NAME

Section 1.1: Name: The name of the corporation shall be Alliance of Nigerian Organizations in Georgia, hereinafter referred to as "A.N.O.G".

ARTICLE 2 PURPOSE

Section 2.1: Purpose: The purposes for which the corporation is organized are charitable, educational, scientific and as follows:

- To promote unite among Nigerians in Georgia and elsewhere.
- To advocate, protect and advance Nigerian culture.
- To promote the advancement and welfare of Nigerians.
- To promote and cultivate political awareness and civic responsibility among Nigerians.
- To promote harmony and peaceful coexistence within ethnic groups.
- To receive, invest, and disburse funds and hold property for the purpose of the corporation aforesaid.
- To conduct other activities, not in contravention of the Georgia non-profit corporation, necessary to carry out the foregoing purposes.

ARTICLE 3 MEMBERSHIP

Section 3.1: Classes of Membership:

1. Organization (local community organization)
2. Honorary

Section 3.2: Membership Eligibility:

Membership shall be open to all Nigerians through a local community organization. No person shall maintain membership through more than one recognized local organization. Any local community organization serving the interest of Nigeria shall be eligible to apply for membership in the Alliance of Nigeria Organization in Georgia, provided such organization :

1. Furnishes the A.N.O.G. verifiable proof of registration from the Secretary of State as a non-profit organization and is
2. willing and able to pay all fees, dues and levies as prescribed in these By-Laws.
3. Membership shall not be granted to any individual applicant.

Section 3.3:Organization:

For the purpose of membership, local community organization shall mean an organization which brings together persons and groups who are Nigerians by birth, marriage, naturalization or adoption within a

state, region, a metropolis, or geographical area. consistent with the A.N.O.G goal to promote the coming together of Nigerians everywhere and membership shall be open to all Nigerians through a local community organization. A.N.O.G shall recognize and grant membership to all Nigerian local organizations registered with the Nigerian Consulate that choose to become members of A.N.O.G.

Section 3.4: Honorary: An honorary member shall be individuals or organizations who subscribe to the purposes of the A.N.O.G. by contributing assistance or resources for the best interest of Nigerians. An honorary member shall support the goals and objectives of A.N.O.G., participate in all deliberations at and during general meetings, however, an Honorary member shall not have any voting right in any decision requiring votes or Elections and shall not serve on the Executive Committee. An honorary member shall be approved by the Board of Representatives.

ARTICLE 4 FEES AND DUES

Section 4.1: Registration:

1. Organization: There shall be a one-time organizational membership nonrefundable application/ registration fee in an amount of \$200.00.

Section 4.2: Annual Dues Each registered organization shall pay annual dues of \$100.00. The Executive Committee, with the approval of the Board of Representatives, may change the annual dues.

Section 4.3: Delinquency: Annual dues are due and payable by January 1st of each year. Any organization delinquent in its financial obligation for thirty (30) days shall be notified of such delinquency and may lose all membership privileges if the delinquency continues for more than three (3) months.

Section 4.4: Penalty: After three (3) months, there shall be a 10% late payment assessed to the amount fixed. After six (6) months, the organization's membership shall be terminated and the organization shall be notified in writing.

Section 4.5: Re-instatement: An organization whose membership is terminated because of financial delinquency shall be eligible for re-instatement to full membership by

1. submitting a new application with the correct membership application fee and
2. paying all outstanding debts and all applicable penalties.

Section 4.6: Good Financial Standing: Any local organization not owing A.N.O.G. for more than three (3) months, dues, levies, and/or fines, (incurred by its representative/representatives).shall be considered in good financial standing.

ARTICLE 5 ORGANIZATIONAL STRUCTURE

Section 5.1: The Alliance of Nigerian Organization in Georgia shall be organized to the following structure:

1. Board of Representatives
2. Executive Committee
3. Standing Committees.

1. Board of Representatives shall be the main body consisting of two representatives from each local member organizations.
2. Executive Committee shall be the governing body of the Board of Representatives having full authority invested in it by the Board of Representatives to set policy and execute the business of the Board of Representatives.
3. Standing Committees shall be the strategic planning and operational arm of the organization and shall report to the Board of Representatives.

ARTICLE 6 BOARD OF REPRESENTATIVES

Section 6.1: Authority: The Board of Representatives shall be the general body of the organization made up of member organizations with the ultimate power to debate and approve policy decisions and programs reached by the Executive Committee or from the standing committees.

Section 6.2: Composition: Each registered local community organization is entitled to two (2) representatives. The Board of Representatives shall then consist of the total number of representatives representing the member organizations. For these representatives to be recognized, they must be accompanied with a letter from the organization the represent.

Section 6.3: Term: There shall be a two (2) year term limit to members of Board of Representatives but the local community organization shall decide on how long their representatives shall serve. (That is, they can reelect or appoint the same person/persons to represent them at the board as many times as they want.)

Section 6.4: Presiding Officer: The President or Vice President or Secretary General of the association shall manage and preside over all proceedings and deliberative processes during board meetings.

ARTICLE 7 EXECUTIVE COMMITTEE

Section 8.1: Authority: The Executive Committee shall be the governing body of the Board of Representatives having the full authority vested in it by the Board of Representatives to set policy and programs subject to the approval of the Board of Representatives and to execute such policies and programs when approved by the Board of Representatives.

Section 8.2: Composition: The Executive Committee shall consist of eight (8) persons of character and integrity elected by the Board of Representatives. The composition shall reflect the national character as contained in the constitution of the Federal Republic of Nigeria.

Section 8.3: Term: Executive Committee shall be elected by members of Board of Representatives for two (2) year term and may be reelected for another consecutive two (2) year term. No board member shall serve in one office for more than four (4) consecutive years.

Section 8.4: Outgoing President shall remain a member of the Executive Committee in a non-voting ex-officio capacity till the next President replaces him for the one year following his/her term in office.

ARTICLE 8 REMOVAL/WITHDRAWAL OF ANY EXECUTIVE COMMITTEE MEMBER OR BOARD OF REPRESENTATIVES MEMBER

Section 9.1: Removal/Withdrawal of any Executive Committee Member: The Board of Representatives may replace a member of the Executive Committee if the member is unable to perform duties as a result of death, sickness, or incapacitation. Other grounds or "cause" for removal of a Board member shall include but not be limited to the following;

1. embezzlement of the organization's funds,
2. misappropriation or conversion of the organization's property,

3. failure to attend executive committee meetings three consecutive times without notice or acceptable reason(s),
4. willful refusal to perform specific duties of the office as in these by-laws,
5. using the position or the office for personal gain or in an unauthorized manner, or
6. any other act, action, and activity considered too prejudicial or detrimental to the organization

The President shall appoint a replacement from the Board of Representatives, with the approval of the general body to serve the remaining term or vacancy created by removed officer. Alternatively, a member of the Board of Representatives may call for a special election to fill such vacancy. For the removal of a board member, in accordance with the conditions stipulated in the By-Laws, the president shall refer in writing, matters of the Board member, to the Executive Committee and the Board of Representatives for action provided that all reasonable measures such as warning, reprimand or other actions have been faithfully utilized by the Executive Committee to obtain proper performance. The board member shall be removed by simple majority vote at a general meeting.

Section 9.2: Removal of a Board of Representatives member: The board of representatives can recommend for removal of a board member to the local organization which the member represents. Ground or " cause" for the recommendation shall include, but not limited to the following; embezzlement of the organization's fund, misappropriation, conversion of the organization's property, failure to attend two consecutive meetings without acceptable reason, refusal to perform specific duties, using the position for personal gain or in an unauthorized manner and any other act, action, and activity considered too prejudicial or detrimental to the organization.

Section 9.3: Recall of Representatives by member organization: Any member organization has the right to recall its representative or representatives without the interference of the Executive Committee or the Board of Representatives and such recall shall be automatic provided the representative or representatives is/are not a member of the Executive Committee. If the representative is a member of Executive Committee, the recall shall take effect at the end of the term of office for which the representative was elected. The member organization shall refer, in writing, reasons for such recall to the Board of Representatives approval, through the Executive Committee, provided that all reasonable measures, such as warnings, reprimand or other actions have been taken.

Section 9.4: Vacancy in the Board of Representatives: A vacancy in the Board of Representatives because of death, sickness, removal, resignation, inefficiency or otherwise shall be filled by the member organization whose representative caused the vacancy within thirty (30) days.

ARTICLE 9 QUORUM AND MEETINGS

Section 10.1: Quorum: For the Executive Committee shall be five (5) members; the president or vice president or secretary general with four other members; and for the Board of Representatives shall be eleven (11); two members of the Executive Committee and nine other members of the Board of Representatives (the president or vice president or secretary general must be present).

Section 10.2: Meetings: The Board of Representatives shall meet quarterly or as the need arises. The Executive Committee shall call for a general meeting once a year.

ARTICLE 10 VOTING

Section 11.1: Executive Committee: Each member of the committee is entitled to one (1) vote in all Executive Committee meetings and five (5) members of the committee are required to conduct business

and approve programs. (The 5 members shall be the Chairperson or Vice chairperson or Secretary General with 4 other members).

Section 11.2: Board of Representatives: Each member of the Board of Representatives is entitled to one (1) vote in all Board meetings and elections.

ARTICLE 11 OFFICERS' DUTIES

Section 12.1: The officers of Alliance of Nigerian Organizations in Georgia shall consist of a president, vice president, secretary general, assistant secretary general, treasurer, financial secretary, public relations officer, social secretary, chief whip and such other officers, as the Board of Representatives shall determine from time to time.

Section 12.2: The President. President shall:

1. Be directly responsible for the Executive Committee and Board of Representatives.
2. Be the spokesperson for A.N.O.G.
3. Confirm that quorum is present before conducting any business at any meeting.
4. Preside at all meetings of the Executive Committee and Board of Representatives.
5. Be a signatory to the bank accounts as one of the three authorized signatories.

Section 12.3: Vice-President: The Vice-President shall:

1. In the absence or disability of the president, perform the duties and exercise the powers of the president.
2. Generally assist the president and conduct such other duties as are delegated by the president, the Executive Committee or the Board of Representatives.

Section 12.4: Secretary General: The secretary general shall:

1. Maintain the corporate seal and records of A.N.O.G.
2. Record the minutes of both the Executive Committee and Board of Representatives.
3. Keep all copies of the by-laws and articles of incorporation.
4. Direct the operation of the secretariat.
5. Be responsible for all written communication and correspondence of A.N.O.G.
6. Keep attendance records of all board members.
7. Provide notice of board meetings.
8. Be a signatory to the accounts as one of the three authorized signatories.
9. In the absence of the treasurer, perform the duties of the treasurer.
10. Perform such other duties as may be prescribed in these by-laws, the president or by the Executive Committee.

Section 12.5: Assistant Secretary General:

The assistant secretary general shall:

1. In the absence or disability of the general secretary perform the duties and exercise the powers of the secretary general.
2. Generally assist the secretary general to perform such other duties the secretary general and the president of A.N.O.G. may delegate.

Section 12.6: Treasurer: The treasurer shall:

1. Maintain custody and safekeeping of all the funds of the A.N.O.G.
2. Be responsible for the disbursement of all funds as approved by the Board of Representatives.
3. Ensure that all moneys collected on behalf of the A.N.O.G are deposited in a specific financial institution approved by the Board of Representatives within seven two (72) hours after receipt of such funds.
4. Be a signatory to all financial disbursements made by A.N.O.G.
5. Work with the financial secretary and the secretariat to ensure the submission of all financial statements to appropriate government agencies as required by law.
6. Working with the financial secretary and secretariat, submit for audit, all financial records sixty (60) days prior to the expiration of term of office to the executive Committee which shall set the process in motion for audit review of A.N.O.G; financial records.

Section 12.7: Financial Secretary: The financial secretary shall:

1. Be the custodian of all financial records of the A.N.O.G. and shall be party to all financial transactions.
2. Be responsible for collecting and keeping records of all moneys collected and expenditures made and make such records available for audit.
3. Working with the treasurer and the secretariat, submit quarterly report of the state of A.N.O.G. financial position to the Board of Representatives or such other times as may be requested.
4. Prepare, in consultation with the secretariat and chairpersons of the committees, an annual operating budget for approval by Board of Representatives.
5. Perform other related duties that may be assigned by the chairperson in line with the goals of A.N.O.G.

Section 12.8: Public Relations Officer:

1. Be the salesperson of the organization
2. Be responsible for membership drives
3. Take charge of all external publicity related to the association as approved by the Executive Committee.

Section 12.9: Social Secretary:

1. Coordinate and manage all authorized social and cultural activities.
2. Propose and submit social and cultural projects to the organization for consideration.

Section 12.10: Chief Whip: The whip shall:

1. Keep and maintain order during meetings.
2. Designate and recognize each member before said member may speak at all meetings.
3. Sanction or fine any member for disruption. This may attract a fine of \$5 or \$10 per incident or removal from meeting.

**ARTICLE 12
ELECTION**

Section 13.1: Election: The officers of the Alliance of Nigerian Organizations in Georgia shall be elected in November from among accredited Board of Representatives of local organizations. The Executive Committee shall send notice of the election to every accredited local organization through their representatives, at least, sixty (60) days before the date of the election. All members of the Board of Representatives shall be in good financial standing to run for office or vote in such election. No officer shall be elected in absentia.

Section 13.3: Assumption of Duty: All officers of the A.N.O.G. shall assume their duties at the close of the meeting at which the election was held.

Section 13.4: Handover: Outgoing officers shall hand over all A.N.O.G. records, documents, and property in their possession to the incoming officers within thirty (30) days following the end of their term in office.

Section 13.5: Electoral Commission: The Executive Committee shall appoint members of the electoral commission from the Board of Representatives and the members shall be ratified by the Board of Representatives. The electoral commission shall consist of three (3) members. The electoral commission shall be appointed a month to the election date and its term expires after the election. Members of commission shall have the right to cast ballots, either for themselves as candidates or for other members running for office, each electoral commissioner shall be disqualified from serving as an inspector for each office for which he/she is a candidate. In such event, the non-interested electoral commissioners shall monitor and administer the proceedings.

Section 13.5.1 Duties: The Electoral Commission shall:

1. Call for nominations
2. Certify each candidate running for an office.
3. Establish clear guidelines for free and fair election through secret ballot, and resolve disputes arising from the election.
4. Install the new officers at the end of election.

ARTICLE 13 FINANCES

Section 14.1: Revenue: The finances of this organization shall be derived from dues, levies, contributions, registration fees, donations, banquets, special sales, fund-raising activities, and from other legal sources.

Section 14.2: Expenditures: No expenditure shall be incurred by any member of Executive Committee or Board of Representatives on behalf of this organization without prior approval by the Board of Representatives, or by the Executive Committee, in the case of petty cash under three hundred dollars (\$300.00).

Section 14.3: Petty Cash: The president and the secretary general shall have a joint petty cash account in the amount of three hundred dollars (\$300.00). They shall render account of any petty cash collected before applying for another one.

Section 14.4: Disbursements: The Executive Committee shall develop an application form for disbursement of fund. All payments by or on behalf of the organization shall be drawn on bank accounts of the organization.

Section 14.5: Signatories: All checks or drafts issued on the bank accounts of the organization shall be signed jointly by any two of the following officers: the president or vice president, the treasurer, and the secretary general.

Section 14.6: Method of Payment: All payments (dues, contributions, and levies) made to this organization shall be in cash, money order, check, or cashier's check. Any check written by a member or non-member that is returned for "non-sufficient funds" or other reasons shall incur a surcharge fee that is equivalent to the amount charged by our financial institution for a similar offense.

Section 14.7: Inspection of Books:

Any active member, as defined in these by-laws, shall have the right to inspect the books and financial records of the organization upon written request submitted to the secretary at least two weeks (14 days) prior to the date of intended inspection, stating the purpose or purposes for the requested inspection. The secretary shall designate the date, place, and time for the inspection, and the member shall not remove the books, records or any parts thereof from the designated place.

Section 14.8: Auditors: Auditors shall be appointed by the finance committee and ratified by the Board of Representatives. The auditors shall examine and audit the organization accounts and records once each calendar year or as agreed by the Board of Representatives and shall submit a written report within a specified time frame. The auditors shall be professionals and shall not be officers or members of the Executive Committee.

Section 14.9: Limitation of Liability: No member shall be liable for debts or obligations of A.N.O.G. except for such members unpaid dues or levy; and no personal liability shall be borne by the A.N.O.G. in any of its undertaking. No member shall have the authority to borrow money or incur any debts or liability in the name or on behalf of A.N.O.G. without the consent of the Board of Representatives.

ARTICLE 14 STANDING COMMITTEES

Section 15.1: Standing Committees shall be set up for purposes of carrying out the aims and objectives of the A.N.O.G. as outlined in these by-laws. Upon the recommendation of the Executive Committee, the president shall appoint committee chairpersons and committee members subject to ratification by the Board of Representatives.

Section 15.2: Membership: Membership of committees is not limited to Board of Representatives. Each committee shall draw membership from both the Board of Representatives and the larger community to include and involve other individuals whose expertise, know-how or ability may facilitate or assist the committee in its work. Such persons shall first be recommended to, or recruited by the committee chairperson through their local affiliate organizations or their representatives in the Board of Representatives.

Section 15.3: Committees:

1. Community Affairs Committee: Shall analyze the community affairs/environment in Georgia and elsewhere, and develop appropriate response and strategy accordingly.
2. Membership and Mobilization Committee: Shall recruit members, establish rules and guidelines for membership in Alliance of Nigerians in Georgia and the working modalities for organizations and communities associated therein, with a goal to expanding membership.
3. Economic Development Committee: Shall analyze the economic environment in Georgia and elsewhere as relevant and develop long-term plans and effective and functional strategies for the development of Nigerian communities everywhere (in Georgia).

4. Information and Public Affairs Committee: Shall coordinate all information and public affairs of the Alliance of Nigerian Organizations in Georgia as it relates to communities, governmental organizations and other entities. The chairperson shall also be responsible for all information and publicity of the A.N.O.G., have primary responsibility for developing the process and programs for information dissemination about the A.N.O.G.; serve as press secretary to the A.N.O.G. and shall develop effective links with media organizations in ways that will benefit Nigerians.
5. Finance Committee: Shall develop modalities for raising adequate funds to meet the needs of the secretariat, projects, and activities to be undertaken by Alliance of Nigerian Organization in Georgia and auditor.
6. Committee on Nigerian Culture: Shall develop programs and initiatives for the study, development and propagation of Nigerian culture, including a goal to assure proper foundation of Nigerian culture for all Nigerian children born in Diaspora.

Section 15.5: Ad Hoc Committees: May be created for specific purposes. Each Ad Hoc committee shall automatically dissolve upon completion of its assignments or earlier by a resolution of the Executive Committee that formed it.

Section 15.6: Action Proposal: All committee chairpersons shall, prior to executing committee plans, submit all projects and proposed plans to the Board of Representatives through the Executive Committee for approval. Subject to this provision, each committee shall have the power to initiate such programs as will enable the realization of its objectives in consistent with the overall mission of the A.N.O.G.

Section 15.7: Minutes: Each committee shall keep regular minutes of its proceedings copy of which shall be provided to the secretariat, and shall report to the Executive Committee at its meetings and such other times as the Board may require.

ARTICLE 15 FISCAL YEAR

Section 16.1: The fiscal year of the A.N.O.G. shall run from January 1 to December 31 of each year.

ARTICLE 16 AMENDMENT

Section 15.1: These by-laws may be amended once a year at any scheduled meeting of the Board of Representatives at which a quorum is present, by two-thirds vote of the members present and voting, provided that notice of such amendment has been given in writing to all members at least ninety (90) days prior to the meeting. All proposals for amendment shall be submitted at the first quarter meeting.

Section 15.2: A comprehensive review and revision of these bylaws shall be conducted every five (5) years as follows: An ad hoc committee of three (3) shall be appointed at the first quarterly meeting of the fifth year to conduct a thorough review and suggest necessary updates to the bylaws. The suggested amendments shall be presented, discussed and ratified at the next quarterly meeting of the Board of Representatives by two-thirds vote of the members present, provided that a quorum is present.

September 6, 2008