

BYLAWS
OF
NIGERIANS IN DIASPORA ORGANIZATION AMERICAS, INDIANA
CHAPTER
NIDO-A INDIANA CHAPTER

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INTRODUCTION

The name of the organization shall be Nigerians in Diaspora Organization – Americas, Indiana Chapter, hereafter called NIDO-A-IN. The organization shall maintain a P.O. Box number and a physical presence at such places as shall be designated by the general membership from time to time through an appropriate resolution. NIDO-A-IN shall operate as a 501(c)(3) non-profit organization of the Internal Revenue Service, IRS, Code. Pursuant to the Laws of the State of Indiana, members of NIDO-A-IN enact the following bylaws to govern its activities

ARTICLE I

MISSION STATEMENT

To promote the social cultural, scientific and educational advancement of Nigerians in collaboration with all friends of Nigeria in Indiana and its surrounding communities.

ARTICLE II

OBJECTIVES

As a non-profit corporation and for one or more of the purposes specified in Section 501 (c)(3) of the Internal Revenue Code, NIDO-A-IN shall fulfill the following objectives:

- A. To enhance the image of Nigeria with a view to promoting business, travel and investment opportunities.
- B. To provide assistance, where possible, to newly-arrived Nigerians into the community, through progressive integration.
- C. To provide a forum for research, discussion and exploration of new businesses, educational and investment opportunities in Indiana, America and Nigeria. As a vehicle for achieving these, NIDO-A-IN will explore avenues for establishing sister city relationships between American and Nigerian towns and cities.
- D. To bring awareness to Nigerians and the public at large concerning the educational, business and investment opportunities in Nigeria and in Indiana.
- E. To build and operate a database of Nigerians in Indiana, reflecting their productive skills and make such database available to the public and private sectors as the need arises.
- F. To provide educational, cultural, scientific and investment advisory services, as permitted by its resources, to benefit its members.
- G. To create a networking forum among Nigerians based on the pressing economic, educational, social and cultural issues of the day as faced by Nigerians.
- H. To encourage the involvement of the educational, business and scientific community in the promotion of the advancement of Nigeria and of Nigerians.
- I. To facilitate the availability of Nigerian consular and full diplomatic services, including passport issuance, renewal and other immigration services to Nigerian citizens living in Indiana and its adjoining states.
- J. To support democracy, good governance and the rule of law in Nigeria.
- K. To raise and receive funds for the support and enhancement of the objectives stated above.

ARTICLE III

POWERS

Section 1:01

The Organization shall pursue its objectives and shall exercise the general powers granted to similar organizations by the laws of the State of Indiana and by the laws of any other jurisdiction applicable to NIDO-A-IN.

In furtherance of its mission, NIDO-A-IN has the powers to do all things necessary or convenient to carry out its affairs including, without limitation, the power:

- (i). To sue and be sued, complain and defend its corporate name.
- (ii) . To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it to conduct the affairs of the organization;
- (iii). To make and amend these bylaws not inconsistent with its Articles of Incorporation or with the laws of the State of Indiana, for regulating and managing the affairs of the organization;
- (iv). To purchase, lease or otherwise acquire, own, use and otherwise deal with, real or personal property or any legal or equitable interest in property, as may be approved by its Membership, its Executive Committee and its Board of Directors;
- (v.). To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;
- (vi). To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (vii). To elect or appoint directors, officers, employees, and agents of the organization, define their duties, and negotiate their compensations;
- (viii). To receive property by gift, devise or bequest; invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine.
- (ix). To, either alone or jointly with any other organization or persons, pursue any line of service and promote such service in the public or private sector including with government entities, organizations or persons;
- (x). To associate with other organizations and persons, as the Board of Directors shall from time to time determine for the sake of advancing the purposes and objectives of the organization.
- (xii). To formulate each year or as often as its Executive Committee or its Board of Directors shall deem necessary, a standing policy on the following issues:
 - (a) Fundraising activities.
 - (b) Selection of projects for funding and/or implementation.
 - (c) Mobilization of the Nigerian communities and the general membership of NIDO-A-IN.
 - (d) Preparation of budget, and other activities necessary for the functioning of NIDO-A-IN

ARTICLE IV

MEMBERSHIP

Section 1:01

Those seeking membership in NIDO-A Indiana Chapter must meet the standards outlined in the NIDO-A bylaws.

Section 1:02. A person can apply to be a member of the Organization if such a person is a Nigerian national or married to a Nigerian national or otherwise qualifies for Nigerian Citizenship under the Constitution of the Federal Republic of Nigeria.

Section 1:03. To be a member in good standing, chapter members must have paid their national and chapter annual dues for the period in question. Chapter members must attend a minimum of four official chapter business meetings each year. Chapter members in good standing shall have all the rights, privileges and obligations as contained in this Bylaws, including voting rights.

Section 2.01 . Partnership:

NIDO-A-IN, through its Board of Directors, shall have the power to establish and maintain strategic partnerships and structured relationships with other organizations and institutions. As part of the terms of such strategic relationship, the Board of Directors may grant to certain entities, agencies or institutions certain privileges, which may include the permission to such entities to attend specific or all meetings and functions of NIDO-A-IN. But:

- (a) Such grant of privilege does not entitle the grantee to the full rights of membership;
- (b) The grantee of such privileges does not hold office in the organization and does not vote in any of the organization's deliberations; and
- (c) The privileges granted do not vest in the grantee some permanent rights or impose upon NIDO-A-IN a permanent obligation, save as mentioned in this Section, toward the grantee.
- (d) The Board shall encourage the development of a memorandum of understanding between NIDO-A-IN and the partner, outlining the terms and conditions of the partnership; material or non-material items to be exchanged, and the duration of the partnership. The needs and terms of renewal of partnership would be determined by the Board of Directors

ARTICLE V

MEETINGS

Section 1:01. Rules and Procedures. Unless otherwise stated in this Bylaws, all NIDO-A-IN meetings shall be conducted according to the Robert's Rules of Order. An electronic copy shall be provided to all new members by the Secretary of NIDO-A-IN.

Section 2:01. Annual General Meetings of NIDO-A. Members shall make every effort to attend the national annual general meeting of NIDO-A each calendar year for purposes of electing national officers and for transactions of such other businesses as may properly be addressed at the Annual Meetings.

Section 3:01 Regular Meetings: General membership of NIDO-A-IN shall meet monthly, in accordance with the other provisions of this Bylaws.

Section 4:01. Special Meetings. Special meetings maybe be requested by the President, the Board of Directors or by a quorum of the membership as defined in this Bylaws.

Section 5:01. Notice of Meetings. Written notice of all meetings, including Special Meetings, shall be provided and as required by law. The notice shall state the purpose, place, date, and hour (time) of the meeting. Such notice shall be sent to all members and directors of record at the address shown on the chapter books, at least 5 business days prior to the meeting. Such notice shall be deemed effective and valid if sent electronically by texts, email and/or by a first class U.S. mail, sent at least five business days prior to the said meeting.

Section 6:01. Place of Meeting. Meeting place shall be announced in the notice.

Section 7: 01. Quorum.

A quorum is established if any one of the two conditions below is fulfilled. A quorum shall be maintained throughout the decision making part of any meeting.

- a). A majority of the combination of Board of Directors and Executive Committee is present at a general meeting.
- b). At least 10 members in good standing, which include either
 - i). the President and the Secretary or the Treasurer
 - or
 - ii). the Vice President and the Secretary or the Treasurer.

Section 8:01. Informal Meetings. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if consent in writing, setting forth the action so taken, is signed by the President or the Chair of the Board of Directors with respect to the subject matter of the action.

ARTICLE VI

ORGANIZATIONAL STRUCTURE

Section 1:00. The General Membership.

The General Membership shall be the highest organ for the organization and shall have the following responsibilities exercised in General Meetings:

- (a) Election of the members of the Executive Committee and of the Board of Directors.
- (b) Impeachment or removal of members of the Executive Committee or of the Board of Directors.
- (c) The General Membership shall meet once a month at such places and dates as the Executive Committee shall determine.

Section 2:00. Executive Committee.

The Executive Committee shall conduct the day to day affairs and activities of the organization. The following officers shall be elected during an official regular meeting to serve a term of two years or until a successor has been elected.

- A. **President.** The President shall be the chief executive officer and shall preside at all meetings of the general membership of NIDO-A-IN and of its Executive Committee.
- B. **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties. During the second year of his/her term, the Vice President becomes the President Elect. If the President Elect successfully carries out his/her function, he/she will automatically assume the position of President of NIDO-A-IN for a two year term, as stipulated in this Bylaws. The President Elect is successful if he/she is not subject to removal as defined in this Bylaws.
- C. **Secretary.** The Secretary shall give notice of all chapter meetings: General Membership, Executive Committee and the Board of Directors. She/he shall keep an accurate roster of members and directors, and shall have the authority to certify any records, or copies of records of the organization. The Secretary shall serve in other capacities consistent with the Mission of NIDO-A-IN and as stipulated in the Robert's Rule of Order.
- D. **Treasurer/Financial Secretary.** The Treasurer/Financial Secretary shall be responsible for conducting the financial affairs of the organization as directed and authorized by the General Membership, Executive Committee and the Board of Directors, and shall make reports of corporate finances as required, but no less often than at each meeting of the General Membership, the Executive Committee and the Board of Directors. The Treasurer/Financial Secretary is a required signatory to the financial accounts of NIDO-A-IN.
- E. **Public Relations Officer.** Is responsible for publicizing NIDO-A-IN, including the leadership of its membership drive, media relations and the general public image of the organization.

Section 2:01. Report to the Board of Directors. A summary of key actions of the Executive Committee shall be reported by the President to the Board of Directors during the Board's meeting following such actions.

Section 2:02. Quorum. The President or Vice President and any two other members of the Executive Committee.

Section 3:00. The Board of Directors.

Section 3:01. Duties. The Board of Directors, BoD, is responsible for broad policy formulation and implementation for NIDO-A-IN, as stipulated in this Bylaws and consistent with the organization's status as a 501(c)(3) corporation. The BoD is the highest governing body of NIDO-A-IN

Section 3:02. Disciplinary Committee and Re-Admittance Committee. The Board of Directors may establish these two committees at any time. The Disciplinary Committee and the Re-

Admittance Committee are subject to the same rules and operating procedures as all standing committees of the organization.

Section 3:03 Number of Members. 5 Board of Directors. Three shall be elected directly. The remaining two shall be the past president and the current President of NIDO-A-IN. These two will rotate out after serving two years on the board to allow for their replacements, namely, the succeeding past president and the incoming NIDO-A-IN President. The term for the three elected Board Members shall be three years. Members of the Board of Directors shall elect its own chair among its membership, except that the chair cannot be the current President of NIDO-A-IN.

Section 3:04. Quorum. The Chair of the Board, NIDO-A-IN President and any other three members of the Board.

Section 3:05. Legal Advisor . The BoD shall appoint the Legal Advisor for NIDO-A-IN.

Section 3:06. Transition Meeting of the Board. The outgoing BoD shall meet immediately after an election with the incoming BoD for the purposes of continuity and smooth functioning of NIDO-A-IN.

Section 3:07. Meetings. Quarterly meetings, conducted according to the Robert's Rules of Order. The schedule shall be established one year ahead by the Board.

Section 3:08. Emergency Action. Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting or when the Executive Committee explicitly cannot assume the powers of the full board, written or oral approval of the proposed action by a board majority may be obtained in a poll of the entire Board of Directors authorized by the Chair of the Board or a simple majority of its membership. Any action so taken shall be recorded in the minutes of the next properly called Board Meeting.

Section 3:09. Administrative Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if consent in writing setting forth the action taken, is signed by all of the directors or all the members of the committee of directors, as the case may be.

ARTICLE VII

IMPEACHMENT OR REMOVAL FROM OFFICE

Section 1:01. Removal of Executive Committee or of a Board Member. Any executive or board member maybe removed at any time for cause by a 2/3 vote of the General Membership of NIDO-A-IN. This action is subject to:

- i). A notice of at least one week of the proposed action shall have been given to the entire membership of NIDO-A-IN.
- ii).A petition listing the grounds for removal has been duly lodged with the Secretary, copied to the Executive Committee and the Board of Directors.

Section 2:01. Resignation/Vacancy. Any vacancy that occurs on the Executive Committee or on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by a special election for that purpose. The President may appoint individuals to fill vacant positions on the Executive Committee or on the Board of Directors, pending a special election arranged to fill such vacancies or by appointment by the President.

Section 3:01. An individual appointed or elected to fill a vacancy shall serve the remaining term of his or her predecessor or until the successor has been elected and qualified.

Section 4:01. No resignations shall discharge any accrued obligations of an executive or board member.

Section 5:01. Impeachable Offenses. A member of either the Executive Committee or Board of Directors shall be subject to removal from office if he or she commits any of the following:

- i) Embezzlement of NIDO-A-IN fund, including unreported donation
- ii) Involvement in shady business dealings and/or practices that are capable of tarnishing the name for the organization or bring it into disrepute.
- iii) Knowing misrepresentation of the organization.

ARTICLE VIII

COMMITTEES

Section 1:01. Standing Committees. Standing committees of the organization shall be created from time to time and as necessary to fulfill the objectives of NIDO-A-IN. The arm of NIDO-A-IN creating the Standing Committee shall be responsible for appointing its chairperson. All standing committees shall function within the provisions of this Bylaws and in accordance with the Robert's Rule of Order.

Section 2:01. Adhoc Committees. The President may establish ad hoc committees at any time. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

ARTICLE IX

FINANCES

Section 1:01 Budgets. The Board of Directors shall approve the annual budget of the organization during the first quarter of each calendar year upon recommendation of the Executive Committee.

Section 2:01. Revenue. The revenue of NIDO-A-IN shall be derived from dues, levies, donations, contributions, registration fees, banquet and special sales, fund-raising activities and from other legal sources, consistent with the status of the organization as a 501(c)(3) corporation.

Section 3:01. Expenditures. As determined by the General Membership, Executive Committee and the Board of Directors.

Section 4:01 Compensation. No member, board member, officer or any member of a committee shall receive at any time any of the net earning or profit from the operations of the organization. However, this shall not prevent the payment to any such person for reasonable compensation for services rendered to or for the organization. Such compensations shall be approved by the Executive Committee and the Board of Directors from time to time.

Section 5:01. Signatories. All checks or drafts issued on the accounts of NIDO-A-IN shall be signed¹ by:

- i). the Treasurer/Financial Secretary and the President
or
- ii). the Treasurer/Financial Secretary and the Secretary (when the President/Vice President is unavailable).

Section 6:01. Inspection of Books. Any member in good standing, as defined by this Bylaws, shall have the right to inspect the books and financial records of the organization upon written request submitted to the Secretary at least two weeks (14 days) prior to the date of intended inspection, stating the purpose or purposes for the requested inspection. The executive committee shall designate the date and time for the inspection and the member shall not remove the books, records or any parts thereof from the designated NIDO-A-IN storage or archives.

ARTICLE X

ELECTIONS

Section 1:01. Elections. Executive Members and Directors shall be elected during an official regular meeting of NIDO-A-IN taking place in November of the year of an election cycle. Each Board of Director Member or Executive Member shall serve a term of 2 years in the elected position, or until a successor has been elected.

Section 2:01 Nominating Committee. The Nominating Committee, a standing committee of the organization, shall initiate the nomination process, at least thirty (30) days prior to the scheduled date of the election. The Nominating Committee shall accept nominations of candidates for all vacant positions. Any chapter member in good standing can nominate candidates for available positions, provided that the nominees agree to serve if elected. At the conclusion of the nomination process, candidates will be elected by a simple majority of voting chapter members. Newly elected officers and board members will be sworn in by the chair of the Nominating Committee according to the Robert's Rule of Order.

¹ The Chairman of the Board of Directors, if available, shall be alternate for the President in signing NIDO-A-IN checks.

ARTICLE XI

AMENDMENT TO BYLAWS

Section 1:01. This Bylaws may be amended, altered, or repealed by the General Membership of NIDO-A-IN, provided a simple majority of a quorum vote is obtained at any regular or special meeting. The text of the proposed change shall be distributed to all members at least ten (10) days before the meeting to amend.

ARTICLE XII

INDEMNIFICATION

Section 1; 01. Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE XIII

DISSOLUTION

Section 1:01. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provisions shall be made thereof. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under section 501(c)(3) of the Internal Revenue Service Code of the United States of America.

ARTICLE XIV

EQUAL TREATMENT OF PERSONS

Section 1:01 Equity and Fairness. NIDO-A-IN shall discharge its duties without prejudice to age, sex, race, color, creed, sexual orientation, or national origin of any individuals involved.

CERTIFICATION

We certify that the foregoing is a true and correct copy of the bylaws of NIDO-A Indiana Chapter, duly adopted by its General Membership this _____ day of _____ 2013

_____, President

Bren I. George-Nwabugwu

_____, Secretary

Debo Adenekan