

ARTICLE I

Name, Objectives, Offices and Governing Rules

Section 1. Name. The name of the Corporation shall be The EDO National Association in the Americas, Inc. (ENA or the “Corporation”).

Section 2. Objectives. The objectives of the Corporation shall be to:

- a. Promote unity, patriotism and solidarity among all people of Edo origin in the Americas.
- b. Build a healthy and vibrant community of Edo people in Nigeria and the Americas.
- c. Develop and implement proposals geared toward the development of Edo land.
- d. Protect and promote Edo language, culture and heritage.
- e. Encourage active participation in lawful activities that will enhance the economic and social well being of Edo people.
- f. Promote discipline, honesty, integrity and self-reliance among all Edos.
- g. Work diligently for the education and advancement of all Edo children.

Notwithstanding the foregoing, the Corporation shall not participate in political campaigns, endorse candidates for any political office or engage in any conduct that will violate its Articles of Incorporation, corporate or tax-exempt status, if any, under the Internal Revenue Code, or the law of any jurisdiction.

Section 3. Office. The Corporation’s principal offices shall be as stated in the Articles of Incorporation of the Corporation (the “Articles”), or such other place as the governing body of the Corporation may approve.

Section 4. Governing Rules. All meetings of the Corporation, its Board(s), Council(s), Committees and subcommittees shall be governed by, in the following order of priority: the laws of the United States of America, the laws of its state of incorporation, the laws of the state in which such meeting is being conducted, the Articles of Incorporation, this constitution, and Robert’s Rules of Order, Newly Revised.

Section 5. Fiscal Year. The Fiscal Year (FY) of the Corporation shall begin on September 1 and end on August 31 of the following year.

ARTICLE II

Membership

Section 1. General: The Corporation may affiliate with other organizations whose goals or objectives are not inconsistent with the goals or objectives of the Corporation. The Corporation shall have two (2), classes of members. Where used in this constitution, “Member” shall mean a member organization, a Honorary Member, or a member of member organization as each of these terms is defined here in Article II.

a. **Member Organization.** A “Member Organization” is an Edo organization that has been duly admitted for membership to the Corporation. A member organization must be an Edo organization having seven (7), or more members pursuant to the existence of a valid constitution of that organization. All local members of a member organization are automatically members of the Corporation.

b. **Honorary Members.** The status of “Honorary Member” may be conferred on non-Edos, who are not otherwise members of the Corporation pursuant to subsection (a) of Article II, for their outstanding character, wisdom, integrity, reputation, financial stability, and selfless support and contributions to the Corporation. Conferment of honorary membership shall be at the sole discretion of the Council of Presidents upon recommendation by the Membership Committee. Any Member may nominate a prospective Honorary Member for recommendation by the Membership Committee.

Section 2. Admission. Each member organization shall apply for admission to the Corporation by completing an appropriate form (“Admission Form”) designated by the President and approved by the Council of Presidents for such purpose. The Admission Form shall require pertinent information including, but not limited to, the prospective Member’s name, address, telephone number(s), e-mail address(es), immigration or citizenship status in the United States, and the name, address and telephone numbers of next of kin. In addition to the foregoing, an application by a prospective member organization shall include the names, addresses and telephone numbers of all its members and duly elected or appointed officers.

Section 3. Fees, Dues, and Charges.

a. **Membership Application Fee.**

(i) An applicant for admission as a member organization shall submit a one-time, non-refundable application fee of \$350 with its application. An application not accompanied with the proper application fee or adequate information shall be rejected. Organizations or entities that are already members of the Corporation as of the date of adoption of this constitution shall complete an Admission form, but such organizations and entities shall be exempt from paying the Membership Application Fee.

(ii) An Honorary Member shall complete an Admission Form, but is not required to pay the Membership Application Fee. Notwithstanding the foregoing Honorary Members may make voluntary financial contributions or other donations in kind to the Corporation.

(iii) All fees or “other payments” shall be forwarded to the Financial Secretary who shall create an accurate record of the funds received. The Financial Secretary shall promptly forward all ENA monies and funds collected to the Treasurer for deposit in the Corporation’s bank account within five (5) business days of receipt. Upon receiving monies and funds collected from the Financial Secretary, the Treasurer shall issue a receipt evidencing the amount, nature, and type of funds received to the Financial Secretary.

b. Annual Dues.

(i) Each member organization shall pay a fee of \$300 in annual dues.

(ii) Honorary Members shall pay no annual dues.

c. Due Date. All dues required under this subsection (b) shall be paid to the Treasurer no later than 90 days following the last day of the National Convention for the succeeding year. Dues not paid during this 90-day period shall incur a “Late Payment” fee of ten percent (10%) of the total amount due. All member groups projecting for a late payment of dues must provide to the Treasurer a LATE PAYMENT advance notice of at least thirty (30) days prior to the last day of the ninety (90) days of dues payment period.

d. Collection of Other Payments. The Financial Secretary shall be responsible and accountable for any payment owed or donated to the Corporation during (or in connection with) the Convention. The Financial Secretary shall also keep accurate account of any such payments or donations, including the name, address and telephone number of each donor, the amount or thing donated, the time, place, manner and purpose, if any, of such donation. If any person receives any payment or financial donation for or on behalf of the Corporation, such payment or donation shall immediately be forwarded to the Treasurer.

ARTICLE III

Organization Structure of the Corporation

Section 1. General: The organization structure of ENA shall comprise the Council of Presidents (COP), Executive Council (Executives), Board of Advisors (BOA), and working Committees.

Section 2. Nature of Roles: The COP shall function as the legislative body (rules and policies maker) and maintain oversight responsibility over the activities of the Executive Council and be able to select and dismiss members of the Executive Council and Board of Advisors. The Executive Council is to carry out and implement all operational policies and programs of the association as established by the COP. Periodic reporting of the activities and operations of the Executive Council to the COP will help ensure the needed checks and balances. The Board of Advisors shall use their vast and diverse experiences to provide advice and consultation to guide the COP and Executive Council to properly carry out their responsibilities.

Section 3. Functional relationship within the Corporation: The functional relationship among the governing arm of the Corporation shall be as defined in this constitution. The COP shall function as the Board of Directors of the Corporation by retaining the designation of Council of Presidents. As the Board of Directors, the COP shall provide oversight and legislative functions and determine and formulate policies for effective running of the Corporation. The COP shall not interfere with the Executive functions besides providing oversight responsibilities for the Corporation.

Section 4. ENA Meetings: ENA shall have COP meetings, Executive meetings, and BOA meetings as designated in this constitution.

a. COP Meetings (April & Convention): The ENA shall continue to hold its annual April COP meeting. The April meeting shall strictly be for the members of the Council of Presidents for the conduct of ENA affairs. The COP shall also continue to hold meetings on Fridays and Sundays during the yearly national convention and at such other times that regional or other meetings are deemed necessary. The members of the Executive Council shall not be participating members in the meetings but may be granted opportunity to present reports of their activities to the COP at these meetings.

b. Control and Conduct of COP Meetings (April & Friday during Convention): The presiding officer at the COP meeting shall be the Chairman of the Council of Presidents. The Host President or designated representative of the member organization hosting the national convention shall welcome members of the Council of Presidents and the other attendees to his or her city with few sentences as possible upon which the Chairman of the COP shall take over the meeting and conduct it accordingly. The Host President shall deliver a welcome address only on Saturday of the national convention where he/she shall be DULY called or referred to as the Convention Chairman.

c. Notice of COP Meeting: The COP shall meet as needed and necessary during the year. The Secretary, at the direction of the Chairman of the COP, shall give no less than fourteen (14) working days notice of the meeting to each member of the COP. The said notice shall include proposed agenda items. Notice shall be given in any reasonable manner to reach all members of the COP. A member may waive notice of any meeting of the COP in writing before the meeting. The attendance of the member at any meeting shall constitute a waiver of notice of such meeting. The Chairman of the COP shall preside over all the meetings of the COP.

d. Minutes: The responsibility for taking and writing minutes of meetings of COP, Executives, Board of Advisors shall fall on the Secretary. The Secretary shall promptly prepare the minutes and make them available to members of the COP, the Executives, and the Board of Advisors. At the beginning of each meeting, the minutes of the previous meeting shall be read and adopted, unless such reading is waived by majority vote of the COP.

e. Quorum and Voting: The presence of 50 percent, plus one (1) of the total qualified members shall constitute a quorum for the transaction of business at any meeting of the COP, but the COP members present at any meeting, although less than a quorum, may adjourn the meeting at any time. If a quorum is present when a duly called meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawals of any of the members originally present leaves less than the proportion or number otherwise required for a quorum. At any meeting of the COP, each voting member present at the meeting shall be entitled to cast one (1) vote on any question requiring a vote. Except as otherwise provided in this Constitution, a simple majority vote of the voting members present at any meeting, shall be sufficient to transact any business. Proxy voting shall not be permitted.

f. Meetings of the Executive Council: Members of the Executive Council shall meet as often as needed during each fiscal year. Meetings of the Executive may be held at the location of the National Convention or at such other time and place or location as the Executive may determine.

(i) The Secretary, at the direction of the President, shall give no less than fourteen (14) working days notice of the meeting to each member of the executive. Notice shall be given in any reasonable manner to reach all members of the executive. A member may waive notice of any meeting of the executive in writing before the meeting. The attendance of the member at any meeting shall constitute a waiver of notice of such meeting. The President shall preside over all the meetings of the Executive Council.

(ii) The meetings of the members of the Executive Council shall be for the discussion of ENA related matters and activities. Such meetings are to assist the members of the Executive Council to function properly and to aid the generation of ideas for presentation to the COP. Because the resolutions reached at the meetings of the Executive Council are not binding on members of the corporation, the Executive Council does not require a quorum to conduct its meetings. However, all meetings of the Executive Council shall be conducted in accordance with the provisions of this constitution and decisions may be reached in any acceptable manner.

g. Meetings of the Board of Advisors: Members of the Board of Advisors shall meet as often as needed during each fiscal year. Meetings of the Board of Advisors may be held at the location of the National Convention or at such other time and place or location as the members of the Board of Advisors may determine.

(i) The Secretary, at the direction of the Chairperson of the Board, shall give no less than fourteen (14) working days notice of the meeting to each member of the Board. The said notice shall include proposed agenda items. Notice shall be given in any reasonable manner to reach all members of the Board. A member may waive notice of any meeting of the Board in writing before the meeting. The attendance of the member at any meeting shall constitute a waiver of notice of such meeting. The Chairperson of the Board of Advisors shall preside over all the meetings of the Board.

(ii) The meetings of the members of the Board of Advisors shall be for the discussion of ENA related matters and activities. Such meetings are to assist the members of the Board of Advisors to function properly and to aid the performance of their advisory function. Because the resolutions reached at the meetings of the Board of Advisors are not binding on members of the corporation, the Board of Advisors may not have a quorum to conduct its meetings. However, all meetings of the Board of Advisors shall be conducted in accordance with the provisions of this constitution and decisions may be reached in any acceptable manner.

ARTICLE IV

Council of Presidents

Section 1. Nature and Function. The Council of Presidents (COP) shall serve as the Board of Directors of the corporation and shall be made up of presidents of all member organizations. The role of the COP shall include:

- a. Carry out legislative and oversight functions and responsibilities for the corporation.
- b. Set goals and formulate organizational policies for the corporation.
- c. Responsible for the selection and removal of members of the Executive Council and the Board of Advisors of the corporation.
- d. Serve as the judiciary and disciplinary committee of the corporation.
- e. Mediate or otherwise resolve disputes between a member and the corporation or between members of a member organization that may affect the corporation.

Section 2. Qualifications: Only persons who are the Presidents of qualifying member organizations or their designees are eligible to serve on the COP.

Section 3. Term of Office and Appointment: Members of the COP shall serve a term of one (1) year. A member of the COP may serve successive terms, so long as he/she is the legitimate President of a qualifying member organization.

Section 4. Vacancy: If the office of any member of the COP becomes vacant for any reason, the COP shall continue until a replacement is appointed. Vacancies shall be filled by the successor of the vacated member, including temporary and interim successors.

Section 5. Removal of Members: A member of the Council of Presidents may be removed for cause by a two-thirds (2/3) majority vote. “For cause” may include malfeasance, misappropriation of Corporation’s funds, unauthorized use of Corporation’s property, neglect of duties, refusal, inability or undue delay in executing a proper function or duty of his or her office or refusal, inability or undue delay in executing a function or duty that was properly delegated by the COP or the general membership of the Corporation. A member organization whose president is removed from the COP may not replace the removed President until the following year.

Section 6. Compensation: Members of the COP shall not receive compensation for acting as such.

Section 7. Chairman of the Council of Presidents: As a way to provide effective leadership within the council and ensure focus and direction in its legislative and oversight responsibilities, the COP shall select one of its past or serving members to serve a two-year term as the Chairman of the Council of Presidents. The member thus selected may also be eligible for re-election not to be more than two terms. To be eligible as the Chairman of the COP, a prospective candidate must have served or is serving as a member of the Council of Presidents. The primary role of the Chairman of COP shall include:

- a. Provide effective leadership and guidance within the COP.
- b. Preside over the meetings and activities of the COP.
- c. Work with the President and other members of the Executive Council for a smooth running organization.
- d. Act on behalf of the members of the COP in matters pertaining to ENA.
- e. Establish agenda for meetings, with input from members of COP and Executive.
- f. Perform the duties incident to his or her office and such other duties as may be prescribed by the Council of Presidents from time to time.

Section 8. Assumption of office: The Chairman of the COP shall take the oath of and assume office on the last day of the National Convention during the year in which s/he is selected. The oath of office shall be administered by the president of the member organization that hosts the convention at which the elected officer is to assume office.

Section 9. Removal of the COP Chairman: The COP Chairman may be removed from office for cause by the affirmative vote of a two-third majority of the members of the COP present at a duly convened meeting. “For cause” shall be as defined and provided for in other sections of this constitution. . In the event of a removal of the Chairman, members of the COP shall select one of their members to act in the place of and serve out the term of the Chairman.

ARTICLE V

Board of Advisors (BOA)

Section 1. Nature and Function: The Board of Advisors shall function only in advisory capacity to provide guidance, consultation, assistance and support for the association to fulfill its mission and stated objectives by working closely with members of the COP and the Executive Council. Members of the BOA may not be less than five (5) and shall elect its own Chairperson. The role of the board shall be solely advisory and consultative in nature, except to the extent other responsibilities are delegated to the board by the governing body of the association. The Board of Advisors may also work with the COP, Executive Council, and member organizations to settle disputes. In no case shall the Board of Advisor have any authority to exercise direct control over operational and legislative functions of the Executive Council and the Council of Presidents. Individuals selected to the Board shall serve a four-year term and may be eligible for re-election. A member of the COP shall not serve as a member of the Board of Advisors concurrently.

Section 2. Duties of Board of Advisors: The Board of Advisors shall function as follows:

- a. Advise the COP and the Executive Council on matters about organizational polices and activities of the ENA.
- b. Advise the COP and the Executive Council on why it is necessary to consistently adhere to the provisions of the constitution.
- c. Explore and recommend ways to enhance interest and involvement of all Edo people in the Diaspora in the ENA.
- d. Serve in an advocacy role on behalf of the ENA before the general public.
- e. Assist to mediate and resolve disputes involving the ENA, member organizations, COP members, and members of the Executive Council.

Section 3. Qualifications: Membership of the Board of Advisors is open to Edo indigenes and friends of Edo people. Members of the Board of Advisors are to be selected by the COP from the pool of nominated candidates with profound influence in the society, demonstrable experience, and proven success in their chosen careers such as education, politics, public service, military, law, medicine, business, etc.

Section 4. Term of Office and Appointment: Members of the BOA shall serve a four-year term and be eligible for re-election.

Section 5. Vacancy: If the office of any member of the BOA becomes vacant for any reason, the BOA shall continue until a replacement is appointed. Vacancies shall be filled in accordance with the nomination and voting provisions as set forth in this constitution.

Section 6. Removal of Members: A member of the BOA may be removed for “cause” by a two-thirds (2/3) majority vote of the COP. “For cause” shall be as defined and provided for in other sections of this constitution. A member who is removed from the BOA shall immediately relinquish all powers and authority to act on behalf of the ENA and return all ENA assets and resources at his or her possession in accordance with the provisions of this constitution.

Section 7. Compensation: Members of the BOA shall not receive compensation for acting as such.

Section 8. Chairperson of the Board of Advisors: The BOA shall elect its own “chairperson” from among its membership. Upon the election of the “chairperson,” the BOA shall make it known to the COP and Executive Council. The member thus elected shall serve ceremoniously and be responsible for presiding over the meetings of the BOA and coordinating the activities of the BOA with the COP and Executive Council.

Section 9. Assumption of office: The Chairman of the BOA shall take the oath of and assume office on the last day of the National Convention during the year in which s/he is selected. The oath of office shall be administered by the president of the member organization that hosts the convention at which the elected officer is to assume office.

Section 10. Removal of the Chairperson of the BOA: The “chairperson” of the BOA may be removed for cause by the affirmative vote of a majority of the members of the BOA present at a duly convened meeting. “For cause” shall be as defined and provided for in other sections of this constitution. In the event of a removal of the “chairperson,” members of the BOA shall select another member to function as the chairperson.

ARTICLE VI

The Executive Council

Section 1. Members of the Executive Council: Members of the Executive Council shall include:

- a. National President
- b. National Vice President
- c. Secretary

- d. Treasurer
- e. Financial Secretary
- f. Cultural Director
- g. Women Affairs Coordinator

Section 2. Functions of the Executive Council: The Executive Council shall carry out the executive functions and shall be the arm of the governing body of this Corporation to carry out and implement the policies and programs established by the Council of Presidents (COP). The Executive Council shall be responsible to the COP and shall not carry out any function that is in violation of a specific policy of the COP. The National President shall provide responsible leadership and serve as the executive head for the Executive Council. The National President shall work in consultation with the other members of the executive in matters relating to executive functions. In addition to the duties and responsibilities of the National President outlined herein and in other sections of this constitution, the National President shall, in consultation with the other members of the executive, coordinate the activities and functions of the Executive Council to ensure cooperation and coherence. As the executive leader, the National President shall not act or function in any manner that gives the impression of a superior and subordinate relationship with the other members of the executive in the performance of their specific functional responsibilities.

Section 3. Appointment of Members of the Executive Council: The COP shall select and appoint members of the executive (elected officers) to occupy the elective positions from among the general membership of the Corporation. The selection and appointment of an elected officer shall be ratified by the COP at the Convention following his or her appointment. Ratification in this sense is the swearing into and taking of the oath of office. A candidate for an elective position may nominate him/herself or be nominated or recommended by any member of the Corporation or a member organization.

Section 4. Appointment Procedures:

a. Review by the Screening Committee: The Screening Committee shall review and give due consideration to all the candidates that are nominated for any vacant executive position. After screening each nominee, the Screening Committee shall recommend no more than three (3) finalists to the COP, which shall then select the most qualified candidate among the finalists for the position.

(i) No member of the executive or officer of this Corporation shall serve on the Screening Committee or have direct participation in the screening and selection of candidates for any vacant executive position. However, members of the executive may provide useful information about candidates and carry out all requests for assistance to the Screening Committee.

(ii) If the Screening Committee unanimously recommends a single candidate, the COP shall appoint that candidate to fill the vacant position, unless the COP is privileged to information that makes the candidate ineligible for the position. In such a case, the candidate shall be given an opportunity to respond to any charge or charges that may warrant his/her disqualification. If the COP is satisfied with the candidate's response, s/he shall be appointed. Otherwise, the Screening Committee shall recommend another candidate or candidates.

(ii) The recommendations of the Screening Committee shall be based on the qualification of the candidates, including, but not limited to, their academic achievements, level of general knowledge and education, ability to effectively perform the duties of the position, ability to work with and manage people, ability to command respect from within and outside the Corporation, and the ability to devote the required time and other resources to the office. Because the executive positions of the ENA are not political offices, the Screening Committee shall make its recommendation, and the COP shall make its selection, without regard to regional affiliation of the candidates. The Screening Committee or the COP shall not be influenced by internal or external factors that are not relevant to the particular position for which the candidate is considered.

(iv) The Screening Committee shall present all the qualified candidates before the COP for selection. The COP shall vote by secret ballot to elect from among the finalists. The election and selection of candidates shall be conducted at the COP meeting. The candidate who obtains a simple majority vote of the members of the COP present at the duly convened meeting shall be appointed to the position.

b. Application Procedure: Candidates for an executive position may nominate themselves or may be nominated by any member of the Corporation. All candidates accepting nomination for an executive position shall truthfully complete an application form and accompany the form with five (5) copies of the following: (1) a cover letter describing his/her interest in the position, his/her education and relevant experience, his/her goals in the event he or she is appointed to serve, and other relevant information; (2) resume; (3) at least two references with addresses and telephone numbers; and (4) other information/documents that may be reasonably required on the application or prescribed by the Screening Committee or the COP. The application form and accompanying documents shall be submitted to the **Chairman of the Screening Committee** or the member designated by the COP or the committee for that purpose. Each candidate shall sign a waiver for Release of Information from any source the Screening Committee deems appropriate, including but not limited to schools, employers, financial institutions and government agencies. Any information so obtained by the Screening Committee shall be classified as "Proprietary" or "Confidential" and such information may not be knowingly revealed or given to any unauthorized member or third party. After the election and selection, all records and materials pertaining to the election and candidates shall be transferred to the Secretary for record keeping.

c. Qualifications: To be eligible for election to an office of the ENA, a prospective candidate must be a person of high integrity and moral character, possess good reputation and shall have no conflict of interest with the Council of President or the Corporation. S/he must be a member of a member organization, but may not be a sitting member of the COP. S/he must be committed to the goals and objectives of the Corporation and must be a person of Edo origin. S/he must possess excellent writing and oral communication skills and must have verifiable academic achievements and leadership experience. At the time of appointment, s/he must have acquired United States citizenship or be authorized by the United States Immigration and Naturalization Service to reside and work permanently in the United States. S/he must have a minimum of a bachelor's degree or its equivalent from an accredited institution of higher learning and must be familiar with the challenges facing Edo people in the Americas and in Edo State, Nigeria.

Section 5. Assumption of Office: An elected officer or a person elected to any ENA office shall take the oath of and assume office on the last day of the National Convention during the year in which s/he is selected. The oath of office shall be administered by the president of the member organization that hosts the convention at which the elected officer is to assume office.

Section 6. Term of Office: An elected officer shall serve a two-year (2) term, and may be re-appointed for an additional term. An elected officer shall serve for no more than a total of four (4) years, except that, upon the expiration of his or her term, s/he may continue to serve until his or her successor is duly appointed.

Section 7. Removal of an Elected Officer: An officer may be removed for cause by a two-third majority vote of the COP members present at a duly convened meeting. "For cause" shall be as defined and provided for in other sections of this constitution.

Section 8. Hand Over Procedures: In the event of a withdrawal, resignation, removal, or expiration of the term of an elected officer, the COP shall constitute a three-member committee to administer and facilitate proper handover and transfer of power and return of all ENA documents, properties, or assets in the hands of the member vacating office. A complete list of all ENA documents, properties, or assets in the possession of the member vacating office must be documented and given to the committee, which shall then verify the existence and location/whereabouts of the items in the list for proper transfer.

Section 9. Vacancy:

a. Office of National President: Upon the resignation, removal, death or disability of the National President, the Vice President shall assume the duties, responsibilities, functions, and powers of the office until such a time as the COP convenes its next regularly scheduled meeting, or at an emergency meeting, whichever occurs first, at which the COP shall appoint the National Vice President to complete the term of the former National President. The Vice President, upon confirmation as the National President, may present a candidate for confirmation by the COP for the position of the National Vice President. At the completion of the term of the original National President, the COP shall then appoint a new National President in a manner consistent with the procedures set forth in this constitution.

b. Other Elected Officers: For vacancy arising from resignation, removal, death or disability of other elected officers, the COP shall take prompt action to fill the position or designate a member of the Corporation to function in that capacity until a successor is named to complete the term of the original officers.

ARTICLE VII

Elected Officers

Section 1. The President: The President shall possess the same or similar qualifications prescribed for elected officers in this constitution. In addition, the President shall be a person of high integrity, possess ability to work effectively with people, and have adequate understanding of the operation and functioning of modern non-profit organization.

Section 2. Duties of the President: The duties of the President shall include but not limited to the following:

a. The President shall be the executive leader of the corporation and shall, subject to the control of the Council of Presidents, provide general supervision and control over the activities and operations of the corporation.

b. The President shall work in cooperation with all members of the executive to ensure a functioning and progressive organization.

c. The president shall attend all meetings of the COP and may not vote or hold Ex-officio power in such meetings.

d. The president shall preside at all meetings of the Executive Council.

e. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the COP has authorized to be executed.

f. However, the president may not execute instruments on behalf of the Corporation if the power to do so is expressly delegated to another officer or agent of the Corporation by the Council of Presidents, the constitution, or applicable statute.

g. The President shall be a signatory on the financial and bank accounts of the Corporation.

h. In general, the president shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the Council of Presidents.

Section 3. Limit of Power and Nomination of National Vice President: The National President shall not act in a manner that is contrary to the interest of the Corporation. The National President shall not enact policies for the Corporation but may from time to time provide written recommendations for policy enactment or changes. The National President shall, no later than the 90 days after his or her selection, recommend to the COP for confirmation a candidate for the position of National Vice President. The National President shall work cooperatively with the Council of Presidents and Board of Advisors to ensure a smooth operation for the Corporation.

Section 4. Role of the National President at the Annual National Convention: The National President shall play a pivotal role in the Corporation's Annual Convention. The National President shall:

- a. Work closely with the host member organization to ensure a successful convention.
- b. Assist in the planning and execution of all convention activities including, but not limited to, setting programs and agendas, producing and selling Corporation's merchandise, creating fundraising, and other activities.
- c. Be responsible for issuing an announcement of the convention and take all steps necessary to ensure appropriate publicity for the convention.
- d. Ensure that the agenda and other materials for the annual convention are sent to all members at least 90 days prior to the date of the convention.
- e. Work with the National Convention Committee to implement appropriate procedures for pre-registration for the convention.
- f. At the national convention, the President shall deliver a speech of the activities and state of affairs of the ENA to the people.

Section 4. Authority to Sign Convention Documents/Contracts on Behalf of ENA: The National President and the president of the host member organization are authorized to sign, on behalf of the Corporation, all contracts or documents in connection with the convention. These two individuals must work cooperatively with each other to ensure the success of convention activities and meetings.

Section 5. The Vice President: The Vice President shall possess the same or similar qualifications prescribed for elected officers in this constitution. In addition, the Vice President shall be a person of high integrity, possess ability to work effectively with people, and have adequate understanding of the operation and functioning of modern non-profit organization.

Section 6. Duties of the Vice President: The duties of the Vice President shall include but not limited to the following:

a. Assist the President in the performance of all duties and responsibilities assigned by the Council of Presidents.

b. In the absence of the President or inability or refusal to act or perform, the Vice President shall assume and perform the duties of the President.

c. When the Vice president acts in place of the President, s/he shall have all the powers of the President and be subject to all the restrictions upon the President.

d. In general, the Vice President shall have other powers and perform all other duties as from time to time may be assigned by the Council of Presidents.

Section 7. The Secretary: The Secretary shall possess the same or similar qualifications prescribed for elected officers in this constitution. In addition, the Secretary shall have a good understanding of the general administrative functions and responsibilities of the position.

Section 8. Duties of the Secretary: The duties of the Secretary shall include but not limited to:

a. Attend all meetings of the COP, Executive Council, and Board of Advisors and record all the votes of the members of the COP.

b. Take and prepare the minutes of all meetings of COP, Executive Council, and Board of Advisors in a book or books to be kept for that purpose.

c. Give notices of COP, BOA, and executive meetings to all members at the direction of the Chairman of the COP, BOA, or President.

d. Work with the appropriate officers to ensure that all records and reports are properly kept and filed by the corporation as required by law.

e. Perform all duties incident to the office of the secretary and such other duties as may from time to time be assigned by the Chairman of the COP or the President.

Section 9. Assistant Secretary: The Secretary of the host organization shall serve as the Assistant Secretary and perform the required functions should ENA Secretary not able to attend ENA meetings.

Section 10. Treasurer: The COP shall select and appoint a Treasurer. The Treasurer shall possess the same or similar qualifications prescribed for elected officers in this constitution. In addition, the Treasurer shall have or demonstrate adequate training, education, or experience in the field of accounting, finance, or related field.

Section 11. Duties of the Treasurer: The specific responsibilities of the Treasurer shall include:

a. Be the custodian of the Corporation's funds and checkbook and keep complete and accurate records of the Corporation's finances.

b. As the custodian of the checkbook and financial documents, the Treasurer may not be assigned the responsibility for signing checks but may be one of the signatories on the financial and bank accounts of the Corporation.

c. Work with the other elected officers and other arms of the Corporation in every fundraising event of the Corporation.

d. Ensure that all funds received from the Financial Secretary or other sources are deposited in the corporation's bank account.

e. Provide receipts for all funds received from the Financial Secretary.

f. Work cooperatively with all elected officers and the Council of Presidents to ensure that the financial affairs of the Corporation are in order.

g. Work with the Financial Secretary to provide periodic financial reports to member organizations.

h. Work with the Financial Secretary to provide annual financial reports to member organizations at the annual convention.

i. Assist in the preparation of the annual budget of the Corporation.

j. Serve in the Finance Committee.

Section 12. Financial Secretary: The Financial Secretary shall possess the same or similar qualifications prescribed for elected officers in this constitution. In addition, the Financial Secretary shall have or demonstrate adequate training, education, or experience in the field of accounting, finance, or investing and fund management. The Financial Secretary shall maintain a record of all financial activities of the Corporation.

Section 13. Duties of the Financial Secretary: The specific responsibilities of the Financial Secretary shall include:

a. Work with the other members of the executive to develop annual budget for the Corporation.

b. Be up to date with the financial status of the Corporation and monitor the financial activities in relation to annual budget.

- c. Review and evaluates all financial statements and present report to the COP.
- d. Be the custodian of all permanent records relating to the finances of the Corporation.
- e. Be one of the signatories on the bank accounts of the Corporation.
- f. Collect all monies and funds belonging to the corporation and promptly forward all monies and funds collected to the Treasurer for deposit in the bank account of the Corporation.
- g. Work with the National President, Treasurer, and other members of the executive in every fundraising event and activities of the Corporation.
- h. Work with the Treasurer to prepare and provide periodic financial reports to members of the organization.
- i. Make available financial information or reports concerning certain or specific business activities of the Corporation to members upon request.
- j. Work with the convention planning committee to develop funding sources and fundraising programs for the convention.
- k. Chair all Finance and Fundraising Committees.
- l. Assumes responsibility for timely tax or information returns with the Internal Revenue Service.

Section 14. Request for additional financial information from the Financial Secretary: A member organization making a request for additional financial information or reports, other than the periodic financial information or reports mandated by this constitution, must make such request to the Chairman of the COP. If the COP Chairman or National President determines that a request for further financial information is valid and necessary, the member organization making the request must pay a minimum of \$25, depending on the nature and resources to be expended to make the information available.

Section 15. The Cultural Director: Cultural Director shall possess the same or similar qualifications prescribed for elected officers in this constitution. In addition, the Cultural Director shall possess adequate understanding and good knowledge of the arts, traditions, and culture of Edo people.

Section 16. Duties of the Cultural Directors: The duties of the Cultural Director shall include but not limited to:

- a. Coordinate, preside, plan, and produce a wide variety of cultural and fine arts events for the Corporation.

b. Generate program ideas and oversee activities related to social and cultural events of the Corporation.

c. Be primarily responsible for all aspects of the care, custody, preservation, and documentation of the cultural resources of the Corporation.

d. Provide advice and recommendations to ENA officers, members of the COP, and other functionaries of the Corporation on matters pertaining to cultural awareness, facts and accuracy.

e. Develop, coordinate, and help to teach culturally-based programs for the children during the annual National Convention of the Corporation and take steps towards the promotion of the Edo Language studies, to be supported by all member organizations, individuals and the ENA.

f. Prepare and present a detailed report of actions, activities, and concerns in the areas of Edo Language, dialects, sub-dialects, cultures and traditional heritages at all ENA meetings.

g. Coordinate and work with Assistant Cultural Directors to promote and teach Edo culture and heritage.

Section 17. Women Affairs Coordinator: The Women Affairs Coordinator shall possess the same or similar qualifications prescribed for elected officers in the constitution. In addition, a Women Affairs Coordinator shall possess adequate knowledge and understanding of women matters and issues, participate in community and family development programs, and have interest in the progress and development of our people and promotion of Edo cultural heritage.

Section 18. Duties of Women Affairs Coordinator: The duties of the Women Affairs Coordinator shall include but not be limited to:

a. Work with international, national, or local groups to promote information on issues related to women affairs for Edo people in Diaspora.

b. Collaborate with the leaders of the ENA to identify and prescribe measures to address pressing and critical issues confronting Edo women in various communities in the Diaspora.

c. Work with the National Convention Committee (Convention Organizing Committee) to sponsor conferences and workshops for open discussion of issues and roles of women in the family, health care, community relations and development of Edo women during the yearly national convention.

d. Work with the Cultural Director and other members of the Executive Council to plan and organize family-oriented events and activities such as fashion show, trade fair and cultural display at the yearly national convention.

e. Work with the Cultural Director and other members of the Executive Council to promote the traditions and cultural heritage of Edo people in general and Edo women in particular.

f. Carry out all other functions that may be assigned by the Executive Council or COP.

ARTICLE VIII

Committees

Section 1. General: The Corporation shall have standing committees and may, from time to time, create ad hoc committees and subcommittees.

Section 2. Standing Committees: The Corporation shall have the following standing committees:

a. Programs: The Programs Committee shall be responsible for developing program events for the Corporation. The Programs Committee shall be responsible for performing such other duties as may be set forth in this Constitution or as the Council of Presidents may determine.

b. Public Relations and Social Welfare: The Public Relations and Social Welfare Committee shall be responsible for performing such duties as may be set forth in this Constitution or as the Council of Presidents may determine.

c. Membership: The Membership Committee shall be responsible for recruiting and retaining members. The Membership Committee shall be responsible for performing such other duties as may be set forth in this Constitution or as the Council of Presidents may determine.

d. Screening Committee: The Screening Committee shall be responsible for screening of prospective candidates for ENA vacant positions and applications to host ENA conventions.

(i) Composition: The Screening Committee shall consist of (a) the current Chairman of the Convention (Host President), (b) his or her predecessor, and (c) his or her designated successor. The current Chairman of the Convention shall serve as the chairperson of the committee.

(ii) Main functions: The responsibility of the Screening Committee shall include the following functions:

(a) Receive applications and screen applicants for vacant ENA positions for selection by COP.

(b) Receive applications and screen prospective convention hosts for final selection by COP.

e. Finance and Fund raising: Finance Committee shall study and make recommendations to the Council of Presidents with respect to the budget and other financial matters of the Corporation. The Finance Committee shall be responsible for performing such other duties as may be set forth in this Constitution or as the Council of Presidents may determine.

f. Legal, Judiciary & Ethics Committee: This committee shall review all legal, judicial & ethics matters affecting and related to the Corporation and make recommendations to the Council of Presidents. It shall also perform all legal, judicial & ethics advisory functions to the respective groups of this Corporation. The members of this committee shall include members of the Corporation with proven knowledge in the matters of law and ethics. Other functions shall be determined by the Council of Presidents as needed.

g. National Convention Committee: This committee, which may be referred to as Convention Organizing Committee, shall assist the host organization to plan, organize, and carry out successful convention events and activities.

Section 3. Ad Hoc and Other Committees: The Corporation, through its governing bodies or the National President in consultation with the COP, may establish Ad hoc or other committees and subcommittees to examine specific issues. These committees and subcommittees shall terminate when the Corporation has taken final action on the issue for which they were created.

ARTICLE IX

National Convention

Section 1. General: The Corporation shall hold an annual convention (“National Convention” or “Annual Convention”) beginning on Friday and ending on Sunday (both days inclusive) during the weekend immediately preceding the U.S. Labor Day Holiday in September.

Section 2. Selection and Announcement of Convention Site: The Council of Presidents shall, by the end of each National Convention, make a determination as to the location and place of the next National Convention.

Section 3. Proposals to Host National Convention: A member organization that wishes to host a National Convention shall submit a written proposal to the Council of Presidents no later than the first day of February of the year preceding the year of National Convention it proposes to host. Each proposal shall include:

a. The name, address, and telephone number of the member organization proposing to host the National Convention.

b. The name, address, and telephone number of the contact person for that member organization.

c. The name, address, and telephone number of prospective facilities to be used for the National Convention.

d. A statement regarding the proposed facilities' capacity and availability.

f. A convention deposit of \$5,000 in cashier's check or money order. The deposit is refundable to convention host applicants that lost the hosting privilege. For a member organization selected to host the convention, the deposit will be applied toward the required \$5,000 convention payment to the ENA.

g. A proposed Convention budget including reasonable estimates of expenditures and available funds. The budget must be sufficiently detailed to allow the Council of Presidents to make a determination as to the feasibility of the proposed convention.

h. Any other information that might assist the Council of Presidents in selecting a convention site.

Section 4. Recommendation Process: The Council of Presidents shall solicit convention proposals from all member organizations of the Corporation. The Screening Committee shall review submitted proposals and make written recommendations to the COP regarding the location of the National Convention. The Screening Committee shall then recommend not more than three (3) proposals to the COP.

Section 5. Selection by Council of Presidents: The COP shall select the host and place of the next National Convention from the proposals recommended by the Screening Committee. If no proposals are recommended by the Screening Committee, or if the proposals recommended are determined by a two-thirds (2/3) majority of the COP to be flawed, the COP may select, by a simple majority, a host and site not recommended by the Screening Committee. The National President shall announce the final decision during the National Convention. When reasonably necessary and convenient for planning or other purposes, the COP may select the hosts and sites for the next two (2) conventions at the same time.

Section 6. National Convention Committee: There shall be a National Convention Committee to help organize and conduct the national convention. The National Convention Committee shall assist the host organization in planning, coordinating, and effectively executing convention activities. The convention committee shall also be responsible for other convention activities such as preparing and distributing tentative agendas, accepting suggestions and recommendations from member organizations, assisting in the selection of speakers, and determining the convention theme. The convention committee shall also be responsible for writing and presenting the convention communiqué. Other areas the National Convention Committee may be of assistance are as follows:

a. Assist the hosting organization by making sure that the venues for the convention and its activities are appropriate and adequate.

- b.** Assist to promote, advertise, and disseminate convention information
- c.** Assist in the negotiation of affordable hotel rates, traveling tickets, convention registration fees, etc.
- d.** Compile a list of invitees for invitation by the President.
- e.** Make appropriate arrangements to ensure proper transportation, accommodation, feeding, and well-being of all invitees.
- f.** Implement appropriate procedures for pre-registration for the convention.
- g.** Devise procedures to ensure that conventioners register and pay the convention registration fees.

Section 7. Membership of the Convention Committee: Membership of the National Convention Committee shall include the following:

- a.** President of the host organization
- b.** Immediate past Convention Chairperson
- c.** Immediate future Convention Chairperson
- d.** National President
- e.** Financial Secretary
- f.** Treasurer
- g.** Cultural Director
- h.** ENA Secretary
- i.** Two members selected by the President of the host organization

The President of the host organization shall serve as the Chairperson of the Convention Committee and the National Convention. The National President and the president of the host organization are authorized to sign, on behalf of the Corporation, all contracts or documents in connection with the convention. These two individuals shall work cooperatively with each other to ensure the success of convention activities and meetings.

Section 8. Convention Budget and Expenses: A prospective host member organization shall submit a proposed budget for the National Convention to the Treasurer and National President within 90 days after it is selected to host the National Convention. The Treasurer and National President shall review the proposed budget, consult persons or members for input as appropriate, make all necessary adjustments or amendment to the proposed budget if necessary, and submit the budget to the Council of Presidents for final approval.

a. Appropriation of Funds for Convention: Upon approval of the final budget submitted by the Treasurer, the COP or National President shall authorize the Treasurer, by a written resolution, to release the funds for the approved budget to the President and Treasurer of the host organization no earlier than 180 days before the date of the National Convention. The funds so released, shall be used by the host organization to make necessary arrangements for the National Convention. The host organization shall raise all additional funds or monies necessary to cover the additional expenses it may incur in connection with the National Convention. If a host organization needs less than the funds described above, the excess funds shall be returned to the Treasurer within 30 days after the last day of the National Convention.

b. Convention Registration Dues: Each person attending the National Convention shall pay a convention due at the time he or she registers for the convention. Registration may be completed prior to or on the first day of the convention. No exceptions shall be granted for this requirement. The annual convention dues shall be determined by the National Convention Committee for members in good standing with a member organization (as reported by each member organization).

c. Collection of Convention Registration Dues: The Treasurer and the Chairperson of the National Convention shall be responsible and accountable for the collection of all convention dues. The Treasurer shall keep an accurate account of all dues collected. No later than five (5) business days following the last day of the National Convention, the Treasurer shall deposit all convention dues in the bank account of the Corporation. The Treasurer, with the assistance of the Financial Secretary, shall prepare and send to all members a summary of a financial report specific to the convention within 30 days following the last day of the convention. Notwithstanding any provision to the contrary, all convention dues shall be retained by the Corporation.

Section 9. Chair of the Convention: The chairperson or president of the member organization hosting the convention shall serve as the Chair of the National Convention (“Convention Chairman”).

Section 10. Convention Agenda: The Convention Chair, with the assistance of the National President and National Convention Committee, shall prepare and distribute a tentative agenda for the convention at least 90 days before the first day of the convention. The Convention Chair and the National President shall accept and consider suggestions or recommendations, if any, from any member in formulating the final agenda that must be distributed to all members on or before the first day of the convention. A convention theme must be determined and defined by the National Convention Committee for the convention.

Section 11. Order of Precedence and Seating at the National Convention: The following order of precedence shall be taken into consideration when preparing the convention program of events. The host President shall be called and referred to as the Convention Chairman only on Saturday of the national convention. After the Convention Chairman has been appropriately seated, the seating of the President and all officers of ENA shall follow. Upon the seating of ENA officers, members of the COP led by their Chairman, members of the Board of Advisors led by their Chairman, and all invited guests and dignitaries at the convention shall be called to take their seats.

At the conclusion of the seating arrangement, there shall be an opening prayer followed by a welcome address by the Convention Chairman. Upon the delivery of the welcome address, the President shall give a speech to cover the operational activities and status of the Corporation to the conventioners.

Note:

The seating and order of precedence at the national convention is for protocol and ceremonial arrangement purposes. It is neither an indication of functional importance or relevance, nor is it tantamount to the level of power or authority of the respective positions within the Corporation.

Section 12. Sales of Souvenirs, Etc.: The member organization hosting the National Convention and National Convention Committee shall make arrangements for the sale of souvenirs, food, and other goods related to the convention and the Corporation.

ARTICLE X

Convention Activities

The National Convention shall include the following categories of activities:

Section 1. Business Meetings: The Business Meetings shall be used to conduct all business activities of the Corporation.

Section 2. Educational Seminar(s): Educational Seminars shall include sessions addressing relevant topics or issues in the following subject areas: Health and Medicine, Education, Law, Economics, and such other subjects as the planners of the National Convention may deem appropriate and timely.

Section 3. Town Hall Forum: The Town Hall Forum shall be used as a forum where the general membership of the Corporation may articulate their views and make suggestions to the governing bodies of the Corporation pertaining to the Corporation and Edo people.

Section 4. Banquet: The Banquet shall be a gathering of all interested members for a dinner dance or other similar or appropriate festivities.

Section 5. Recreational Activities for Children and Adults: Recreational activities may include such activities as picnic, soccer match(es), trips and tours or other activities the planners of the National Convention may deem appropriate.

Section 6. Fund Raising: The host organization of the National Convention shall remit to the national Treasurer all monies and funds raised or realized as a result of all fundraising efforts at the convention.

ARTICLE XI

Reimbursement for ENA officials

Section 1. Remunerations: As voluntary and free service to Edo people, all the positions of the ENA are not paid positions. As a result, members of the Executive Council, Council of Presidents, Board of Advisors, or committees shall not receive compensations for services to the Corporation.

Section 2. Reimbursements: ENA officers shall be reimbursed for reasonable and necessary expenses incurred in connection with the performance of the stated duties and responsibilities of their offices. Request for reimbursement must be in writing and must be submitted, within 90 days of incurrence, to the Treasurer who will forward the request for approval. Expenses incurred on behalf of ENA are to be duly documented and submitted with supporting payment receipts for approval by the Chairman of the Council of Presidents. However, prior approval of the Chairman of the COP must be obtained before ENA officers can incur an expense in excess of \$100.

When practically and financially possible, ENA should undertake the policy of reimbursing members of the executive for all reasonable and necessary expenses incurred for all ENA related activities and functions. For the purpose of the ENA, a reasonable expense is an expense that is not excessive or extreme, and a necessary expense is one that is appropriate, vital and indispensable (not merely helpful) to the performance of a function. The determination of what is a reasonable and necessary expense depends on the facts and circumstances of incurrence and must not exceed \$100 in the aggregate without prior approval.

Section 3. Operating Expenses: These are expenses for carrying out the respective duties and responsibilities. Only the reasonable and necessary expenses for the performance of the duties shall be reimbursed.

Section 4. Travel Expenses: Due to lack of funds at the Corporation, it is less likely that it will be able to undertake reimbursing officers for travel expenses incurred for attendance of National Conventions and meetings. If at such a time the financial status of the Corporation improves and ENA can safely underwrite travel expenses for the officers, it should be encouraged to do so.

Section 5. Lodging and Accommodation: To help alleviate or reduce the burden of expending personal resources for ENA by the officers, the Corporation should, as a matter of good judgment and consideration, start making lodging available to the officers during the National Conventions and ENA meetings. This should be done by mandating the hosting organization to make available free rooms for ENA officers. This policy should be made part of the conditions and requirements for hosting the convention.

Section 6. Meals and feeding: ENA officers shall not receive per diem or be reimbursed for the cost of meals for ENA meetings and functions. The rationale behind this policy is that the host organizations have been quite hospitable and provided meals to attendees at ENA meetings and conventions in the past. The practice should be encouraged to continue.

ARTICLE XII

Budget Guidelines

Section 1. General: Budgets are indispensable financial management and planning tools. A budget represents projected revenue and expenses over a time period. A budget of a nonprofit organization of ENA nature is usually broken down into two main sections of Revenue/Supports and Expenses, with Net Operating as the final line and difference between revenue and support and expenses. The responsibility for preparing the budget for the Corporation shall lie with the Budget or Finance Committee. The information in this constitution is intended to assist in the preparation of a yearly budget for the Corporation.

Section 2. Budget Preparation Format: As a guide, the basic budgetary elements of revenue and expense shall be broken down into their constituent parts as provided in this section.

a. Revenue/Support: These are incomes the Corporation expects to earn or receive and shall be broken down in accordance with the specific source of the income as follows:

- (i) Membership Fees/Registration
- (ii) Convention Fees
- (iii) Donations and Contributions
- (iv) Levy
- (v) Executive Fundraising
- (vi) Other Revenue

b. Expenses: These are the financial resources or costs the Corporation expects to spend or incur to continue its ongoing operations. There are different types of expenses. For simplicity and budget purposes, expenses must be broken down into the specific areas as they relate to ENA activities.

(i) Projects: Programs or projects for which the Corporation is directly involved.

(ii) Executive Fundraising: Expenses to be incurred to carry out a yearly fundraising drive by the Executive.

(iii) National Convention: ENA expenses for the National convention.

(iv) Operations/Functions: These are expenses associated with performing the different functions and duties of the officers. These expenses should include travel, transportation, and accommodation for attendance of ENA meetings and conventions. Operation expenses should be broken down into the different functional areas as follows:

- a) National President
- b) National Vice President
- c) Secretary
- d) Financial Secretary/Treasurer
- e) Cultural Director
- f) Women Affairs Coordinator

c. Other Expenses: All expense items that cannot be reasonably grouped under any of the categories described above should be classified other expenses.

d. Net Operating: Simply Revenue/Support minus Expenses.

Section 3. Executive Fundraising: Each year the Executive Council is to plan, organize, and embark on fundraising drive for the Corporation. The fundraising effort must be such that it yields adequate or reasonable result and should serve as the yardstick or criteria for measuring or assessing the performance of members of the executive. The objective of the executive fundraising effort is to provide another source of financial resources to be used in defraying travel and related expenses for members of the Executive Council for attendance at ENA meetings and functions.

ARTICLE XIII

General

Section 1. Loans: No loan or other indebtedness shall be contracted or incurred on behalf of the Corporation, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business shall be issued in the name of the Corporation, unless authorized by the Council of Presidents. Such authorization and approval may be general or confined to specific instances and shall be in writing.

Section 2. ENA Bank Account Signatories: There shall be three signatories to ENA accounts. ENA bank accounts signatories shall include the President, Financial Secretary, and Treasurer. The President and Financial Secretary shall be the two authorized signatories on ENA checks and other orders of payment, with the Treasurer serving as an alternate signatory when either the President or Financial Secretary is not available. The Treasurer shall be the custodian of checkbook and all financial instruments of the ENA.

Section 3. Checks, Drafts, Etc.: All checks, drafts or other orders of payment of money issued in the name of the Corporation shall have two authorized signatures. All ENA banker(s) must be made aware of this policy when an account is opened. All checks, drafts or other orders of payment of money issued in the name of the Corporation over one thousand dollars (\$1,000) must be approved by the Council of Presidents.

Section 4. Opening ENA Bank Account: To open an ENA bank account, an ENA officer for this purpose shall present to the bank or financial institution a document authorizing such action that must include the following stipulations to the effect that:

a. No electronic banking transactions, including use of credit and/ or debit cards, shall be allowed on ENA bank accounts.

b. All checks must bear two authorized signatures.

c. No branch accounts shall be opened without the three authorized signatories and evidence of written approval in the form of minutes or letters from the corporation.

Section 5. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the account of the Corporation by the Treasurer in such banks, trust companies or other depositories as the Council of Presidents may elect.

Section 6. Maintenance of Records and Audit Work: The Corporation shall keep correct and complete copies of all documents relating to its business transactions, including its accounting records, agreements, and minutes of meetings of the Councils, Board, and committees having any of the authority under this Constitution for at least seven (7) years. The Council of Presidents shall cause the financial activities and records of account of the Corporation to be audited at a time it may deem necessary or appropriate. Such audit must be performed by an ad hoc Audit Committee, which must be headed or chaired by a person with knowledge of auditing procedures and practices.

ARTICLE XIV

Amendments

This Constitution may be amended at any meeting of the Council of Presidents, properly convened with previous notice and a quorum for that purpose, by a two-thirds (2/3) vote of the membership of the Council of Presidents attending the meeting. The amendment shall take effect at the time and place designated by the Council of Presidents. If the proposed amendment fails to pass by a two-third (2/3) vote but receives a majority of the vote of the COP members, the amendment shall then be put before the general membership for a vote. The amendment shall take effect if a majority of the general membership votes in favor of the amendment. All proposals for an amendment must be submitted in writing to the National President who shall promptly forward same to the Council of Presidents. The COP shall hand over all proposals for amendment to the Constitution Committee for review and recommendations to the Council of Presidents. The approved written recommendations of the Constitution Committee shall be made available to members of the Council of Presidents and other members requesting it.