

**NORTH AMERICAN ATEBUBU CITIZENS ASSOCIATION
CONSTITUTION AND BYLAWS
VOTED: August 31, 2019 Session**



CONSTITUTION

ARTICLE C-I

NAME

Sec. 1. Full Legal Name.

The organization shall be known as North America Atebubu Citizens Association known as (hereinafter, NAACA). The association territories shall cover the entire continental North America including Canada.

ARTICLE C-II

PRINCIPAL OFFICE OF NAACA

The principal office of NAACA shall be the address set forth in the Articles of Incorporation. NAACA may have such other offices for transaction of NAACA's business, either within or out of the AtebubuTown as the NAACA Executive Committee shall determine from time to time. The NAACA Executive Committee may in an emergency change the location of the principal office or other offices on a temporary basis.

ARTICLE C-III

PURPOSE

The purpose of the Association is to foster the development of Atebubuman our Hometown and to serve as a body of friendship and mutual help for all Citizens.

ARTICLE C-IV

ACTIVITIES

The Association exists for the **benefit** of North American Atebubu Citizens Association, will not engage in any activities that shall discriminate against any member on the basis of age, gender, marital status, religion, beliefs, disability, ethnic or national origin, political orientation, race, occupation, employment status or sexual orientation.

ARTICLE C-V

MEMBERSHIP

Sec. 1. Eligibility.

The membership of NAACA shall be two categories of membership. **ATEBUBU CITIZENS** resident in any part of the geographic territory of the North American, shall be admitted

into NAACA by the NAGSDA Executive Committee by vote at any regularly scheduled NAACA Board of Trustee meeting.

Sec. 2. Membership Application

Anyone who requesting to become a membership of NAACA shall completed a membership application and paid their registration fees and also monthly or annual dues.

Sec. 3. Memberships Card

Any register member much has North American Atebubu Citizens Association known as NAACA Memberships Card.

Sec. 4. H.A.M

Honorary and Affiliate Membership.

Sec. 5. Supporting the mission

Any individual or organization which is interested in supporting the mission of the Association and which has:

Sec.6 Registration

Registered with the General Secretary and paid the appropriate national dues, been approved by the Board of Trustees.

Sec.7Term of Year

Membership is for a one-year term from January 1 to December 31 of the year.

Sec.8

Regular Members in good standing shall be entitled to vote at national and regional membership meetings. Affiliate and Honorary Members with broad representation may petition the Board of Trustees to attend the Annual National Membership Meeting.

ARTICLE C-VI

DUES

All members shall be assessed annual dues for the support of the Association. Such dues shall be proposed by the Executive Committee at the beginning of each fiscal year. However, the Executive Committee shall set the dues structure for all designations and categories of membership annually.

ARTICLE C-VII

MEETINGS

Sec.1

Association shall meet on every Saturday subject to amended as seen fit by the NAACA Executive

Sec.2

There shall be an Annual General Meeting (AGM) to be held once in the year.

Sec.3

The meetings shall be held on a suitable time as agreed by the members.

Sec.4

The venue for the meetings shall be decided by a majority vote.

ARTICLE C-VIII**NAACA Executive Officers****Sec.1**

The governing body of the Association shall be the Executive Council, hereinafter referred to as 'NAACA Executive', whose members shall be elected through secret ballot by the general membership.

Sec.2

The Executive Council shall consist of fourteen (14) Officers, namely:

- 2.1. The President/Chairman of NAACA
- 2.2. The Vice-President/Vice Chairman of NAACA
- 2.3. The Executive Secretary of NAACA.
- 2.4. The Assistant Executive Secretary of NAACA.
- 2.5. The Financial Secretary of NAACA.
- 2.6. The Treasurer of NAACA
- 2.7. The Program Organizing Secretary/Public Relations Officer of NAACA
- 2.8. The Membership Organizing Secretary of NAACA
- 2.9. The Assistant Membership Organizing Secretary of NAACA
- 2.10. The Sergeant of Order/Command of NAACA
- 2.11. The Researcher/ International Liaisons Officer of NAACA
- 2.12. The Advisors of NAACA
- 2.13. The Vice Advisors of NAACA
- 2.14. The Associate Webmaster of NAACA

Sec.3

The Executive Council shall administer the Association's affairs, formulate policies and implement programs to effectively carry out the objectives of the Association and manage all the monies and property of the Association.

Sec.4

The Executive Council shall be responsible for the day to day affairs of the Association

Sec.5

The Executive Council shall represent the Association at meetings where the Association's presence is required

Sec.6

The President shall take precedence over all other members of the Association; and in descending order, the Vice President, Executive Secretary, Assistant Executive Secretary, Financial Secretary, Treasurer, Organiser and Welfare Officer

Sec.7

There shall be a Chief Patron who shall be elected by general resolution of the Executive

Sec.8

There shall be an Advisory Committee consisting of seven (7) members who shall likewise be elected by general resolution

Sec.9

The Executive Council shall submit Quarterly Reports of their activities to the general membership.

Sec.10

The Officers of the Association shall hold office for a period of two (2) years from the date of their election.

Sec.11

Any vacancy in any Committee shall be filled up by the nomination(s) of qualified person(s) by the Executive Council and such person(s) being elected through a general resolution.

ARTICLE C-IX**NAACA OFFICERS AND THEIR DUTIES**

Sec.1. Administrative Officers of NAACA. The Administrative Officers of NAACA shall be a President, a Vice President a Secretary, and a Treasurer. It is the duty of these officers, in consultation with one another, to carry forward the work according to plans and programs voted by NAACA in Session and according to plans and policies agreed upon by the NAACA Executive Committee.

Sec. 2. The President/ Chairman of NAACA.

The President is the first officer of NAACA and shall report to the NAACA Executive Committee in consultation with the Executive Secretary and the Treasurer. He or his designee shall preside at the sessions of NAACA and act as chairperson of the NAACA Executive Committee. He shall serve in the general interests of NAACA as the NAACA Executive Committee shall determine, and perform such other duties as

2.1 Preside over all meetings and deliberations of the Executive Council and general meetings of the Association.

2.2 Call special meetings of the Association or the Executive Council whenever he/ she deems necessary or upon written requests of majority of the members of the Executive Council

2.3 Set agenda for and convene meetings in consultation with the Secretary.

2.4 Appoint all members of Standing Committees of the Association with the concurrence of majority of the members of the Executive Council.

2.5 Approve vouchers covering the applications or expenditures of Association funds before payment or disbursement thereof;

2.6 The President shall be a signatory to all monetary transactions of the Association.

2.7 Represent the Association on all occasions and all matters in which representation of the Association may be agreed upon or required. The President may appoint a member to represent him where possible.

2.8 The President shall be the Chief Spokesperson for the Association

2.9 The President shall have casting vote.

Sec.3 The Vice President /Chairman of NAACA

The Vice-President shall:

3.1 Perform the duties and function of the President in the latter's absence, disability, death or resignation.

3.2 Perform functions that may be assigned to him/her by the President

3.3 Assist the President in the performance of his/ her duties.

3.4 Have a casting vote.

Sec.4

The Executive Secretary of NAACA.

The Executive Secretary of NAACA shall perform the following duties and functions.

4.1 Take down minutes of the meetings of the general membership and of the Executive Council.

4.2 Keep a book of Minutes of Resolution and a continuing register of all members of the Association.

4.3 Prepare notices and agenda for all meetings in consultation with the President.

4.4 Prepare and submit reports to meetings as may be directed.

4.5 Act as a custodian of all records, documents, minutes of the meetings of the Executive Council and the general membership as well as printed and/or written policies, projects and activities of the Association;

4.6 Deal with all correspondence on behalf of the Association in consultation with the Executive Council

4.7 Present, at the end of each year, an Annual Report approved by the President and the entire Executives of the Association.

4.8 Periodically submit to all members, a list of Association members, list of Officers and their respective addresses, minutes of meetings held and such other documents or papers as may be required.

4.9 Perform other functions as may be assigned to him/her by the President.

4.10. The Executive Secretary shall be a signatory to all monetary transactions of the Association

Sec.5 The Assistant Executive Secretary of NAACA

The Assistant Executive Secretary of NAACA shall

5.1 Assist the Executive Secretary in all his/ her duties;

5.2 Act in the absence of the Executive Secretary.

5.3 Perform other functions as may be assigned to him/her by the President.

Se.6

The Financial Secretary of NAACA.

The Financial Secretary of NAACA shall be as follows:

6.1 Keep a record of all receipts and expenditures.

6.2 Prepare Quarterly Financial Statements and present same to the Executive Council on the first Monday of the resuming Quarter.

6.3 Prepare such financial reports as may be required by the general membership or the Executive Council, which shall include all money received and paid by the Treasurer.

6.4 The rendering of such account shall be made:

a. At least once a year; within thirty (30) days after the close of the Association's fiscal year;

b. At such other times as may be required by a resolution of the majority of the members of the Association; and upon n termination or vacating his/ her office or dissolution of the Association for any cause.

c. The account shall be verified by affidavit and duly audited by a Certified Accountant.

6.5 Shall be a signatory to all monetary transactions.

6.6 Perform other functions as may be assigned to him/ her by the President.

Sec.7

The Treasurer of NAACA

The Treasurer of NAACA shall

7.1 Collect, receive and issue receipts for all money, funds and contribution to the Association

7.2 Keep monies of the Association

7.3 Make sure that all disbursement and payments made are covered by vouchers and accompanied by the necessary receipts.

7.4 Act in the absence of the Financial Secretary in all his/ her duties.

7.5 Perform other functions as may be assigned to him by the President.

Sec.8

The Program Organizing Secretary / Public Relations Officer of NAACA

The Membership Organizing Secretary/ Public Relations Officer of NAACA Shall

8.1. Support planning and coordination of a program and its activities

8.2. Ensure implementation of policies and practices

8.5. Schedule and organize meetings/events and maintain agenda

8.7. Prepare paperwork and order material

8.8. Keep updated records and creates reports or proposals

8.9. Support growth and program development

8.10. Help build positive relations within the team and external parties

8.11. Manage communications through media relations, social media etc.

8.12. Ensure technology is used correctly for all operations (videoconferencing, presentations etc.)

8.13. Management in an Organization. It is in every organization's interest to maintain a positive public image.

8.14. It is the practice of managing communication between the organization and its publics.

Sec.9

The Membership Organizing Secretary of NAACA

The Membership Organizing Secretary of NAACA Shall

9.1. Coordinate events to enhance smooth organization of the Association activities;

9.2. Liaise with the Welfare Committee in the performance of its duties.

9.3. Organize members to attend meetings, programs and functions for which the Association has been properly invited.

9.4. Be responsible for preparation of venues for activities of the Association including meetings of the Executive Council and general meetings.

9.5. Be a member of the Welfare Committee

9.6. Perform other functions as may be assigned to him/ her by the President.

Sec.10

The Assistant Membership Organizing Secretary of NAACA

The Assistant Membership Organizing Secretary of NAACA

- 10.1 Assistant Membership Organizing Secretary in all his/ her duties;
- 10.2 Act in the absence of the Membership Organizing Secretary.
- 10.3 Perform other functions as may be assigned to him/her by the President.

Sec.11

The Sergeant of Order/Command of NAACA

The Sergeant of Order/Command of NAACA Shall

- 11.1 All members have to get order from him/her for our questions and comments during our meetings.
- 11.2. Under his/him command of our meeting
- 11.3 Under his/him Order of our meeting
- 11.4 He/her makes the details for the Association
- 11.5. To see that they are properly equipped for our meetings.

Sec.12

The Researcher/ International Liaisons Officer of NAACA

The Researcher/ International Liaisons Officer of NAACA Shall

12.1 The Research Liaison Officer will work with the Development/Project Committee to implement project activities. Responsibilities will include:

12.2A liaison officer is in charge of working with different people, organizations or agencies to help them accomplish a common goal of the Association.

12.3, To do this, the liaison officer must oversee communications, and coordinate efforts between these different entities as well as the general.

12.4 Provide up-to-date research on country-specific best practice information from local and national research institutions.

12.5 Assist in the technical design process of national workshops and follow-on activities

12.6. Work collaboratively with Research Analysts for timely responses to Our Town Development Mission requests and on-going priority sector research

Sec.13.The Advisors of NAACA

The Advisors of NAACA shall

- 13.1. The advisor's role is an active rather than a passive one and the process of advising requires the following objectives to be met the goal of our Association.
- 13.2. Mediate interpersonal conflicts that arise.

- 13.3. Be responsible for planning Leadership skills workshops
- 13.4. Attend all general meetings.
- 13.5. Attend all executive committee meetings.
- 13.6. Call meetings of the executive committee when he/she believes it is necessary.
- 13.7. Be quiet during general meetings unless called upon.
- 13.8. Exert his/her influence with officers between meetings.
- 13.9. Take an active part in formulating the goals of the group.
- 13.10. Initiate ideas for discussion when he/she believes they will help the group
- 13.11. Request to see the treasurer's books at the end of each semester.
- 13.12. Check the secretary's minutes before they are written in final form.
- 13.13. Request the treasurer to clear all expenditures with him/her before financial commitments are made.

Sec.14 The vice Advisors of NAACA

14.1. Meet with your advisor at least one day before your meetings to go over the agenda and topics to be discussed at the meeting. If you are unsure how to run the meeting or deal with a situation that may arise, use your advisors' knowledge and experience to come up with solutions.

14.2. Collaborate with Advisors

Sec.15

The Associate Webmaster of NAACA

The Associate Webmasters of NAACA shall

- 15.5. Have the primary responsibility of maintaining the Association's website
- 15.2. Maintain websites for clients and businesses.
- 15.3. Ensure the web servers; hardware and software are operating accurately.
- 15.4. Design websites.
- 15.5. Generate and revise web pages.
- 15.6. Examine and analyze site traffic.
- 15.7. Utilize scripting languages such as JavaScript.
- 15.8. Configure web servers such as Apache.

ARTICLE C-XII

COMMITTEE APPOINTMENTS

Sec.1 To ensure coordination and efficiency in the transaction of Association activities and matters; and in order to realize the objectives of this Constitution, NAACA Executive Committee shall appoint the following in three (4) Standing Committees are hereby created to assist and advise the Executive Council accordingly.

1.1 There shall be the Welfare, Development/Projector, Grievance and Finance & Investment Committees.

1.2A Committee to be determined by the executive shall constitute five (5) members including one (1) from Europe and one (1) from United States of America.

1.3 A committee as formed shall regulate its own affairs and shall submit quarterly reports of its activities to the Executive Council

Sec.2.

Welfare Committee

The Welfare Committee shall:

2.1 Be chaired by the Welfare Officer

2.2 See to all benefits and recreational facilities of members.

2.3 Liaise with the Organizer to ensure attendance of members at programs and functions to which the Association has been properly invited.

2.4 In the case of attendance at funerals and weddings, co-opt additional members to reflect the cultural situation at the time.

2.5 Research, adopt and implement programs, projects and activities that will protect the general welfare of the members.

Sec.3

The Development /Projector Committee

The Development /Projector Committee shall

3.1 Collaborate with Atebubu Development Committee execute the development plan.

3.2. Develop a long-range fund development plan with a mix of strategies including revenue goals and action plans.

3.3 Develop the case for philanthropic support.

3.4 Devise and recommend fund development policies and practices to the Executive Director and Board of Directors for action.

3.5 Monitor and track progress on the fund development plan. Participate in problem-solving to address lags in achievement of objectives and targets.

3.6 Monitor and provide personal follow-up and coaching with Board members and volunteers to support their participation and achievement of their specific assignments and targets.

3.7. Assure that all donors are respected and recognized in a timely manner.

3.8. Establish task forces as needed to carry out specific fund development activities. Monitor task force performance and address challenges.

3.9. Assess fund development results and return on investment (ROI).

3.10. Monitor the implementation of the fund development plan and work with the Executive Director and members to resolve challenges

Sec.4

The Grievance Committee

The Grievance Committee shall

4.1. Investigate internal Association disputes in accordance with Article 16 of this Constitution.

4.2. Shall deal with grievance procedures of the Association in relation to members of the Association.

Sec.5

The Finance & Investment Committee

The Finance & Investment Committee shall

5.1. Advise on the proper usage of Association funds.

5.2. Be responsible for the investment of Association funds.

5.3. To be chaired by the Financial Secretary to carry out research and brief members on how funds are to be invested, and a host of other investment related issues.

5.4. Draw up a financial working protocol that would be adopted for use by the Association.

Sec.6

The Ad-hoc Committee

The Ad-hoc Committee Shall

The Executive shall have the authority to appoint ad-hoc committees to assist them in their operations where necessary.

ARTICLE C-XIII

The NAACA Meetings

Sec.1. The Association, shall hold general meetings at least once every three months (Quarterly)

Sec.2. Notices of a general meeting shall be sent out by the Secretary at least (10) days prior to such meeting.

Sec.3. Notices of a general meeting shall be sent by emails, posted on NAACA platforms in social media, text messages and any other means deemed fit.

Sec.4. The date, time and place for a general meeting shall be determined by the Executive Council.

Sec.5. Regular meetings of the Executive Council shall take place at most once every month

Sec.6. Appropriate notices shall be sent out by the Secretary to each member of the Council at least three (3) working days prior to such meeting.

Sec.7. The time and place of the meeting shall be determined by the Executive.

Sec.8. Special meetings of the Executive Council or the general membership may be called at any time at the call of the President, upon request of majority of the members of the Executive Council or upon petition addressed to the Secretary of at least one-third of all members in good standing of the Association.

Sec.9. The notice for any meeting whether it is of the general membership or of the Executive Board, regular or special, shall contain the item or items to be discussed which shall constitute the agenda of the meeting.

Sec.10. Any item or items included in the agenda may be taken up upon recommendation by majority of the members of the Executive Council present and constituting a quorum if it be an Executive Council meeting or majority of the members present and constituting a quorum if it be a general meeting.

ARTICLE C-XIV

The NAACA Quorums for Meetings

Sec.1 Except when a greater proportion as required hereon or by law, a majority vote shall prevail at meetings and deliberations of the Association.

Sec.2 A third of the members of the Association shall constitute a quorum to officially transact any business.

Sec.3 Majority of the members of a committee of the Association shall constitute a quorum to officially transact any business.

Sec.4 Four members of the Executive Council shall constitute a quorum to officially transact any business.

ARTICLE C-XV

The National Delegates Congress of NAACA

There shall a Biennial (every two years) National Delegates Congress of the Association at a venue to be decided by the National Executive Council with approval from members of the association.

ARTICLE C-XVI

The Funding

Sec.1 Every member shall pay monthly dues, the amount of which shall be agreed by members at a general meeting

Sec.2 This will be reviewed yearly upon recommendation from the Executive Council to members at a general meeting.

Sec.3 Any other amount as may be determined from time to time by the Association at National Delegates Conference and /or at a general meeting.

Sec.4 Any other contributions shall be made only upon a resolution duly ratified by at least two-thirds of the general membership.

Sec.5 All amounts collected pursuant to the two preceding sections shall constitute the General Fund of the Association to be applied to the operational and organizational expenses of the Association or for any purposes or object as may be authorized by the Executive Council in a written resolution adopted at a meeting duly called for the purpose.

Sec.6 Payment of Dues shall be prima facie evidence of membership.

Sec.7 The Association shall have the right to save part of its funds or invest in any economic venture which can generate funds.

Sec.8 The Executive Council may incur such reasonable liability on behalf of the Association in the course of the performance of its duties.

Sec.9 A bank account shall be opened by the Association at any commercial bank into which all funds of the Association shall be deposited.

Sec.10 The Treasurer shall be permitted to keep an impress not exceeding \$500.00 (Five hundred only).

Sec.11 The signatories to the Bank Account shall be the President, Executive Secretary and the Financial Secretary.

Sec.12 Any two of the signatories shall sign all relevant documents to the Accounts at any point in time with the President being a mandatory signatory.

Sec.13 The President or in his/ her absence, the Vice President or Executive Secretary shall sanction all monetary transactions in the interest of rhea association.

Sec.14 Every expenditure of the Association shall be evidenced by a receipt from the person to whom the payment is made which shall state the date, place and purpose of such payment. Such receipt shall form part of the financial records of the Association.

ARTICLE C-XVII

The Fiscal Year

The Association's fiscal year shall commence on 1 January and end on 31 December of every year.

ARTICLE C-XVIII

The Association Week

There shall be ASSOCIATION WEEK to be celebrated annually with the following aims;

Sec.1To foster healthy working and social relationship among members of the Association

Sec.2To project the image of NAACA

Sec.3 To contribute our Quota to society

ARTICLE C--XIV

The Elections of NAACA

Se.1 Elections

Election of officers of the Association shall be held every two years and be supervised by an Electoral Committee chaired by an Electoral Commissioner whose duties shall include the following:

a. There shall be created an Electoral Committee, constituted by the Electoral Commissioner and four (4) other members, at least thirty (30) days before any regular or special election

b. Two (2) members of the Electoral Committee shall be appointed by the Executive Council upon the advice of the Electoral Commissioner, with the remaining two (2) from members

c. Members of the Electoral Committee shall be disqualified from running for any elective position.

d. The duties of the Electoral Committee include;

i. Conduct all elections of the Association

ii. Adopt and promulgate rules and regulations that will ensure free, fair, transparent and orderly elections at all time

iii. Pass upon qualification of candidates;

iv. Rule on any question or protest regarding the conduct of the election subject to the procedure that may be promulgated by the Executive Council; and

v. Proclaim duly elected officers.

e. The Electoral Committee shall be automatically dissolved thirty days (30) after the duly elected officers are installed into office.

Sec.2 Rules & Regulation of Elections of NAACA

a. Election of officers to run the association shall be held every two (2) years.

- b. All officers shall be eligible for re-election at the end of their term of office.
- c. Regular elections of officers of the Association shall be held not later than the last day of the last month of the term of office every two (2) years.
- d. All elections shall be by the order of the President in accordance with the provisions of this constitution.

2.1. In the event of any elective office becoming vacant by resignation, incapacity, death or any other reason, the President shall notify the general membership of such vacancy and shall, in consultation with the Executive Council, order a bye-election to fill that vacant position within 3 months.

2.2. With respect to vacancy of the Presidency, the Vice President shall notify and order a bye- election as provided above.

2.3. Where four (4) or more members of the Executive Council resign en-bloc, the remaining Executives shall convene a general meeting to appoint an interim Executive to run the Association and ensure that a General Election is organized within 3 months.

2.4. Candidates for elective positions must be members of the Association in good standing for a period not less than two (2) years on the date of the election.

2.5. All members of the Association in good standing shall be eligible to vote in Association elections and meetings.

2.6. Voting shall be by secret balloting and the election shall be decided by majority of votes.

2.7. All outgoing officers shall be deemed to have resigned their posts a week prior to the election.

2.8. All duly elected officers shall meet within one (1) week following their proclamation to which time the outgoing administration shall handover all records and properties of the Association to the new administration.

2.9. Elections of officers shall be observed by an Independent body to be decided upon by the Executive.

ARTICLE C—XV

The Discipline & Settlement of Internal Disputes of NAANA

Sec. 1

The Executives of the Association shall at all times ensure that discipline is maintained in accordance with the Constitution of the Association.

1.1. Dispute involving Association members or its officers shall be made in writing and submitted to the President who shall undertake to have them settle their differences amicably.

1.2. In the event of failure to settle the dispute amicably, the Secretary shall pass on the dispute to the Grievance Committee which shall undertake to investigate or hear the case on the merits.

1.3. The Grievance Committee shall require the respondent within five (5) days from the date of the aforementioned confrontation of the parties to produce their answers in writing. Thereafter, both sides shall be entitled to a hearing.

1.4. After proper evaluation of evidence submitted, the Grievance Committee shall render its written decision on the dispute within three (3) working days from termination of the hearing addressed to the President.

1.5. Decisions of the Grievance Committee shall become final unless appealed to the general membership within five (5) days from receipt of a copy of the decision of the Grievance Committee.

1.6. A member of the association who does not officially follow the above procedures (1),(2),(3),(4),and (5) or who declares his and her intention to, or seek external redress to their grievance automatically forfeits his or her membership of the association .

ARTICLE C—XVI

The Removal from Office of NAACA

Sec.1.

An Executive member shall be removed from office if he/ she is found

- a.** To have acted in wilful violation of any provision of this Constitution; or
- b.** To have conducted himself/ herself in a manner that brings or is likely to bring the executive office into disrepute, ridicule or contempt; or
- c.** To have conducted himself in a manner that is prejudicial or inimical to the objectives of this Association; or
- d.** To have misappropriated Association funds and property. This is without prejudice to the filing of an appropriate criminal or civil action against the responsible officer or officers by any interested party; or
- e.** To have betrayed the cause of the Association by divulging any classified information to a third party; or
- f.** To be incapable of performing the duties of the office by reason of incompetence, infirmity of body or mind.

Sec.2 For the purposes of removal from office, a written notice signed by at least one-third of active members or three (3) members of the Executive Council shall be addressed to the President.

Sec.3 The Executive Council shall notify the general membership upon receipt of such notice and shall suspend the Officer in question.

Sec.4. The Executive Council shall, within six (6) weeks after the date of receipt of the notice, move a resolution whether or not the said Officer shall be removed from office.

Sec.5.A vote for the removal of an Officer shall be approved by not less than two-thirds of the general membership.

ARTICLE C—XVII

The Constitution Amendments of NAACA

Sec.1 Proposals for amendments to this Constitution may be made by the Executive Council or upon formal petition of at least one-third of the general membership.

Sec.2 Proposals for amendments to this Constitution may be made at the National Delegates Congress or at general meetings.

Sec.3 No proposal shall be considered an amendment and become part of this constitution until after the same shall have been ratified by at least half (1/2) vote of all the members of the Association either at special meeting or a referendum called for such purpose.

ARTICLE C—XVIII

The Dissolution& Disposal of Association Assets of NAACA

Sec.1 The Association may be wound up by a resolution supported by not less than two-thirds of all active members

Sec.2.In case of voluntary dissolution of the Association, members shall enjoy equity to the Association properties to the extent that such properties shall first be sold to the Association members before being offered to the general public.

Sec.3. The proceeds wherefrom, together with the balance of the Association funds shall be distributed, pro-rata to its members, depending on the amount of membership dues contributed to the Association.

Sec.4.The general membership may be consulted to settle differences of opinion.

ARTICLE C—XIX

The BYLAWS OF NAACA

At any regular or special NAACA Session, the delegates may enact, amend, or repeal Bylaws by a two-thirds majority vote of the delegates present and voting. Such actions may embrace any provision not inconsistent with the Constitution.

BYLAWS

ARTICLE B-I

CONTRACTS, CHECKS, DEPOSITS, INVESTMENTS AND FUNDS.

Sec. 1. Contracts.

The NAACA Executive Committee may authorize any officer or officers, agent or agents of NAACA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NAACA, and such authority may be general or may be confined to specific instances.

Sec. 2. Checks, Drafts, or Orders.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAACA shall be signed by such officer or officers, agent or agents of NAACA and in such manner as shall from time to time be determined by resolution of the NAACA Executive Committee. In the absence of such determination by the NAACA Executive Committee, such instruments may be signed by either the Secretary Treasurer or the Secretary of NAACA.

Sec. 3. Deposits. All funds of NAACA shall be deposited promptly to the credit of NAACA in such banks, trust companies, or other depositories as the NAACA Executive Committee may select.

Sec.4. Gifts. The NAACA Executive Committee may accept on behalf of NAACA any contribution, gift, bequest or devise for any purpose of NAACA.

ARTICLE B-II

CONFLICT OF INTEREST OF NAACA

Sec.1.

Any committee member who has an interest in a contract or other transaction presented to the NAACA Executive Committee, for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Executive Committee to the NAACA

Executive Committee acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to NAACA's interest.

Sec.2.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of those present and voting, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor exert his personal influence regarding, nor participate in (other than to present factual information or to respond to questions) the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Executive Committee, takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation (where applicable), and whether a quorum was present.

Sec.2.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of those present and voting, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor exert his personal influence regarding, nor participate in (other than to present factual information or to respond to questions) the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Executive Committee, takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation (where applicable), and whether a quorum was present

ARTICLE B-IV

COMPENSATION AND EXPENSES

Sec. 1. Compensation.

Administrative officers of NAACA and members of NAACA, and, coordinators, or any other officers of NAACA or unincorporated organizations and shall agree to serve as *pro bono* volunteers. They shall not receive monetary or other compensation, direct or indirect, for their service.

Sec. 2. Expense Reimbursement.

Any necessary expenses incurred in the execution of duties as administrative officers, executive committee members, or other committee members, as shall be pre-approved by the finance committee or its designee shall be promptly reimbursed by the NAACA Treasurer for general NAACA matters.

ARTICLE B-V

AUDIT OF NAACA

Sec. 1. The NAACA Executive Committee shall appoint an Internal Audit Committee at its first regular meeting following the NAACA triennial session.

Sec. 2. The Internal Audit Committee shall conduct or cause to be conducted an audit of the financial statements of NAACA, The Internal Audit Committee shall also conduct an annual bylaws and policy compliance test of these organizations, and shall report annually the results of the financial audit and policy compliance test to the NAACA Executive Committee and to NAACA at its regular biennial sessions.

ARTICLE B-VI

BOOKS AND RECORDS OF NAACA

Sec.1.The Administrative Officers of NAACA shall keep accurate and complete records of all accounts and shall also keep minutes of the proceedings of its Sessions, NAACA Executive Committee. They shall also keep at the principal office a record giving the names and addresses of the NAACA Executive Committee members to vote. All records of NAACA may be inspected by any member or their agent for any proper purpose at any reasonable time.