

UMU IGBO UNITE CORPORATION

National Bylaws



Board of Directors

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Bylaws of Umu Igbo Unite Corporation

ARTICLE I: NAME AND ORGANIZATION

Section A. Name/Non-Profit Corporation

The name of the corporation shall be Umu Igbo Unite Corporation, which may be abbreviated as Umu Igbo Unite or UIU. UIU is a Limited Liability Company ("C" Corporation). Hereinafter referred to in these bylaws as "the organization" or "UIU."

Section B. Organization and Location

UIU is a nonprofit corporation organized pursuant to the Georgia Nonprofit Corporation Code. The street address of the registered office is 4062 Peachtree Rd NE, Ste A-317, Atlanta, Georgia 30319. The county of the registered office is DEKALB.

The principal office of UIU shall be located in Atlanta, GA, unless otherwise designated by the UIU Board of Directors. The Corporation may have such other offices at such suitable places, within or outside the state of Georgia, as may be designated by the UIU Board of Directors.

ARTICLE II: VISION, MISSION, PURPOSE, LIMITATIONS AND OFFICIAL LOGO

Section A. Vision. Mission. Purpose

Vision. As the premiere network of Igbo Americans that are proud of their heritage, our vision is to positively impact the diaspora, Nigeria, and the continent of Africa. We are cultivating the next generation of rising Igbo Americans, and building the necessary bridges and networks that will ensure the preservation of Igbo culture and the success of Igbo Americans for generations to come.

Mission. Professional Networking with a Cultural Twist.

Purpose. The purpose of the Umu Igbo Unite (Umu Igbo Unite means *children of Igboland unite*) organization is to promote personal, cultural, and professional growth amongst Nigerian Igbo youth primarily in the Diaspora. This goal shall be achieved by providing a forum where Igbo professionals can network professionally, culturally, and socially, while sharing their experiences in the hopes of contributing positively to the growth and progress of Igbo's. It shall initiate, encourage, and support innovative Igbo business ideas and existing businesses that have the potential to improve the quality of life of Nigerians. It shall also be achieved by contributing positively towards improvement of quality of life in Nigeria, through outreach programs, creating of awareness of health and social issues, and donation of time and resources, and promoting unity, cooperation, and general empowerment amongst Igbo professionals.

UIU has three (3) focus areas:

Cultural Preservation. UIU seeks to be a solution by promoting cultural pride in the diaspora and creating programming that focuses on the preservation of the Igbo language and culture.

Connecting the Diaspora. UIU is building a community of people that identify with their Igbo heritage. UIU also aspires to be a bridge between the continent and the Americas, serving as a source of knowledge for Igbo culture, language and community in the diaspora.

Community Development and Entrepreneurship. UIU is a proponent of the advancement of Igbo people in the diaspora, Nigeria, and the larger continent of Africa. UIU aspires to utilize the rich social capital of Igbos in the diaspora to build a network of individuals with a passion to see transformation in their communities. Whether it's in the diaspora or on the continent, UIU wants to create a platform for Igbos to make their ideas work. UIU recognizes that a strong Igbo community benefits the black community and also benefits Nigeria.

Section B. Limitations.

1. **General Limitations.** The purposes and activities of UIU shall be subject to limitations set forth in these Bylaws, and conducted in compliance with Section 501(c)(3) of the U.S. Internal Revenue Code. In addition, the purposes and activities of UIU shall be restricted as follows:
 - a. No part of the net earnings of UIU shall inure to the benefit of, or be distributed to, the directors or officers, or other private persons, except that UIU shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of, and consistent with, the purposes set forth in these Bylaws and applicable UIU policies.
 - b. UIU shall not engage in any activities relating to election campaigns for candidates seeking political office, nor shall any agent, representative, officer, director, or employee engage in such activities on behalf of UIU.
2. **UIU Board of Directors Authority.** The UIU Board of Directors shall have the authority, responsibility and accountability to develop, establish, approve, and enforce policies and procedures necessary to implement the requirements of this Article.

Section C. Official Mark and Logo.

The name, logo, and other marks of UIU are trademarked and shall be used on official UIU letterhead and printed and electronic materials issued by UIU. UIU's marks or logo shall not be used by Members without approval by the Board of Directors. The UIU Board of Directors shall take reasonable measures to ensure that UIU's marks, logo and the name of UIU are not misused and are protected under the applicable laws.

Section D. Property Rights.

No Members will have any rights, title, or interest in any of the property or assets, including earned or investment income of this Organization or to its assets at its dissolution. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, advisors, officers, or other private persons, except that the Organization may be authorized and empowered to pay reasonable compensation for traveling expenses to delegates of the Organization as pre-approved by the Board of Directors. Specifically, when the Organization delegates officers or members to conduct the business of the Organization outside their state of residence, the Organization shall reimburse:

- Mileage at the going IRS rate per mile for use of personal vehicle;
- \$25.00 (Twenty-Five Dollars) per day for meals;
- A maximum of \$100.00 (One hundred dollars) per night for accommodation, for requests accompanied by original hotel receipt;
- Car rental and other forms of ground transportation such as taxi expenses shall be reimbursed as per receipt tendered; and
- In the event that air travel is required, the Organization will be liable to refund the expense for an economy class ticket only.

All other expenses must be pre-approved by the Board of Directors (see Article VII) and proper documentation shall be tendered at all times to make payments and distributions in furtherance of Section 501(c)(3) purposes.

Section E. Liability of Members.

Members shall not be personally or collectively liable for any of the Organization's debts, liabilities, or obligations.

ARTICLE III: MEMBERSHIP

Section A. General Membership Provisions.

Membership in UIU shall be open to any person interested in the declared purposes of the Organization, consistent with the requirements and member qualifications of these Bylaws and applicable UIU policies,

established by the UIU Board of Directors. Qualified persons seeking membership will be accepted as a member of the Organization upon the submission, receipt, acceptance, and processing of the required application materials, dues, fees, and assessments.

Member rights are defined as the opportunity to vote on organization matters and to hold elected or appointed office, as defined in these Bylaws. Privileges are defined as those tangible and intangible benefits, products and services offered with membership in the Organization. The UIU Board of Directors shall establish the privileges associated with membership.

Section B. Classes and Categories of Members.

The Organization shall establish and maintain the following classes and qualifications of membership, each class with the rights hereinafter provided:

1. **Executive Committee Member.** Any person who has been a UIU National Member in good standing for two (2) consecutive years and has been voted in or appointed by the UIU Board of Directors to serve on the Organizations Leadership Team.
2. **National Member (Member).** Any person interested in, or engaged in the UIU organization that is current with his/her annual dues--locally and/or nationally--may qualify as a National Member of the Organization.

Section C. Right to Hold Office.

1. All National Members in good standing may be elected as local chapter officers in the Organization. All members running for local chapter office must be a National Member for at least 1 year. In the event that no members running for office have been a member for at least a year, this requirement is waived.
2. National Members shall have voting rights within their local chapter and may hold office and vote within a UIU local Chapter, as may be granted in the Chapter Bylaws.
3. National Members in good standing may be nominated and elected as National Officers in the Organization. National Members running for National Office must have served on the Executive Committee or a Local Chapter Office for at least 2 years.
4. National Members shall have voting rights on the 4 National Officers and may hold an appointed office in the Executive Committee.

Section D. Membership Resignation, Suspension, Expulsion, Termination or Transfer.

1. **Resignation.** All Officers shall hold office for the specified terms and until their successors are elected and qualified. Any member may submit a written resignation to the Secretary of the Organization, or other duly designated representative. Such a resignation shall become effective upon receipt, consistent with applicable policies, except that a resignation may not prevent UIU from completing any ethics, disciplinary, or similar proceeding.
2. **Suspension/Expulsion.** Pursuant to a fair process and under procedures duly adopted by the UIU Board of Directors, any Member may be suspended or expelled from membership by a three-fourths (3/4ths) affirmative vote of the UIU Board of Directors.
3. **Termination.** Following notice by invoice, and consistent with these Bylaws and applicable policies, UIU may terminate the membership of any Member who has not satisfied membership requirements related to the payment of all applicable dues, fees, and assessments.
4. **Transfer.** Membership in the Organization is not transferable to any other person, regardless of category or classification.

Section E. Member Ethical Standards and Procedures.

The UIU Board of Directors, or the voting membership of the Organization, may adopt and publish ethical standards which apply to all classes of membership. In the event ethical standards are adopted, the UIU

Member Ethical Standards shall govern the activities and professional behavior of all UIU Members and shall prohibit, among others, violations of these Bylaws and policies of the Organization.

ARTICLE IV: MEMBERSHIP DUES, FEES AND ASSESSMENTS

Section A. Organization Dues, Fees, and Assessments.

- 1. General.** UIU shall be entitled to assess yearly membership dues, fees, and other assessments from each Member of the organization, for all categories of membership. All such dues, fees, and other assessments will be due and payable in advance of each year of membership in such amounts as are approved by the UIU Board of Directors.
- 2. Non-Payment of Dues.** Any Member who has not paid all applicable dues, fees, and other assessments shall be in default and shall not be entitled to exercise any rights and privileges of membership until such time as all such current yearly dues, fees, and assessments are paid in full. Members who pay all dues, fees and assessments in arrears within one hundred (100) days of notice of the default shall not lose any membership seniority or similar status. Non-payment of all dues, fees and assessments in arrears will be deemed a resignation of UIU membership status.
- 3. UIU Board Authority/Dues, Fees, and Assessment Reduction and Waiver.** The UIU Board of Directors shall have the authority to develop, establish, and enforce policies to determine, amend, modify, and, in special circumstances, reduce or waive fees, dues, and assessments for special and particular reasons, including, but not limited to, financial hardship and other appropriate considerations.

Section B. Component Dues, Fees, and Assessments.

- 1. General.** Unless otherwise authorized by the UIU Board of Directors, only UIU Members are eligible for membership in UIU Components (UIU Components are described in Article X.) The governing body of each UIU Component, shall be permitted to establish Component dues and fees, pursuant to duly adopted Component policies and procedures, which are subject to approval of the UIU Board of Directors.
- 2. Billing and Distribution.** Unless otherwise authorized by the UIU Board of Directors, all Component dues shall be billed and collected by UIU. Following collection, such dues shall be distributed to the appropriate Component, subject to applicable UIU policies and procedures.

ARTICLE V: MEMBERSHIP MEETINGS

Section A. Annual Membership Meeting.

The Organization shall conduct an Annual Membership Meeting each year and, on a date, to be established by the UIU Board of Directors. The UIU Board of Directors shall announce such date and location for the subsequent Annual Membership Meeting at each current Annual Membership Meeting or at least 6 months in advance. The UIU Board of Directors may also call other membership meetings, as deemed necessary.

Section B. Special Membership Meetings.

Special meetings of the Members of the Organization may be called by the UIU Board of Directors or National Officers. Upon the written request of the UIU Board of Directors or National Officers, the Secretary shall fix the time of the meeting at any appropriate location and place, and provide the appropriate notice to the Members.

Section C. Membership Meetings - Notice

The Organization shall provide to all UIU Members in good standing a notice of each Annual Membership Meeting and other membership meetings. Such notice shall be provided at least sixty (60) days in advance of the Annual Membership Meeting or other membership meetings, and shall state: the time and place of the meeting; and an agenda. No business other than that specified in the agenda shall be transacted at a membership meeting.

Section D. Member Questions and Resolutions.

The UIU Board of Directors shall give members of the Organization reasonable opportunities to express their views on questions, and to present resolutions in an appropriate manner. Upon ninety (90) days' notice and a petition signed by five percent (5%) or more of the voting membership to the Secretary a question and resolution shall be submitted to the quorum of voting Members present at the next scheduled Annual Membership Meeting of the Organization. Except where a larger vote is required by law or by these Bylaws, a question affirmed by a majority of the eligible Members voting and present shall be binding upon the UIU Board of Directors unless determined to be contrary to applicable law or regulations.

Section E. Quorum Requirements.

A quorum of the eligible voting membership of the Organization shall exist at any Annual Membership Meeting for the purpose of voting on all questions, resolutions, and other actions, so long as the Annual Membership Meeting has been properly announced and questions have been submitted consistent with the requirements of these Bylaws and applicable law.

Section F. Voting Procedures and Balloting.

1. **Voting Procedures.** All votes of the Organization membership taken at the Annual Membership Meeting will be conducted by appropriate ballot. Each voting member is entitled to one vote per question or resolution only. Unless otherwise required by the Articles of Incorporation, these Bylaws, or applicable law, all actions of the membership shall be carried by a majority vote. Except with respect to UIU ballots, voting by proxy shall not be permitted.
2. **Balloting.** With respect to any question or resolution which is submitted to the voting Members, by law or these Bylaws, for a vote without attendance at a meeting, the Organization shall transmit a ballot to the last known postal, telephonic, electronic or other appropriate destination address of each voting Member provided to the Organization in accordance with paragraph 3 below, which shall be deemed to be good and sufficient notice of such vote and meeting. Each completed ballot returned to the Organization shall be deemed a limited proxy authorizing and directing that the vote is to be entered in the manner indicated on the ballot only. The sale or transfer of a vote is strictly prohibited. All questions, resolutions, and other actions submitted for balloting shall be carried by a majority vote of the Members voting, unless otherwise required by these Bylaws or applicable law.
3. **Voting Means.** The means employed for Member voting may be by any means permitted by law, including but not limited to mail, telephonic and/or electronic processes, as the President and Executive Director of the Organization may determine is reasonable and appropriate to ensure the integrity of the voting process.

Section G. Nomination of Directors and Officers

1. Nominations for National Officer Positions shall be managed by the Nominating Committee. The Nominating Committee must submit for election 4 candidates for the following elected positions, which are or will be vacant: **President, Vice President, Treasurer and Secretary**. Candidates will be chosen from among the applications received and shall be approved by the majority of the Nominating Committee and the Board of Directors.
2. The Committee must submit for election three (3) candidates for rotating Board of Director positions that will become vacant. Candidates will be chosen from among the applications received and shall be approved by the majority of the Board of Directors.
3. The schedule for the nomination and election of Directors and Officers shall be approved annually by the current UIU Board of Directors so that the election is certified not later than thirty (30) days prior to the meeting where the newly elected Directors and Officers will be installed. The UIU Board of Directors shall establish a date by which all ballots for the election of Directors and Officers must be returned and shall be considered the closing date of the election.

Section H. Election of Officers

1. A ballot shall be sent to each Voting Member at the email address shown on UIU's records. The ballot will list the candidates approved by the Nominating Committee and Board of Directors for each vacant/expiring Officer position. Write-in candidates shall not be permitted. Each Voting Member shall have the right to cast one (1) vote for each vacant/expiring National Officer position. Candidates receiving the highest number of votes for each vacancy to be filled shall be elected. There shall be no cumulative voting. The Nominating Committee shall certify the election by reviewing the submitted ballots and/or report of the balloting (as forwarded by an outside accountant or election company). Ballots must be received by the closing date of the election as specified by the UIU Board of Directors at which time the vote shall be closed and the Secretary shall report the results to the President. The election shall be reported to the Members during the annual meeting. There shall be no minimum quorum level necessary for such ballot elections. Once the election is certified and reported by the Committee on Nominations, the results of the election shall not be subject to change.
2. The term of office of all National Officer Positions shall begin on January 1st of the upcoming fiscal year after the conclusion of the UIU annual meeting during which their installation occurs.

Section I. Election of Board Directors:

1. A ballot shall be sent to each member of the Board of Directors at the email address shown on UIU's records. The ballot will list the candidates approved by the Nominating Committee for each vacant/expiring Director position. Write-in candidates shall not be permitted. Each Board Member shall have the right to cast one (1) vote for each vacant/expiring Director position. Candidates receiving the highest number of votes for each vacancy to be filled shall be elected. There shall be no cumulative voting. The Nominating Committee shall certify the election by reviewing the submitted ballots and/or report of the balloting (as forwarded by an outside accountant or election company). Ballots must be received by the closing date of the election as specified by the UIU Board of Directors at which time the vote shall be closed and the Secretary shall report the results to the President. The election shall be reported to the Members during the annual meeting. There shall be no minimum quorum level necessary for such ballot elections. Once the election is certified and reported by the Nominating Committee, the results of the election shall not be subject to change.
2. The term of office of all newly elected Board of Directors positions shall begin on January 1st of the upcoming fiscal year after the conclusion of the UIU annual meeting during which their installation occurs.

Section J: Teleconferencing.

The members of the UIU Board of Directors may participate in a meeting of the Board or such committee by telephonic means or any other means of communication by which all persons participating are able to hear and/or interact with each other.

Section K. Advisory Directors.

The UIU Board of Directors may from time to time designate non-voting Advisory Directors to serve in an advisory capacity to the UIU Board of Directors, who shall be entitled to notice of all UIU Board of Directors meetings and who may be invited to express their views at any UIU Board meeting.

ARTICLE VI: NATIONAL OFFICERS AND COMMITTEES

Section A. National Officers.

The National Officers of UIU shall consist of a **President, Vice President, Secretary and Treasurer** who shall be ex-officio members of the UIU Executive Committee or Past Local Chapter President and who shall be elected or appointed by the Board of Directors.

Section B. Duties of National Officers.

1. **President.** The President shall preside at all meetings of the members, oversee the organizations fundraising and shall from time to time perform such other duties as the UIU Board of Directors shall designate. The President shall also be the principal elected official of UIU and shall, subject to the direction and control of the UIU Board of Directors, have general supervision, the direction, and control of the business and affairs of UIU, National Officers and Executive Committee. The President shall perform all the duties commonly incident to such office and such other duties as the UIU Board of Directors shall from time to time designate.
2. **Vice President.** The Vice President shall perform such duties as the President shall from time to time delegate to him/her and shall perform such other duties as the UIU Board of Directors shall designate. In the absence or disability of the President, unless otherwise determined by the UIU Board of Directors, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
3. **Secretary.** The Secretary shall attend all meetings of the Members and the UIU Board of Directors. The Secretary (or his/her designee) shall keep the minutes of all Member and UIU Board of Directors meetings and give notice of all Member and UIU Board of Directors meetings. He or she shall, in general, have all the powers usually vested in the Secretary of a corporation and shall perform the duties incident to such office.
4. **Treasurer.** The Treasurer shall serve as Chair of the Finance Committee, be responsible for overseeing the keeping of the accounts of UIU, and the collection of its funds and disbursement of them under the direction of the UIU Board of Directors. He or she shall report to the UIU Board of Directors setting forth the financial condition of UIU at each regular meeting of the UIU Board of Directors and shall provide any additional information requested by the Board. The books shall at all times be subject to the inspection of the UIU Board of Directors. In general, the Treasurer shall perform all duties usually performed by the Treasurer of a corporation and shall, subject to the foregoing limitations, have the power and authority commonly incident to such office.

Section C. Executive Committees.

The UIU Executive Committee is comprised of:

1. National Officers
2. Program Directors for the Programs listed below:
 - i. National Annual Convention Planning Team
 - ii. UIU Tourism Team
 - iii. UIUCares Team
 - iv. UIU Connects
 - v. UIU Igbo 101
3. Chapter Development team & Chapter Presidents
4. Nominating Committee Team
5. Marketing, Public Relations & Historian Team
6. Strategic Planning Team
7. Membership Team
8. Sponsorship & Fundraising Team
9. Any other committee as agreed upon by the Board of Directors and sitting National Officers.

The UIU Committees shall not have or exercise the authority of the UIU Board of Directors.

ARTICLE VII: UIU BOARD OF DIRECTORS

Section A. UIU Board of Directors.

1. **General.** The Organization shall be governed by an appointed UIU Board of Directors. It is the duty of the UIU Board of Directors to carry out the purposes and objectives of the non-profit corporation.

2. **Authority.** The UIU Board of Directors shall be vested with the powers possessed by the non-profit corporation itself, including the powers, accountability and authority to: uphold and execute the organization's purposes; appoint and remunerate agents and employees; disburse funds of the Organization; purchase, lease, sell, transfer and otherwise convey property; and establish and adopt such policies, rules, and regulations for the conduct of its business, responsibility, and authority as will be deemed advisable, insofar as any exercise or delegation of authority is consistent with, and does not conflict with, the Articles of Incorporation or Bylaws of the Organization (in their present form or as amended), or applicable law. The UIU Board of Directors may establish and maintain boards and similar bodies that will serve as independent boards within the Organization. Any such board may be granted certain autonomous authority and responsibility by the UIU Board of Directors through formal charter, to develop Bylaws, policies, programs and procedures concerning the operation of the autonomous board. All such boards shall operate consistent with these Bylaws and subject to the limitations of their formal charter.
3. **Functions.** Accountable to the UIU membership, the UIU Board of Directors shall be solely responsible and accountable for strategic planning and the establishment of policy with respect to activities of the Organization. The UIU Board of Directors shall oversee the management, control and supervision of the business, as well as other lawful activities and affairs deemed necessary to further the objectives of the Organization, including an annual report to UIU members.
4. **UIU Board Composition.** The UIU Board of Directors shall be comprised of fourteen (14) to seventeen (17), at large, voting UIU Board Directors. Three (3) of these voting UIU Board Directors shall be elected and serve as Officers of the Organization consistent with the requirements of Article VII, below.
5. **UIU Board Limitations/Conduct.** The UIU Board of Directors shall be granted the authority to establish policies and procedures specifying UIU Board of Directors limitations and conduct including, but not limited to, the following:
 - a. **Compensation for Services.** Directors (including Officers) shall receive compensation based on their role within UIU, or other tangible or financial benefit for service on the UIU Board of Directors, when authorized by the UIU Board of Directors.
 - b. **Compensation from Organization Activities.** The UIU Board of Directors may authorize payment by the Organization of actual, reasonable expenses incurred by Directors regarding attendance at UIU Board of Directors meetings, other approved activities and reimbursement for actual, reasonable expenses directly associated with such Organization element or activity, when authorized by the UIU Board of Directors.
 - c. **Corporation and Director Independence/Loyalty.** All UIU Board of Directors (including Officers) shall act in an independent manner consistent with their obligations to the Organization and applicable law, regardless of any other affiliations, membership, or positions.

Section B. Directors of the Organization.

1. **Director Qualifications.** Directors of the Organization shall be founders and initial appointed directors of the Organization. All of the Directors of the Organization shall be eligible members in good standing for the past two (2) consecutive years. The UIU Board of Directors may, in its discretion, determine additional qualifications for Directors consistent with these Bylaws.
2. **Length of Terms.** Each founding member and initial appointed directors of this Organization shall remain on the Board of Directors until he/she forfeits his/her position while in office. Each remaining Director shall be appointed by the UIU Board of Directors or elected by the voting membership of the organization upon approval of the Board of Directors and shall serve a term of two (2) years. Each remaining Director shall serve no more than two (2) consecutive terms and no more than a total of four (4) years of service as a voting Director on the Board.
3. **Nomination/Election.** Candidates for election will be nominated by the board of directors.

4. **Resignations.** A Director may resign at any time by submitting a written resignation to the Chair of the Organization. Any resignation will be effective as of the time specified in the written resignation, or, if no date is specified, as of the acceptance date of the written resignation as determined by the Chair.
5. **Removal.** A Director, who is no longer a member in good standing of the Organization, shall be removed and replaced by the UIU Board of Directors. A Director may also be removed by operation of applicable law, or by a two-thirds (2/3rds) affirmative vote of the UIU Board of Directors for cause at any regular or special meeting at which a quorum of the UIU Board is present; and in accordance with UIU Board of Directors adopted policies and procedures.
6. **Vacancies.** In the case of a vacancy, resignation, or removal of a UIU Board of Director, the remaining Directors shall appoint another qualified individual to fill the vacancy for the unexpired portion of the term. The length of terms specified in Article VI, Section B, Paragraph 2 will not apply to appointments to fill vacancies. The service for the duration of the unexpired term, under this section, will not count in the calculation for term limits.

Section C. Nominating Committee.

1. **Establishment and Purpose.** A Nominating Committee shall be established to oversee and supervise the nominating process for Directors of the Organization and the National Officers, and shall ensure appropriate procedures are in place for the selection and presentation of qualified candidates to the membership.
2. **Appointments.** Subject to UIU Board of Director approval, the UIU National Officers shall nominate and appoint a Nominating Committee Chair, who shall not be a current Director of the Organization, at the Annual Meeting of the UIU Board of Directors to serve the following year. Subject to UIU Board of Directors approval, the UIU Chair will also nominate and appoint three (3) to five (5) members to serve on the Nominating Committee.
3. **Authority and Duties.** Among other authority and duties, the Nominating Committee shall conduct the following activities under the leadership of the Committee Chair: the timely review and study of the credentials of qualified Director Nominees; the timely presentation of qualified, individual nominees and slates of candidates for open Director/National Officer Positions. The Nominating Committee shall circulate to all members who are entitled to vote, the names of qualified and appropriate nominees and slates at least sixty (60) days prior to the Annual Membership Meeting. The qualified candidates receiving the largest number of qualified member votes shall be elected to each open Director/National Officer position. Where a tie exists between two or more nominees, the UIU Board of Directors shall elect a winner. The results of each election shall be announced at the Annual Membership Meeting.
4. **Balloting.** All Directors elections shall be administered by the Chairman of the Board, National Sitting President and Executive Director and shall be conducted by ballot, to the eligible voting members of the Board by any method permitted by applicable law, including but not limited to mail, telephonic or electronic processes, as the Chairman of the Board, National Sitting President and Executive Director of the Organization may determine is reasonable and appropriate to ensure the integrity of the voting process.
5. **Disputes.** Any disputes concerning the nomination or election process shall be determined under the Organization's Complaint, Dispute, and Conflict Resolution Policy and Procedures, as it may be in effect from time to time.

Section D. Committees.

1. The UIU Board of Directors may establish and maintain committees, subject to such limitations, policies and rules as the UIU Board of Directors may adopt, to assist it in the performance of its duties.
2. Nothing in this Article shall affect the provisions of these Bylaws relating to the Committee on Nominations.

Section E. Chapter Development and Chapters.

1. The Chapter Development Committee shall:

- a. Assist with the future development of the Organization
- b. Meet with each chapter president quarterly
- c. Ensure each chapter is aware of the chapter metrics
- d. Chapter of the Year will be announced at the Annual Convention and will be determined by the Board of Directors and National Sitting Officers. The winner will receive a stipend (amount will be determined each year after the Annual Convention)
- e. Must meet criteria:
 - i. Active chapter status - the accolade will be presented by representatives of the Executive Committee at the annual convention. Eligibility for this award will be based upon social events, community service, Igbo culture awareness, and chapter meetings.
 - ii. Chapter must be in good standing with the National Organization. UIU holds all chapters and the chapter leaders to the highest standards. Chapter must communicate updates, concerns and all questions to the Chapter Development Team. Chapters must function as a unit amongst themselves, chapter e-boards, and with the entire organization in an appropriate manner.
 - iii. Chapter must always appropriately represent the organization, its mission, and its values. Chapter must emphasize to its members that UIU is one United organization.
 - iv. Community Service: A minimum of 20 hours documented per year
 - v. Social Event: A minimum of 2 social events
 - vi. Igbo Cultural Awareness: At least 1 major Igbo event, examples (Cooking Classes, Igbo Lessons, Igbo Forums, Youth Mentorship/Empowerment, etc...)
 - vii. Professional Networking: At least 2 professional networking events
 - viii. Chapter Meetings: Every Chapter must conduct general body meetings Monthly or Bi-Monthly
 - ix. On time registration for the Annual Convention
 - x. On time attendance to individual events at the National Convention
 - xi. Recruitment & Retention (membership growth and retention)

The criteria above are guidelines, other criteria determined by the Executive Committee and/or the Board of Directors as needed. We encourage creativity for particular cities and states. The organization will also take into consideration how well the UIU brand is trending in each chapter and how focused on the Igbo community (local & Nigeria) each chapter is.

2. Chapters.

The role of the chapters is to promote the UIU brand, create and inspire its respective local community to work together as one organization. Host professional and cultural events where the Igbo culture is taught and promoted.

- a. Each chapter must have at least 1 Chapter Development advisor.
- b. Each chapter must create an annual goal with plans and lists of events to be approved by the Chapter Development Advisor. All the events must be approved by the advisor.
- c. Chapters must adhere to the blackout dates where chapter events cannot be held, formal or informal.
- d. Chapters must raise funds for the organization

3. Key Chapter Roles.

- a. **Presidents of each Active Chapter.** The President of each chapter shall:
 - i. Form and lead a team of like-minded professionals to work together to create the local chapter's bylaws

- ii. Coordinate cultural and professional events throughout the year
 - iii. Undertake and support efforts to increase the size and awareness of the chapter in the local community
 - iv. Attend the chapter development meetings as scheduled and be prepared to speak about the following items as they pertain to the local chapter membership:
 - Number of Members, items of news within chapter, feedback or questions.
Note: that the number of submitted members must match funds submitted to the National organization otherwise will not count towards the National numbers
 - v. Take information from the National board and disseminate the information back to the respective local e-board and chapter membership
 - vi. Be aware of the Annual Convention agenda and how the respective chapter can be involved
 - vii. Develop and maintain the local chapter Membership Directory
 - viii. Encourage new local professionals to be part of their chapter
 - ix. Participate in the chapter of the year metrics
 - x. Promote the UIU National agenda
- b. **Vice President.** Vice President of each chapter shall:
- i. Assist the president in his/her duties
 - ii. Local chapter Logistics
 - iii. Evaluation of the local chapter progress
 - iv. Foster affiliations with other local Igbo/Nigerian organizations
 - v. Responsible for day-to-day operations and supervision of the executive board
 - vi. In the event of the departure of the President, the Vice President shall automatically ascend to the position of President.
- c. **Treasurer.** Treasurer of each chapter shall:
- i. Bank account maintenance – Selecting a bank and working with the chapter executive board to approve all transactions
 - ii. Financial transaction oversight – work with the Nationals Accountant to maintain the monthly bookkeeping.
 - iii. Keep all local Budgets – Developing the annual budget as well as comparing the actual revenues and expenses incurred against the budget
 - iv. Financial Policies – Overseeing the development and observation of the organization's financial policies
 - v. Reports – Keeping the board regularly informed of key financial events, trends, concerns, and assessment of fiscal health in addition to completing required financial reporting forms in a timely fashion and making these forms available to the local and National board
 - vi. Be one of three signatories on the local chapters bank account, together with the president the secretary
- d. **Secretary.** Secretary of the board shall:
- i. Active conduit for communication by giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes
 - ii. Knowledgeable of the organization’s records and related materials, providing advice and resources to the local chapter executive board on topics such as governance issues, amendments to the state laws, and the like, that will assist UIU in fulfilling their fiduciary duties

- iii. Responsible for maintaining accurate documentation and meeting any legal requirements such as annual filing deadlines
 - iv. Reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible
- e. **Other Committees.** The Local Chapter Executive board may create additional standing or ad hoc committees with such powers and duties as may be necessary. Some examples may include Marketing, Event Coordinator, UIUCares (Community Service) Coordinator, etc. The local executive board shall not exceed 11.
- f. **Chapter events.** If hosting a major event (cultural night, gala, ball, etc.) all state or regional chapters must select a date outside of the blackout dates of **June - September** each year. This major event must be promoted within each chapter's city and surrounding areas. This major event must be the sole event for that specific weekend. In an effort to reduce duplication and to promote unity, the National Convention is focused on the entire organization, while chapters are focused on their local community.

ARTICLE VIII: OFFICERS OF THE ORGANIZATION

Section A. Officers of the Organization.

1. **Officer Titles.** The UIU Board of Directors shall appoint the first four (4) Officers of the Organization for the following offices: **President; Vice President; Secretary and Treasurer.** Consequently, nominations will be accepted from voting members.
2. **Officer Qualifications and Authority.** Officers of the Organization shall be elected from among Local Chapter Presidents, Past Local Chapter President and/or Executive Committee Members, whose term will be active in the period for which Officers are being elected. The Officers of the Organization shall be bound by, be responsible and accountable to the UIU Board of Directors for satisfying resolutions and directives of the UIU Board of Directors, and shall have the authority and accountability conferred and granted by these Bylaws. Officers shall have such other authority, accountability and duties as may be conferred and granted by the UIU Board of Directors.
3. **Election/Terms of Office.** The Officers of the Organization shall be elected at the Annual Convention or Web meeting, after the last scheduled Meeting of the current UIU Board of Directors, and shall take office the first day of the New Year following the meeting at which they are elected. The term of office of each Officer shall be two (2) years. Unless otherwise and specifically authorized by these Bylaws, no National Officer shall serve more than two (2) consecutive terms nor more than four (4) years, in the same office.
4. **Vacancies.** In the event that a National Officer is unable to complete an elected term for any reason, the UIU Board of Directors shall elect a successor to complete the unexpired portion of that Officer's term at the next scheduled UIU Board of Directors meeting pursuant to these Bylaws. In the event that the office of the President becomes vacant, the Vice President shall serve as President until a new President is elected at the next scheduled UIU Board of Directors meeting. In the event that the office of the Vice President, Secretary or Treasurer becomes vacant, the President shall appoint an interim Officer to fill the vacancy until a new Officer is elected by the UIU Board of Directors to serve the unexpired portion of the term at the next scheduled UIU Board of Directors meeting.
5. **Removal.** Any Officer may be removed from Office by the UIU Board of Directors for cause whenever in its judgment the best interests of the Organization will be served thereby. An Officer of the Organization may be removed by a two-thirds (2/3rds) vote of the Directors present at any regular or special meeting of the UIU Board of Directors at which a quorum is present; and in accordance with UIU Board of Directors adopted policies and procedures.

ARTICLE IX: MEETINGS OF THE UIU BOARD OF DIRECTORS

Section A. Annual and Regular Meetings.

The Annual Meeting of the UIU Board of Directors (Annual Board Meeting) shall be held to coincide with the UIU Annual Membership Meeting, or at a time and place designated by a majority of the UIU Board of Directors, for the transaction of business that comes before the UIU Board of Directors. There shall be at least one (1) other regular meeting of the UIU Board of Directors each year at a place designated by a majority of the UIU Board of Directors for the transaction of such business as may come before the UIU Board of Directors. Notice of regular meetings of the UIU Board of Directors may be provided in any manner determined by the UIU Board of Directors. Regular meetings may be held via telephone conference or similar form of telecommunications which permits all Director participants to communicate and effectively participate during the meeting.

Section B. Special Meetings.

Special meetings may be called by a majority of the UIU Board of Directors or the Chair by filing a written request for such a meeting with the Secretary-Treasurer stating the purpose, place, date, and hour therefore, due written notice having been given to each Director at least five (5) days prior to the date of the meeting, or fifteen (15) days' notice where an in-person meeting is called. Special meetings may be held via telephone conference, or similar form of telecommunications, which permits all Director Participants to communicate and effectively participate during the meeting.

Section C. Quorum.

A majority of the Directors shall constitute a quorum of any meeting of the UIU Board of Directors. Such a majority shall be capable of transacting any business authorized by, or as may be provided in, these Bylaws and the Articles of Incorporation. Except as otherwise provided in these Bylaws or by law, the act of a majority of Directors present at a meeting at which a quorum is present at the time shall be the act of the UIU Board of Directors.

Section D. UIU Board Actions.

Every decision of the UIU Board of Directors shall be by a majority vote unless otherwise required by law, the policies of the UIU Board of Directors, or these Bylaws. Each Director shall be entitled to one vote on any matter coming before the UIU Board of Directors.

Section E. Special Action by the UIU Board without Meeting.

Any action required or permitted to be taken at a meeting of the UIU Board of Directors may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all UIU Board Directors. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent(s), or a signed copy, shall be placed in the minute's book of the UIU Board of Directors.

Section F. Proxies.

Unless provided otherwise in these Bylaws or by law, voting by proxy shall not be permitted.

ARTICLE X: CHAIRMAN OF THE BOARD AND EXECUTIVE DIRECTOR

Section A. Appointment.

The UIU Board of Directors shall appoint and engage two (2) qualified individuals to the position of Chairman of the Board and Executive Director. The Chairman of the Board and Executive Director shall report to the UIU Board of Directors, and shall be responsible and accountable for the supervision, control, and management of the Organization in its administrative, business, financial, and other affairs.

Section B. Authority and Duties of the Chairman of the Board and Executive Director.

The Chairman of the Board and Executive Director shall have the authority and duty, both regarding members of the Organization and staff, to implement all policies of the Organization in a lawful manner and in accordance with generally accepted business and financial principles and ethical standards and the responsibility to report to the UIU Board of Directors concerning these affairs. Among other authority, the Chairman of the Board and Executive Director shall have the authority to: hire and dismiss employees and other personnel of the Organization including consultants, contractors and the like; establish all terms and duties of employment and hiring; develop UIU annual operating programs, products, services, and budgets; and, legally bind the Organization and sign on its behalf contracts, checks, drafts, notes, mortgages, leases and other legal documents, without limitation by reason of specification. The Chairman of the Board and Executive Director shall attend and participate in all meetings of the UIU Board of Directors, except during closed executive sessions when it is so determined. The Chairman of the Board and Executive Director shall perform such other duties as may be elsewhere specified in these Bylaws or as may from time to time be designated by the UIU Board of Directors.

ARTICLE XI: UIU CHAPTERS AND OTHER SUBSIDIARY GROUPS

Section A. Establishment and Purposes.

1. **Establishment.** The UIU Board of Directors shall develop and approve policies and criteria which control and regulate the establishment and operation of chartered subsidiary Chapters, and other groups, consistent with the authority and limitations granted in the Articles of Incorporation, these Bylaws, and applicable Organization policies. Each Chapter shall be established only through the submission and approval of a Charter and Bylaws which shall be consistent with all applicable Component policies and criteria developed and approved by the UIU Board of Directors.
2. **Purposes.** The primary purposes of Chapters shall be to advance the general and specific purposes of UIU.

Section B. Categories.

The UIU Board of Directors, or groups of Organization members subject to UIU Board of Directors approval, may establish and maintain Chapters, which shall be a grouping of Organization members. These may include, but are not limited to the following:

1. **UIU Chapter.** A group of Organization members within a distinct and definable geographical area. In addition to the Components identified in this Article, the UIU Board of Directors may authorize and approve the establishment of other groupings of UIU members which the UIU Board of Directors, in its sole discretion, has determined will further the purposes and objectives of the Organization.

Section C. Authority and Limitations.

1. **Authority.** Chapters shall have the authority and the duty to carry out the purposes of their charter and Bylaws, as approved by the UIU Board of Directors and consistent with the Bylaws of the Organization.
2. **Limitations.** Chapters are limited to activities set forth in their approved charter. At all times, the Charter, the Bylaws, and the activities of any Chapter must be consistent with these Bylaws, applicable policies, and all legal requirements including those in the jurisdiction in which the Component is located.

Section D. Chapter Review and Maintenance.

1. **Chapter Review.** The UIU Board of Directors may review each Chapter on an annual basis to ensure compliance with all Chapter requirements and policies established by the UIU Board of Directors. The UIU Board of Directors retains the sole and exclusive authority to approve, suspend, deny, or revoke any Chapter, consistent with these Bylaws and all applicable policies. In the event that probationary action is recommended and approved by the UIU Board of Directors, the Chapter may be suspended.

2. **Chapter Maintenance.** Each Chapter shall be responsible for maintaining and updating its Chapter to ensure proper operation and continued compliance with these Bylaws and all applicable policies, and shall be responsible for demonstrating such compliance to the UIU Board of Directors.

Section E. Membership.

Chapter membership is open to, and limited to, any Organization member who meets the qualifications for such Chapter membership. Membership in any Chapter is voluntary.

Section F. Use of UIU Intellectual Property.

Chapters shall use UIU names, trademarks, logos, symbols and other intellectual property in a manner which is consistent with these Bylaws and all applicable policies.

Section G. Dissolution.

The UIU Board of Directors shall dissolve any Chapter by revocation or non-renewal of the Chapter, by declaring that the grouping of members is no longer a UIU component. Revocation and/or nonrenewal of a Chapter shall occur when the UIU Board of Directors determines that the Chapter is no longer a viable entity, or that such an action is in the best interests of the Organization and in accordance with applicable policies.

ARTICLE XII: ALLIED AND COOPERATIVE RELATIONSHIPS

Section A. Establishment and Purposes.

The UIU Board of Directors may promote such cooperative relationships with other Igbo Cultural/Professional groups, institutions or entities, including global organizations, where such relationships will serve to further the interests and objectives of the Organization. The UIU Board of Directors shall develop and approve policies and procedures to govern the establishment of cooperative relationships. The National President and Executive Director shall be responsible for the development and implementation of all general allied or Cooperative Agreements. The UIU Board of Directors shall be kept informed of new and changed agreements by the National President and Executive Director.

ARTICLE XIII: GOVERNANCE

Section A. Authorization to Act on Behalf of the Organization.

Except as provided in these Bylaws or in the Articles of Incorporation, or by applicable law, no Director, Officer, employee, representative, office holder, or other agent of the Organization may act on behalf of the Organization or hold himself or herself out to the public as authorized to act on behalf of the Organization without the prior express, written approval of the UIU Board of Directors.

Section B. Fiscal Year.

Unless modified by the UIU Board of Directors, the fiscal year of the Organization shall begin on January 1 and terminate on December 31.

Section C. Parliamentary Procedures.

The rules contained in the most recently revised edition of Roberts Rules of Order, shall govern the proceedings of the UIU Board in any instances not otherwise provided for in these Bylaws or by UIU Board adopted policy and procedure.

Section D. U.S. Internal Revenue Code.

All references in these Bylaws to sections of the U.S. Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future U.S. Internal Revenue laws, and to all regulations issued under such provisions.

Section E. Severability.

If any portion of these Bylaws shall be invalid or inoperative, then, so far as reasonable, the remainder of these Bylaws shall be considered valid and operative.

Section F. Notice.

Whenever these Bylaws require notice to be given, the notice may be given in any manner permitted by law.

ARTICLE XIV: FINANCE AND BUDGET

Section A. Annual Budget.

A budget showing anticipated revenue and authorized expenses shall be adopted annually by the UIU Board of Directors. The annual budget for succeeding years shall be consistent with UIU Board-approved annual budgeting policies and procedures.

Section B. Accounting.

Accounting for the finances of the Organization shall conform to the recommended practices of the American Organization of Certified Public Accountants. The National President shall provide an annual report of the Organization's finances and financial statement by a certified accountant. The financial statements shall be reported to the UIU Board of Directors. The National President shall submit quarterly, scheduled statements of account to the UIU Board of Directors. The financial summary shall be reported to the UIU Membership at the Annual Meeting.

Section D. Liabilities.

No member, officer, director, committee, chair, department, employee, agent or representative of the Organization shall have authority or power to expend Organization funds, incur liability, or make any commitment for the Organization that will bind the Organization or create any financial liability, unless specifically authorized by these Bylaws or by the prior express, written approval of the UIU Board of Directors.

Section E. Contracts.

The UIU Board of Directors authorizes each Officer and the President and Executive Director or the President and Executive Director's designee to enter into any contract or execute and deliver any instrument in the name and on behalf of the Organization. In addition, the UIU Board of Directors may authorize other agents of the Organization to enter into any contract, or execute and deliver any instrument, in the name and on behalf of the Organization. Such authority must be expressly granted in writing prior to the execution of the contract or instrument.

Section F. Property.

The UIU Board of Directors may take, receive, hold, sell, lease, and otherwise convey real and personal property. The UIU Board of Directors may delegate any responsibilities with respect to such property to the President and Executive Director. However, the UIU Board of Directors may not purchase, sell, mortgage, lease away, or otherwise dispose of its real property unless authorized by a vote of two-thirds (2/3rds) of the UIU Board of Directors.

Section G. Checks, Drafts, Notes.

The UIU Board of Directors authorizes each Officer, the President and Executive Director, or their authorized designee(s), to issue checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of the Organization.

Section H. Bonding.

As may be determined by the UIU Board of Directors, any elected Officers, Board Directors, or Committee members, approved and authorized agents, and employees, including the President and Executive Director, of

the Organization who are responsible for collection, disbursement, investment, or safekeeping of funds, may be furnished a fidelity bond for the faithful performance of their duties, in such form and amount (sum) as the UIU Board of Directors shall prescribe and approve.

**All roles listed above are solely volunteer roles; unpaid.*

***The Board of the Directors has the right to remove any Chapter President or any other chapter officer from office if, by a two-thirds majority vote, it is determined that the chapter officer is not appropriately representing the organization, its mission, and its values.*

ARTICLE XV: INDEMNIFICATION

Section A. Indemnification.

In the event that any person who is or was a Director, Officer, employee, trustee, authorized representative, or agent of the Organization (representative), acting in good faith and in a manner he reasonably believed to be in the best interests of the Organization, has been made party, or is threatened to be made a party, to any threatened, pending or completed action or proceeding by reason of being a representative, whether civil, criminal, administrative, or investigative (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines, and amounts paid in settlement in connection with such action or proceeding. Where the representative was successful in defending the action, indemnification is mandatory.

Section B. Determination of Proper Indemnification.

Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these Bylaws.

Section C. Indemnification Not Exclusive of Other Rights/Court Determinations.

1. Extent of Indemnification. The indemnification provided under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, any agreement, vote of disinterested Directors, or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while holding office, and any such indemnification shall continue as to a person who has ceased to be a Director, Officer, employee, trustee, authorized representative, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.
2. Effect of Court Determinations. Indemnification made pursuant to this Article shall not be made in any case where the act, or failure to act, giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section D. Liability Insurance.

To the extent permitted by applicable law, the Organization may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, trustee, agent, or other authorized representative of the Organization, or is or was serving at the request of the Organization as a Director, Officer, employee, trustee, agent or other representative of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise.

ARTICLE XVI: AMENDMENTS TO THE BYLAWS

Section A. Amendments to Bylaws.

1. Any part of these bylaws may be amended as the need arises by the Board of Directors
2. Any such amendment shall be made on a motion to that effect, made in writing, being sent to the Board of Directors for a decision to be made by two-thirds majority vote of the Board of Directors

3. The amendment shall be considered to have been made if the motion is approved by an affirmative vote of at least two-thirds majority of the Board of Directors.

ARTICLE XVII - CODE OF CONDUCT, SOCIAL MEDIA GUIDELINES AND FORMAL COMPLAINT POLICY

Section A. Code of Conduct.

Umu Igbo Unite (UIU) is a U.S based non-profit organization. UIU consists of a wide range of professionals and college students of Igbo heritage. Participation in the organization's programs is subject to the observance of the organization's rules. *The activities outlined below are strictly prohibited.* Any board member, national member, chapter member, or attendee who violates this Code is subject to discipline, up to and including removal from the Umu Igbo Unite organization and/or any legal ramifications.

1. Abusive language, discourtesy, or rudeness towards a fellow member, board member, or attendee of the organization.
2. Bringing dangerous or unauthorized materials such as explosives, firearms, weapons, or other similar items into UIU's meetings or activities.
3. Verbal, physical, or visual harassment of another any member, board member, or attendee of the organization.
4. Actual or threatened violence toward any member, board member, or attendee of the organization.
5. Conduct endangering the life, safety, health, or well-being of others.
6. Failure to follow any of the organization's policies or procedures.
7. Bullying or taking unfair advantage of any member, board member, or attendee of the organization.
8. Misappropriation of local and national chapter funds and property.

I have read and I understand the Umu Igbo Unite Code of Conduct. I agree to abide by the rules described above and understand that I may be removed as a participant and member if I violate any of these rules with forfeiture of membership and/or convention dues paid.

Section B. Social Media Guidelines.

Umu Igbo Unite encourages members to participate in online social networking (forums, blogs, Wikis, social bookmarking, etc.) in ways that contribute positively to the group and their members at UIU. By voluntarily participating in these online social networks, UIU believes that members can help each other; contribute to the dialogue on a wide range of issues relevant to our mission or members; better share ideas or expertise; collaborate on projects with the organization; and UIU wealth of knowledge.

The following guidelines apply to any online social networking activities that discuss Umu Igbo Unite or your participation at an Umu Igbo Unite function, whether the activities are performed inside Umu Igbo Unites' network or on the World Wide Web, on or off Umu Igbo Unites' premises, or during working or non-working hours.

1. I understand that my participation in any form of online social networking is strictly voluntary, and I am solely responsible for any and all content that I contribute to an online social network.
2. I agree to conduct my online social networking behaviors in accordance with Umu Igbo Unites' By-Laws, Code of Conduct, and Special Rules. I will strive to:
 - Be professional and courteous at all times.
 - Respond to someone who disagrees with me in a professional and friendly manner.
 - Avoid antagonistic behaviors or picking fights.
 - Be the first to correct my own mistakes.
 - Refrain from altering previous posts without indicating that I have done so.
 - Avoid typing in ALL CAPS, which is typically, perceived as online yelling.
 - Add value to any online discussion by providing worthwhile information and perspective.
 - Avoid using language that is offensive or defamatory.

- Make sure any factual statements I make are complete and accurate and, when appropriate, link back to the source.
 - Find out who else is blogging or posting on a similar or related topic and cite them.
1. When engaging in social networking activities, I agree to comply with all related Umu Igbo Unites' policies including, but not limited to, By-Laws, Code of Conduct, Social Media Guidelines, and Special Rules.
 2. Whenever engaging in social networking activities, I agree not to disparage Umu Igbo Unite, all members and board members.
 3. I agree to identify myself by name, write in the first person, and make clear that my statements are my own and that UIU has not reviewed or approved them.
 4. When participating in online social network discussions involving UIU official position, policies, or actions, I agree to refrain from representing myself as formally and/or officially speaking for or on behalf of UIU unless I am authorized to do so.
 5. I agree not to discuss topics publicly that are proprietary, confidential, or sensitive to UIU or that could have an adverse effect on UIU interests.
 6. Rather than posting complaints online, I agree to try to resolve issues by speaking directly with the responsible member, or by utilizing the Formal Complaint Policy.
 7. I agree that if I need clarification on any of these guidelines, I will contact UIU Board of Directors before posting.
 8. I agree to follow instructions from the UIU Executive Board to stop specific or all online social networking activities if so requested.
 9. I agree not to use online community forums as repositories for official UIU records unless given authorization by UIU Executive Board
 10. For my own and UIU's protection, I agree to show proper respect for the laws governing copyright and fair use of copyrighted material owned by others, including UIU's own copyrights and brands.
 11. I agree to speak respectfully about UIU and members. I will not engage in name-calling or behavior that will reflect negatively on UIU's reputation.

Note: the use of unfounded or derogatory statements or misrepresentation is not viewed favorably by UIU and can result in disciplinary action up to and including membership cancellation indefinitely with forfeiture of membership and/or convention dues paid. Recognize that you are legally liable for anything you write or present online. UIU members can be disciplined by the group for commentary, content, or images that are defamatory, pornographic, proprietary, harassing, libelous, or that can create a hostile environment.

Section C. Formal Complaint Policy.

Umu Igbo Unite is open and responsive to formal complaints about the organization, members or board members that are submitted by members or board members of the organization. If a member or board member feels that there has been an infringement of the By-Laws, Code of Conduct, Social Media Guideline or any other UIU guideline that may be put in place after the date of this policy that has not been successfully resolved through the established lines of communication, then the member or board member may file a formal complaint/ grievance. A formal complaint must be sent in writing to contact@umuigbounite.com and signed by the person submitting the complaint.

The complaint is to be submitted to any member of the board, who will bring the complaint to the Board of Directors to investigate the complaint, decide as a group, and respond to the person submitting the complaint within a period of time of one month. The Board of Director's determination will be final. Documentation of the complaint will be filed in the Complaints Folder kept by the current UIU National Secretary. Retaliation is not acceptable. Any action that could be considered to be retaliation against any member or board member who brings a complaint to the board is prohibited and will subject the retaliator to disciplinary action, up to and including, removal from the organization with forfeiture of membership and/or convention dues paid.

ARTICLE XVIII: DISSOLUTION

Section A. Disposition of Assets.

Upon dissolution of the Organization, in accordance with applicable Georgia or other law, and after paying or making provisions for the payment of all liabilities, the UIU Board of Directors shall dispose of all assets of the Organization in a manner consistent with any relevant legal requirements concerning the Organization's tax exempt and non-profit status, and exclusively to one or more non-profit organizations having similar aims, purposes, or objectives as the Organization, and which may be selected as an appropriate recipient(s) of certain assets, so long as such organization(s) shall then qualify as an organization or organizations exempt from federal income taxation under Section 501(c) (3) of the U.S. Internal Revenue Code, or other controlling law.

ARTICLE XIX: ADOPTION OF BYLAWS

Section A. Resolution to Adopt Bylaws.

The Umu Igbo Unite Corporation Organization, was organized under the laws of the Articles of Incorporation in 2009. These Bylaws hereby nullify and replace the UIU Constitution and Bylaws last amended on June 3rd, 2018. These Bylaws were adopted by no less than a two-thirds (2/3rds) vote of the UIU Board of Directors, and become effective August 1, 2018.

