



THE EDO HERITAGE FOUNDATION – MICHIGAN

# CONSTITUTION

## **INTRODUCTION**

We, the people of Edo State in Michigan, being conscious of our cultural heritage and responsibilities do hereby resolve to constitute ourselves into the ‘EDO HERITAGE FOUNDATION – MICHIGAN’, a non-profit corporation organized exclusively for charitable purposes.

## **ARTICLE I** **NAME AND OBJECTIVES**

### **Section 1– Name**

- 1.1 The name of this organization shall be ‘EDO HERITAGE FOUNDATION – MICHIGAN’, hereinafter referred to as the “foundation”.

### **Section 2 – Purpose**

- 2.1 To promote Edo arts and cultural heritage.
- 2.2 To encourage closer cooperation among all the people of Edo State.
- 2.3 To work towards the progress of Edo State, in the areas of education, health awareness/improvement, welfare and economic development.
- 2.4 To disseminate objective information about Edo State and Nigeria.
- 2.5 To cooperate with other Nigerians in promoting unity and patriotism.
- 2.6 To establish a forum for discussion of our common problems and seek to offer solutions.

### **Section 3 – Scope of the Constitution and Bylaws**

- 3.1 This Constitution represents the fundamental principles and structure of the foundation. The Bylaws outlines the basic rules of procedure to execute the principles stated in the Constitution.
- 3.2 The Constitution and Bylaws shall be binding on all members of the foundation.

## **ARTICLE II** **MEMBERSHIP**

### **Section 1 – Qualification**

- 1.1 Membership shall be open to all persons with interest in Edo State and its people.
- 1.2 Registration is mandatory for membership.
- 1.3 Monthly dues are mandatory for membership.

### **Section 2 – Financial Member**

- 2.1 A financial member is one that is up to date in payment of his/her dues and all other levies required by the foundation.

### **Section 3 – Active Member**

- 3.1 An active member is a financial member

### **Section 4 – Non-Active Member**

4.1 Non-active member is one who has failed to meet the foundation's obligations.

### **Section 5 – Suspension/Expulsion**

5.1 The suspension could be with or without fine for a term determined by the foundation. The motion for suspension shall be duly deliberated by a quorum of active members after which a two-thirds majority vote shall suffice.

Suspended member is responsible for taking care of his/her dues and/or any other obligation(s) assigned to such member by the foundation.

5.2 No dues, fees or any kind of monetary/material benefits shall be refunded to the expelled member(s). Expelled member(s) will not be allowed to reapply or be readmitted into the foundation.

### **Section 6 – Process of Reapplying**

A suspended member is automatically readmitted at the end of the suspension period.

### **Section 7– Responsibilities of Members**

7.1 Members shall:

- (i) attend regularly scheduled general meetings.
- (ii) promptly pay membership dues.
- (iii) pay special levies as/when the need arise.
- (iv) shall be obligated to respect and abide by the decisions taken by the executive and the general body.
- (v) enhance the image of the foundation, Edo State and Nigeria
- (vi) Attend all other organizational activities. Notification of absence shall be made to any of the following:
  - a. The President
  - b. The Host of the Function/Activity
  - c. Any Member of the foundation.
  - d. Members will be fined for violating these requirements.

### **Section 8 – Rights of Members**

8.1 Only active members shall:

- (i) be able to vote at meetings.
- (ii) be able to run for an office in this foundation.
- (iii) receive assistance in times of emergencies.

### **Section 9 – Solicitation**

9.1 No member of the foundation shall solicit for funds or issue statements on behalf of the foundation unless as approved by the general meeting.

**Section 10 – Issues, Concerns, Discords**

10.1 All issue, concerns, and discords between the foundation and its members shall be resolved within the foundation. In unresolved cases, Edo National Association shall be the arbitrator and its decision shall be binding on all parties.

**ARTICLE III**  
**MEETINGS**

**Section 1 – House Procedures**

- 1.1 Members shall:
- (i) maintain principles of debate and discussion.
  - (ii) refrain from personal attacks.
  - (iii) refrain from derogatory statements.
- 1.2 Member(s) shall not engage in disruptive behaviors.

**Section 2 – Regular Meetings**

2.1 Regularly scheduled general meetings shall be held.

**Section 3 – Annual Meetings**

- 3.1 There will be an annual meeting.
- 3.2 There will be the foundation’s thanksgiving celebrations.
- 3.3 There will be the foundation’s end of year event.
- 3.4 There will be the foundation’s annual picnic event.

**Section 4 – Emergency Meeting**

- 4.1 Emergency general meeting may be called by any of the following:
- (i) the President
  - (ii) two-thirds majority of the Executive members
  - (iii) two-thirds majority of quorum members at a general meeting.

**Section 5 – Quorum**

5.1 A quorum of general meeting is defined as at least one-half of the average attendance at the previous three general meetings.

**ARTICLE IV**  
**ELECTIONS**

**Section 1 – Election Procedures**

- 1.1 Election of officers shall be conducted at the end of term of office, vacancy in office due to resignation, death or other life changing event.
- 1.2 In the event of any vacancies in the Executive, an election for replacement shall be held at the general meeting.
- 1.3 Voting shall be secret and equal. One person, one vote.
- 1.4 Constitutional requirements and procedures shall be upheld.

- 1.5 Officers shall be elected to a two-year term of service. No officer shall hold a particular office for more than two consecutive terms.
- 1.6 Voting by proxy is not permissible.

### **Section 2 – Election Qualifications**

- 2.1 In order to qualify to nominate a candidate, to vote or be voted for, a member must meet all of the following requirements:
  - (I) must be an active member.
  - (ii) all candidates nominated for an office must be sponsored by two active members of the foundation.
  - (iii) a new member joining on election day, shall pay registration fees and monthly dues in full, before he/she is allowed to vote, but he/she cannot be a candidate for election.

## **ARTICLE V** **OFFICERS**

### **Section 1 – Executive**

- 1.1 Executive shall:
  - (i) consist of all the foundation’s officers.
  - (ii) coordinate the activities of the union in accordance with the constitution and principles recommended by the general meeting.
  - (iii) have full authority to act on behalf of the foundation in case of emergency and such actions must be reported at the following general meeting.
- 1.2 The entire Executive or members thereof may be voted out of office in the event of a no-confidence vote by a two-thirds majority of the entire membership.
- 1.3 In unresolved issues affecting the foundation, the Executive shall have the final say.

### **Section 2 – Duties of Officers**

- 2.1 President. The President shall:
  - (i) summon all meetings.
  - (ii) deliver a written state of the foundation address at the annual meeting.
  - (iii) preside at all general and executive meetings.
  - (iv) have a casting vote in all elections.
  - (v) have the power to regulate debate at all meetings.
  - (vi) have the power to appoint committees with the approval of the general house and be an ex-officio member of all committees.
  - (vii) be the chief spokesperson of the foundation.
  - (viii) have the power to request the house for an audit report at any time.

- 2.2 Vice President: The Vice President shall:
- (i) work closely with, and assume the position and duties of, the President in the event of the President's absence, resignation, or inability to continue in office or if so delegated by the President.
- 2.3 General Secretary: The General Secretary shall:
- (i) take the minutes of all general and executive meetings.
  - (ii) be responsible for all correspondence between the organization and persons or bodies.
  - (iii) register new members, and introduce them at the general meeting.
  - (iv) Inform all members, in writing, about meetings.
  - (v) Keep an impress account.
  - (vi) Be responsible for new members' orientation to include foundation's welcome package.
- 2.4 Assistant Secretary: The Assistant Secretary shall:
- (i) work closely with, and assume the position and duties of the General Secretary, in the event of the latter's absence, resignation, or inability to continue in office.
- 2.5 Treasurer. The Treasurer shall:
- (i) be the custodian of the foundation's funds.
  - (ii) issue checks subject to the endorsement of the President, if vouched by the Financial Secretary.
  - (iii) bank all monies no later than the next working day in a bank approved by the house.
- 2.6 Financial Secretary: The Financial Secretary shall:
- (i) collect funds on behalf of the foundation and transfer same to the Treasurer within the next working day after receipt.
  - (ii) keep a record of the finances of the foundation.
  - (iii) present a financial report to the house semi-annually.
  - (iv) chair fund-raising committees.
  - (v) issue receipt for all payment made by members.
  - (vi) verbally provide income and expenditure report to the house at every general meeting.
- 2.7 Publicity Secretary: The Publicity Secretary shall:
- (i) be responsible for the publicity programs of the foundation, as approved by the Executive.
- 2.8 Social Secretary: The Social Secretary shall:
- (i) initiate and supervise the organization of social events endorsed by the Executive and/or the house.

- 2.9 Editor-in-Chief. The Editor-in-Chief shall:
- (i) be responsible for the production of newsletters and journals.

## **ARTICLE VI** **FINANCE**

### **Section 1 – Bank Checks/Drafts**

- 1.1 All foundation's checks and drafts shall be endorsed by two members.

### **Section 2 – Audit**

- 2.1 The financial records of the foundation shall be frequently reviewed.  
2.2 The accounts and assets of the foundation shall be audited.

## **ARTICLE VII** **DEDICATION AND DISTRIBUTION OF ASSETS**

### **Section 1 – Dedication of Assets**

- 1.1 No part of net earnings of the foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except where the foundation authorizes and empowers the payment of reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in Article 1, Section 2.

### **Section 2 – Distribution of Assets**

- 2.1 Upon the dissolution of the foundation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Federal Government or to a State or Local Government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII** **WELFARE**

### **Section 1 – Birth**

- 1.1 The foundation will support the Birth of a member's child.

- 1.2 Birth of a member's child will be funded from foundations coffers.
- 1.3 Adoption by a member is excluded from foundation's birth benefits.

### **Section 2 – Graduation**

- 2.1 Member's Child is defined as a biological child, legally adopted child or a step child under 18 years old.
- 2.2 Graduating children of members are entitled to graduation support.
- 2.3 Graduation support will be funded from foundation's coffers.

### **Section 3 – Marriage**

- 3.1 The foundation will support a member's marriage ceremony or party.
- 3.2 The funding of this support will come from foundation's coffers
- 3.3 The foundation will support one marriage ceremony per family.

### **Section 4 – Bereavement**

- 4.1 Bereavement of a member's parent(s) or parent(s) in stead will be supported by the foundation
- 4.2 Bereavement benefit is the entitlement of each member.
- 4.3 The foundation will support the death of a member.
- 4.4 Bereavement is supported for active members only.
- 4.5 The foundation will support two bereavements per member.
- 4.6 Affected member must resolve all outstanding obligations to be eligible.

## **ARTICLE IX** **AMENDMENTS**

### **Section 1 – Amendment of the Constitution**

- 1.1 Any member proposing an amendment to the Constitution shall present such proposal in writing to the President at a regular meeting.
- 1.2 The President shall review the proposal with the Executive officers who will render an opinion on the proposed amendment.
- 1.3 The Secretary shall circulate the proposed amendment and the opinion to the full membership at least 30 days prior to any action on the amendment.
- 1.4 The proposed amendment shall be debated at the next general meeting. A vote by show of hands by two-third majority of active members present at the general meeting shall be necessary to accept the amendment.
- 1.5 An amendment shall be effective immediately.

### **Section 2 – Amendment of the Bylaws**

- 2.1 Any member proposing an amendment to the Bylaws shall present such proposal in writing to the President during a regular meeting.
- 2.2 The proposed amendment will be voted on at a subsequent meeting after the Secretary has notified each member of the proposed amendment at least thirty (30) days in advance of the vote at the general meeting.



- 2.2 A simple majority vote by show of hands by active members present at the general meeting shall be necessary to accept the amendment.
- 2.3 An amendment shall be effective immediately.

### **Section 3 – Long Distant Membership**

- 3.1 Qualification for long distance membership is as follow:
  - (i) Member must be an active member. **See Article II, Section 2 Sub Section 2.1.**
  - (ii) Member must meet all Bereavement obligations.
  - (iii) Member must attend at least one organizational event in a calendar year.

## **BYLAWS**

### **ARTICLE I**

#### **Section 1 – Process for Membership and Fees**

- 1.1 Application for membership shall be made in writing and signed by the applicant upon the forms provided by the foundation.
- 1.2 The application shall be reviewed by the membership committee and an approval through a unanimous vote by the members.
- 1.3 Upon admission, the new member shall pay Registration fee of \$40.00 per family or \$30.00 per single adult.
- 1.4 Monthly membership dues shall be \$10.00 (ten dollars) per adult. **Superseded. See Sub Section 1.6.**
- 1.5 The office of the Secretary shall be responsible for providing documentations to facilitate membership and maintain such records.
- 1.6 Monthly membership dues shall be \$20.00 (twenty dollars) per adult. This is effective August 2008. **This supersede Bylaws Article I, Section 1, Sub Section 1.4.**

#### **Section 2 – Suspension/Expulsion**

- 2.1 A member or an officer of the foundation may be suspended from the foundation for misconduct.
- 2.2 A suspended member is entitled to the benefits of the foundation.
- 2.3 Member(s) may be expelled from the foundation if it is determined that having the individual(s) as member(s) will be detrimental to the interests of the foundation.
- 2.4 Expulsion/termination of membership shall be duly deliberated by a quorum of the house, after which a two-thirds majority vote shall suffice.

#### **Section 3 – Responsibilities of Members (Fines)**

- 3.1 Violation of foundation's absentee requirements will carry a mandatory twenty five dollar (\$25.00) fine.

## ARTICLE II MEETINGS

### **Section 1 – House Procedures**

- 1.4 Members shall taking the floor when called upon by the presiding officer, listening quietly to opposing point of view, and refraining from inflammatory statements.
- 1.5 Members run the risk of being sanctioned by the house through a motion by any active member on the floor supported by another active member for disruptive behaviors. The motion will state the offence and recommend sanction(s) to include but not limited to suspension and /or fine. There will be debate on the floor moderated by the presiding officer and a vote. A simply majority vote of members present will suffice.

### **Section 2 – Regular Meetings**

- 2.1 General meetings shall be held once a month on the 4<sup>th</sup> Sunday of each month. Hosting of the general meeting will be voluntary and by an active member. The foundation will support such effort with one hundred dollars (\$100.00) cash to cover expenses. This money will come from the coffers of the foundation.

The month of July is schedule to be no meeting month. Members are still required to meet their monthly dues.

### **Section 3 – Annual Meetings**

- 3.1 Annual meeting shall be held in January, which is the beginning of the foundation's new calendar year.
- 3.2 Thanksgiving celebrations will take place in a member's church. The selected/volunteering member will be responsible for making arrangements with the church management. Thanksgiving celebrations will take place the Sunday of the official thanksgiving celebrations in the month of November.

When the regular meeting conflicts with official holidays, the member hosting in that month will have the option to set hosting date one week before or after the official holiday. This must be communicated to the Secretary at least four weeks before the selected hosting date.

- 3.3 **The first weekend in the month of December** will be the foundation's end of year party. This event will be the December's monthly meeting. There may be a fund raising activity involved if the foundation elects to do so.
- 3.4 Annual picnic will take place on the **last weekend of the month of July.**

## ARTICLE III VOTING

### **Section 1 – Voting**

- 1.1 Only an active member shall have the privilege of voting.
- 1.2 Voting shall be by a show of hands except as stated in Section 1.3 of Article IV of the Constitution where secret voting is allowed during the election of officers.
- 1.3 Each member shall be entitled to one vote only. In case of a tie, the President has the deciding vote.

## **ARTICLE IV** **ELECTIONS**

### **Section 1 – Election Procedures**

- 1.1 Election of officers shall be conducted at the January Meeting. A candidate receiving a simple majority of votes cast shall be declared elected.

## **ARTICLE V** **OFFICERS**

### **Section 1 – Officer Responsibilities**

- 1.1 General Secretary: The General Secretary shall:
  - (i) keep an impress account of fifty (\$50.00) dollars.
  - (ii) provide a copy of the Constitution and Bylaws to new members.

## **ARTICLE VI** **FINANCE AND AUDIT**

### **Section 1 – Finance – Bank Checks/Drafts**

- 1.1 All foundation's checks and drafts shall be endorsed by the President and any one of the following:
  - (i) General Secretary
  - (ii) Treasurer

### **Section 2 – Audit**

- 2.1 The President, Treasurer, and the Financial Secretary shall collectively review foundation's financial records at the end of each quarter and report their findings to the house at the first meeting of the ensuing quarter.
- 2.2 The accounts and assets of the foundation shall be audited at the end of each fiscal year and whenever necessary by an independent body/establishment, other than the foundation's members.

## **ARTICLE VII** **WELFARE**

### **Section 1 – Birth**

- 1.1 The Birth of a child will be supported with a cash gift of two hundred (\$200.00 dollars) donated to the family.

### **Section 2 – Graduation**

- 2.1 Graduation benefit of a member's child from the foundation is considered for high school and college graduation.
- 2.2 The foundation will present a plaque of value less than or equal to \$100.00 (One hundred dollars) to a member's child graduating from college and cash gift of \$100.00 (One hundred dollars) presented to a child graduating from high school.

### **Section 3 – Marriage**

- 3.1 The foundation will morally support a member's marriage ceremony or party if and when invited. The member(s) will be presented with a gift of \$150.00 (One hundred and fifty dollars) maximum value.

### **Section 4 – Bereavement**

- 4.1 Each member is required to contribute \$50.00 (Fifty dollars) to the foundation to facilitate the foundation's donation of \$1,500.00 (One thousand, five hundred dollars) to the affected member per parent. The foundation will support the member's wake keeping party if and when invited. **This section is superseded by Article VII, Section 4, Sub Section 4.4.**
- 4.2 There is a three month probation period associated with this benefit for new members. Members with membership date of less than three months will receive the aforementioned benefit at the completion of the probationary period.
- 4.3 The foundation will facilitate a voluntary Endowment Fund for each member. Each member shall contribute \$200.00 to support the deceased member's family.
- 4.4 Each member is required to contribute \$50.00 (Fifty dollars) to the foundation to facilitate the foundation's donation of \$2,000.00 (Two thousand dollars) to the affected member per parent. The foundation will support the member's wake keeping party if and when invited.

### **ADOPTION AND REVISION**

This Constitution and Bylaws were formally adopted on January 30<sup>th</sup> 1994 and revised March 26<sup>th</sup> 2006 by members of the foundation.