

**BYLAWS of
THE NIGERIAN WOMEN ASSOCIATION OF GEORGIA, INC.:
A NOT FOR PROFIT ASSOCIATION**

Adopted by a Resolution of the Members as of this 28th Day of April, 2001.

Signature of President: _____

Name of President: _____

Signatures of Executive Officers:

Name	Signature
1. _____	_____
2. _____	_____
3. _____	_____
4. _____	_____
5. _____	_____
6. _____	_____
7. _____	_____

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ARTICLE ONE

Name, Location and Offices

1.1. **Name:** The name of this association shall be “NIGERIAN WOMEN ASSOCIATION OF GEORGIA, INC.”

1.2. **Registered Office:** The Principal office shall be located at 430 Pendleton Trail, in the City of Tyrone, Fayette County, and State of Georgia, Zip is 30290.

1.3. **Other Offices:** The Association may also have offices at such other places as the membership may from time to time determine or as the activities of the Association may require or make desirable.

ARTICLE TWO

Goals, Purposes, Powers, and Governing Instruments

2.1. **Nonprofit Association:** The Association shall be organized and operated as a nonprofit organization under the Georgia Nonprofit Corporation Code.

2.2 **Nigerian Women Association of Georgia:** In accordance with its Articles of Incorporation, the Association is created to empower, enrich, and educate Nigerian Women and Children thereby fostering togetherness and excellence in all their collective pursuits. The goals the association seeks to achieve, and the charitable purposes and powers of the association, are set forth below:

(a) **Goals:** The association seeks to achieve five (5) important goals for the benefit of Nigerian Women and children in the United States and Nigeria: improved health, improved women and children, improved family functioning, improved school performance, and improved economic capacity.

(b) **Purposes:** The association shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of Section 501[c](3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code). Those purposes shall include, but not limited to, the following:

1. To bring the Nigerian women in Georgia under one association;
2. To create opportunities for networking and information sharing in helping our communities;
3. To promote and integrate our rich culture among our Youth
4. To create a positive awareness of our national heritage within Georgia, the USA
5. To assist and distribute resources to women and children in Nigeria and the in Nigeria
6. To work in collaboration with women groups in Georgia, the USA and in Nigeria

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7. To develop, adopt, submit to the membership for approval, and from time to time amend, a comprehensive plan for public and private agencies to deal effectively with the problems of women, children, and youth in Georgia and in Nigeria in order to achieve the goals and objectives described in the articles of incorporation of the association, in these bylaws, and in the Georgia Code;

8. To coordinate, evaluate, and provide services and assistance in implementing and carrying out the comprehensive plan developed by the association under the preceding paragraph and

9. To contract with public and private agencies for the charitable purposes described in the articles of incorporation and these bylaws and for such public and private agencies to provide programs and services for children, youth, and women in order to carry out the provision of the comprehensive plan developed by the association.

(c) **Powers:** In furtherance of its charitable goals and purposes as a Nigerian women's association, the organization shall have full power and authority:

1. To have a corporate seal and alter the same at its pleasure;

2. To acquire, hold, and dispose of its name by purchase, gift, or lease, or exchange, on such terms and conditions and in such manner and by such instrument as it may deem proper, and personal property of every kind, character, and description, but the Association shall not have the power to acquire any real property by condemnation or eminent domain;

3. To procure insurance against any loss in connection with its property and other assets of the Association;

4. To make contracts and to execute all instruments necessary or convenient in connection therewith;

5. To adopt, alter, or repeal its own articles of incorporation and bylaws, rules, and regulations governing the manner in which its business may be transacted and in which the power granted to it may be enjoyed, as the corporation may deem necessary or expedient in facilitating its business;

6. To receive, accept, and utilize gifts, grants, donations, or contributions of money, property, facilities, or services, with or without consideration, from any person, firm, corporation, foundation, or other entity or from the State of Georgia or any agency, instrumentality, or political subdivision thereof or from the United States or Nigeria or any agency or instrumentality thereof;

7. To select, appoint, and employ professional, administrative, clerical, or other personnel and to contract for professional or other services and allow compensation for such personnel and services;

8. To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code;

9. To make distributions for other charitable purposes;

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10. To distribute property exclusively for charitable purposes in accordance with the terms of gifts, bequests, or devices to the Association not inconsistent with its purposes, as set forth in the articles of incorporation of the Association and by these bylaws, or in accordance with determinations made by the Executive Officers pursuant to the articles of incorporation and bylaws of the Association;

11. To provide any and all services for women, children, and youth on behalf of public or private agencies as may be reasonably necessary or desirable to carry out effectively programs and services called for by the comprehensive plan developed by the Association;

12. To do all things necessary or convenient to carry out the powers and purposes of the Association under Georgia Code;

13. To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the membership and the Executive Committee and the Board of Advisors, to achieve the goals of the Association and to carry out any of its purposes, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by Nigerian Women Association and by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code.

The Association shall not be limited in its capacity of service to women, children, and youth in Georgia, USA, and Nigeria, but shall have full power and authority to engage in charitable programs and activities on behalf and for the benefit of such children, youth, and women every where.

The Association shall serve only such purposes and functions and shall engage only in those activities as are consistent with the purposes set forth in this Article Two and as exclusively charitable and are entitled to charities status under section 501(c)(3) of the Internal Revenue Code.

2.3. Governing Instruments: its articles of incorporation and these bylaws shall govern the association.

ARTICLE THREE

MEMBERSHIP

3.1 Membership: Membership shall be open to every Nigerian Female by Birth or Marriage, who is age 21 years or over, or by such rules that the Executive Officers may prescribe regulations as. All such resolutions or rules and regulations relating to membership adopted by the association shall be affixed to the Bylaws of the Association and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the membership, may prescribe, with respect to all members, the amount and manner of imposing and collecting any registration fees, dues, or other fees, assessments, fines, and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and

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except as may hereinafter otherwise be provided, the rights and privileges of membership.

In order to maintain an active member status, a registered member of the Association shall be required to attend, at least, four general meetings and four committee meetings in any given fiscal year, be in good standing with regard to her registration fees, dues, or other fees, assessments, fines, and penalties at the end of each fiscal year; and must participate in, at least two of the four major activities of the Association, namely: the Conference, Dinner Dance, Retreat and the Bazaar.

3.2. Honorary Membership. Honorary membership in the Association is conferred upon the founder of the Nigerian Women Association of Georgia, Mrs. Dayo Keshi, for life and may be conferred upon any person in recognition of such a person's distinguished service to women, children and the youth in Georgia, USA and Nigeria. Honorary membership may be conferred only by the affirmative vote of a simple majority of all the members attending a meeting at which such a vote was taken. Active members may nominate, in writing, prospective candidates to be considered for this honor. Such nominations should indicate how and why such a nominee deserves to be conferred such an honor.

3.3. Membership Identification: The Executive Officers may cause to be issued certificates, cards or other instruments, permitted by law, evidencing the membership in the Association. Such membership certificates, cards, or other instruments shall be non-transferable, and a statement to that effect shall be noted on the certificates, card, or other instruments. Membership certificates, cards, or other instrument, if issued, shall bear the signature or facsimile signatures of the President or the Vice President, should the President not be available to perform such duties. The certificates, cards or other instruments issued may bear the seal of the Association or a facsimile thereof.

3.4 Voting Rights: Only active members shall be entitled to vote and then only on matters submitted by the Executive Officer to a vote of the membership. Honorary members shall have no voting rights. All voting shall be by show of hands except for the election of officers. Written ballots shall be used for all elections, except when otherwise requested by a simple majority of members present, provided that a quorum was formed. Members shall not be entitled to vote by proxy except in writing.

3.5. Termination of Membership. By the affirmative vote of a majority of all members, the Executive Officers may terminate the membership of any member, who becomes ineligible for membership, or suspend or expel any member who shall fail to comply with the rules of this association. No suspension or expulsion of a member or termination of membership shall be made unless a written notice of such proposed action and the grounds for it shall have been given such a member, at least thirty (30) days prior to taking of such action. Such a member shall have been afforded an opportunity for explanation and for correction.

3.6. Resignation. Any member may resign her membership by filing a written notice of resignation with the secretary of the association or with such other person as the Executive Officers shall designate from time to time.

3.7. Reinstatement. Upon written request signed by a former member and filed with the secretary of the association or with such other person as the executive officers may designate, the Executive Officers may reinstate a former member to membership on such terms and conditions that the Executive Officers shall determine. However, no former member shall be eligible for reinstatement unless such a person otherwise meets all applicable qualifications and

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requirements for membership.

3.8. Transfer of Membership. Membership in the association shall not be transferable or assignable.

3.9. Standards of Conduct. Members shall abide by such ethical standards and standards of conduct as may from time to time be adopted for the association. Any member in violation of any such ethical standards or standards of conduct shall be subject to such sanctions as the executive officers may determine, in its discretion, including termination or suspension of membership.

3.10. Committee Membership. Since the association's activities are conducted through committee assignments, it is required that every member of the association belongs to at least one of the standing committees of the associations listed in Article Eight. Such membership will facilitate attaining and maintaining active member status.

ARTICLE FOUR

MEETINGS OF MEMBERS

4.1 Monthly Meetings: The monthly General Meeting of the membership shall be held on the last Saturday of each month, from 3:00 P.M. to 5:30 P.M. The Executive Officers shall determine the place of the meeting and may change the date to avoid legal holidays and other duties and activities of the Association that may conflict with such dates, which shall be determined by the simple majority of the Executive Officers. The meeting will be for the purpose of transacting such business as may come before the membership, with an Agenda, which shall be prepared by the General Secretary or other officer as designated by the President.

4.2 Annual General Meeting: The Annual Meeting of the membership shall be held on the last Saturday of November each year. The Executive Officers shall determine the place of the meeting. Only the meeting of the entire membership may change the date of an annual meeting to avoid legal holiday weekend and or other duties and activities of the Association that may conflict with the last Saturday in November. The meeting will be for the purpose of transacting such business as may come before the meeting. If such business is not transacted on the day prescribed herein for any annual meeting, or at a substitute annual meeting, or at any adjournment thereof, the Executive Officers in its discretion may cause such business to be transacted at a special meeting of the members as soon thereafter as may be possible. Included in the businesses that shall be transacted at the Annual General Meetings, but not limited to these are:

- Annual Election of Committee Chairs
- Annual Financial Report to be presented by the Treasurer
- Election of the President, Vice President, General Secretary, Treasurer, every two years
- Presentation of the proposed projects and budgets for the following fiscal year by the President or her designee

4.3. Substitute Annual Meeting. If the annual meeting is not held at the time designated in Section 4.2 above, any business which might properly have been acted upon at that meeting may be acted upon at any subsequent member meeting held pursuant to these bylaws.

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4.4. **Notice of Annual Meeting.** The secretary shall give when the date or time or location for the annual meeting is changed, notice of the time and place such annual meeting

4.5. **Special Meetings:** Special meetings of the members may be called in lieu of an annual meeting as specified in Section 4.2; or upon the written request of no fewer than ten percent (10%) of active members to deal with matters of great importance; or on account unforeseeable circumstances. Only the Executive Officers, however, can call a special meeting.

4.6. **Notice Monthly and Special of Meetings:** Written, Email or Verbal notice shall be given or mailed to each member, not less than 3 days nor more than 5 days before the date set for a rescheduled monthly meeting and not less than 3 days before the date of any special meeting. Such notice shall state the place, day and hour of the meeting. Notice for the Monthly meeting shall state that the meeting is being called for the transaction of such business as may properly come before the meeting. Notice of Special meetings shall state the purpose or purposes for which the meeting is called.

4.7. **Quorum.** A quorum is not required for monthly meetings to be called to order at 3 p.m. Nevertheless, a quorum of 30% of active members is required for any business or decision of the association to be voted on. If a quorum is present, a majority of the active members present at the meeting, shall determine any matter coming before the meeting until the meeting is adjourned, no matter if the withdrawal of enough members lowers the number of remaining members below a quorum.

4.8. **Voting:** At all meetings, except for the election of officers, the membership will vote by a showing of hands. Written ballots will be used for all elections and when otherwise requested by a Simple Majority of members present. Any member may vote by written proxy.

4.9. **Presiding Officer.** The president or, in the absence of the President, the Vice President of the association shall preside at all meetings of the members; or in the absence of the President and the Vice President, a presiding officer shall be chosen by the members present. The secretary of the organization shall serve as the of all meetings of the members, but in the absence of the secretary, the presiding officer may appoint any member to serve as secretary for that meeting.

4.10. **Adjournments.** Any meeting of the members, whether or not a quorum is present, may be adjourned by a simple majority of the voting members present at the meeting to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or the business to be transacted; the time and place of the reconvened meeting are announced at the meeting, which was adjourned. At such reconvened meeting, any business may be transacted which could have been transacted at the meeting, which was adjourned, provided the guidelines for reaching decisions by voting are followed.

4.11. **Telephone and Similar Meetings.** Members may participate in and hold a meeting by means of conference telephone, or other communication equipment by means of which all persons participating in the meeting can hear one another. Participation in such a meeting shall constitute presence in person at the meeting, except a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

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ARTICLE FIVE

NOTICES

5.1. **Procedure.** Whenever these bylaws require notice to be given to any member, the notice shall be given in accordance with Section 5.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, electronic mail, Teletype, or other forms of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other forms of public broadcast communication. Written notice, in a comprehensible form, is effective at the earliest of the following:

- a. When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence
- b. Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage pre-paid and correctly addressed, or
- c. On the date shown on the return receipt, if sent by registered or certified mail, return requested, and receipt is signed by or on behalf of the addressee.

ARTICLE SIX

CONTRIBUTORS AND BOARD OF ADVISORS

6.1. **Contributors.** All persons and organizations that shall make any donations or contributions of money or property to the association shall receive from the Executive Officers a certificate or receipt or other evidence of appreciation in such form as the officers shall prescribe. Such persons and organizations shall not, as donors or contributors to the association, be entitled to vote or otherwise to participate in the affairs of the association. The Executive Officers may establish various classes of such donors or contributors, each such class designated according to the size of gift or contributions. The Executive Officers shall also be authorized to recognize persons and organizations that make gifts or contributions to or for the benefit of the association in such manner as the Executive Officers shall determine.

6.2. **Appointment of Board of Advisors.** The Executive Officers may appoint such persons, as it reasonably deems necessary or desirable to act as the Board of Advisors of the Association. To the extent possible, the Board of Advisors should consist of individuals whose integrity, capability, experience, knowledge of the purpose and functions served by the organization, and community standing will help the executive officers carry out their functions. The number of persons appointed to constitute the Board of Advisors shall be no fewer than five (5) and no more than eleven (11). Members may suggest, submit names of or nominate prospective candidates for consideration. The nomination, which shall be in writing, must be accompanied by written supporting documentation. The final selection shall be made on the basis of an affirmative vote of a simple majority of the Executive Officers.

6.3. **Purpose.** It shall be the function and purpose of the Board of Advisors to advise the Executive Officers on matters relating to the business and affairs of the association, and to suggest or be available for consultation with regard to projects or activities which the Association may undertake, consistent with its exempt purposes, in furtherance of its goals and

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objectives.

6.4. **Term of Office.** The term of office for a member of the Board of Advisors is two years, renewable for as long as the member meets the criteria for appointment.

6.5. Removal from the Board of Advisors. A board member may be removed from the board by an affirmative vote of a simple majority of the Executive Officers. Such a vote may be called if the activities and/or behavior of the advisor are unbecoming of an advisor of the association and/or if such activities or behavior in any way tarnish the image and name of the association.

ARTICLE SEVEN

OFFICERS

7.1. **Qualification.** Only members who have been active members for at least one year shall be nominated or run for office in this association. The membership may from time to time create and establish the duties of such other officers or assistant officers, as it deems necessary for the efficient management of the association.

7.2 **Executive Officers.** The Executive Officers of the association shall consist of:

- a. The President,
- b. One or more Vice Presidents,
- c. A Secretary,
- d. A Financial Secretary and
- e. The Treasurer.

Chairpersons of Standing Committees shall attend meetings of the Executive Officers as Ex Officio members.

7.3. **Election and Term of Office.** The initial officers of the association, including the President, the Vice President, the Secretary, the Financial Secretary and the Treasurer, shall be elected at the initial meeting of the association, and shall serve until the first annual meeting of the membership or until their successors have been elected and have qualified in accordance with these bylaws. Thereafter, the executive officers, including the President, the Vice President, the Secretary, the Financial Secretary and the Treasurer, shall be elected every two (2) years. Each Executive Officer may serve two consecutive terms, if reelected. After the second term in office, such a person must skip a term before she can run for the same office again.

7.4. **Removal from Office** An elected officer of the association may be removed from office by an affirmative vote of a simple majority of the entire membership. Such a vote may be called if the activities and/or behavior of the officer are unbecoming of an officer of the association and/or if such activities or behavior in any way tarnish the image and name of the association.

7.5. **Resignations.** Any elected or appointed officer or agent of the organization may resign such a position after giving at least four (4) weeks' written notice of his/her intention. The resignation shall take effect from the time the letter indicating such intent is received by the association, unless some time is specified in the letter of resignation, and then from that date.

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The acceptance of a resignation shall not be required to make it effective.

7.6. **Vacancies.** The executive officers may appoint an interim officer/agent to fill a vacancy, arising at any time and from any cause, for the remaining term until an election can be held, where pertinent.

7.7. **President:** Shall be the Chief Executive Officer of the Association and as such shall exercise general supervision of all of operations and personnel of the Association. The president shall preside at all meetings of the Executive Officers and shall serve as president, with right to vote, of any executive committee of the Executive Officers and as a voting member, ex officio, of any and all other committees of the executive officers. The President, or the Vice President, in her absence, shall preside at all meetings of the membership. The President, the Financial Secretary and the Treasurer shall be charged with custody of and be responsible for all funds and securities of the Association. The President, together with either the Financial Secretary or the Treasurer, shall be authorized to sign checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, grant requests, and statements and reports required to be filed with the State or Federal Officials or agencies; and the President shall be authorized to enter into any contract or agreement, along with the Secretary and the Financial Secretary, and to execute in the Association's name, any instrument or other writing. The President shall see that all orders and resolutions of the Executive Officers are carried into effect. The President shall present, at each Annual Meeting, a full and comprehensive statement of the business and affairs of the Association for the preceding year. The President shall perform such duties and have such other authority and powers as the Executive Officers may from time to time prescribe. The Term of this office shall be two years. The President may hold office consecutively for two terms, after which she must skip one.

7.8. **Vice President:** The Vice President(s), in the order of seniority, unless otherwise determined by the Executive Officers, shall assist the President in carrying out the President's constitutional duties as may be directed by the President from time to time, and, in the absence or disability of the President, assume the powers, duties, and responsibilities of the President. The term of this office shall be two years. The Vice President may hold office consecutively for two terms, after which she must skip one term after every two terms served.

7.9. **Secretary:** The Secretary shall attend all meetings of the Executive Officers and the meetings of the membership and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book or electronic file to be kept for that purpose. The Secretary shall see that all notices are given in accordance with these Bylaws or as provided by law; keep the seal of the Association and affix same to the Association documents; keep a list of all members, their mailing addresses, and other related information; in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Executive Officers. The Term of this office shall be two years. The Secretary may hold office consecutively for two terms, after which she must skip one.

7.10. **Financial Secretary.** Financial Secretary, together with the Treasurer, manages the finances of the association. Specifically, the Financial Secretary shall be responsible for collecting any registration fees, dues, or other fees and assessments and shall issue receipts for funds received. The Financial Secretary shall keep the association's accounts books on all funds received and shall hand over all funds received to the Treasurer for deposit into the association's bank account. The Financial Secretary shall prepare and submit annual financial

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statements to the membership at its annual meeting. The Financial Secretary shall be designated as one of the signatories on the association's checks, notes and securities. The other two signatories shall be the President and the Treasurer. The term of this office shall be two years. The Financial Secretary may hold this office for two consecutive terms after which she must skip one term.

7.11. **The Treasurer.** The Treasurer shall be responsible for depositing all funds, or other valuables, received from the Financial Secretary into the association's bank account within 48 hours of receipt. She shall also be responsible for all disbursements made on behalf of the associations. The Treasurer shall prepare and submit an annual report to the membership at the association's annual meetings. The Treasurer shall be designated as one of the signatories on the association's checks, notes and securities. The other signatories shall be the President and the Financial Secretary. The Treasurer shall perform such other duties and have such other authority and powers as the Executive Officers may from time to time prescribe or as the President may from time to time delegate. The term of this office shall be two years. The Treasurer may hold this office for two consecutive terms after which she must skip one term.

7.12. **Auditor.** The Executive Officers may from time to time engage the services of an auditor or a team of auditors to perform such tasks as approved by the Executive Officers. A summary report shall be generated and presented at the annual meeting.

7.13. **Legal Advisor.** The Executive Officers may from time to time engage the services of a legal advisor to perform such services as approved by the Executive Officers.

ARTICLE EIGHT

SPECIAL AND STANDING COMMITTEES

The general meeting shall recommend the creation of committee, as the need arises, to conduct the affairs of the association. All committees shall function in accordance with the rules and procedures established by the Executive Officers. The members of that committee shall elect a Committee Chairperson.

8.1. **Program Committee** the functions of the committee include, but are not limited to the following:

- Research and coordinate the Association's projects within and outside of the United States of America
- Encourage Membership drives
- Promote cultural, educational, health and social welfare outreach in the best interest of the Association within and outside of the USA
- Perform other duties as assigned by the Executive Officers.

The Chairperson of the Program Committee shall manage the affairs of the Program Committee, and represent the interest of the majority of the committee membership at the Executive officers' meetings. The term of this office shall be one year, or by such a term as may be prescribed by the members of the committee. The Committee Chair may hold office for two

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consecutive terms, after which she must skip one term.

8.2. Publicity and Public Relations Committee: The functions of this committee include, but are not limited to, the following:

- Oversee all public relations duties of the Association within and outside the United States of America
- Research and improve ways and manners of advertising and generating publicity for the Association within and outside the USA
- Design, compose, coordinate and distribute the Association's newsletter twice a year
- Perform other duties as assigned by the Executive Officers.

The chairperson of this committee shall manage the affairs of the Publicity and Public Relations Committee, and represent the interest of the majority of the committee membership at the Executive officers' meetings. The term of this office shall be one year, or by such terms as may be prescribed by the members of the committee. The Committee Chair may hold office consecutively for two terms, after which she must skip one term.

8.3. Youth Committee. The functions of the committee include, but are not limited to the following:

- Organize and coordinate various youth events and activities year round within and outside of the United States of America
- Manage the youth summer programs
- Coordinate the Association's interest in alliance with other Nigerian Youth Organizations and Programs
- Perform other duties as assigned by the Executive Officers.

The chairperson of this committee shall manage the affairs of the Youth Committee, and represent the interest of the majority of the committee membership at the Executive officers' meetings. The Term of this office shall be one year, or by such terms as may be prescribed by the members of the committee. The Committee Chair may hold office consecutively for four terms, after which such chairperson must skip one term.

8.4. Fund Raising Committee the functions of the committee include, but are not limited to the following:

- Brainstorm, research and implement ways of effectively raising funds for the Association from throughout the year
- Coordinate all of the Association's fund raising activities
- Manage fund raising events within and outside of the United States of America

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- Perform other duties as assigned by the Executive Officers.

The chairperson of the Fund Raising Committee shall manage the affairs of the Fund Raising Committee, and represent the interest of the majority of the committee membership at the Executive officers' meetings. The term of this office shall be one year, or by such terms as may be prescribed by members of the committee. The Committee Chair may hold office consecutively for two terms, after which she must skip one term.

8.5. Human Relations Committee the functions of this committee include, but are not limited to the following:

- Manage and organize projects towards members' empowerment
- Monitors and coordinates information concerning members' well-being
- Update the general meeting on welfare of members as stipulated by the Association within the terms and conditions relevant to the Association.
- In the occurrence of birth or death in a member's immediate family, as defined in Article 16, section 4, the Human Relations Committee shall organize and lead a delegation of representatives from the Association to visit the member's family as appropriate
- Perform other duties as assigned by the Executive Officers.

The chairperson of the Human Relations Committee shall manage the affairs of the Welfare Committee, and represent the interest of the majority of the committee membership at the Executive officers' meetings. The term of this office shall be one year, or by such terms as may be prescribed by members of the committee. The Committee Chair may hold office consecutively for two terms, after which such chairperson must skip one term.

8.6. Electoral Committee the functions of the Electoral Committee shall include the following:

- Nominate candidates for offices of the Association that are vacant or will be filled in the November annual meeting
- Verify the eligibility of nominees
- Ascertain their willingness to run for the office before the annual meeting
- Solicit additional nominations at the election
- Conduct the election of officers.

- The electoral committee to be comprised of five active members including officers who are not planning to seek reelection or to run for any office in that election year, may be elected to this committee. The electoral committee shall be elected in August of any year in which general elections of officers shall be held in November annual meeting. The chair at the completion of the election for which it was created shall dissolve the electoral committee.

8.7. Planning Committee shall be commissioned from time to time as required for the

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purpose of administering specific project of the Association. Formation of the Planning committee shall include all executive officers, a minimum of two members from existing committees and sub-committees, and approved volunteers from the Association. The chairperson of the committee assigned to oversee the specific project shall manage all affairs at that particular session until the project is fully executed and the committee is formally dissolved.

8.8. Health Sub-Committee. The functions of the committee include, but are not limited to, the following:

- Organize and oversee the Association's health outreach programs within and outside of the United States of America
- Develop means of promoting the outreach programs among members of the Association and their friends and families
- Design informative materials to promote women and pediatrics health preventives and awareness programs and social welfare within and outside the USA
- Perform other duties as assigned by the Executive Officers.

The chairperson of this committee shall manage the affairs of the Health Sub-Committee, and represent the interest of the majority of the committee membership at the Executive officers' meetings. The term of this office shall be one year, or by such terms as may be prescribed by members of the sub-committee. The Committee Chair may hold office consecutively for two terms, after which such chairperson must skip one term.

8.9. Education Sub-Committee the functions of the committee include, but are not limited to, the following:

- Organize and manage the Association's education outreach programs within and outside of the USA
- Develop means of promoting education outreach programs among members of the Association and their friends and family
- Develop informative materials to promote Nigerian culture, general education, and tourism within or outside of the USA
- Perform other duties as assigned by the Executive Officers.

The chairperson shall manage the affairs of the Education Sub-Committee, and represent the interest of the majority of the committee membership at the Executive Officers' meetings. The term of this office shall be one year, or by such terms as may be prescribed by members of the sub-committee. The Sub-Committee Chair may hold office consecutively for two terms, after which such chairperson must skip one term.

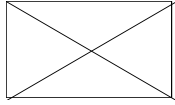
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ARTICLE NINE

SEAL

The Seal of the Association shall be in the form affixed immediately below.



- i) The Association shall hold the exclusive right to the name above-mentioned and shall own the trademark or service mark to that name, or any logos thereof.
- ii) No Member, Officer, or a group thereof shall have the right to appropriate the name of the Association in whole or in part for personal use. All use of the name must be in furtherance of the purposes or objectives of the Association and consistent with these Bylaws.
- iii) Change in the name of this Association shall require two-third (2/3) majority of the members voting at every stage of all required proceedings connected with the process.
- iv) The Association shall own and maintain a Web site or other Internet platforms for its operational needs, as well as its communication and networking requirements.

The Web site, Logo, Trademark, and Name of the Association shall be treated as part of the valuable intellectual property of the Association, and these valuable resources shall be used only in the interest of the Association and for its purposes, and in accordance with these Bylaws. The Executive Officers shall be accountable for the use of these resources in no less strict manner than in use of the funds of the Association. Without derogation to any of the foregoing provisions, the President shall be the principal custodian of the Association's Website, Logo, and Trademark and shall from time to time issue instructions and directives as to the use of these resources.

ARTICLE TEN

AMENDMENTS

These Bylaws may be amended or repealed by an affirmative vote of a simple majority of those present at a meeting of the Executive Officers called for the purpose of acting upon such amendment. Thereafter, the amended or repealed Bylaw shall be presented to the general members for adoption. If an amendment is rejected, such amendment may be presented again for consideration at the Annual Meeting.

ARTICLE ELEVEN

DISTRIBUTION OF EARNINGS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, advisors, officers, or other private persons, except that the Association may be authorized and empowered to pay reasonable compensation for traveling expenses to delegates of the Association as pre-approved by the membership. Specifically, when the

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Association delegates officers or members to conduct the business of the Association outside Georgia, the Association shall reimburse:

- 30 cent (Thirty Cents) per mile for use of personal vehicle,
- \$25.00 (Twenty Five Dollars) per day for meals, and
- A maximum of \$75.00 (seventy-five Dollars) per night for accommodation, for requests accompanied by original hotel receipt.
- Car rental and other forms of ground transportation such as taxi expenses shall be reimbursed as per receipt tendered
- In the event that air travel is required, the Association will be liable to refund expense for economy class ticket only.

All other expenses must be pre-approved by the Executive Officers and proper documentation shall be tendered at all times to make payments and distributions in furtherance of Section 501[c](3) purposes.

Notwithstanding any other provisions of these articles, the Association shall not carry on any activities, which are not lawful for

- i) An Association exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code (or corresponding future section of any future Federal tax code), or
- ii) An Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code (or corresponding future section of any future Federal Tax Code).

ARTICLE TWELVE

SERVICE LIMITATIONS

12.1. Choice or Selection of Projects. Members may recommend other non-profit organizations to which the Association may make contributions in cash, kind, or time. Such recommendations must be in writing and provide the following information to facilitate informed evaluation and decision by the Executive Officers:

- i) Identification of the benefiting Non-Profit Organization
- ii) Nature and length of Service proposed OR
- iii) Suggested Amounts for Monetary Contribution
- iv) Immediate Beneficiaries of the gift/contribution

The Executive Officers will present their selections to the general meeting for ratification. An affirmative vote of a simple majority of the General Meeting, in which a quorum was present, shall approve the motion to proceed with the project

12.2. Unauthorized Commitments. No member of the Association shall agree to or confirm commitment(s) on behalf of the Association without the prior knowledge and approval of

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the majority of the Executive Officers, or Members of the Association.

ARTICLE THIRTEEN

RECORDS

13.1 Right to Examine Records: Any member shall have the right to examine the Association's records for purposes reasonably related to her position as a Registered Member.

ARTICLE FOURTEEN

ANNUAL REPORT

14.1. Annual Report: The President shall present, at each Annual Meeting, a full and comprehensive report of the business and affairs of the Association for the preceding year. Such report shall be prepared and presented in whatever manner the Executive Officers shall deem advisable. The report need not to be verified by a Certified Public Accountant, but may be audited by designated auditor or team of auditors.

ARTICLE FIFTEEN

DISSOLUTION

15.1. Beneficiaries from Dissolution. Upon dissolution of this Association, assets shall be distributed to one or more exempt purposes in line with the meaning of Section 501[c](3) of the Internal Revenue Code (or corresponding future section of any future Federal Tax Code), or shall be distributed to other Nigerian charitable organizations in Georgia or Nigeria as determined by the membership.

ARTICLE SIXTEEN

MISCELLANEOUS PROVISIONS

16.1. Accounts Signatories: There shall be four signatories to the Association's Accounts: The President, the Vice President, The Financial Secretary and the Treasurer. The President's (or Vice President's, if the President is unable to perform this duty) and either the Financial Secretary's or the Treasurer's signatures shall be sufficient for approval of checks and other related notes. The President (or the Vice President), the Financial Secretary and the Treasurer, shall be the sole signatories of all the Association's securities.

16.2. Requisition for Funds: There shall be an approved requisition process for all requests for funds and refunds in the amount above five hundred dollars.

-Members must obtain the approval of the relevant committee chair to run any expenses for which they intend to be refunded. The request must be made on the appropriate form developed for that purpose.

-A committee must obtain a pre-approval from the Executive Officers before it can run any expenses that exceed \$500.

-Any disbursement in the amount of \$2500 or more requires the approval of

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the Executive Officers.

16.3. Contracts and Bidding. Certain minimum number of bids shall be required before a contract can be awarded. The number of bids depends on the size of the contract as indicated below. All bids shall be submitted, **sealed**, to the Executive Officers. They shall remain sealed until a specified time when all bids are opened at a meeting of the Executive Officers and the best bid is selected. The best bid may not necessarily be the lowest bid.

\$1-200 - A minimum of one bid

\$201- 2,999 - A minimum of two bids

\$3000 or more - A minimum of three bids

All payments, refunds, and other such transactions made by the Association shall be supported with receipts and other appropriate documents as specified by the Treasurer for accountability purposes.

16.4. Birthday of Members. The Association shall recognize and celebrate the birthdays of members born in any given month, at its monthly meetings. To this end the Chair of the Human Relations Committee shall be authorized to spend a maximum of \$50 every month on a birthday cake, a birthday card and other refreshments.

16.5 Provisions for Birth and Death of a Family Member. The Association, through the Human Relations Committee, shall provide, a gift of not more than \$30.00 (Thirty Dollars) in kind for a member's childbirth, and not more than \$100.00 (One Hundred Dollars) in cash towards the funeral arrangement of an immediate family member. Immediate family members include, father, mother, siblings of the same mother and father, and children.

ARTICLE SEVENTEEN

ORDER OF BUSINESS

Order of Business of the Association shall be as follows:

- 1) Opening Prayer
- 2) Call to Order
- 3) Adopt Minutes of previous meeting
- 4) Financial Report
- 5) Report of Committees and Sub-Committees
- 6) Matters Arising
- 8) Closing Prayer
- 9) Adjournment

These Bylaws shall be effective this 26Th Day of May, Year 2001.

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Amendment 1 – Effective April 2002

Article 3.1. Membership. The first sentence of the article shall be amended as indicated below:

Old version:

Membership shall be open to every Nigerian Female by birth or marriage, who is age 21years or over, or by such rules that the Executive Officers may prescribe regulations as.

New version:

Membership shall be open to every Nigerian Female by birth or marriage, who is age 21years or over, **who meets the other criteria for membership as shall be approved by the Executive Committee and ratified by the house by a simple majority vote** or by such rules that the Executive Officers may prescribe.

Amendment 2 - Committee Re-Structuring

Following the deliberations and self-study at the April 2002 Retreat at Helen, GA, it was suggested to eliminate the Program Committee as initially constituted. The rationale was that functions of the Committee tended to be carried out through its sub-committees, rendering in redundant. Thus, the Education and Health sub-committees shall henceforth, be elevated to full-fledged standing committees while the Program Committee ceases to exist.

The Committee changes are as follows:

Article 8.1.

Old Version:

8.1. **Program Committee** the functions of the committee include, but are not limited to the following:

- Research and coordinate the Association's projects within and outside of the United States of America
- Encourage Membership drives
- Promote cultural, educational, health and social welfare outreach in the best interest of the Association within and outside of the USA
- Perform other duties as assigned by the Executive Officers.

The Chairperson of the Program Committee shall manage the affairs of the Program Committee, and represent the interest of the majority of the committee membership at the Executive officers' meetings. The term of this office shall be one year, or by such a term as may be prescribed by the members of the committee. The Committee Chair may hold office for two consecutive terms, after which she must skip one term.

New Version:

8.8. Health Committee. The functions of the committee include, but are not limited to, the following:

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- Organize and oversee the Association's health outreach programs within and outside of the United States of America
- Develop means of promoting the outreach programs among members of the Association and their friends and families
- Design informative materials to promote women and pediatrics health preventives and awareness programs and social welfare within and outside the USA
- Perform other duties as assigned by the Executive Officers.

The chairperson of this committee shall manage the affairs of the Health Committee, and represent the interest of the majority of the committee membership at the Executive officers' meetings. The term of this office shall be one year, or by such terms as may be prescribed by members of the Executive Committee. The Committee Chair may hold office consecutively for two terms, after which such chairperson must skip one term.

8.9. Education Committee the functions of the committee include, but are not limited to, the following:

- Organize and manage the Association's education outreach programs within and outside of the USA
- Develop means of promoting education outreach programs among members of the Association and their friends and family
- Develop informative materials to promote Nigerian culture, general education, and tourism within and/or outside of the USA
- Perform other duties as assigned by the Executive Officers.

The chairperson shall manage the affairs of the Education Committee, and represent the interest of the majority of the committee membership at the Executive Officers' meetings. The term of this office shall be one year, or by such terms as may be prescribed by members of the Executive Committee. The Committee Chair may hold office consecutively for two terms, after which such chairperson must skip one term.

Amendment 3 – Effective March 30, 2003.

Old Version

3.9. Standards of Conduct. Members shall abide by such ethical standards and standards of conduct as may from time to time be adopted for the association. Any member in violation of any such ethical standards or standards of conduct shall be subject to such sanctions as the executive officers may determine, in its discretion, including termination or suspension of membership.

New Version:

3.9.1 Standards of Conduct. Members shall abide by such ethical standards and standards of conduct as may from time to time be adopted for the association. Any member in

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violation of any such ethical standards or standards of conduct shall be subject to such sanctions as the executive officers may determine, in its discretion, including termination or suspension of membership.

3.9.2 Resolution of Disagreement/Misunderstanding Among Members. When a member experiences a serious misunderstanding/ disagreement with another member, she should call the individual and attempt to resolve the matter between them. If they fail to resolve the disagreement, the matter should be referred to the Vice President. If the Vice President cannot resolve the issue, it shall be referred to the Executive Committee. Under no circumstances shall a member be allowed to bring and present grievances and personal complaints against another member(s) at a general meeting.

Old Version

ARTICLE FOUR

MEETINGS OF MEMBERS

4.1 Monthly Meetings: The monthly General Meeting of the membership shall be held on the last Saturday of each month, from 3:00 P.M. to 5:30 P.M. The Executive Officers shall determine the place of the meeting and may change the date to avoid legal holidays and other duties and activities of the Association that may conflict with such dates, which shall be determined by the simple majority of the Executive Officers. The meeting will be for the purpose of transacting such business as may come before the membership, with an Agenda, which shall be prepared by the General Secretary or other officer as designated by the President.

4.2 Annual General Meeting: The Annual Meeting of the membership shall be held on the last Saturday of November each year. The Executive Officers shall determine the place of the meeting. Only the meeting of the entire membership may change the date of an annual meeting to avoid legal holiday weekend and or other duties and activities of the Association that may conflict with the last Saturday in November. The meeting will be for the purpose of transacting such business as may come before the meeting. If such business is not transacted on the day prescribed herein for any annual meeting, or at a substitute annual meeting, or at any adjournment thereof, the Executive Officers in its discretion may cause such business to be transacted at a special meeting of the members as soon thereafter as may be possible. Included in the businesses that shall be transacted at the Annual General Meetings, but not limited to these are:

- Annual Election of Committee Chairs
- Annual Financial Report to be presented by the Treasurer
- Election of the President, Vice President, General Secretary, Treasurer, every two years
- Presentation of the proposed projects and budgets for the following fiscal year by the President or her designee

New Version:

ARTICLE FOUR

MEETINGS OF MEMBERS

4.0 NWAG Year: The NWAG year shall run from July through June.

4.1 Monthly Meetings: The monthly General Meeting of the membership shall be

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held on the last Saturday of each month, from 3:00 P.M. to 5:30 P.M. The Executive Officers shall determine the place of the meeting and may change the date to avoid legal holidays and other duties and activities of the Association that may conflict with such dates, which shall be determined by the simple majority of the Executive Officers. The meeting will be for the purpose of transacting such business as may come before the membership, with an Agenda, which shall be prepared by the General Secretary or other officer as designated by the President.

4.2.1 Annual General Meeting: The Annual Meeting of the membership shall be held on the last Saturday of June each year. The Executive Officers shall determine the place of the meeting. Only the meeting of the entire membership may change the date of an annual meeting to avoid legal holiday weekend and or other duties and activities of the Association that may conflict with the last Saturday in June. The meeting will be for the purpose of transacting such business as may come before the meeting. If such business is not transacted on the day prescribed herein for any annual meeting, or at a substitute annual meeting, or at any adjournment thereof, the Executive Officers in its discretion may cause such business to be transacted at a special meeting of the members as soon thereafter as may be possible. Included in the businesses that shall be transacted at the Annual General Meetings, but not limited to these are:

- Annual Financial Report to be presented by the Treasurer
- Presentation of the proposed projects and budgets for the following fiscal year by the President or her designee

4.2.2 Election General Meeting: A general meeting of the membership shall be held on the last Saturday in August to elect officers of the association as listed below:

- Annual Election of Committee Chairs
- Election of the President, Vice President, General Secretary, Treasurer, every two years

Other businesses of the association may also be transacted at such a meeting.

Old Version

7.2 Executive Officers. The Executive Officers of the association shall consist of:

- a. The President,
- b. One or more Vice Presidents,
- c. A Secretary,
- d. A Financial Secretary and
- e. The Treasurer.

New Version

7.2 Executive Officers. The Executive Officers of the association shall consist of:

- a. The President,
- b. One or more Vice Presidents,
- c. A Secretary **and an Assistant Secretary**
- d. A Financial Secretary and
- e. The Treasurer.

Old Version

7.4. Removal from Office An elected officer of the association may be removed from office by an affirmative vote of a simple majority of the entire membership. Such a vote may be called if the activities and/or behavior of the officer are unbecoming of an officer of the association

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and/or if such activities or behavior in any way tarnish the image and name of the association.

New Version

7.4.1 Removal from Office An elected officer of the association may be removed from office by an affirmative vote of a simple majority of the entire membership. Such a vote may be called if the activities and/or behavior of the officer are unbecoming of an officer of the association and/or if such activities or behavior in any way tarnish the image and name of the association.

7.4.2. Removal of a Member of the Executive Committee from office. If a member of the Executive Committee is absent from three consecutive executive committee meetings, the Vice President shall call her and invite her to attend the next meeting. If the member does not attend or does not attend and does not provide an explanation for her absence, the secretary shall be instructed to write to the member requiring her to explain her absence in writing. If the member fails to respond or if the explanation is not acceptable to the Executive Committee, the Executive Committee shall bring a motion to remove the officer from her office to the general meeting.

ARTICLE EIGHT

SPECIAL AND STANDING COMMITTEES

Old Version

The general meeting shall recommend the creation of committee, as the need arises, to conduct the affairs of the association. All committees shall function in accordance with the rules and procedures established by the Executive Officers. The members of that committee shall elect a Committee Chairperson.

New Version

The general meeting shall recommend the creation of committee, as the need arises, to conduct the affairs of the association. All committees shall function in accordance with the rules and procedures established by the Executive Officers. The members of that committee shall elect a Committee Chairperson and Assistant Committee Chairperson.

New Addition:

ARTICLE TWELVE

12.3. Limit to Mandate. When it becomes obvious that an approved project shall over-run its approved budget, the person/persons in charge of the project must go back to the Executive Committee for re-evaluation and re-authorization. Such a re-evaluation to authorize or reject additional spending on the project may be conducted via a conference call or e-mail.

12.4. Internal Audit. After every NWAG event/project, the Executive Committee shall appoint three members to conduct an internal audit of the event/project.

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Amendment 4 - April 18, 2004

ARTICLE EIGHT

SPECIAL AND STANDING COMMITTEES

Old Version

8.3. Youth Committee. The functions of the committee include, but are not limited to the following:

- Organize and coordinate various youth events and activities year round within and outside of the United States of America
- Manage the youth summer programs
- Coordinate the Association's interest in alliance with other Nigerian Youth Organizations and Programs
- Perform other duties as assigned by the Executive Officers.

The chairperson of this committee shall manage the affairs of the Youth Committee, and represent the interest of the majority of the committee membership at the Executive officers' meetings. The Term of this office shall be one year, or by such terms as may be prescribed by the members of the committee. The Committee Chair may hold office consecutively for two terms, after which such chairperson must skip one term.

8.9. Education Committee the functions of the committee include, but are not limited to, the following:

- Organize and manage the Association's education outreach programs within and outside of the USA
- Develop means of promoting education outreach programs among members of the Association and their friends and family
- Develop informative materials to promote Nigerian culture, general education, and tourism within and/or outside of the USA
- Perform other duties as assigned by the Executive Officers.

The chairperson shall manage the affairs of the Education Committee, and represent the interest of the majority of the committee membership at the Executive Officers' meetings. The term of this office shall be one year, or by such terms as may be prescribed by members of the Executive Committee. The Committee Chair may hold office consecutively for two terms, after which such chairperson must skip one term.

New Version:

8.3. Youth/Education Committee: The functions of the committee include, but are not limited to the following:

- Organize and coordinate various youth events and activities year round within and outside of the United States of America

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- Manage the youth summer programs
- Coordinate the Association's interest in other Nigerian Youth Organizations and Programs
- Organize and manage the Association's education outreach programs within and outside of the USA
- Develop informative materials to promote Nigerian culture, general education, and tourism within and/or outside of the USA
- Perform other duties as assigned by the Executive Officers.

The chairperson shall manage the affairs of the Youth/Education Committee, and represent the interest of the majority of the committee membership at the Executive Officers' meetings. The term of this office shall be one year, or by such terms as may be prescribed by members of the Executive Committee. The Committee Chair may hold office consecutively for two terms, after which such chairperson must skip one term.

Amendment 5 - Effective April 30, 2005

Old Version:

3.1 Membership: Membership shall be open to every Nigerian Female by Birth or Marriage, who is age 21 years or over, or by such rules that the Executive Officers may prescribe regulations as. All such resolutions or rules and regulations relating to membership adopted by the association shall be affixed to the Bylaws of the Association and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the membership, may prescribe, with respect to all members, the amount and manner of imposing and collecting any registration fees, dues, or other fees, assessments, fines, and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and except as may hereinafter otherwise be provided, the rights and privileges of membership.

In order to maintain an active member status, a registered member of the Association shall be required to attend, at least, four general meetings and four committee meetings in any given fiscal year, be in good standing with regard to her registration fees, dues, or other fees, assessments, fines, and penalties at the end of each fiscal year; and must participate in, at least two of the four major activities of the Association, namely: the Conference, Dinner Dance, Retreat and the Bazaar.

New Version:

3.1 Membership: Membership shall be open to every Nigerian Female by Birth or Marriage, who is age 21 years or over, or by such rules that the Executive Officers may prescribe regulations as. All such resolutions or rules and regulations relating to membership adopted by the association shall be affixed to the Bylaws of the Association and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the membership, may prescribe, with respect to all members, the amount and manner of imposing and collecting any registration fees, dues, or other fees, assessments, fines, and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and

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except as may hereinafter otherwise be provided, the rights and privileges of membership.

In order to maintain an active member status, a registered member of the Association shall be required to attend, at least, four general meetings and four committee meetings in any given fiscal year, be in good standing with regard to her registration fees, dues, or other fees, assessments, fines, and penalties at the end of each fiscal year; and must participate in at least two of the major activities of the Association, which include the Conference, Awards Banquet, Retreat and any other event organized by the Association.

3.1.2 Member-at-large: Membership shall also be open to women outside the Atlanta area in a member-at-large status.

Old Version:

3.6. Resignation. Any member may resign her membership by filing a written notice of resignation with the secretary of the association or with such other person as the Executive Officers shall designate from time to time.

New Version:

3.6.1 Resignation. Any member may resign her membership by filing a written notice of resignation with the secretary of the association or with such other person as the Executive Officers shall designate from time to time. Upon receipt of the written notice, the Vice President will follow up with a phone call before accepting a member's resignation.

3.6.2 Leave of Absence. Any member may, in lieu of resignation, request a one year leave of absence by filing a written notice with the secretary of the association or with such other person as the Executive Officers shall designate from time to time. Each notice will be reviewed and evaluated by the Executive Committee to determine whether to waive the re-registration fee and/or the observation period when the member returns at the end of the leave.

Old Version:

16.5 Provisions for Birth and Death of a Family Member. The Association, through the Human Relations Committee, shall provide, a gift of not more than \$30.00 (Thirty Dollars) in kind for a member's childbirth, and not more than \$100.00 (One Hundred Dollars) in cash towards the funeral arrangement of an immediate family member. Immediate family members include, father, mother, siblings of the same mother and father, and children. The said disbursements shall be made from membership dues or a levy in the amount to raise the sum required.

New Version:

16.5 Provisions for Birth and Death of a Family Member. The Association, through the Human Relations Committee, shall provide, a gift of not more than \$50.00 (Fifty Dollars) in kind for a member's childbirth, and not more than \$100.00 (One Hundred Dollars) in cash towards the funeral arrangement of an immediate family member. Immediate family members include, father, mother, siblings of the same mother and father, and children. The said disbursements shall be made from membership dues or a levy in the amount to raise the sum required.

16.5.1 Sunshine Account. This account will be operated for members in need and will be a supplement the provision of **Section 16.5**. Members will donate the sum of \$25 annually into the Sunshine Fund. The Fund will be maintained by the Financial Secretary and Treasurer.

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If a member in good standing in the prior year loses an immediate family member as defined above, the amount of \$300.00 will be given to the member from the Sunshine Account. In addition, the motion for any death in a member's immediate family to be supported with home visits with a dish for the family and \$500.00 for which members will be levied was decided with votes of 23 out of 24 in favor of the motion.

Old Version:

ARTICLE SIX

CONTRIBUTORS AND BOARD OF ADVISORS

6.2. Appointment of Board of Advisors. The Executive Officers may appoint such persons, as it reasonably deems necessary or desirable to act as the Board of Advisors of the Association. To the extent possible, the Board of Advisors should consist of individuals whose integrity, capability, experience, knowledge of the purpose and functions served by the organization, and community standing will help the executive officers carry out their functions. The number of persons appointed to constitute the Board of Advisors shall be no fewer than five (5) and no more than eleven (11). Members may suggest, submit names of or nominate prospective candidates for consideration. The nomination, which shall be in writing, must be accompanied by written supporting documentation. The final selection shall be made on the basis of an affirmative vote of a simple majority of the Executive Officers.

6.3. Purpose. It shall be the function and purpose of the Board of Advisors to advise the Executive Officers on matters relating to the business and affairs of the association, and to suggest or be available for consultation with regard to projects or activities which the Association may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

6.4. Term of Office. The term of office for a member of the Board of Advisors is two years, renewable for as long as the member meets the criteria for appointment.

6.5. Removal from the Board of Advisors. A board member may be removed from the board by an affirmative vote of a simple majority of the Executive Officers. Such a vote may be called if the activities and/or behavior of the advisor are unbecoming of an advisor of the association and/or if such activities or behavior in any way tarnish the image and name of the association.

New Version:

ARTICLE SIX

CONTRIBUTORS AND BOARD OF DIRECTORS

6.2. Appointment of Board of Directors. The Executive Officers may appoint such persons, as it reasonably deems necessary or desirable to act as the Board of Directors of the Association. To the extent possible, the Board of Directors should consist of individuals whose integrity, capability, experience, knowledge of the purpose and functions served by the organization, and community standing will help the executive officers carry out their functions. The number of persons appointed to constitute the Board of Directors shall be no fewer than five (5) and no more than eleven (11). The Board of Directors will be made up of the six executive members of the organization and between 3 - 5 non members. Members may suggest, submit names of or nominate prospective candidates for consideration. The

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nomination, which shall be in writing, must be accompanied by written supporting documentation. The final selection shall be made on the basis of an affirmative vote of a simple majority of the Executive Officers.

6.3. Purpose. It shall be the function and purpose of the Board of Directors to advise the Executive Officers on matters relating to the business and affairs of the association, and to suggest or be available for consultation with regard to projects or activities which the Association may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

6.4. Term of Office. The term of office for a member of the Board of Directors is two years, renewable for as long as the member meets the criteria for appointment.

6.5. Removal from the Board of Directors. A board member may be removed from the board by an affirmative vote of a simple majority of the Executive Officers. Such a vote may be called if the activities and/or behavior of the advisor are unbecoming of an advisor of the association and/or if such activities or behavior in any way tarnish the image and name of the association.

Amendment 6 - Effective 2006

New Addition:

7.1 Only active members in good standing may vote during elections. Furthermore, to be eligible to run for a Committee Chairperson position, a prospective candidate would have been an active NWAG member for one year. To run for an Executive officer position, a member would have completed **2 years of active membership**.

Article 8 (**Addendum**) NWAG Executive Officers, except the President, must belong to a Committee and are eligible to vote during committee elections.

16.2 Any member of Executive, including the President, will be allowed to disburse up to \$1,000 on an already approved or budgeted item/event/activity without further approval by the house. The officer, including the President, will need to notify the house if the amount needed exceeds \$1000.

16.3 Requisition of funds. Request for the disbursement of any NWAG funds must be made on the appropriate form developed for that purpose – Expense Form, and approved by the President, (or the Vice President, or the Secretary, in that order, in the absence or ineligibility of one or the other of the afore-named officers). Furthermore, the “requester” shall be different from the “approver” of such disbursement of funds. The Treasurer may only disburse NWAG funds after a duly completed Expense Form had been submitted to her. Otherwise, she will be held personally responsible for the amount so disbursed.

7:14 The position of Parliamentarian shall henceforth be an Executive Officer position.

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Amendment 7 - Effective 2007

New Addition:

Addendum

3.7. **Leave of Absence:** A member will need a formal letter of reentry once they take a formal leave of absence from the organization. If a member has been absent for a period of one year, they will receive a phone call from the Human Relations Chair and then a letter. If they fail to respond, they will be considered inactive and, thus, lose her membership.

3.1 CLARIFYING THE MEMBERSHIP CRITERIA FOR NEW MEMBERS

Prospective members are required to attend a minimum of six meetings in a calendar year leading to their induction into the organization. **This was amended to reflect attending 4 meetings and 1 orientation within 12 calendar months leading up to one's induction.**

8.10 Any NWAG member seeking a position as an Executive Officer must have attended the NWAG retreat at least **once in three years.**