

UNIVERSITY OF BENIN ALUMNI ASSOCIATION OF NORTH AMERICA (UBAANA)

AMENDED CONSTITUTION

AND

BYLAWS

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OF OUR ASSOCIATION

Knowledge For Service

## Table of Contents

The Preamble	6
<b>Part I: Name, Mission Statement, Aims and Objectives, Membership.....</b>	<b>6</b>
Article I: Name	6
Article II: Mission Statement	6
Article III: Aims and Objectives	6
Article IV: Membership	7
<b>Section 1: Eligibility</b>	7
<b>Section 2: Categories of Membership</b>	7
<b>Part II: Benefits and Professional Development of Members.....</b>	<b>7</b>
Article V: Benefits	7
Section 1: Legality of Benefits	7
Section 2: Professional Development and Networking.....	7
Section 3: Welfare of Members	8
Section 4: Miscellaneous Benefits	8
Section 5: Eligibility for Benefits	8
Section 6: Chapter Benefits	8
<b>Part III: Structure of the Association, Administration and Elections.....</b>	<b>9</b>
Article VI: General Assembly	9
Article VII: Board of Directors	9
Section 1: Powers of the Board of Directors	9
Section 2: Number and composition of the Board of Directors	9
Section 3: Terms of Office	10
Article VIII: The Executive Committee	10
Section 1: Powers and Composition	10
Article IX: Offices and Duties	11
Section 1: President	10
Section 2: Vice President	11
Section 3: Secretary-General	11
Section 4: Assistant Secretary-General	12
Section 5: Treasurer	12
Section 6: Ex Officio Member	12

Article X: Elections	12
Section 1: Occurrence and Forum	12
Section 2: Electoral Committee	12
Section 3: Eligibility to Run	13
Section 4: Process and Manner	13
Section 5: Vacancy	14
Section 6: Position on the Board	14
Section 7: Eligibility to Vote	15
Section 8: Discipline	15
<b>Part IV: Standing and Ad-Hoc Committees, Meetings, Quorums and Chapters.....</b>	<b>15</b>
Article XI: Standing and Ad-Hoc Committees	15
Section 1: Establishment	15
Section 2: Committee Leadership	16
Section 3: Scope	16
<i>A. Legal and Ethics Committee</i>	16
<i>B. Endowment Fund Committee</i>	17
<i>C. Growth and Membership Committee</i>	17
<i>D. Programs and Projects Committee</i>	17
<i>E. Ad-Hoc Committees</i>	18
Article XII: Meetings and Quorums	18
Section 1: Types	18
Section 2: General Assembly	18
Section 3: Virtual General Assembly	19
Section 4: Board of Directors	19
Section 5: Executive Committee	19
Section 6: Quorums	19
Article XIII: Chapters	19
Section 1: Formation	19
Section 2: Registration	19

**Part V: Financial Administration, Code of Conduct and Dispute Resolution.....20**

Article XIV: Financial Administration 20  
    Section 1: Annual Dues 20  
    Section 2: Financial Year 20  
    Section 3: Dues Collection 21  
    Section 4: Custodial Integrity 21  
    Section 5: Annual Budget 21  
    Section 6: Signatories to Accounts 21  
    Section 7: Endowment Fund Accounts 21  
Article XV: Code of Conduct 22  
Article XVI: Dispute Resolution 23

**Part VI: Ratification and Amendment**

Article XVII: Ratification and Amendment 24  
    Section 1: Ratification 24  
    Section 2: Amendment Process 24

**Part VII: Schedule to the Constitution and Ratification Signatures**

Schedule to the Constitution - Oath of Allegiance 25  
Amended Constitution and Bylaws - Ratification Signatures 26

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## **The Preamble:**

We, the graduates and former students of the University of Benin in order to promote peace, understanding, good governance and cater to the general welfare of our Alma Mater and students, and for the purpose of consolidating our mutual interest, do ordain and establish this Constitution.

## **Part I: Name, Mission Statement, Aims and Objectives, Membership**

### **Article I: Name**

The name of the Association shall be "University of Benin Alumni Association of North America" (UBAANA).

### **Article II: Mission Statement**

To foster a progressive and dependable network among alumni and students of the University of Benin for the common benefit of all who share the experience of the great University of Benin; and to project the values, image, and recognition of the University of Benin as a leading center of excellence in academics, research, and character building.

### **Article III: Aims and Objectives**

The aims and objectives of the Association shall be:

- A. To serve as the primary platform for networking among University of Benin Alumni in North America.
- B. To promote and sustain collaboration between UBAANA and the University of Benin Alumni Association (UBAA) in Nigeria and Worldwide by utilizing all available technology and information system.
- C. To create, implement, or support programs that are geared towards the continued growth and development of the University.
- D. To propagate the University's philosophy of "knowledge for service", as individuals and throughout the Alumni network.
- E. To provide and support an atmosphere of consistent transparency and fairness at all levels of UBAANA activity.
- F. To encourage widespread and active participation in the activities of the Association by all UBAANA members.
- G. To serve as a conduit for professional development and actualization of personal goals by fostering mentorship, internship, and other opportunities for all members.

- H. To undertake such acts and deeds as are incidental to the attainment of any of the objectives above.

#### **Article IV: Membership**

**Section 1: Eligibility** – All former students who spent at least one session at the University of Benin pursuing an undergraduate or graduate program; honorary degree holders, current and former staff shall be eligible to become members of UBAANA provided that they reside anywhere in North America.

**Section 2: Categories of Membership** – Membership shall comprise any or all of the following categories:

- A. **Alumni** – shall be those who were former students of the University of Benin matriculating in any of the programs of study at the University and who either graduated in their field of study or spent a minimum of one academic year but did not graduate; provided that their reason for not graduating was not due to rustication.
- B. **Honorary Alumni** – shall be current and former staff of the University; visiting academics at the University; honorary degree holders and friends of the University who desire to become part of UBAANA network. Notwithstanding the provisions of section 1 of this article, honorary membership may be extended to any person around the World.
- C. **Patrons** – regardless of whether or not they are affiliated with the University of Benin in any manner whatsoever, a sitting Executive Council, acting together, and upon approval by the Board of Directors, may designate certain individuals that have made significant, enduring, and consistent contributions to UBAANA, as Patrons of UBAANA.

### **Part II: Benefits and Professional Development of Members**

#### **Article V: Benefits**

**Section 1: Legality of Benefits** – Benefits provided to members under this Constitution and Bylaws shall be in conformity with the rules of the Internal Revenue Service for 501c organizations to ensure that the status of UBAANA is maintained at all times.

**Section 2: Professional Development and Networking of Members** – UBAANA shall encourage and/or provide avenues for professional development of its members in the spirit of her Alma Mater motto: “knowledge for service”. Such avenues may include mentorship and internship for graduates arriving in North America in their area of training or desired careers; professional networking for members generally and in any unique configuration such as according to matriculation years, halls of residence, etc. provided such networking fosters camaraderie amongst members.

**Section 3: Welfare of Members** – Given the nature of UBAANA as a socio educational organization, it is recognized that members shall, from time to time, have life experiences such as: birth or adoption of a child; celebration of birthdays; marriages; illness; and death. The following general guidelines shall apply:

- A. In all circumstances members shall be encouraged to be generous in spirit and materially.
- B. UBAANA involvement shall be coordinated with and through the chapter of the affected member.

**Section 4: Miscellaneous Benefits** – The Membership Committee shall continually review and research benefits which are appropriate for members of UBAANA from time to time and shall recommend such to the Executive Committee and upon clearance by the Legal and Ethics Committee shall be approved by the Board of Directors for implementation.

**Section 5: Eligibility for Benefits** – All members of UBAANA who are current with their financial obligations to UBAANA shall be eligible to receive benefits.

- (1) Eligibility for benefits of the Association shall be limited to financial members.
- (2) Under this Constitution, “financial members” shall mean, members who are up to date with their payments of annual dues of the Association and/or any other financial commitments to the Association.

**Section 6: Chapter Benefits** –UBAANA Chapters may provide benefits to their members in addition to benefits provided by UBAANA national body and may set their own rules for implementing such benefits provided that such rules will not violate this Constitution and Bylaws.

### **Part III: Structure of the Association, Administration and Elections**

#### **Article VI: General Assembly**

The supreme authority of the Association shall be exercised by the General Assembly and the decisions of the General Assembly in so far as it relates to the application of this Constitution, shall be final. The General Assembly shall comprise of all the members of the Association.

#### **Article VII: Board of Directors**

**Section 1: Powers of the Board of Directors** – The business and affairs of UBAANA shall be managed by the Board of Directors and it shall be their responsibility to set policies and procedures for UBAANA and ensure that the provisions of this Constitution and Bylaws govern the life of UBAANA subject to the laws of the United States.

**Section 2: Number and Composition of the Board of Directors** - The Board shall comprise a minimum of eleven members and a maximum of fifteen members comprised as follows: the president, vice president, secretary-general, assistant secretary-general, treasurer, five members elected from the general assembly, and five members elected from among chapter chairs on a regional basis. For the purpose of this provision the following five regions shall be recognized for the time being:

- A. **Region 1 – North East** - Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York and New Jersey.
- B. **Region 2 – East Central** - Wisconsin, Michigan, Illinois, Indiana, Ohio, and Pennsylvania.
- C. **Region 3 – South East** - Delaware, Maryland, District of Columbia, Virginia, West Virginia, North Carolina, South Carolina, Georgia, Florida, Kentucky, Tennessee, Mississippi, Alabama and Louisiana.

- D. **Region 4 – Central** - Oklahoma, Texas, Arkansas, Missouri, North Dakota, South Dakota, Nebraska, Kansas, Minnesota, Iowa.
- E. **Region 5 – West** - Idaho, Montana, Wyoming, Nevada, Utah, Colorado, Arizona, New Mexico, Alaska, Washington, Oregon, California, Hawaii

### **Section 3: Terms of Office**

- A. Members of the Executive Committee: Members of the Board who are members by virtue of office, that is, members of the Executive Committee, shall serve on the Board for the duration of the term of the office for which they were elected.
- B. Election of members from the General Assembly to the Board of Directors: There shall be five members elected from the General Assembly to the Board. The top candidates receiving the greatest number of votes shall be deemed elected to the Board. Non-executive Board members shall be elected for a term of three years after which they must rotate off the Board for at least one year prior to being re-elected to the Board. Members may vote for up to the number of vacancies on the Board from the field of candidates. If feasible, elections to the Board shall be staggered to ensure that as some members rotate off the Board, others continue to serve. Each of the five members shall come from different regions.
- C. Election of Chapter chairs to the Board of Directors: The board shall consist of five Chapter chairs. Election of Chapter chairs to the board of directors shall take place at the general assembly. Chapter chairs shall serve for as long as the term of office in which they were elected to the board shall last, not to exceed a term of three years. A reelection or renewal of term as chapter chair shall not renew their term on the Board. Only serving Chapter chairs are eligible to run for the position. Those with the highest number of votes are deemed elected. The Chapter chairs shall come from different chapters or regions.
- D. All the elected board members shall be sworn in at the gala event on the night of the election.

## **Article VIII: The Executive Committee**

**Section 1: Powers and Composition** – the Executive Committee (Exco) shall be responsible for the day-to-day administration of UBAANA, and they shall comprise the president, the vice president, the secretary-general, the assistant secretary-general, and the treasurer. Although the Exco may, from time to time, require certain or all committee chairpersons to participate in Exco meetings, the chairpersons shall not be regarded as members of the Exco for purposes of this Constitution and Bylaws.

## **Article IX: Offices and Duties**

### **Section 1: President** – The president shall:

- A. Serve as chief executive of the Association.
- B. Serve as chair of the Board of directors and shall preside at all meetings of the Board of Directors, the Executive Committee, and the General Assembly.
- C. By and with the consent of the Board, appoint chairs of Standing Committees under this Constitution and Bylaws and, whenever necessary for clearly defined purposes, constitute ad-hoc committees as needed.
- D. Be one of the signatories to all financial or banking accounts of UBANNA including, but not limited to Checking, Savings, Money Market, and Investment accounts.
- E. Present quarterly reports to the Board of Directors and an annual report to the General Assembly.

### **Section 2: Vice President** – The Vice President shall:

- A. Assume the responsibilities of the President in situations where the President is unable to do so.
- B. Shall coordinate activities of UBAANA chapters including but not limited to providing guidance to members preparing to organize a chapter.
- C. Faithfully perform the responsibilities delegated by the President.
- D. Oversee and coordinate the activities of Standing and Ad-Hoc Committees provided for in this Constitution and Bylaws.
- E. Provide quarterly reports to the Board of Directors on the state of the chapters and annual report to the General Assembly.

### **Section 3: Secretary-General** – The Secretary-General shall:

- A. Keep a written, accurate, and up to date account of all proceedings and decisions taken by UBAANA in executive committee, general meetings, special purpose meetings, or other meetings of the UBAANA.
- B. Maintain an accurate record of any and all proceedings in any general or executive committee meeting or in any other meeting of UBAANA.
- C. Act as the corresponding secretary of UBAANA and shall coordinate the dissemination of electronic mail information concerning past, present, and future events as well as news regarding UBAANA, Nigerian or African issues to members and officers.
- D. Regularly operate the electronic mail account of UBAANA and serve as primary custodian of the passwords, access keys, etc. while contemporaneously storing a copy of all such information with the current President.
- E. Work with the Legal and Ethics committee to advise the executive committee of publicity and public relations implications or requirements of decisions or actions of UBAANA.
- F. Act as Director of UBAANA's Secretariat, whenever one is acquired and be responsible for maintaining such secretariat.

**Section 4: Assistant Secretary-General** – The Assistant Secretary-General shall:

- A. Deputize for the Secretary-General whenever the Secretary-General is not available.
- B. Oversee and utilize the efficient operation of any committees assigned to this purpose.
- C. Assist with collection of membership dues and other payments.
- D. Assist with fund raising.
- E. Coordinate the filing of annual corporate reports with the appropriate state authorities and all internal revenue filings including working with the treasurer to ensure that all required forms are completed and filed in a timely fashion.

**Section 5: Treasurer** – The Treasurer shall:

- A. Maintain the treasury of UBAANA.
- B. Cooperate with the Assistant Secretary – General in order to maintain the smooth running of the treasury.
- C. Pay all bills incurred by UBAANA directly and immediately.
- D. Be responsible for preparing and maintaining a balanced UBAANA budget in collaboration with the executive committee.
- E. Initiate and implement fundraising activities jointly with the Assistant Secretary-General.
- F. Act as co-signatory to all accounts of UBAANA.
- G. Provide quarterly financial reports to the Board of Directors and an annual financial report to the General Assembly every financial year and post it on the UBAANA Business WhatsApp platform. Failure to present the required reports within 60 days after the due date may result in a referral to the Legal and Ethics Committee, which may recommend suspension of the treasurer's authority to access association funds.

**Section 6: Ex Officio Member** - The Ex Officio Member shall:

- A. Serve in an advisory capacity to the Executive Committee.
- B. Be invited to all Executive Committee Meetings.
- C. Not possess voting rights within the Executive Committee.
- D. Perform duties as may be prescribed by the General Assembly.
- E. Be the individual currently holding the position of Immediate Past President.

**Article X: Elections**

**Section 1: Occurrence and Forum** – Officers and Directors shall be elected to office at the General Assembly of UBAANA. Executive Officers shall serve for a term of two years up to a maximum of two consecutive terms. Non-Executive Board members shall serve for a term of three years, which shall not be consecutive.

**Section 2: Electoral Committee** - There shall be an electoral committee appointed to organize and supervise elections. The committee shall consist of three members of UBAANA who shall not be seeking office, one of whom shall be the presiding officer. The electoral committee shall be approved by the Board of Directors upon recommendation by the president. The electoral committee shall be constituted six months preceding the relevant election and shall implement the provisions of the constitution and

bylaws regarding the conduct of elections. The electoral committee shall be deemed constituted once their names have been announced to the general UBAANA body; and once constituted, the electoral committee shall be completely independent of the president, executive committee, the Board of Directors and accountable only to the General Assembly. The decisions of the electoral committee on the eligibility of candidates to contest for elections shall be considered final. The electoral committee shall be dissolved after the final announcement of all election results. A president who constitutes an electoral committee outside of the window provided by the constitution, shall be precluded from participating in the particular election.

**Section 3: Eligibility to Run** – Any member of UBAANA may run or be nominated for office provided that they meet the following conditions:

- A. They are current with their financial obligations to UBAANA in particular that they have paid their annual dues for the preceding four years as at when due, if running for office of president. For the preceding two years as at when due, if running for any other UBAANA Executive position. UBAANA shall receive annual dues from an individual who wants to pay in arrears. The total amount of dues collected in arrears shall be credited only to the year in which the payment was made because of financial reporting requirements and constraints. Paying in arrears does not qualify a member intending to contest for an UBAANA Executive position.
- B. They are active in UBAANA affairs including that, if running for office of president, they have attended at least four UBAANA conventions excluding the one in which they are standing for office, or if standing for any other office other than president, that they have attended at least two conventions excluding the one in which they are standing for election.
- C. Bankruptcy shall not disqualify a person from holding office in UBAANA provided that one year shall have passed since their bankruptcy proceeding concluded.
- D. The chapter to which they belong shall have fulfilled its own financial obligation to UBAANA and this means that dues for a minimum of ten members have been paid.
- E. They shall not have been convicted of misdemeanor or felony by a court of law.
- F. Any UNIBEN Alumni that holds any office in any other parallel UNIBEN Alumni Association in North America is not eligible to hold any office in the Executive committee or Board of directors.
- G. Elective Offices and Financial Clearance: The Electoral committee shall send a list of names to the treasurer for verification. The treasurer will confirm the member's financial status and send information back to the electoral committee.

**Section 4: Process and Manner** – Election shall proceed as follows:

- A. Upon being constituted the electoral committee shall publish the guidelines for elections including making a request for nominations and the forms which each candidate standing for office shall complete and the questions on the form shall be designed to obtain information to comply with the requirements of this constitution and bylaws. Nominations for office shall close about or during the four weeks prior to the convention but no less than two weeks before the convention and the guidelines by the electoral committee shall specify a date by which all nominations must be received.
- B. Canvassing by candidates for election may begin four months before the relevant election and the specific date shall be published in the guidelines by the electoral committee.

- Candidates may canvass up to the time for election and such time shall be specified by the electoral committee.
- C. Candidates may utilize campaign insignia provided that such shall not include financial inducements of any kind.
  - D. The speech time allotted to each candidate shall vary according to the office being sought, provided that equal time shall be allotted to candidates vying for the same office; at the discretion of the electoral committee.
  - E. Voting shall be by secret ballot and shall be conducted at the same time for all offices being elected. Votes shall be tallied and the candidate who has the majority of votes cast for an office shall be declared as winner for that position and such decision shall be final. In the case of a tie between candidates, voting shall be repeated for that particular office alone until there shall be a clear winner.
  - F. Whereby there is one unopposed candidate for a particular office at the end of the eligibility period, that candidate shall be declared winner.
  - G. The officers-elect may be allotted time to address the General Assembly after their election.
  - H. At the gala event on the night of the election, there shall be an investiture ceremony, and all officers shall assume office immediately after taking the oath.
  - I. Prior to departure from the convention, there shall be a joint meeting of the new executive members and the departing executives. The main agenda of this meeting shall be a mini orientation wherein the outgoing president shall present his or her handover notes to the new president and such notes shall include, at a minimum, the state of UBAANA, challenges of the previous years, concluded projects, on-going projects, important contacts for the office of the presidency, and general advice. The other outgoing officers shall be expected to provide helpful notes and advice to their successors in office although such notes may not be as detailed or elaborate as those of the president excepting the Treasurer and the Secretary-General whose notes by virtue of office shall be equally detailed and shall include information about how UBAANA Treasury and secretariat function. If it is not possible to provide such notes at this meeting they shall be provided within one week of the swearing into office of the newly elected executive members.

**Section 5: Vacancy** – If a vacancy should occur in the executive committee, the president may appoint a member of the association in good standing to fill that office and if approved and sworn by the Board, the person so appointed, shall merely serve out the remaining term of the vacant office but shall be eligible to run for office as if they had not previously served. Further, the Board shall withhold approval if the person so appointed would not meet the eligibility requirements for running for office under the provisions of this article.

**Section 6: Position on Board** – Elections to non-executive positions and chapter Chair representation on the Board shall be as follows:

- A. Non-executive Board members shall be elected for a term of three years after which they must rotate off the Board for at least one year prior to being re-elected back to

- the Board. The term of the chapter chairs on the board shall be the duration of the term they are serving as chapters chairs when elected to the board. However, this shall not exceed the term of three years.
- B. Nominations shall be sought by the Secretary-General from the UBAANA general body prior and up to the relevant convention depending on the number of vacancies existing on the Board.
  - C. The names of all the nominations received along with a maximum of three paragraph biographies with photographs shall be printed and provided to members in their registration package for the convention.
  - D. At the relevant convention, time shall be allotted on the Business Meeting agenda, for Board elections. The Secretary-General shall supervise this brief election.
  - E. Members may vote for up to the number of vacancies on the Board from the field of candidates. The candidates receiving the most number of votes shall be deemed elected to the Board and shall be sworn in at the gala event on the night of the election. Of note, election for chapter representation shall be by regions.

**Section 7: Eligibility to Vote** – In all cases the only persons that shall be eligible to vote for people standing for office at the General Assembly shall be members of UBAANA who are financial members.

**Section 8: Discipline** – Any person may be removed from office or board membership or censored if he/she shall fail to perform the functions of their office including failure to regularly attend exco and board meetings; embezzles fund; or commits other egregious act. All disciplinary matters shall be referred to the Legal and Ethics committee for investigation and recommendations on what actions can or should be taken. Within forty-five days after a matter is referred to Legal and Ethics, it shall investigate the matter and provide a report to the Executive committee. The report shall specify the findings and recommended actions which the Board and/or by the General Assembly as the case may be, may take.

#### **Part IV: Standing and Ad-Hoc Committees, Meetings, Quorums and Chapters**

##### **Article XI: Standing and Ad-hoc Committees**

**Section 1: Establishment** – UBAANA shall have no more than four standing committees at all times through which the work of UBAANA will be performed: the Legal and Ethics Committee; the Endowment Fund Committee; the Growth and Membership Committee; and the Programs and Projects Committee. The executive committee shall make effort to bring every work that needs to be done under the purview of one of the Standing Committees. However, if a need for work arises which, by its nature cannot be performed under any of the Standing Committees provided for under this clause, the president shall

make a request to the Board of Directors to establish an Ad-hoc Committee for that need or purpose. Upon completing the purpose for which it was established such ad-hoc committee shall dissolve.

**Section 2: Committee Leadership** – Each Standing Committee shall have a Chair and a Secretary and they shall be appointed to office by the President and shall serve at the pleasure of the Executive Committee.

**Section 3: Scope** – The Standing Committees shall have the following scopes which shall be broadly interpreted:

***A. Legal and Ethics Committee***

- i) Continue to adapt the Constitution in line with emerging trends and developments.
- ii) Serve as the custodian of the Constitution and assist with clarification of constitutional and policy matters.
- iii) Conduct fair and independent assessment of all disciplinary matters referred by the Executive Committee (EXCO), Board of Directors (BOD), and/or General Assembly (GA), and make recommendations for disciplinary actions.
- iv) Advise the executive committee of publicity and public relations implications or requirements of decisions or actions of UBAANA.

### ***B. Endowment Fund Committee***

- i) Shall within one year after it is formed investigate a mode for endowing a “UBAANA Fund”. Such investigation shall include recommendations of which non-profit organizations can assist UBAANA in creating and administering such a fund.
- ii) Develop strategies to raise money towards the endowment fund.
- iii) Research and propose investment opportunities for the endowment fund.
- iv) Liaise with the Alma Mater to identify programs which are worthy of endowment at the University and propose such programs to the Executive Committee, Board of Directors, and the General Assembly for approval.
- v) Continually monitor and review endowed programs at the University and make regular status report to the EXCO with recommendations for improvement where progress may be lackluster.
- vi) Collaborate with the president and treasurer to facilitate the transfer of funds to support programs which are endowed at the University.
- vii) The Chairman of the Endowment Fund Committee shall be a signatory to the Endowment Fund Account which shall be separate from UBAANA Account.

### ***C. Growth and Membership Committee***

- i) Develop and implement strategies to increase membership growth.
- ii) Promote and assist in the development of regional and local chapters.
- iii) Identify, develop and implement programs toward membership retention and development.
- iv) Develop and maintain a database of UBAANA membership in conjunction with the Secretary-General.
- v) Develop and maintain a website on behalf of UBAANA.
- vi) The website shall profile members and their businesses; events and programs of UBAANA, as well as other contents that propagate the aims and objectives of UBAANA and that encourage and facilitate UBAANA social life.
- vii) The contents of the website shall be non-political and secular in nature.

### ***D. Programs and Projects Committee***

- i) Liaise with the Alma Mater to identify programs and projects to be implemented and supported by UBAANA.
- ii) Develop strategies for fund raising for such programs/projects.
- iii) Facilitate and promote implementation of programs and projects at the Alma Mater.
- iv) Identify and engage the services of UBAANA and UBAA professionals and experts in the implementation of programs/projects.
- v) Establish benchmarks for appraising the effectiveness and success of implemented programs and projects. Such appraisals must include measurable benefits to students, lecturers, administrators, and the university community.
- vi) On the basis of the appraisals, make recommendations to the EXCO, BOD and GA.

### ***E. Ad-Hoc Committees***

Subject to the approval of the EXCO and BOD, the President may constitute ad hoc committees as he/she deems fit. Provided there shall be a Convention Committee which shall be a yearly recurring ad-hoc committee. The Convention Committee shall be charged with the planning and hosting of annual conventions; provided the final program of events, fees and other charges shall be approved by the EXCO. As a convention is concluding, a new Convention Committee for the next convention shall be initiated and fully formed within ninety days from the conclusion of the current convention.

## **Article XII: Meetings and Quorums**

**Section 1: Types** – There shall be three types of meetings: General Assembly meetings, Virtual General Assembly meetings, Board of Directors’ meetings and Executive Committee meetings.

**Section 2: General Assembly** – The General Assembly meeting shall occur once a year at the annual convention. The business of the Association shall be conducted during this meeting including the consideration and ratification of reports, proposals, and programs of action from either the Executive Committee or the Board of Directors; formulation of general policies; and elections to the Executive Committee or the Board of Directors. To ensure the General Assembly meeting is conducted in an orderly manner, the following rules shall be implemented:

- A. Members shall send to the Executive Committee constitutional matters they would like to see addressed at the General Assembly meeting, at least two weeks before the meeting.
- B. The Presiding officer at the General Assembly may not personally dismiss any matter of constitutional bearing that was sent to the Executive Committee at least two weeks before the meeting, or Point of Order, without adequately addressing the matter, or putting the matter to a General Assembly vote.
- C. Proposed constitutional matters not submitted to Executive Committee at least two weeks prior to the General Assembly meeting will be considered at the presiding officer's discretion. Additionally, each member is limited to raising no more than two constitutional matters for discussion per meeting.
- D. A Vote Tallying Officer (VTO), selected from the Electoral Committee, shall be appointed and made known to the general membership.
- E. In an electoral year, all Executive Committee members shall vacate the High Table after presentation of reports and answering questions posed by members. At that point, members of the Electoral Committee shall ascend to the High Table, present the candidates for the various positions, and then announce the election results. Violation of this provision will result in any Executive Committee member running for election to be precluded from participating in the particular election.

### **Section 3: Virtual General Assembly**

If necessary, the Executive committee shall convene a virtual General Assembly meeting at least two weeks before the General Assembly meeting to deliberate on important association matters. In case of a natural disaster, a national emergency or any other extenuating circumstances in which a live General Assembly cannot take place, the Executive committee shall convene a virtual General Assembly meeting to deliberate on important association matters.

**Section 4: Board of Directors** – The Board of Directors shall meet at least four times a year on a quarterly basis and shall have the main responsibility of ensuring that the corporate and non-profit status of UBAANA is always maintained. In addition, the Board shall have oversight powers over the executive committee ensuring that UBAANA policies are implemented at all times and providing support to the Executive Committee in the discharge of their duties and responsibilities.

**Section 5: Executive Committee** – The Executive Committee shall meet no less than once a month to conduct the business of the Association.

**Section 6: Quorums** – No business shall be conducted at any meeting of the Association under this Article unless a quorum shall be attained. A quorum is attained by the General Assembly if one-half of the members who registered to attend the relevant convention are present at the meeting. A quorum of the Board of Directors is attained if three executive committee members plus a majority of the non-executive committee members of the Board are present. A quorum of the executive committee is attained if three executive committee members are present for a meeting.

## **Article XIII: Chapters**

**Section 1: Formation** – A Chapter of UBAANA may be formed in any part of North America provided that the members forming such a Chapter shall be no less than ten (10) and shall have conducted a minimum of three (3) Chapter meetings.

**Section 2: Registration** – A Chapter shall register with UBAANA by complying with the following steps:

- A. Elect a Chairperson, Secretary, and Treasurer for the Chapter.
- B. Submit a written application to the UBAANA Board of Directors providing information about the Chapter including: a brief Chapter background; founding members, who shall be no less than 10; names and contact information of the Chapter Officers; meeting dates, times, and venues; minutes of at least three (3) Chapter meetings; and a certification that the Chapter shall be run consistent with UBAANA Constitution and Bylaws. The application shall be made no less than sixty days prior to the Convention wherein the newly formed Chapter shall be formally admitted.

- C. There shall be a visit by the Vice President of UBAANA as the officer whose office oversees Chapter formation, to a Chapter meeting following the application to the Board of Directors. If the Vice President is unable to go to a Chapter meeting, the President or other Executive Council member may visit the Chapter.
- D. The Board shall consider the application and approve the new Chapter prior to the next annual Convention.
- E. The newly approved Chapter shall be admitted and recognized at the General Assembly of the next relevant convention of UBAANA.

## **Part V: Financial Administration, Code of Conduct and Dispute Resolution**

### **Article XIV: Financial Administration**

**Section 1: Annual Dues** – All members of UBAANA shall pay an annual due which shall be the amount being paid by members at the time when this constitution and bylaws shall come into effect. The annual due may be adjusted upwards by the Board of Directors provided that in no time shall the amount by which the annual due is increased be greater than twenty-five percent of the annual due being paid at the time of the increase. Further, the interval between adjustments shall be no less than three years.

**Section2: Financial Year** – The financial year for UBAANA shall be July 1 through June 30 of the following year and all financial and reporting requirements for the old financial year shall be concluded by the first quarter of the new financial year. The financial year shall be the basis for determining when annual dues are due to UBAANA and for calculating how much is payable by individual members.

**Section 3: Dues Collection** – Individual members may pay their dues directly to the treasurer of UBAANA or online via the UBAANA official website, or through local Chapters to the treasurer of UBAANA. At a time appropriate in the future after this constitution and bylaws comes into effect, dues shall be paid by individual members through their local chapters to the Treasurer of UBAANA.

**Section 4: Custodial Integrity** – If funds are received by any officer of UBAANA other than the Treasurer, such funds shall be recorded and promptly transferred to the Treasurer within seventy-two (72) hours and the Treasurer shall record and deposit all UBAANA funds in the appropriate UBAANA account within seventy-two (72) hours of receipt. For the purposes of facilitating this clause, it shall be routine for the Treasurer to inquire at every executive committee meeting whether any officers received moneys, particularly dues, from any sources on behalf of UBAANA, and if the answer shall be yes, then the Treasurer shall note the response and appropriately follow up.

**Section 5: Annual Budget** – The organization shall establish a budget on an annual basis and such a budget shall be thorough and complete in dependencies and consequences, reflecting the expected receipts and payouts or expenditures for the year. The budget shall be prepared by the Executive Committee and presented to the General Assembly at the Annual Convention for that year. If such a budget is approved by a simple majority of the General Assembly, it shall be deemed established provided that in a case where members shall propose amendments to the budget through a General Assembly motion, the budget shall be deemed established and shall be implemented subject to those amendments. No spending of UBAANA funds will be allowed without first presenting a budget to and receiving approval from the General Assembly prior to the beginning of a new financial year. The Executive Committee, where necessary, such as if the General Assembly meeting is unable to hold, may present the budget to, and begin spending funds after receiving approval from the Board. Spending UBAANA funds without securing the required approval may result in a referral to the Legal and Ethics committee.

**Section 6: Signatories to Accounts** – The President, Treasurer and Assistant Secretary-General shall be signatories to UBAANA accounts. Any two signatories may sign checks provided that such expenditure is supported by the proper approvals. All expenditures for an amount up to \$500.00 (five hundred) may be approved by the President individually or as a whole. Expenditures exceeding \$500 and up to \$2,000 (two thousand) must be approved by motion of the executive committee duly recorded. All expenditures greater than \$2,000 (two thousand) shall be approved by a motion of the Board of directors duly recorded; provided further, that all expenditure approvals must relate to an item on the current UBAANA budget.

**Section 7: Endowment Fund Accounts** – The Endowment fund account shall be separate from the other UBAANA accounts and administered according to the rules and guidelines for the fund. Signatories to this account shall be the President, Treasurer and Chair of the

endowment fund. There shall be no disbursement of funds from the Endowment fund account unless for extraordinary purposes and such purposes must first be approved by the Board of Directors of UBAANA and subject, at all times, to any investment rules surrounding the fund.

### **Article XV: Code of Conduct**

The following UBAANA code of conduct will be enforced by the Legal and Ethics committee:

- A. Every member of the Association present at the site of an annual convention, attending the General Assembly or gala event, or who has been admitted to one or more of the Association's public forums, shall exercise proper decorum.
  - i) No member shall insult, disparage, threaten, or otherwise assault another member, or another member's family, directly or indirectly.
  - ii) No member shall disseminate - verbally or in writing - messages that are hateful or violent in nature, or that disparages a member, or a member's family.
- B. WhatsApp/ Facebook/ Instagram and other Social Media Forums moderators/admins will be appointed to help enforce decorum fairly across the board.
  - i) Five members of the UBAANA Forums moderators/admins will include three Executive Committee members and shall be approved by the Board of Directors upon recommendation by the president.
  - ii) FORUMS moderators/admins shall have the authority to immediately hide or delete a post, if in their judgment, the post violates any of the rules of etiquette, including but not limited to those stated above. Furthermore, the moderators/admins shall have the power to suspend a member's account, or expel a member from the group, if the member—after receiving the 3rd warning continues to post violating messages.
  - iii) The FORUMS Moderators/Admins should be tasked with enforcing proper decorum at the Annual General Assembly. They shall have the power to sanction and expel an alumnus or alumni in attendance whom they deem in violation of the ethical standards.
  - iv) Association members may appeal the decisions of the FORUMS Moderators/Admins to the Legal and Ethics Committee

### **Article XVI: Dispute Resolution**

In the event of any dispute or conflict or grievances between or amongst members, or any dispute between a member and the Association, in relation to the operation and coordination of the affairs of the Association or as it relates to the rights and obligations of individual members of the Association, such dispute, or conflict or grievance shall first be submitted to the Legal and Ethics Committee for resolution.

- A. Any aggrieved member shall lodge a complaint with the Legal and Ethics Committee not later than fourteen days after the occurrence of such a dispute.
- B. No aggrieved member shall submit any dispute concerning or relating to the activities of the Association without first submitting the dispute to the Legal and Ethics Committee.
- C. The Legal and Ethics Committee shall entertain and determine any such complaints lodged by any member and deliver its decision within 45 days of receipt of such complaint.
- D. The decision of the Legal and Ethics Committee shall be binding on the parties.
- E. Where a member is not satisfied with the decision of the Legal and Ethics Committee, the aggrieved member can submit the dispute to the Executive Committee and the Board of Directors who will adjudicate on the matter and come up with a final decision.
- F. The Executive Committee and the Board of Directors shall entertain and determine any such complaints lodged by any member and deliver their decision thereon within 30 days of receipt of such complaint.
- G. The decision of the Executive Committee and the Board of Directors shall be final and binding on the parties.
- H. If the member does not accept the decision of the Executive Committee and the Board of Directors, the member can appeal to the General Assembly for review. The General Assembly will make their decision at the next annual convention.
- I. Members of UBAANA with disputes are encouraged to settle those disputes amicably and peacefully within the laid down rules and guidelines in the dispute resolution section of the UBAANA constitution and bylaws.
- J. If there is a dispute between a member and the association, the parties will try in good faith to settle the dispute by mediation within 30 days. In the event the parties are unable to resolve the dispute, the parties will resort to 3rd party mediation or arbitration. All parties must engage in mediation or arbitration before resorting to litigation.

## **Part VI: Ratification and Amendment**

### **Article XVII: Ratification and Amendment**

**Section 1: Ratification** – This constitution and bylaws shall come into full force and effect when two thirds majority of members convening in a general assembly meeting shall approve it by vote taken by a show of hands and immediately followed by the signatures of the sitting President, Secretary-General and Chair or representative of the bylaws committee. The document so signed shall be referred to as the “original” and shall be in the custody of the Secretary-General.

**Section 2: Amendment Process** – No part of this constitution and bylaws may be changed in any form whether by addition to or subtraction from any part thereof, except by means of amendment. Any member of UBAANA may propose an amendment. The member

proposing the amendment shall first notify the sitting Executive Council through the Secretary-General of that member's intention to propose an amendment to the constitution and bylaws. The notice shall be titled "Proposal to amend Constitution" and shall contain: the member's name and full address; the section of the constitution to be amended; the reason for the amendment, and the proposed amendment language. The Board of Directors may debate the proposal and recommend that it be tabled for General Assembly debate. A notice from the Executive Committee accompanied by the proposal may then be publicized to the general UBAANA body by electronic means prior to the General Assembly meeting where debate is to occur. If the proposal is debated and supported by two-thirds majority of the registered members present, it shall pass and the constitution and bylaws shall thus be amended. The amendment shall be attached to the constitution. Further, if the Board of Directors declines to recommend the proposal, the Executive Council shall advise the proposing member no later than ninety (90) days from the date of receipt of the proposal. The member may then gather signatures of other members supporting that the proposal for amendment should be tabled. If the supporting signatures equal one fourth of registered members, then the Executive Council shall be obliged to table the debate at the earliest meeting of the General Assembly.

## **Part VII: Schedule to the Constitution and Ratification Signatures**

### SCHEDULE TO THE CONSTITUTION – OATH AND ALLEGIANCE

#### **OATH FOR OFFICE HOLDER**

I, \_\_\_\_\_ do solemnly swear/affirm that I will be faithful and bear true allegiance to the University of Benin Alumni Association of North America; that as \_\_\_\_\_ (position) of the Association, I will discharge my duties faithfully, to the best of my ability and in accordance with the Constitution and Bylaws of the Association and the Laws of the United States. So help me God!

#### **OATH OF ALLEGIANCE FOR BOARD MEMBERS, CHAPTER OFFICERS, AND OTHERS**

I, \_\_\_\_\_ do solemnly swear/affirm that I will be faithful and bear true allegiance to the University of Benin Alumni Association of North America (UBAANA) and that I will preserve, protect and defend the constitution of the Association. So help me God!

**UNIVERSITY OF BENIN ALUMNI ASSOCIATION OF NORTH AMERICA  
(UBAANA)  
AMENDED CONSTITUTION AND BYLAWS**

**THIS AMENDMENT WAS APPROVED BY THE GENERAL ASSEMBLY IN  
BERKELEY HEIGHTS, NEW JERSEY ON JULY 26, 2025**

**RATIFICATION SIGNATURES:**



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**ALEX IMUETINYAN ERONMWON  
PRESIDENT**



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**HENRIETTA ORUMWENSE  
SECRETARY-GENERAL**



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**PRINCE ULAME ERESE  
CHAIR, CONSTITUTION REVIEW COMMITTEE**

**THE 26<sup>th</sup> DAY OF JULY, 2025**

**THE ORIGINAL CONSTITUTION AND BYLAWS WAS APPROVED BY THE  
GENERAL ASSEMBLY AND SIGNED IN DALLAS, TEXAS ON JULY 21, 2012, BY  
LANRE GBADEHAN, MD, PAST PRESIDENT, UBAANA.**