



## **Bylaws of IJAW WOMEN OF AMERICA INC.** (A Nonprofit Corporation)

### **Article One**

#### **Name and Address**

Section 1. The name of the Organization shall be **IJAW WOMEN OF AMERICA INC. (IWA)**

Ijaw Women of America are Ijaw Women and female spouse of Ijaw men who reside in the United States of America and who have shown interest in creating a positive impact in their communities in America and the world at large. Residency qualifications include domicile in the United States and its territories, for at least six consecutive months within a twelve-month period. A woman will be an Ijaw woman under this law if she is a direct biological descendant of IJAWS in Delta State, Bayelsa State, Rivers State, Akwa Ibom State, Ondo State, Edo State, and any other part of Nigeria, West Africa where there are Ijaws as well as honorary members who may come from any part of the world with the same vision and purpose for the furtherance of the Organization.

Section 2. The Organization shall have its headquarters and principal place of business in Douglasville, Georgia.

*All references to title of offices such as President, Vice-President, Secretary, Assistant Secretary, Treasurer, Financial Secretary, Welfare Officer, Public Relations Officer, Assistant Public Relations Officer, Auditor, Legal Advisor, and the likes, refer to the executive officers of the Organization unless otherwise indicated.*

## **Article Two**

### **Purpose and Structure**

**Section 1.** This Corporation is organized exclusively for American Women of Ijaw descent either by birth or marriage, including women not of Ijaw descent who are truly interested and would like to be members as stipulated by IWA's "HONORARY" membership guidelines. This association is defined under Section 501(c)(3) of the Internal Revenue Code.

**Section 2. Purpose.** The purpose of the Corporation is to create Awareness, Unity, Education, Liberation, and Edification of ALL Ijaw Women in America and the preservation of Ijaw history, arts, and culture. The purpose of the Corporation shall be fulfilled through Raising of Funds, supporting, and administering personal services to be used by the members of the **Ijaw Women of America INC. (IWA)** who will be responsible for providing volunteers for cultural and extracurricular activities that will contribute to our Ijaw Women, our communities, and the public at large. Being an association of women leaders in American, IWA will be engaging in other charitable, civic, cultural, and educational activities that will contribute to the public and create awareness of our presence in the communities that we reside in while exercising other powers conferred by the laws of the United States and nonprofit corporations.

**Section 3. Structure.** The Corporation is organized pursuant to the Georgia Nonprofit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended

This Corporation shall be self-governing, self-supporting, non-commercial, non-sectarian, non-profit and non-partisan. Neither shall this Organization seek funds from any political or for-profit entity to direct the administrative activities of the Ijaw Women of America Inc. (IWA) nor to control its policies.

No part of the net earnings of the Corporation shall be to the benefit of any director of the corporation, an officer of the corporation, or any private individual/members (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). and no director, officer or any private individual/members shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations as they now exist or as they may be amended. The Corporation shall observe the following regulations: Ijaw Women of America Inc. as incorporated in the State of Georgia will be in collaboration with ALL Ijaw Women of America Incorporation in ALL States in America and all its local chapters. IWA will abide and observe ALL Federal and State laws which apply to nonprofit organizations.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations after all debts has been fulfilled, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

**Section 4. Chapter Formation.** IWA encourages the formation of chapters that will advance the mission and commitments of the Organization. Upon approval by the executive officers, chapters shall

be formed in any of the 50 States and their territories by at least five unrelated parties. No chapter may be formed in a state or jurisdiction that includes any of the jurisdictional areas of an existing chapter.

**Section 5. Chapter Events.** All fundraising events are championed by national leadership. Chapters shall have the right to undertake a program or activity for the benefit of chapter members, but any such program shall always be subordinate to, and not in conflict with, the programs and activities of IWA. Chapters shall be permitted to organize smaller scale fundraisers. however, all aspects of the proposed fundraising event shall be subject to review and approval by national leadership. Events such as community services and engagements, monthly chapter meets, and other small-scale events as holiday parties are at the discretion of the individual chapters. Chapters shall be subject to penalties, not limited to fines, for failure to comply with this policy as well as for any misleading information relating to such an event. All monies raised at any IWA convention events **MUST** be immediately remitted to the IWA National Bank account accompanied by a reconciliation and appropriate memo.

## **Article Three**

### **Membership**

**Section 1. a. Membership.** Membership in this Organization is open to any woman who:

- Is of Ijaw descent (a person who has at least one biological Ijaw parent, alive or deceased), or a female spouse (a person legally married) of an Ijaw descent. (If ex-wife of Ijaw descent, must have children of Ijaw descent).
- Is a Citizens or Legal Residents that reside in the United States of America and its territories. and
- Has completed and signed the membership application and paid the required registration fee of \$150. and
- Has demonstrated genuine passion for the vision and mission of IWA and is willing to be a member of this organization:
- If admitted, new members must attend a Membership Orientation within three (3) months of the date of admittance. New members will not be inaugurated nor sworn in if they do not attend the orientation in the stipulated time and may risk being excluded from membership.

b. **Qualification.** Eligible persons shall become members by completing an official membership application form and paying the prescribed membership application fees. Members can have their membership terminated by a majority vote of the leadership for a violation of the Organization's code of conduct as outlined below. A conviction of any known criminal offense or other felony charges will automatically lead to the removal of such members. New members must attend an Orientation within three (3) months of admittance. Falsification of membership is not allowed. Members who are found not to be of Ijaw descent will be honorably dismissed immediately and or offered the Honorary Membership position if they wish to be affiliated with the organization.

c. **Honorary Membership.** Honorary members are individuals who have an unwavering commitment to IWA. They are not obligated to attend meetings. They support but are not entitled to any benefits, neither are they eligible to hold any office in the Organization.

To become an honorary member of IWA the individual must have supported IWA with a minimum contribution of \$2500.00.

d. **Grand Patron /Patron Member.** A Grand Patron shall be any man or woman with a history (of at least three years) of support and association with IWA and be well informed about the Vision, Mission, Work, and Goals of IWA. They are not obligated to attend meetings but are committed to being available to attend fundraising events and most importantly Annual Conventions. To become a Grand Patron of IWA, the individual must have supported IWA with yearly donations of a minimum contribution of \$10,000. Grand Patrons do not have any voting rights, neither are they entitled to any benefits. Donations will not be tied to any quid-pro-quo. However, IWA will support and participate in all major events and celebrations hosted by grand patrons and their immediate family members.

e. **Patrons.** A Parton shall be any man or woman with a history (of at least two year) of support and association with IWA and be well informed about the Vision, Mission, Work, and Goals of IWA. They are not obligated to attend meetings but are committed to being available to attend fundraising events and most importantly Annual Conventions. To become a Patron of IWA the individual must have supported IWA with yearly donations of a minimum contribution of \$5,000. Patrons do not have any voting rights, neither are they entitled to any benefits. Donations will not be tied to any quid-pro-quo. However, IWA will support and participate in all major events and celebrations hosted by patrons and their immediate family members.

f. **Temporary Leave of Absence.** A member who is temporarily unable to continue her commitment to maintaining good standing as stated in Article 9, Section 7, may request a leave of absence in writing. A Leave of Absence duration may be requested for one to six months. A formal

letter requesting an extension can be submitted for review by the Board of Directors and National Officials. Typical reasons for needing to take a period of leave from active membership include personal health or family health or other family commitments, or transitions in professional status (e.g., relocation). All requests will be reviewed within 30 days on a case-by-case basis. Members on leave of absence shall NOT be entitled to any benefit under section 4 of this article.

**Section 2. Dues and fees.** Fees. All fees, dues, contributions, donations, either monetary and or in-kind are paid directly to the State Chapters, Monies paid to IWA or an individual under the name of the Organization are **NON-REFUNDABLE.**

- **Membership Dues.** All eligible and qualified members must complete a registration form and pay a registration fee of \$150 to become a member of Ijaw Women of America INC. All payments are to be paid directly into the IWA Wells Fargo Bank account or paid online through the Ijaw Women of America, IWA website [www.ijawwomenofamerica.com](http://www.ijawwomenofamerica.com). Individual State chapters may also have additional fees.
- **Monthly Dues.** All members are required to pay monthly dues as agreed by the chapter. All dues shall be made payable at the beginning of each month directly into the IWA Bank account of the State the member resides in or paid online through the State Chapter's Bank account.
- **Conventions & Fees.** ALL IWA members **MUST** attend all conventions and annual general meetings and pay all necessary convention fees associated including \$100 convention dues on or before the said convention day, or they will be held liable for a \$100.00 fine in addition to the mandatory convention fee. Conventions will be held annually by the agreed hosting state chapter. In the case of an absence at a convention due to a related life event, the Resolution Committee in the conferring of the Board of Directors will review the case on an individual basis. The hosting state chapter retains 10% of the profits from the funds raised during any convention.
- **ALL IWA CONVENTIONS ARE MANDATORY TO ALL MEMBERS!**

**Section 3. Transfer of Membership.** Chapter membership in this Organization shall be transferable should a member relocate to a different state and if the said member is in good standing with Ijaw Women of America Inc. (IWA)

**Section 4. Member Benefits.** Ijaw Women of America Inc. (IWA) will act as its sister's keeper in all circumstances. In good times and in difficult times. IWA is a sisterhood of like-minded, creative, significant, and professional Ijaw Women in America. Membership benefits of a new member shall be received and reviewed no later than 60 days from the day it was received. The following benefits affect the association as such.

Members **MUST** be in good standing with the Organization for a year for benefits to be activated and or used and have not missed four consecutive unexcused meetings. Members who are on leave of absence **MAY NOT** be entitled to any and all benefits.

- **Life Events.** In celebration of any of the life events listed below, IWA shall always support her own.
- **Marriage** – IWA members will be entitled to a maximum of \$1000 (One Thousand Dollars). This amount shall be raised through mandatory contributions from all IWA Members. The amount of contribution will be determined by the current number of members in the Organization. Member's child marriage

shall be the responsibility of the chapter that the member belongs to.

- **Childbirth** – Chapter members shall provide gifts towards the celebration of a member or member child. However, the member must be in good standing and a bona fide member of the Organization for at least one year to qualify for this benefit.
- **Death of a Parent** – IWA members will be entitled to a maximum of \$2000 (Two Thousand Dollars). This amount shall be raised through mandatory contributions from all IWA Members. The amount of contribution will be determined by the current number of members in the Organization. However, the member must be in good standing and a bona fide member of the Organization for at least one year to qualify for this benefit.
- **Death of a Spouse** – IWA members will be entitled to a maximum of \$5000 (Five Thousand Dollars). This amount shall be raised through mandatory contributions from all IWA Members. The amount of contribution will be determined by the current number of members in the Organization. However, the member must be in good standing and a bona fide member of the Organization for at least one year to qualify for this benefit.
- **Death of a Member** – IWA members will be entitled to a maximum of \$3500 (Three Thousand Five Hundred Dollars) in funeral expenses. This amount shall be raised through mandatory contributions from all IWA Members. The amount of contribution will be determined by the current number of members in the Organization. However, the member must be in good standing and a bona fide member of the Organization for at least one year to qualify for this benefit.
- **Death of a Member's Child.** –IWA members will be entitled to a maximum of \$2500 (Two Thousand Five Hundred Dollars). This amount shall be raised through mandatory contributions from all IWA Members. The amount of contribution will be determined by the current number of members in the Organization. However, the member must be in good standing and a bona fide member of the Organization for at least one year to qualify for this benefit.

## **Article Four**

### **Board of Directors**

**Section 1. General Powers.** The Board of Directors shall be the governing body of the Organization and shall manage, control, and direct the affairs and properties of the Organization, in conjunction with the presiding President. All Board of Directors are subject to important fiduciary duties, such as the “duty of care and duty of loyalty”, they must always act in good faith and in the interest of the organization.

#### **Section 2. Qualifications, Requirements, Number and Tenure:**

Board of Directors MUST be of Ijaw descent (a person who has at least one biological Ijaw parent, alive or deceased). The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) and not more than nine (9). A director shall NOT serve in a dual role.

A Board of Director shall be a well-established and respected Elder of Ijaw descent possessing:

1. Nurturing Qualities
2. Knowledgeable in Ijaw Culture and History
3. Respected Leader in the Community
4. Active Performance within the Organization
5. Good Financial Standing
6. Proven Rising Leaders with new ideas
7. Makes a one-time payment of \$5000.00 (Five Thousand Dollars)

The Board of Directors are at the execution of membership. This executive-level is permanent except a director step down willingly (resignation), removed, or by way of nature. Directors must attend ALL leadership and executive ALL meetings.

#### **Section 2b Ex-Officer at Large:**

The founding president, having served a full (2) three years term, shall be recognized under this category.

- She shall have voting rights.
- She shall sit with the board of directors in meeting and have voting rights
- She may elect to follow the process of becoming a Board of Director.
- She shall also attend all leadership and general meetings.
- The position shall be designated only for the founding president.

#### **Section 2b: State Board of Directors:**

All Chapter (State) Directors are subject to the same qualifications as the National Board of Directors. Chapter Directors will be vetted and admitted by the National Board of Directors with recommendations from their Chapter President. The number of Directors shall be fixed from time-to-time by the National Board of Directors but shall consist of no less than one (1) and not more than three (3) or a 1/7 ratio chapter membership ratio. A director shall NOT serve a dual role.

A State Board of Director shall be a well-established and a respected Elder who has served as a leader in their chapter for at least two terms and possess:

- Nurturing and Motherly Qualities
- Knowledgeable and a Connoisseur of Ijaw History, Customs and Culture
- Respected Leader in the Community
- Active Performance within their Chapter and the Organization
- Good Financial Standing
- Proven Rising Leaders with new ideas
- Approachable, Peaceable law-abiding citizen who promotes Ijaw Unity

- Make a one-time payment of \$3000.00 (Three Thousand Dollars)

**Section 3. Compensation.** No Director shall receive compensation for any service he or she may render to the Organization. Board members may be reimbursed for actual expenses incurred in the performance of their duties after such expenses have been approved by the house under the confer of the President, Financial Secretary, and Treasury's Office with the presentation of receipts.

**Section 4. Vacancies** A vacancy on the Board of Directors may exist at the occurrence of the following: The resignation, removal, or loss of the Director due to nature:

- **Removal:** Any member of the Board of Directors may be removed with or without cause, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interests of the Organization would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.
- **Resignation:** Any member of the Board of Directors may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. The Board of Director shall forfeit all fees, dues, donations, and contributions paid directly to the Organization or to a third party as a representative of the Organization.
- Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Any member of the Board of Directors who fails to fulfill any of her requirements as set forth in Section 2 of this Article shall automatically forfeit her seat on the Board as well as all fees, dues, donations, and contributions paid directly to the Organization or to a third party as a representative of the Organization. The Secretary shall notify the Director in writing that her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 shall no longer be entitled to a voting power.

**Section 5. Confidentiality.** Directors shall not discuss or disclose information about the Organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Organization's purposes or can reasonably be expected to benefit the Organization. Directors shall use discretion and good judgment in discussing the affairs of the Organization with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Organization, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.



## **Article Five** **Officers**

**The position of an officer is a privilege and as such could be taken away. The position of the National President SHALL be held ONLY by a woman of direct Ijaw descent (a person who has at least one Ijaw parent, alive or deceased). An officer shall NOT serve a dual role.**

**State officers: States are not autonomous and are therefore subject to the provisions of this Constitution and Bylaws of IWA. All State Chapter leadership are under the direction of the National hierarchy and leadership and are mandated to report state legislative matters and affairs to the National President. State offices mirror the national offices as stated below.**

**Section 1.a Titles.** The executive office of the Organization shall consist of the President, Vice-President, Secretary, Assistant Secretary, Treasurer, Financial Secretary, Welfare Officer, Assistant Welfare Officer, Public Relations Officer, Assistant Public Relations Officer, Auditor and Legal Advisor.

**Section 1.b, Qualifications and Tenure.** Any member who has been active for a minimum of two (2) years, has attended at least two consecutive conventions, has attended IWA's membership orientation, is in good standing and has been verified by the leadership of the organization to understand the Organization's purpose and mission and have the interest of the Organization at heart may hold an office. Each officer shall hold office until the end of her three (3) year tenure, or she resigns or is removed or is otherwise disqualified to serve, or her successor shall be elected and qualified, whichever occurs first. No officer may hold more than one National position at the same time. A qualifying member may run for more than one office at the same time but MUST choose only one when elected. All officers are subject to important fiduciary duties, such as the "duty of care and duty of loyalty" and must always act in good faith and in the interest of the organization.

**Section 1.c, Leadership Trainings/Seminars/Conferences.** Leaders must attend yearly mandatory training/seminar/conferences as prescribed. The organization shall be responsible for all fees pertaining to training venues and trainer fees only.

**Section 2. Nomination and Election.** Officers shall be elected at the last general business meeting at the end of each tenure and will take office immediately. With the help of the nominating electoral Committee, a slate of positions with a prospective will be open to the house for nominations. The officers will be elected by a simple majority of the membership present.

**Section 3. The officers' qualifications and their respective duties** are as follows:

**a. The President shall:**

- be of Ijaw descent (a person who has at least one biological Ijaw parent, alive or deceased).
- have strong leadership skills as well as a deep commitment to the purpose, mission, and vision of IWA.
- have strong relationships throughout the community to help promote the IWA's mission and goals.
- Oversee the governance of the Organization including all Fund-Raising Operations.
- Have general superintendence and direction of all other officers of this Organization, national and state, and see that their duties are properly performed.
- Regularly meet with IWA leadership regarding organizational activities.
- Preside at all meetings of the Organization.
- Resolve problems in the membership.
- Perform any other specific duties as outlined in the bylaws of the Organization.

**b. The Vice President shall:**

- Preside at meetings in the absence or inability of the President to serve.
- Work hand in hand with the President.
- Perform administrative functions delegated by the President.
- Perform other specific duties as outlined in the bylaws of the Organization.

**c. The Secretary shall:**

- Maintain the records of the minutes, approved bylaws and any standing committee rules, current membership, and Committee listing.
- Record all business transacted at each meeting of the association as well as meetings of any executive board meetings in a prescribed format.
- Maintain records of attendance of each member.
- Conduct and report on all correspondence on behalf of the Organization.
- Other specific duties as outlined in the bylaws of the Organization.
- Act as the Provost indeed at all meetings.

**d. The Assistant Secretary shall:**

- Work hand in hand with the Secretary
- Perform administrative functions delegated by the Secretary
- In absence of the Secretary act as the Secretary in fact.
- Be available to assist other officers on a need to serve basis.
- Keep accurate time during meetings and events

**e. The Financial Secretary shall:**

- have accounting, finance or other related experience and be comfortable working with numbers and interpreting financial reports as well as providing strategic counsel on financial decisions.
- Issue a receipt for all monies received and deposit said amounts monthly basis,
- Present a current financial report to the executive Committee and general membership within thirty days of the previous month's end.
- Maintain an accurate and detailed account of all monies received and disbursed.
- Reconcile all bank statements as received and resolve any discrepancies with the bank immediately.
- File sales tax reports as required by the comptroller's office (monthly, quarterly, or annually).
- File annual IRS form 990 in a timely manner.
- Submit records to audit committee appointed by the Organization upon request or at the end of the year.
- Be detail oriented and have solid organizational, analytical and math skills

**f. The Treasurer shall:**

- have experience in accounting, finance, or a related field.
- Work hand in hand with the Financial Secretary.
- Be responsible for organizational business matters in conjunction with the Financial Secretary and the President.
- Responsible for all banking, bookkeeping and record keeping.
- Deposits all funds immediately.
- Be detail oriented and have solid organizational, analytical and math skills.

**g. The Welfare Officer shall:**

- Be responsible for the social well-being of all members
- Be responsible for checkup calls
- Plan, coordinate and execute social events.
- Keeps a calendar of upcoming projects, meetings, and events.
- Acknowledge all life events of active members e.g., birthdays, marriage, burials etc.

**h. The Assistant Welfare Officer shall:**

- Work hand in hand with the Welfare Officer
- Perform all the duties and functions of the welfare office as delegated by the Welfare Officer
- In absence of the Welfare Officer act as the Welfare Officer in fact.
- Be available to assist other officers on a need to serve basis.

**i. The Public Relations Officer (PRO) shall:**

- be the voice of the Organization.
- Responsible for planning publicity strategies and campaigns.
- Writing and producing presentations and press releases.
- Dealing with enquiries from the public, the press, and related organizations.
- Organizing and attending promotional events such as press conferences, open days, exhibitions, tours, and visits.
- Promote and represent the Organization in a positive manner always
- Understand the concerns of individual community members, interest groups, government agencies and address them through strategic use of the media and direct communications.
- Responsible for developing the public images of IWA and its members
- Maintain Press release and maintain social media appearance
  - Publicize the activities of the Organization
  - Interacts with the public to help shape and promote the Organization

**j. Assistant Public Relations Officer (PRO) shall:**

- Work hand in hand with the Public Relations Officer
- In the absence of the PRO act as the PRO in fact.
- Assist in maintaining press releases and maintaining social media appearance.
- Publicize the activities of the Organization.
- Interacts with the general public to help shape and promote the Organization.
- Provide assistance to the Organization and in the execution of different events.
- Edit and proofread press releases, videos and presentations.

**k. The Auditor shall:**

- Hold a degree or certificate in accounting, finance, or a related field.
- Have a complete and thorough knowledge of the principles, theory and practice of accountancy.
- Be familiar with the different system of accounting and their aspects and have a thorough knowledge of the techniques of auditing.
- Plan financial audits by understanding organization objectives, structures, policies process internal control and external regulations and identifying risk areas.
- Prepare audit programs, scope, and objectives.
- Responsible for detecting fraud of any kind with the activities of the Organization.
- Check the accuracy of the organizational business record and provide recommendations on cost cutting and revenue generating measures.
- Be detail oriented and have solid organizational, analytical and math skills.
- Notify the President or the Secretary about any fraudulent activities committed by a member and an emergency meeting should be called to address the issue before action is taken by terminating such member.

**l. The Legal Advisor shall:**

- Be an attorney. must have attended an accredited law school and obtained a law degree or board certified in their state of residence.
- Prepare routine letter, draft contract, brief, notice, memoranda, circular, correspondence order, report, and other legal matters.
- Conduct preliminary study of cases arising from infractions of the law, makes decisions about actions to be taken and prepare draft.
- Conduct legal research and investigations on administrative cases.
- Conduct arbitration and mediation services for delinquent parties pursuant to alternative dispute.
- Provides legal advisory and counseling of official matters.
- Perform all legal functions that may be assigned by the Organization.

**m. Ex-Officer at Large:**

- n.** The founding president, having served a full (2) three years term shall be recognized under this category.
- She shall have voting rights.
  - She may elect to follow the process of becoming a Board of Director.
  - She shall also attend all leadership and general meetings.
  - She shall be the ONLY exco official at large.

**Section 4. Term.** Each elected officer shall serve a term of three (3) years and can re-run for a second term during election, which shall be conducted at the general meeting or convention, after which the current term expires. All terms are by election only. No officer shall be elected to the same office for more than two consecutive terms. Terms of office begin immediately upon election.

**Section 5. Compensation.** No official shall receive compensation for any service she may render to the Organization. Officials may be reimbursed for actual expenses incurred in the performance of their duties after such expenses have been approved under the confer of the President, Financial Secretary, and Treasurer's Office with the presentation of receipts.

**Section 6. Vacancies.** A vacancy in any of the executive offices may exist at the occurrence of the following:

- The end of a tenure, resignation, removal, or loss of an official due to nature
- A premature vacancy in any office shall be filled by 2/3 votes of the executive officials and approved by the Board of directors
- Removal: an officer may be removed with or without cause, at any time, by a vote of three-quarters (2/3) of the members of the executive office and the Board of Directors if in their judgment the best interests of the Organization would be served thereby. Each member of the executive office and Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.
- Resignation: an officer may resign by filing a written resignation with the Secretary. Resignation shall not relieve the officer of unpaid dues, or other charges previously accrued. The officer shall forfeit all fees, dues, donations, and contributions paid directly to the Organization or to a third party as a representative of the Organization.'
- Any officer who fails to fulfill any of her requirements as set forth in this Article shall be removed as well as all fees, dues, donations, and contributions paid directly to the Organization or to a third party as a representative of the Organization. The Secretary shall notify the other officers and the Board of Directors in writing that her position has been declared vacant, and the officers and the Board of Directors may forthwith immediately proceed to fill the vacancy.

**Section 7. Confidentiality.** Officers shall not discuss or disclose information about the Organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Organization's purposes or can reasonably be expected to benefit the Organization. Officers shall use discretion and good judgment in discussing the affairs of the Organization with third parties. Each officer shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting of an appointment as an officer.

## **Article Six** **Meetings**

**Section 1. a) Monthly Meetings/Annual Convention.** The Executive Members shall provide by resolution the time and place for the holding of at least one physical meeting for the Organization, in addition to other regular meetings held monthly. All IWA leaders and members are mandated to attend all meetings, except under circumstances as reviewed by the executive members.

b) **IWA PLEDGE.** All monthly meetings will commence with the recitation of the IWA Pledge as a reminder of our Mission Vision and Values.

*"I am committed to Ijaw Women of America  
INC to serve and support one another in UNITY  
To educate, edify, and build a strong sisterhood  
To create and preserve our rich heritage, history, arts, and  
culture I promise to achieve this in love, peace, and transparency.  
So, help me God."*

**Section 2. Notice.** Notice of any special meeting of IWA shall be given at least two (2) days in advance of the meeting by oral or written notice delivered personally or sent via email or social media or facsimile to each member.

**Section 3. Quorum.** A majority of the Board of Directors, Officers, and at least two-thirds (2/3) of active members in good standing shall constitute a quorum for the transaction of business at any meeting of the Organization but if less than a quorum of the members is present at the said meeting, a majority of the Executives present may adjourn the meeting from time to time without further notice.

**Section 4. Voting.** Each member in good standing shall have the right to cast one vote at any matter at any meeting. The decision of a majority of the voting members present at a meeting at Bylaws requires a greater vote.

**Section 5. Proxies.** There shall be no voting by proxy or absentia.

**Section 6. Special Meetings.** Special meetings may be called by the President, by any three members of the Board of Directors, or by written notice filed with the Secretary by one-third (1/3) of the leaders then in office. Notice of special meetings shall be posted on IWA's official page or by telephone or by mail or by electronic mail or by fax not less than two (2) business days prior to said special meeting.

**Section 7. Alternative Meeting Venue.** Any regular or special meeting may be held by telephone, telecommunications, or electronic means, if all can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating member/leader, and each participating member/leader is able to immediately send messages to all other participating members/leaders. All participating members/leaders in good standing shall be informed that a meeting is taking place at which official business may be transacted

**Section 8. Leadership Meeting.** Leadership meetings shall be conducted once every month or as called upon by the National President. Attendance for leadership meetings shall include all national officers, all Board of directors and chapter presidents. In the event that a chapter president is absent, she may elect to nominate her VP to attend the meeting on her behalf but without voting rights.

**Article Seven**  
**Standing Committees**

**Section 1.** The organization shall have such other committees as may from time to time be designated by resolution of the President. These committees may consist of qualified officers and members as stated in Article 5, Section 1b.

**Section 2. Fundraising Committee:** Responsible for developing and managing fundraising projects. The President shall head the Committee and name its members as needed.

**Section 3. Electoral Committee:** Responsible for compiling names of nominees for offices of the Organization. To prepare a slate of nominees and a ballot for the election of officers. Conduct free and fair elections. The Committee shall consist of two Board of Directors, the Legal Advisor as the appointed Chairperson, and the Secretary. The Committee shall have the mandate to create guidelines in accordance with IWA bylaws to govern the electoral process.

**Section 4. Project Committee:** Responsible for planning and implementing IWA National projects. The Committee shall be headed by the President, and members of the Committee shall consist of all members of the Board of Directors, at least three (3) officers, and all chapter presidents.

**Section 5. Medical Committee:** Responsible for planning and implementing IWA matters relating to health, health education and training, and public health welfare. The Committee shall consist of nine members of which the majority should be of medical background. This Committee shall be headed by a Medical Personnel.

**Section 6. Event/Convention Committee:** Responsible for coordination of events and conventions. They shall determine the dress themes attires and coordinate specific wears worn at IWA events and other public presentations. Members of this Committee shall be appointed every year preceding the next convention. Members of the Committee shall consist of appointed members of the hosting chapter for that year. And they may report all findings to leadership.

**Section 7. Resolution Committee:** The resolution committee shall consist of four key leadership members. This includes the office of the Vice President, the Secretary, the welfare officer and the internal auditor. This Committee shall be responsible for managing members' commitment, absences, tardiness and unruly behavior during meetings.

**Section 8. Constitution Review Committee:** The constitution committee shall consist of no more than five (5) key leadership members appointed by the President, including the legal advisor. This Committee shall be responsible for addressing all questions relating to the bylaws as well as reviewing and amending the bylaws.

**Section 9. Legal Team:** The legal committee/team of IWA is a body of lawyers, attorneys and solicitors at law who are bonafide members in good standing. This Committee shall be responsible for addressing all questions relating to the bylaws as well as reviewing the bylaws. Members shall consist of the national legal advisor, who shall also serve as the chair of the committee. Other members shall include but are limited to chapter legal advisors and other qualifying members with proven legal background. must have attended law school, obtained a law degree or board certified in their state of residence. Members shall be selected by the national legal advisor and approved by the national president. This committee shall be responsible for. dealing with complex matters, provide clarification on legal language, help the organization understand the legislative and regulatory implications of its new projects and review and interpret the language of the Bylaws when necessary.

**Section 10. Education Committee:** The Education Committee of IWA is a body of Educators, Teachers, and gifted aides in the field of education. They shall be certified as teachers, administrators, educationists, and or educators in their respective States of residence. This Committee shall foster and promote the education of the rural Ijaw Girl Child and actively seek opportunities for primary, secondary, and tertiary education for Ijaw Children in Ijaw Nation. This committee is responsible for all education related projects including. trainings, scholarships, donation of education materials to rural communities, preservation of Ijaw folklore, language, history, Ijaw books, arts and culture. The President shall appoint its members.

**Section 11. Limitations on the Powers of Committees:** The President in conjunction with the Board of Directors may set up and dissolve Ad Hoc Committees as the need arises. No committee may and authorize payment of a dividend or any part of the income or donations of this Organization to its directors or officers. may approve dissolution, merger, or sale, pledge, or transfer of all or substantially all of the Organization's assets. may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees. nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.



**Article Eight**  
**Fiscal Management**

**Section 1. Fiscal Year.** The fiscal year of the Organization shall be such year as shall be adopted by the Board of Directors. The current fiscal year of this Organization shall be January 1 through December 31 of the following calendar year.

**Section 2, Fiscal Internal Control Policies**

The Organization and its Chapters shall observe the following policies and procedures to be in compliance with the Internal Revenue Service Code 501c (3), These are Protecting assets, maintaining reliability, ensuring compliance, Promoting efficient operations.

**Banking and Cash Policies**

- Bank Accounts must have a secure physical address and not a personal residential address.
- It is highly recommended that there be two alternate signatories, not more than three.
- The Office of the President, Financial Secretary and the Treasurer may operate IWA's bank accounts
- The custodian of the check book may not be an authorized signatory but can be the custodian of the debit card
- Reimbursement of all approved expenses must be accompanied by valid receipts.
- During Fundraising Events two or more should count and record the cash transactions before handing the cash to the responsible party.
- Monthly Bank reconciliations should be prepared, signed, dated, and authorized before presentation.
- All financial documentations should be locked up and kept safe by the responsible parties for security purposes.
- Access to cash must be limited.
- Cash transactions are not advisory, must be limited and be subject to supervisory review.
- All cash must be completely and accurately recorded in the financial records

**Section 3. Books and Accounts.** The Organization shall keep correct and complete books and records of accounts and shall keep the minutes of the proceedings of all meetings. All such books and records shall be kept at the principal office of the Organization unless the Board of Directors and Officers, by resolution, determines otherwise, subject to any requirements of law. All books and records of the Organization may be inspected by any director and the President or official agent or attorney for any proper purpose at any reasonable time.

**Section 4. Auditing and Reports.** An annual report of the affairs of the Organization for the previous fiscal year shall be submitted to the leadership at each annual meeting and filed with the Secretary of the Organization. The books and records of the Organization shall be reviewed by an independent certified public accountant at the expense of the Organization at such times as may be designated by a vote of a majority of the Board of Directors and Officers.

**Section 5. Checks and Endorsements.** All checks and drafts upon the funds or credit of the Organization in any of its depositories shall be signed by such officer(s) or agent(s) as shall from time to time be determined by resolution of the Board of Directors and the President. All checks, notes, bills receivable, trade acceptances purpose, drafts, and other evidence of indebtedness payable to the Corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officer(s) or agent(s) of the Organization or in such manner as shall from time to time be determined by resolution of the Board of Directors and the President.

**Section 6. Prohibition Against Loans.** The Corporation shall not make loans to any member, officer, or Board of directors of the Organization.

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**Article Nine**  
**Code of Conduct**

All Ijaw Women of America members are highly skilled and are Successful Professionals who are respected in their various works of life and communities here in America. IWA will not tolerate any inappropriate or unprofessional behavior from its Board of Directors, officers, and members.

**Section 1. Absenteeism** – Every member of IWA is required to attend all the organization meetings. A member will be excused from attending meetings if reasonable ground is shown to justify the absence. Failure to establish such reasonable ground as will be determined by the leadership of the Organization on a case-by-case basis shall amount to unexcused absence. Four unexcused absences shall lead to termination of such members from the Organization. See article 6 for the required meetings.

**Section 2. Gossip Quarrel & Slander** – IWA will not tolerate any gossip, open quarrel or slander of any member or members. First occurrence will result in a written warning, 2nd occurrence will result in a \$100.00 fine. 3rd occurrence will lead to termination.

**Section 3. Loss of Temper during meetings.** IWA will not tolerate any member who cannot control her temper during meetings. This includes walking out during meetings due to an argument or other heated conversations. The first fracture shall attract a \$100 fine and subsequent fractures shall attract a \$200 fine. Failure to comply with prescribed fines will result in muting the member's voice in the Organization and or State Chapter.

**Section 4. Dress Code** – When called upon for a dress code, all members must adhere to the dress code agreed upon or be fined \$100.00. All IWA members must show professionalism at all times and improper dressing will not be tolerated.

**Section 5. Fines** – All fines must be paid accordingly within 30 days to avoid further collections and termination. Members who fail to pay all or part of a fine within the stipulated time shall be terminated from the organization.

**Section 6. All Media / Correspondence** – IWA reserves the right to what is published and who can be added to all IWA media sites. these include and are not limited to Emails, Television, Radio, as well as social media, including Facebook, WhatsApp, Instagram, Twitter, and other media. **ONLY** Ijaw matters, and information that will move and build IWA will be accepted on these platforms. Any violation of this rule will result in a written warning, and the perpetrator will be removed from all platforms if need be. Chapters shall not create separate social media platforms. All chapter posts shall be directed to the national platforms in collaboration with the national PRO.

All chapters and national IWA official correspondence shall be on the national letterhead template. No member shall use any IWA templates, logo, and or name for personal use. IWA bears no responsibility for any use of her logo, letterhead and or name outside of IWA official business. Any misuse of the IWA name, logo, brand will result in a legal action.

Examples. **No pornography, no solicitation, no politics, no sex, no religion, no profanity, no forwarded false and misleading information, etc. ONLY IJAW MATTERS!**

All intended posts on any IWA platform shall be subject to approval by the appointed administrators, which shall consist of the **President, Secretary, PRO, Welfare Officer**. The administrators shall be permitted to post on IWA platforms in their official capacity. Members are not allowed to post birthdays on the platforms without permission as this is the sole responsibility of the administrators, who shall compile and post all birthdays at the beginning of each month.

**Section 7. Members in good standing:** A member in good standing is an individual member who:

- Registers and pays her \$150.00 to become IWA Member.
- Attend mandatory membership orientation.
- Pays all national dues. e.g., convention dues, member welfare dues, and other national obligations
- Pays their respective monthly chapter dues.
- Attends all IWA mandatory meetings, including chapter meetings.
- Is an IWA team player who pledges to be loyal and always act in good faith.
- All Members who abide by these Bylaws and are up to date on membership and monthly dues shall be considered members in good standing. Only members in good standing will be added to IWA social media sites and have the right to vote.

**Section 8. Professionalism.** Every member is saddled with the responsibility to conduct themselves in a professional manner. Respect should be accorded to people in authority regardless of age or status as insubordination of any kind will not be tolerated. The use of profane languages is strictly prohibited in this Organization.

**Section 9. Possession of IWA Property:** Any member onto whom organization property and funds are entrusted are not allowed to use such for their personal gain, failure of which shall amount to misappropriation of funds and or property as the case may be. The penalty for violation shall be to return, replace, or refund whatever that may have been misappropriated. Where the property of the Organization is converted into personal use, outright replacement is required. Where it is mismanagement of funds, the funds should be refunded with an additional fine as the leaders deem it fit. All penalties must be fulfilled within 30 days.

Where there has been a violation of any of this code of conduct, the violator shall be allowed fair hearing. The violator is required to respond to queries or any correspondence regarding the violation within 30 days of receipt of the query and or correspondence.

**Section 10. Distribution of Projects:** It is the organization's goal to ensure that the communities with the greatest need for a project are in fact the recipients without any form of bias.

To be qualified for IWA project, a community must be from one of the identifiable Ijaw clans, all distribution of IWA projects, including water wells, must comply with the following guidelines.

- Follow an application intake system.
- Application must clearly express need with proof of supporting documents.
- Applicants must be a stakeholder/ leader of the said community including but not limited to kings, chiefs, political heads etc.
- Applicants must present a possible surveyed location for the proposed project.
- Applicants must be willing to sign a legal document assuming responsibility of future maintenance of the project.
- Applications must be reviewed on a need basis by the Project Committee, and if considered, be presented to the leadership council for approval.
- Committees must ensure fairness in the distribution of projects, therefore a community who is a previous recipient of IWA project MUST wait five (5) years before applying for a new project.

**Article Ten**  
**Amendments**

Section 1. **Amendments to Bylaws.** These Bylaws may be amended no more than once every two (2) years by the Constitution Review Committee, reviewed by the Legal Team, and adopted by a simple majority of the Board of Directors and Officers. Such amended Bylaws must also be distributed to all members electronically for the sole purpose of reviewing the new document.

Section 2. **Amendments to the Articles of Incorporation.** The Board of Directors and Officers shall adopt a resolution setting forth any proposed amendment of the Articles of Incorporation, which, if approved by a simple majority of the Directors and Officers, shall be again submitted for a vote at the next regular meeting of the Directors and Officials.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Ijaw Women of America Inc., and these Bylaws constitute the Corporation's Bylaws. The Bylaw was duly adopted at a meeting of the Board of Directors and Officers, held on ...28<sup>th</sup> day of October 2022.

Dated: 10/28/2022

*Hellen B. Gold-Tabai*

Hellen B/Gold-Tabai  
National Secretary IWA