

CONSTITUTION AND BY-LAWS

OF



WORLD IGBO CONGRESS, INC.

**An International 501(c)3 organization registered in Houston TX and active in
all continents including Igbo Home land in southeastern Nigeria
(RATIONALIZED VERSION*)**

(APPROVED MARCH 29, 2014)

*THIS RATIONALIZED VERSION OF THE CONSTITUTION SHALL BE RETAINED BY THE CONGRESS AS A VITAL REFERENCE FOR DECIPHERING THE ORIGINAL INTENT OF THE DRAFTERS OF THIS CONSTITUTION AND SHALL BE CONSULTED IN THE EVENT OF AMBIGUITIES.

PREAMBLE

A VISION ABOUT THE EVOLUTION OF LIFE AT THE WORLD IGBO CONGRESS (WIC)

An individual of Igbo extraction develops a seed of awareness, digs around his/her region and discovers other Igbos. Together, they plant the seed which germinates as a union of Ndi Igbo. Within months, the union gains taproot and becomes viable as a non-profit entity.

As the entity is nurtured over the years, it grows and stretches far and wide as an international organization, absorbing and nourishing hundreds of Igbo people in a fruitful and synergistic relationship. Soon the union matures into a WIC Affiliate.

Through hard work, honesty, and dedication, the individual and others like him/her become the cream of the crop and are soon picked from the bunch for leadership positions and as Affiliate Delegates to WIC's House of Delegates.

At the House of Delegates, the individual further sets himself/herself apart from others, based upon his/her character, commitment, and contribution, and is elevated to the WIC Board of Directors by his/her Affiliate or is appointed to WIC's Executive Council as the Chairperson to a Standing Committee of WIC.

After serving creditably on the Board of Directors or on the Executive Council, for at least six (6) months, and attending at least two (2) live meetings of the Congress, the individual's ambition ripens and he/she becomes eligible to run for election as an officer of WIC.

To be elected into one of the highest leadership positions in WIC, the individual must have the approval of the House of Delegates as well as the Board of Directors. After serving for a 3-year term successfully and effectively, the individual could be chosen again to serve for another term.

Years after the individual has left WIC, he/she will always harvest from the tree he/she cultivated as a non-voting Board member, an Elder, an Advisor to the WIC Chairperson, or as a Patron. That is the vision of WIC life, as embodied in this new instrument called the "CONSTITUTION AND BY-LAWS OF WORLD IGBO CONGRESS."

PROVISIONS

CONSTITUTION AND BY-LAWS OF WORLD IGBO CONGRESS, INC.

ARTICLE I

Name

Section 1.1: Name: The name of the Corporation shall be World Igbo Congress, Inc., hereinafter referred to as “the Congress” and “WIC”.

Rationale: *Although everyone routinely uses the term “WIC,” the current By-laws makes no provision for, and grants no legal recognition to, such term. The By-laws Review Committee felt that this new Constitution should specifically authorize the use of such term.*

Supremacy of the World Igbo Congress Constitution

Section 1.2: Supremacy Clause: Subject to the provisions of the United States Constitution and the Texas Non-Profit Corporation Act, the provisions of this Constitution shall take precedence over and above any other rules, regulations, or by-laws of the Congress and, where any rule, regulation, by-law or any other enactment of the Congress or any of its organs is inconsistent with the provisions of this Constitution, such an enactment is, to the extent of its inconsistency, null and void and of no effect.

Rationale: *The notion of the Constitution as a supreme document is overwhelmingly supported by history and precedent. It was also essential to the By-laws Review Committee that special recognition be accorded this new document in relation to other pronouncements or laws of the Congress. The scope of power assumable by the Executive Council and the Chairman of the Congress has been a constant source of debate and strife. Section 1.2 makes it clear that any action, omission, law, or fiat, from whatever source, which is inconsistent with the provisions of this Constitution, is null and void -- subject, of course, to the provisions of the United States Constitution and the Texas Non-Profit Corporation Act.*

ARTICLE II

PURPOSE

Section 2.1: Purpose: The purposes for which the Congress is organized are charitable, educational, cultural, scientific, health and agricultural. Specifically they are to:

1. Unify persons of Igbo heritage in the Diaspora.
2. Promote, protect and advance Igbo culture and civilization.
3. Promote the progress and development of Ala-Igbo.
4. Promote and cultivate political awareness and civic responsibility among Ndi-Igbo.
5. Promote and advance the welfare of persons of Igbo heritage.
6. Promote harmony and peaceful co-existence with other ethnic groups.
7. Use every resource and opportunity within its reach to positively impact the Igbo Interest, including where necessary and possible, redirect discourse, policies and actions that affect that interest. In this regard, work within WIC's special consultative status in the UN Economic and Social Council (ECOSOC) through all its affiliates including the World Health Organization and the UN-Commission on Human Rights.
8. Receive, invest, and hold property for any or all of the purposes for which WIC was incorporated.
9. Conduct other activities, not in contravention of the Texas Non-Profit Corporation, the Uniform Non-Profit Corporation Act, the Internal Revenue Code or Article Six of the Articles of Incorporation, and for which a non-profit corporation can lawfully engage in.

ARTICLE III

Membership

Section 3.1: Eligibility: Membership shall be open to all Igbo persons through membership in local Igbo community organizations regardless of race, color, creed, or national origin as defined in Section 3.2 of this Constitution.

Section 3.2: Definition: For purposes of membership, Igbo community organization shall mean an organization which brings together persons and groups of persons who are Igbo by birth, marriage, naturalization or adoption, within a metropolis or geographic area. **As used in this Constitution, the terms "Igbo community organization," "member organization," and "Affiliate" are interchangeable.**

Rationale: *Through usage, the terms "Igbo community organization," "member organization," and "Affiliate" have become synonymous. Again, this new Constitution specifically authorizes the use of these terms to refer to the same thing.*

Section 3.3: Membership Limitation: Consistent with the Congress' goal to promote the coming together of Ndi-Igbo everywhere, membership in the Congress shall be limited to one Igbo community organization for each major city or metropolitan area, providing such organization is inclusive and representative of the Igbo community in that area. The Congress shall not encourage the proliferation of Igbo organizations within individual localities and shall not recognize or grant new membership to an Igbo community organization that is within a 50 mile radius of an existing affiliate of the Congress.

Rationale: *It is an open secret that WIC has not always consistently upheld the definitional standard for “Igbo community organization” as envisioned by the founders. Whereas the intention was to admit only those organizations which had garnered “umbrella” status in their relevant area, the experience has been different. The Committee recognizes that strict adherence to the original intent would not only disqualify a majority of the current Affiliates, but would also unduly restrict the advancement of WIC. The Committee believes that WIC’s true potential will never be realized unless WIC adopts a framework of inclusion and expansion, one which places little or no value on the manner in which an Affiliate is organized – parochial structure (Dallas) or individual membership structure (Boston). The Congress should not mandate a particular organizational structure providing the Affiliate is the representative umbrella Igbo organization within its locale. Notwithstanding that belief, it would also be counter-productive to WIC’ mission of uniting Ndi Igbo if several affiliates are allowed to proliferate within a single state, even big states like Texas and Florida.*

Section 3.4: Others: All other groups of non-Igbo persons who subscribe to the purposes of the Congress may be eligible for membership.

Section 3.5: Classes: Classes of membership shall include:

1. Organizational (Igbo community organizations and Affiliates);
2. Honorary (Individuals); and
3. Corporation (Non-community groups and organizations)

Section 3.6: Manner of Admission of Affiliates to the Congress: Upon submission of a non-refundable application fee of \$250 and a refundable registration fee by hand or via certified mail by a potential Affiliate, the Membership and Mobilization Committee of the Congress shall conduct an investigation to determine whether the potential Affiliate meets the Congress’ requirements for membership. In the event the potential Affiliate meets the requirements set forth in this Constitution, the Affiliate shall be invited to attend a Board meeting to be properly introduced and considered for admission to the Congress. The Board of Directors of the Congress, upon recommendation by the Membership and Mobilization Committee, shall have the authority to admit a new Affiliate.

Section 3.7: Conditions for Accepting New Affiliates: A new affiliate invited to join the Congress shall adhere to the following guidelines:

1. Submit proof of registration of the organization with the appropriate state authority as a non-profit entity;
2. Submit a copy of the Articles of Incorporation, By-laws and Constitution of the organization;
3. Submit the following information: official name of the organization, current address for the organization, names and contact information for the

Executive Officers and members of the Board of Directors of the organization.

4. Submit information regarding the size of the membership and demonstrate that the organization is the inclusive and representative Igbo community organization in the applicable city or metropolis.
5. Submit any other information that would aid the Congress in making an informed decision whether to admit the Affiliate or deny the application.

Rationale: *On the heels of the uproar that erupted during the Convention in Nashville relative to the admission of four (4) new Affiliates, the Committee felt that this new document must embody provisions to stem the politicization of the admission process, often to the detriment of WIC. The above provisions are designed to institute a transparent process of admission for all potential Affiliates.*

Section 3.8: Time Limit for Admitting or Rejecting an Application for Membership: In the interest of fairness, the Congress must reach a decision on whether to admit an Affiliate, a Corporation (non-community group and organization), or Honorary Member within six (6) months of receiving a complete application, with the applicable fee, for admission to the Congress. In the event the Congress fails to act on a complete application within the prescribed time frame, the Affiliate, a Corporation (non-community group and organization), or Honorary Member shall be deemed to have been admitted on the date of the expiration of the six (6) months.

Rationale: *Cognizant of how Nwannedinamba's application languished with WIC for over a year, the Committee felt that the entrenchment of a time limit for approving or rejecting an Affiliate's application would be reasonable. To ensure fairness to both sides, the Congress is given up to six (6) months to conduct its due diligence and act decisively on the application, one way or the other.*

Section 3.9: Manner of Admission of Honorary Members to the Congress: Upon submission of a non-refundable application fee of \$250 and a refundable registration fee by hand or via certified mail by a potential Honorary Member, the Membership and Mobilization Committee of the Congress shall conduct an investigation to determine whether the potential Honorary Member meets the Congress' requirements for membership. In the event the potential Honorary Member meets the requirements set forth in this Constitution, the Honorary Member shall be invited to attend a Board meeting to be properly introduced and considered for admission to the Congress. The Board of Directors of the Congress, upon recommendation by the Membership and Mobilization Committee, shall have the authority to admit a new Honorary Member.

Section 3.10: Criteria for Admitting New Honorary Members: The Board of Directors shall take the following factors into consideration in admitting new Honorary Members:

1. The individual's character and status.
2. The individual's record of service and contributions to Ndi Igbo.
3. The individual's commitment to the objectives of the Congress.
4. Whether the individual resides in an area where there are no Igbo Community organizations.
5. Whether the individual's participation in WIC would significantly advance the interest of WIC.

Section 3.11: Limitation on Rights of Honorary Members: Honorary Members shall enjoy all rights of membership in the Congress, save for the right to vote on issues and during elections. Honorary Members are not eligible to run as candidates for WIC office.

Rationale: *The previous By-laws did not enumerate the criteria for admission or the rights and responsibilities of Honorary Members. A certain distinguished Professor lamented this defect and inspired the entrenchment of the above provisions. To the extent that WIC is an affiliate-based entity, care has been taken to only bestow rights and privileges on Honorary Members that would not encourage individuals to part with existing organizations in lieu of individual membership. WIC' focus must remain to unite Ndi Igbo in groups. However, that focus need not be applied so rigidly as to trammel progress. As such, Honorary Members are not eligible to run as candidates for WIC office. To become eligible to run, the individual must first join a legitimate WIC affiliate and be selected as one of its two representatives to the Board of Directors, or be nominated and ratified for a position on the Executive Council.*

Section 3.12: Manner of Admission of Corporations (non-community groups and organizations) to the Congress: Upon submission of a non-refundable application fee of \$500 and a refundable registration fee by hand or via certified mail by a potential Corporation (non-community group and organization), the Membership and Mobilization Committee of the Congress shall conduct an investigation to determine whether the potential Corporation (non-community group and organization) meets the Congress' requirements for membership. In the event the potential Corporation (non-community group and organization) meets the requirements set forth in this Constitution, the Corporation (non-community group and organization) shall be invited to attend a Board meeting to be properly introduced and considered for admission to the Congress. The Board of Directors of the Congress, upon recommendation by the Membership and Mobilization Committee, shall have the authority to admit a new Corporation (non-community group and organization).

Section 3.13: Criteria for Admitting New Corporations (non-community groups and organizations): The Board of Directors shall take the following factors into consideration in admitting new Corporations (non-community groups and organizations):

1. The Corporation's purpose, reputation, and stature.
2. The Corporation's record of service and contributions to Ndi Igbo.

3. The Corporation's commitment to the objectives of the Congress.
4. Whether the Corporation's participation in WIC would significantly advance the interest of WIC.
5. Whether the admission of the Corporation would jeopardize WIC's non-profit status.

Section 3.14: Limitation on Rights of Corporations (non-community groups and organizations): Representatives of Corporations (non-community groups and organizations) shall enjoy all rights of membership in the Congress, save for the right to vote on issues and during elections. Representatives of Corporations (non-community groups and organizations) are not eligible to run as candidates for WIC office. Corporations (non-community groups and organizations) shall be limited to two (2) representatives at a time.

ARTICLE IV

Fees and Dues

Section 4.1: Registration: With regard to Affiliates and Honorary Members, there shall be a one-time membership fee in an amount set by the Board of Directors, beginning initially at \$750. In the case of a Corporation (non-community group and organization), there shall be a membership fee beginning initially at \$1,000. Payment of membership fees shall be made with the organizational or corporate check, except with regard to Honorary Members.

Rationale: *Experience is the best teacher. And nowhere else is this axiom more aptly illustrated as in the registration fee history we have had at WIC. The practice of accepting personal checks has led to abuses in the past, with individuals attempting to float phony organizations in an election year, with a view to skewing the outcome of WIC elections. Therefore, henceforth, payment of membership fees shall be made with the organizational or corporate check. This Constitution also specifically authorizes, and encourages, the admission of corporations as members of WIC.*

Section 4.2: Annual Dues: Each corporation (non-community group and organization) shall pay annual dues in an amount to be set by the Board of Directors, **currently at \$1000. Each member organization or affiliate shall pay annual dues in an amount to be set by the Board of Directors, **currently at \$500**. Each Honorary Member shall pay annual dues in an amount to be set by the Board of Directors, **beginning initially at \$50**.**

Rationale: *Unlike section 4.1, which requires that payment of registration fees be made with the organizational check, this section does not impose such a requirement. As such, a Director/Board member who is made aware of his or her Affiliate's delinquency, may act expeditiously to erase the delinquency by making payment*

with his or her own funds, and seek reimbursement from his or her Affiliate later. This works to the benefit of the Congress.

Section 4.3: Delinquency Regarding Affiliates: Annual dues are due and payable on or before the first live Board Meeting of the Congress each year. Any affiliate which is delinquent on its financial obligation for thirty (30) days shall be notified of such delinquency in writing and shall lose all membership privileges, **including voting rights, if the delinquency continues for three (3) months. Any affiliate whose delinquency exceeds six (6) months is no longer a member in good standing and shall be barred from the Congress until the delinquency is resolved. Any affiliate whose delinquency exceeds nine (9) months shall be expelled from the Congress and must reapply for admission in accordance with the provisions of Sections 3.6 through 3.8. The Board of Directors is charged with enforcing the provisions of this section.**

Rationale: *In an effort to make Affiliates more accountable, this section now authorizes the Congress to suspend the voting rights of an Affiliate and to declare that the Affiliate is no longer a member in good standing, which could set the stage for expulsion or other loss of privileges, as enumerated in this Constitution. Because expulsion is harsh medicine, Affiliates are given up to nine months to resolve the delinquency altogether. In any event, an Affiliate which is still delinquent by the time of the Convention will not only be barred from participation but could be expelled within 90 days of the Convention.*

Section 4.4: Delinquency Regarding Corporations (non-community groups and organizations) and Honorary Members: Annual dues are due and payable on or before the first live Board Meeting of the Congress each year. Any Corporation (non-community group and organization) or Honorary Member which is delinquent on its financial obligation for thirty (30) days shall be notified of such delinquency in writing and shall lose all membership privileges, **if the delinquency continues for three (3) months. Any Corporation (non-community group and organization) or Honorary Member whose delinquency exceeds six (6) months are no longer a member in good standing and shall be barred from the Congress until the delinquency is resolved. Any Corporation (non-community group and organization) or Honorary Member whose delinquency exceeds nine (9) months shall be expelled from the Congress and must reapply for admission in accordance with the provisions of Sections 3.9 through 3.14. The Board of Directors is charged with enforcing the provisions of this section.**

Rationale: *Since Corporations (non-community groups and organizations) and Honorary Members are non-voting members, the Congress shall first bar a delinquent Corporation (non-community group and organization) or Honorary Member from all participation in the Congress if the delinquency exceeds three (3) months and then eventually expel the corporation or member after nine (9) months.*

ARTICLE V

Voting

Section 5.1: Voting in Non-Elections: In all matters requiring a decision by vote, each member organization in good standing in the Board of Directors shall be entitled to one (1) vote and each member organization in good standing to the House of Delegates during the “Delegates Meeting” pursuant to Section 8.5 of this Constitution, shall be entitled to one (1) vote for every ten (10) delegates, for a maximum of five (5) votes. Voting at all meetings shall be by voice vote.

Rationale: *This section makes a distinction between voting in elections and voting in non-elections. It also expressly recognizes that some Affiliates are more equal than others, in terms of numerical, financial, and geographical strength. An Affiliate with 2,000 active members and capable of sending 50 Delegates to WIC ought to have a greater say in the affairs of WIC in particular, and Ndi Igbo in general, than an Affiliate with only 30 active members and 10 Delegates. The framework of giving up to five votes to larger Affiliates is designed to spur Affiliates to grow their numbers and to send more Delegates to the House of Delegates. This section also establishes that voting by the House of Delegates shall be done en bloc. It is envisaged that Delegates from each Affiliate will congregate and deliberate prior to voting on any issue. Thereafter, each Affiliate will designate a few individuals from among its Delegates, as the case may be, to cast the vote(s) for the Affiliate on that particular issue.*

Section 5.2: Voting in Elections: During elections for Officers of the Congress, each member organization in good standing in the Board of Directors shall be entitled to two (2) votes, one from each of its two representatives on the Board of Directors; and the same member organization in good standing to the House of Delegates shall be entitled to one (1) vote, unless the member organization has more than 25 individuals registered as Official Delegates, in which case the member organization shall be entitled to two (2) votes during an election, for a maximum of four (4) votes. Voting during elections is to be conducted by secret ballot. Each Affiliate shall be called upon to cast its entire three (3) or (4) votes at the same time.

Rationale: *The issue of granting voting rights to the House of Delegates has been a thorny one for WIC for quite some time. The Committee felt that the House of Delegates should be directly involved in the selection of the leadership of WIC in conjunction with the Board of Directors. However, the Committee was loath to recommend a process that would involve the casting of individual votes by Delegates, because of the prohibitive financial and logistical costs it would impose on candidates and WIC itself. But there are even more compelling reasons:*

WHY “ONE VOTE, ONE DELEGATE” WILL DESTROY WIC

1. *Allowing Delegates to cast individual votes would be unfair to the Board of Directors as it would nullify the constitutionally enshrined function of the Board of Directors as the highest decision making body of the Congress. Assuming that 40 Affiliates are actively enrolled in WIC and that each Affiliate sends 20 Delegates to WIC’s House of Delegates. That means that the Board of Directors would cast 80 votes, and the House of Delegates would cast 800 votes. That is a scenario that would eviscerate the original intention of the founders and dispossess the Board of its authority. The Board’s vote would become irrelevant. Much as we want a broadened WIC, the Board’s traditional role and stature must not be compromised.*
2. *It will run contrary to the most fundamental objective of WIC: uniting Ndi Igbo under an umbrella in groups rather than as individuals. An explicit objective of WIC is that Igbo individuals should join other Igbos to reach collective decisions for the betterment of Ndi Igbo. “One vote, one Delegate” runs contrary to that objective. An individual, who cannot work with his/her brethren, has no place at WIC. The notion that “Igbo Enwegi Eze” has been the bane of Ndi Igbo. A structure which glorifies that invidious concept is detrimental to the progress of Ndi Igbo and must be rejected.*
3. *It will allow unscrupulous candidates to win WIC elections by bribing or otherwise aligning themselves with just a small fraction of WIC Affiliates. To accomplish this, all the individual or group needs to do is to expand the number of Delegates for 15 Affiliates (out of 40 WIC Affiliates) from 20 to 50 Delegates right before the WIC election. That would give the individual or individuals 780 guaranteed votes out of 1,330 votes cast. And that individual would be declared a winner even though 25 Affiliates did not vote for him or her. That is an outrage. But the “one vote, one Delegate” scheme would not only allow such strategy, it would encourage it.*
4. *It has always been the practice at WIC to allow an Affiliate to express its collective choice at WIC via the vote of its two representatives. When an Affiliate representative votes at WIC, he or she is not casting a personal vote. Indeed, most representatives are mandated to vote a certain way by their Affiliate, often in contrast with their individual preference. This has happened numerous times in the past. So it begs the question: If two representatives can express the collective will of an Affiliate (encompassing thousands of Ndi Igbo), why can’t 20-50 Delegates from one Affiliate deliberate and cast one or two votes as a bloc? Are we so individualistic and egotistical that we cannot put our heads together to reach a collective decision before casting a vote to express our collective will? In a democratic institution such as WIC, one cannot fathom why Delegates from a particular Affiliate cannot decide amongst themselves what their stand will be on*

a particular issue, particularly if they take an informal vote amongst themselves. If Board members cannot cast individual votes, why should Delegates?

5. *Also, instead of campaigning for Affiliate votes, a candidate now has to campaign for individual votes. What a daunting task that would be. Ultimately, “one vote, one Delegate” would diminish the quality of WIC leadership. Few good men and women would be willing to go through the physical, financial, and emotional strain of convincing thousands of individual voters to elect them into a largely thankless, and unpaid, position. In this regard, reference should be made to the difficulties WIC encountered during the last election with regard to filling certain positions on the Executive Council. It is not enough to have bodies on the Executive Council. We must have competent bodies. No compelling justification exists to make WIC an individual-based organization. That is not what the founders envisioned.*
6. *As a practical matter, one must be concerned about the cost and logistical implications of “one vote, one Delegate.” During the last election, involving less than 50 votes, we spent hours casting and counting the votes for each office. Imagine how long it would take for thousands of Delegates and hundreds of Board members to cast their votes in the future and how long it would take to count the votes. What a logistical nightmare that would be.*
7. *Viewed analytically, the vote of a Board member is the voice of thousands of Ndi Igbo belonging to his or her Affiliate who **cannot** come to the Congress. On the other hand, the vote of the Delegates represents the collective voice of those who **can** come to the Congress. Under this analytical approach, every Igbo person is represented in-house or by proxy en bloc. The casting of individual votes, among other evils, would destroy this harmony because the community would be fragmented into individual preferences. That is not the purpose of WIC.*

Section 5.3: Limitation on Dual Status: No single individual may serve as a voting member of the Board of Directors and as a Registered Delegate concurrently. However, the House of Delegates may from time to time invite Directors, Officers, Committee Chairpersons, Elders, Patrons, Advisors, and other individuals to participate in its meetings, and these individuals may honor the invitation without prejudice to their official status.

Rationale: *One of the major defects of the current WIC Bylaws is that it uses the terms “Director/Board Member” and “Delegate” interchangeably. This indiscriminate use has engendered much confusion and conflict. This section makes it clear that a Delegate is not a Director/Board Member and vice versa. In latter sections of this Constitution, the distinction is made very clear.*

ARTICLE VI

Section 6.1: Principal Office: The office of the Congress hereinafter known as the “Secretariat” shall be temporarily located in the city of Houston, Texas, until such a time when a permanent location is determined by the Board of Directors and approved by the Congress.

ARTICLE VII

Section 7.1: The World Igbo Congress shall be organized according to the following structure:

1. **Executive Council:** Which shall be the Administrative/Executive arm of the organization;
2. **Board of Directors:** Which shall be the highest policy making body of the organization;
3. **House of Delegates:** Which shall be the representative body for the member organizations;
4. **Standing Committees:** Which shall be the strategic, planning, and operational arm of the organization;
5. **The Secretariat:** This shall be responsible for the day-to-day operation of the organization.

Rationale: *This section has been re-ordered to underscore WIC’s hierarchical structure, with the most powerful organs appearing near the top. Please see the schemata attached to this Constitution for a lucid illustration of the entire WIC hierarchical structure.*

ARTICLE VIII

House of Delegates

Section 8.1: Authority: The House of Delegates shall be the representative body for the member organizations. **The member organizations have ultimate power of ownership of the Congress.**

Rationale: *This section also addresses one of the most contentious provisions of the current By-laws. Rather than repose the power of ownership on the member organizations whose Directors and Delegates constitute WIC, the current By-laws erroneously ascribes this power to the House of Delegates, without definition of the nature or the scope of the power. This error has led to a cruel paradox -- the House that is supposed to own the Congress was not even authorized to vote on issues pertaining to the Congress, nor was the House allowed to participate in the*

election of officers of the Congress. That was a recipe for rancor and it has indeed bred rancor.

*In this new Constitution, section 8:1 correctly lodges the power of ownership where it belongs: with the member organizations charged with sending Directors and Delegates to the Congress. In an Affiliate-based umbrella organization such as WIC, the Affiliates, not the “grassroots,” or “Board Members,” or “Delegates,” are the true stakeholders. Thus, only the member organizations, via the Board of Directors and the House of Delegates, **acting in unison**, can disband WIC. This imports a measure of “checks and balances” because no single organ can disband WIC. **No single organ should be able to disband WIC.** Any other structure would be flawed, and would constitute a break from the norm.*

Section 8.2: Composition: The House shall consist of Delegates **selected** by member organizations as defined in Article III of this Constitution. **Each member organization may select as many Delegates as it chooses to serve in the House of Delegates, providing the number selected by the member organization does not exceed 50 Delegates.**

Rationale: *In the past, some Texas Affiliates have argued for the allowance of more of their Delegates to the Congress. As plausible as the argument was, WIC has never acceded because its By-laws was at best ambiguous about the method to be employed in computing the number of Delegates allowable from a particular Affiliate. This section now authorizes a single Affiliate with the requisite numerical strength, to send as many as 50 Delegates to the Congress at any one time. Currently, no Affiliate has more than 50 parochial organizations. In truth, **no Affiliate should have more than 50 parochial organizations.** How an Affiliate chooses its Delegates is a matter for the Affiliate, not WIC.*

Section 8.3: Registration of Delegates: Upon selection by a member organization, an intending Delegate shall pay a registration fee in an amount set by the Board of Directors, beginning initially at \$150. Upon payment of the registration fee, WIC shall issue an “Official Delegate” identity card to the individual, indicating the member organization to which he or she belongs.

Rationale: *This section imposes the administrative cost of running the House of Delegates, and the Delegates Forum on the Internet, on the individuals who would serve as Delegates, not on the member organizations. This section contrasts sharply with sections 4:1 and 4:2, which require the member organizations to bear the cost of registration and dues. The \$150 registration fee for Delegates averages \$50 per year for the 3-year term of service.*

This section also disallows At-large Delegates, because each Delegate must be chosen by, and identified with, a particular Affiliate. The fact that the individual

*is responsible for his or her registration fee does not negate the requirement of being selected by an Affiliate. Having a structure which allows At-large Delegates would make it impractical for Delegates to vote en bloc and would allow errant Delegates to act with impunity. We must not allow renegades to bring their dance to **our** market. Allowing individuals who come to WIC, in any forum, to float aimlessly like flotsam, unanchored and unanchorable, would lead to a shipwreck of titanic proportions. Every Delegate must be accountable, in deeds and in words, to his Affiliate and to WIC. The same goes for every Board Member.*

Section 8.4: Functions of the House of Delegates: The House of Delegates shall carry out the following functions:

- 1. Serve as an advisory body to the Board of Directors.**
- 2. Vote in WIC elections, consistent with the provisions of Sections 5.2 and 14.1 of this Constitution.**
- 3. Make recommendations to the Board of Directors, the Executive Council, and the Standing and Ad-hoc Committees.**
- 4. Make key decisions jointly with the Board of Directors by passing written “Resolutions” on important issues of concern to the House of Delegates and Ndi Igbo in general, and thereafter send the written “Resolutions” to the Board of Directors for final approval or disapproval, within six (6) months.**
- 5. Review and Vote on WIC’s Annual Budget as presented by the organs charged with the function of preparing the Annual Budget and thereafter send the Budget to the Board of Directors for final approval or disapproval, within six (6) months.**
- 6. Jointly amend the WIC Constitution with the Board of Directors by voting first on amendments, prepared by the Legal Defense and By-laws Review Committee, at the request of any legitimate organ of the Congress, and thereafter send the amendments to the Board of Directors for a final vote, within six (6) months.**

Rationale: *Unlike the current By-laws, this new Constitution enumerates the functions of the House of Delegates to avoid confusion. It also bestows upon the House of Delegates the previously unavailable rights of franchise in WIC elections and joint responsibility for key decisions, including amending WIC Constitutions, and approving WIC budgets. Note that the House of Delegates only shares joint responsibility with the Board of Directors with regard to amending the Constitution itself, not the By-laws. Also note that the recommendations and “Resolutions” from the House of Delegates are subject to final approval by the Board of Directors, as the highest decision making body of the Congress. Nothing in this Constitution mandates the Board of Directors, except in the areas specifically enumerated in Section 8 above -- amending WIC Constitutions, and approving WIC budgets -- to first seek a vote or other approval from the House*

of Delegates before embarking on a decision of its own on any matter that falls within the Constitution of the Congress. However, the Board of Directors is mandated to vote on any “Resolution” of the House of Delegates transmitted to the Board in writing for a vote, within a reasonable period of time, not to exceed 6 months. The Board of Directors shall vote “up” or “down” on any “Resolution” it receives from the House of Delegates.

Section 8.5: Meetings: The Delegates shall meet annually at a meeting to be called “the Delegates Meeting” at least three (3) months before the Convention of the Congress to deliberate on internal issues of concern to the House of Delegates and to pass “Resolutions” to be transmitted to the Board of Directors for approval. Thereafter, the Delegates shall meet jointly with the Board of Directors at the Convention of the Congress to discuss issues of concern to Ndi Igbo.

Rationale: *This section enlarges the power of the House of Delegates to meet twice. Previously, the House of Delegates could only meet jointly with the Board of Directors at the Convention. This section recognizes that the House of Delegates may have issues of internal concern, worthy of attention before the Convention. By specifically mandating the House of Delegates to meet, the Congress is ensured a streamlined and a more productive joint session at the Convention. However, this section imposes a time restriction on the House of Delegates to meet at least three (3) months prior to the Convention. The obvious reason for this restriction is to ensure that the Congress does not undermine its own Convention by having two large events within a short span of time. Since the Convention is the most important event for the Congress, all resources ought to be devoted to making it a success. To avoid confusion and the appearance of disunity, the House of Delegates is authorized to hold the “Delegates Meeting” at least three (3) months before the Convention, or postpone the meeting until the next year.*

Section 8.6: Term: The term of office of Delegates shall be three (3) years, unless a Delegate resigns, is replaced, or is removed. The term of office of a Delegate may be renewed, subject to re-selection by the member organization. The Delegate shall be liable for payment of the registration fee in effect at the time of renewal of his or her Delegate status. A Delegate may serve for indefinite successive terms, subject to the terms of this paragraph.

Rationale: *This section now enumerates how long, how often, and under what circumstances a Delegate may serve.*

Section 8.7: Officials of the House of Delegates: There shall be three (3) officials chosen by the House of Delegates in the conduct of its affairs. Upon selection by the House of Delegates, these officials shall be automatically admitted into the Executive Council of the

Congress for the duration of their term or until removed from office at the House of Delegates. The three (3) officials are as follows:

1. **Presiding Officer:** The Presiding Officer of the House of Delegates shall be the Head of the member organization which will host the next annual Convention of the Congress, whose tenure shall end at the conclusion of the Convention hosted by that organization.
2. **Recording Officer:** The Recording Officer shall be responsible for recording the minutes of the “Delegates Meeting.” The Recording Officer shall serve for a renewable term of one (1) year.
3. **Parliamentarian:** The Parliamentarian shall be an expert in parliamentary procedures and rules; and shall be responsible for ensuring observance of rules governing procedure in a deliberative assembly. The Parliamentarian shall serve for a renewable term of one (1) year.

In the absence of the above Officials, the House of Delegates may appoint other individuals to perform the enumerated functions during the Delegates’ Meeting.

Rationale: *To avoid the scenario which has arisen before whereby an individual assumed the confusing title of “Secretary” to the House of Delegates, this section attempts to define the names for, and functions of, the three officials to the House of Delegates. No other titles or positions are recognized at the House of Delegates. The three (3) officials automatically become members of WIC’s Executive Council, with all rights accruing therefrom, including the right to run as candidates for WIC office during the duration of their term.*

Section 8.8: Removal of a Delegate by the House of Delegates: Any Delegate who repeatedly fails to attend Delegate meetings for a period of one year without reasonable excuse, or fails to fulfill the duties of the office, or has through his or her actions or inaction become a liability or hindrance to the Congress, or is convicted of a felony involving moral turpitude, or does anything which may bring the Congress to disrepute, or defrauds and otherwise deceives the Congress, may be removed by a two-thirds vote of the House of Delegates, provided that all reasonable measures such as warnings, reprimand, or other sanction have been faithfully utilized by the Presiding Officer to obtain proper performance by the Delegate, and the member organization that he or she represents shall have been notified in writing of such measures, and a hearing has taken place. A Delegate subject to a removal vote shall be notified in writing of the reasons for such action at least thirty (30) days before the hearing and the voting are conducted. A member organization whose Delegate is removed shall replace the Delegate before the next live “Delegates Meeting” or Convention.

Rationale: *This section authorizes the House of Delegates to remove any individual liable for any of the infractions enumerated. However, the House of Delegates must do so with due process and fairness. Note that just like a Board Member; a Delegate may be removed for actions inimical to the interests of the Congress, not just the House of Delegates.*

Section 8.9: Removal/Withdrawal of a Delegate by a Member Organization: No Delegate shall be removed from membership of the House of Delegates by a member organization except by due process. In the event a member organization does not have in place procedures for removal of Delegates, the Delegate may be removed by a two-thirds vote of the House of Delegates as specified in Section 8.8 of this Constitution. Such process must ensure that any removal request from a member organization be made on one or more of the following grounds:

1. The activities and conduct of the Delegate are clearly inimical to the objectives of the member organization, including but not limited to such actions as: misrepresentation, consistent violations of its rules and regulations, and/or conviction of a felony involving moral turpitude.
2. That all reasonable measures such as warnings, reprimand, and other sanctions have been faithfully utilized by the member organization.

Rationale: *This section allows an Affiliate to recall or remove a Delegate based upon one or more grounds. Unlike the current By-laws, in this Constitution an Affiliate is now authorized to change its Delegates following an election. The Committee recognizes that an election often brings about an ideological shift within an organization.*

Section 8.10: Limits on Removal/Withdrawal of a Delegate by a Member Organization: No member organization may remove or replace a Delegate after the establishment of the Electoral Commission or after the month of March in an election year for the Congress, whichever comes later, unless the removal is based upon a recent conviction of the Delegate of a felony involving moral turpitude.

Rationale: *The abhorrent practice of attempting to short-circuit the political ambitions of a potential candidate by bribing or cajoling his/her Affiliate to remove or recall the individual on the eve of WIC elections is squarely addressed in this section. This section restricts the power of an Affiliate to remove a Delegate in an election year. However, that restriction is not absolute. An exception is made where the basis for the removal is the recent conviction of a felony, not just a misdemeanor, involving moral turpitude. As such, conviction of a minor traffic offense or for*

participation in a peaceful protest would not invalidate the candidacy of an otherwise qualified candidate.

Section 8.11: Vacancies in the House of Delegates: Vacancies shall be filled by the affected member organization for the remainder of the term for that position.

Section 8.12: Quorum: A quorum for the transaction of business by the House of Delegates shall be one-half (1/2) of the voting member organizations.

Rationale: *This section has been revised to require one-half (1/2) of the voting member organizations in the House of Delegates in order to form a quorum. The previous By-law only required one-third (1/3). The change is necessary to avoid a scenario whereby only 4 Affiliates, out of 25, can act with the imprimatur of the House of Delegates. This revision ensures that at least 7 Affiliates would have to assent, out of 25, before major decisions are reached by the House of Delegates.*

ARTICLE IX

Board of Directors

Section 9.1: Authority: The Board of Directors shall be the governing body of the Congress, having full authority to set policies and ensure implementation of all regular business by the Executive Council. **The Board of Directors shall be the highest decision making body of the Congress.**

Section 9.2: Composition: The Board of Directors shall consist of: (a) two (2) representatives of each member organization as defined in Article III of this Constitution, provided that such an organization is in good financial standing; (b) **the following non-voting ex-officio members: Chairperson, Vice Chairperson, Secretary-general, Assistant Secretary-general, Legal Adviser, Assistant Legal Adviser, Treasurer, Financial Secretary, Public Relations Officer (PRO), Chief Whip, and former Board members from the inception of the Congress; and** (c) **Honorary Members and Representatives of Corporations (non-community groups and organizations).**

Rationale: *The Committee grappled with the issue of transforming the Board of Directors, and the Congress itself, from a revolving door body, into an entity that takes full advantage of all its available human, intellectual and financial resources. The question of how to maintain continuity at WIC is a cogent one. Little is achieved when talented Igbo men and women are allowed to fade into oblivion after a brief period of involvement with WIC. To truly become a behemoth, WIC must retain its core pool of talent, even as it attracts new ones. Instead of adopting a culture of replacing talent, WIC must institute an entrenched structure of building its talent base.*

To accomplish the objective of progressive growth at WIC, this section authorizes former Board members to remain on the Board as non-voting members. By encouraging former Board members to remain, we take advantage of the intellectual, experiential, and financial contribution they can make to WIC.

Section 9.3: Registration of Directors: Upon payment of the membership fee pursuant to the provisions of Article IV of this Constitution, the Congress shall issue an “Official Director” or “Board Member” identity card to each of the two individuals selected by the member organization or corporation as its representatives. The Congress shall also do the same with regard to Honorary Members.

Rationale: *This section requires the issuance of identity cards to the two official representatives. The practice in the past whereby an Affiliate President who has never attended a single Board Meeting suddenly shows up at the Convention and asserts that he is the official representative for his Affiliate, and therefore the authorized voter, is negated by this section. The official representatives, once designated, cannot be substituted, except by invocation of the provisions of sections 9.7 through 9.10 of this Constitution. WIC and candidates for election are entitled to some measure of certainty regarding who will vote for an Affiliate in WIC elections. Nothing in this section prohibits one representative from covering for his or her counterpart, if authorized to do so by the other representative. However, a representative who makes a habit of absenting himself or herself from meetings could trigger the consequences enumerated in section 9.7.*

Section 9.4: Functions of the Board of Directors: The Board of Directors has the following functions:

1. Serve as the highest decision making body of the Congress;
2. Set policies and procedures for implementation of the Congress’ business;
3. Participate in WIC elections, consistent with the provisions of Article V and Article XIV of this Constitution, as voters as well as candidates for election;
4. Adopt, amend, or reject any recommendation made by the House of Delegates, the Executive Council or any other organ of the Congress;
5. Admit new Affiliates, Honorary Members and Corporations (non-community groups and organizations), upon recommendation by the Membership and Mobilization Committee;
6. Review and Amend WIC’s Constitution jointly with the House of Delegates, consistent with the provisions of Article XIX of this Constitution, and upon recommendation by the Legal Defense and Bylaws Review Committee. Proposed amendments would be approved

by the House of Delegates first and then submitted to the Board of Directors for final approval.

7. Review and Amend WIC's By-laws from time to time for the effective running of the Congress, consistent with the provisions of Article XIX of this Constitution, and upon recommendation by the Legal Defense and Bylaws Review Committee, providing the amendments to the By-laws do not contravene the terms of the WIC Constitution.
8. Vote upon written "Resolutions" transmitted from the House of Delegates within a reasonable period, not to exceed six (6) months, from the time the "Resolutions" are received by the Chairperson, Secretary, and Legal Adviser of the Congress.

Rationale: *This section is self-explanatory. It underscores the role of the Board of Directors as the highest decision making body of the Congress. However, the House of Delegates now has the opportunity to vote on constitutional amendments first before the Board of Directors makes its final decision. Please note that the Board retains the power to unilaterally amend the Bylaws of the Congress, and to initiate policies, to ensure the effective running of the organization. Please also examine sections 8.4 and the rationale contained therein.*

Section 9.5: Meetings: The meeting of the Board of Directors shall be held quarterly and shall be called by the Chairperson or by a simple majority of the Board members with at least 30 days written notice having been given. Emergency meetings may be called as needed.

Section 9.6: Term: The term of office of the Board of Directors shall be indefinite unless the Board member resigns, is replaced, or is removed. Beginning with the election to be held in 2005, the officers of the Board shall serve for three (3) years, but may be reelected for a second term. No member organization may send a replacement Board member unless the incumbent was removed, subject to the provisions of Sections 9.7 through 9.10 of this Constitution.

Rationale: *This section makes it clear that unless the provisions of sections 9.7 through 9.10 are invoked, a Board Member's term is indefinite. With regard to officers of the Congress, though, the term of office is 3 years beginning with the next WIC election in 2005. An officer is only authorized to serve for two (2) consecutive terms in the same office. (See also section 13.8 of this Constitution and the rationale contained therein).*

Section 9.7: Removal of a Board Member by the Board of Directors: Any Board member who repeatedly fails to attend Board meetings for a period of one year without reasonable excuse, or fails to fulfill the duties of the office, or has through his or her actions or inaction become a liability or hindrance to the Congress, or is convicted of a felony involving moral turpitude, or does anything which may bring the Congress to disrepute, or defrauds and otherwise deceives the Congress, may be removed by a two-thirds vote of the Board of the Directors present, provided that all reasonable measures such as warnings, reprimand, or other sanction have been faithfully utilized by the Board of Directors to obtain proper

performance by the Board member and the member organization that he or she represents shall have been notified in writing of such measures, and a hearing has taken place. A member of the Board subject to a removal vote shall be notified in writing of the reasons for such action at least thirty (30) days before the hearing and the voting are conducted. A member organization whose representative is removed shall replace the representative before the next live Board meeting of the Congress.

Rationale: *This section is self-explanatory. The Board of Directors can now take decisive action to remove members. But it must exercise due process and fairness in doing so. Also, two-thirds of the votes are required, not just a simple majority.*

Section 9.8: Removal/Withdrawal of a Board Member by a Member Organization: No Director shall be removed from membership of the Board of Directors by a member organization except by due process. In the event a member organization does not have in place procedures for removal of Board members, the Board member may be removed by a two-thirds vote of the Board as specified in Section 9.7 of this Constitution. Such process must ensure that any removal request from a member organization be made on one or more of the following grounds:

1. The activities and conduct of the Board member are clearly inimical to the objectives of the member organization, including but not limited to such actions as: misrepresentation, consistent violations of its rules and regulations, and/or conviction of a felony involving moral turpitude.
2. That all reasonable measures such as warnings, reprimand, and other sanctions have been faithfully utilized by the member organization.
3. That the member organization has held a recent election and the outcome of the election necessitates a change of representative.

Rationale: *This section is analogous to section 8.9. (Please see the rationale contained in that section).*

Section 9.9: Limits on Removal/Withdrawal of a Board Member by a Member Organization: No member organization may remove or replace a Board Member after the establishment of the Electoral Commission or after the month of March in an election year, unless the removal is based upon a recent conviction of the Board member of a felony involving moral turpitude.

Rationale: *This section is analogous to section 8.10. (Please see the rationale contained in that section). Historically, one potent method of skewing the outcome of WIC elections has been through the unexplained and abrupt withdrawal or substitution of Board members on the eve of elections. In some instances, Affiliates have been pressured or cajoled into withdrawing candidates for election a few hours to the casting of votes. The Committee believes that there is something unseemly about such a strategy and that WIC's structure ought to disallow such under-handed tactics. This section makes it explicit. On the other hand, to protect the integrity of WIC, a Board member who is convicted of a felony involving moral turpitude can be removed at any time. Nothing in this section prohibits a candidate from stepping down voluntarily.*

Section 9.10: Vacancies on the Board of Directors: Vacancies shall be filled by the affected member organization for the remainder of the term for that position.

Section 9.11: Quorum: A quorum for the transaction of business by the Board of Directors shall be one-half (1/2) of the voting Board members.

Rationale: *This section has been revised to require one-half (1/2) of the voting Board members in order to form a quorum. The previous By-law only required one-third (1/3). The change is necessary to avoid a scenario whereby only 4 Affiliates, out of 25, can act with the imprimatur of the Board. This revision ensures that at least 7 Affiliates would have to assent, out of 25, before major decisions are reached by the Board.*

ARTICLE X

Duties of the Officers of the Board of Directors

Section 10.1: The Officers of the Board of Directors shall consist of a Chairperson, Vice Chairperson, Secretary-general, Assistant Secretary-general, Legal Adviser, Assistant Legal Adviser, Treasurer, Financial Secretary, Public Relations Officer (PRO) and Chief Whip. These officers shall serve in the same capacity in the Executive Council, at the Convention, and in the Congress.

Rationale: *This section enlarges the number of WIC officers to ten (10). In making its recommendations, one abiding principle the Committee embraced is the notion of expanding WIC in all areas. By having 10 capable individuals fully committed to its business, WIC can accomplish more. The idea of appointing individuals to serve should be restricted to the Committee arena. Officers perform better when they are given a broad mandate through elections and are acutely aware that they are accountable to supporters and detractors alike. As such, the suggestion made by some that some officers should be hand-picked by the Chairperson appears less desirable.*

Section 10.2: Chairperson: The Chairperson shall:

1. Be directly responsible to the Board of Directors.
2. Be the chief spokesperson for the Congress.
3. Oversee the work of the Board of Directors and the Executive Council.
4. Confirm that quorum is present before conducting any business at any meeting or conference.
5. Preside at all meetings of the Board and Executive Council.
6. Be a signatory to the bank accounts as one of the three authorized signatures.
7. **Visit existing and potential Affiliates to energize WIC's base of support and to educate Ndi Igbo about WIC's accomplishments and the benefits of belonging to WIC.**

Rationale: *To address one of the most pointed criticisms that WIC has faced over the years, this Constitution now specifically mandates the Chairperson to make visitations and to establish a direct link with Affiliates. The criticism that WIC is out of touch can be minimized when the Chairperson makes it a point of duty to visit every single Affiliate at least once during his or her tenure. One effective way of ensuring that WIC's presence is felt at the grassroots is to delegate this function from time to time to the Vice Chairperson.*

Section 10.3: Vice Chairperson: The Vice Chairperson shall:

1. In the absence or disability of the chairperson, perform the duties and exercise the powers of the Chairperson.
2. Also generally assist the Chairperson and exercise such other powers and perform such other duties as are delegated by the Chairperson and/or the Board of Directors.

Section 10.4: Secretary General: The Secretary-general shall:

1. Maintain the corporate seal and records of the Congress.
2. Record the minutes of the Board of Directors' meetings, the Executive Council meetings, and the Convention of the Congress. Copies of the Minutes of each meeting shall be mailed to each member organization at least two (2) weeks before the next scheduled meeting.
3. Keep current copies of the Constitution, By-laws, and Articles of Incorporation of the Congress and all approved previous copies of the same documents.
4. Direct all written communication and correspondence of the Congress.
5. Keep attendance records of all Board Members.
6. Provide notice of Board meetings and conferences.

7. Be a signatory to the bank accounts as one of the three (3) authorized signatures.
8. In the absence of the Treasurer, perform the duties enumerated in this Constitution for the Office of the Treasurer.
9. Perform such other duties as may be prescribed by the Board of Directors.

Section 10.5: Assistant Secretary-general: The Assistant Secretary-general shall, in the absence or disability of the Secretary-general, perform the duties and exercise the powers of the Secretary-general. The Assistant Secretary-general shall also generally assist the Secretary-general to perform such other duties as the Secretary-general and the Chairperson of the Congress may delegate.

Section 10.6: Legal Adviser: The Legal Adviser shall:

1. **Be licensed to practice law; be in good standing with the appropriate Board of Bar Overseer, and be actively involved in the practice of law.**
2. **Advise the Congress, the Board of Directors, and the Executive Council on all legal and constitutional matters.**
3. **Give legal opinion on all laws, regulations and Constitution of the Congress in the event of ambiguities.**
4. **Serve as the Chairperson for the Legal Defense and By-laws Review Committee.**
5. **Be an ex-official member of any Committee, Standing and Ad-hoc, established by the Congress.**
6. **Swear in new Officers of the Congress and members of the Executive Council.**

Rationale: *One of the most glaring defects of the current By-laws is its failure to entrench the position of a Legal Adviser for WIC. An organization of WIC's reach and influence must have a Legal Adviser on its Executive Council at all times. Historically, the Legal Adviser serves as a shield as well as a sword for the organization.*

As a shield, the Legal Adviser's reputation and aura of knowledge serves as a deterrent to those seeking to attack the organization. As a shield, the legal Adviser has the opportunity to advise the organization internally on a myriad of issues before the organization embarks on a course of action which could prove to be unwise, unjust, or flatly illegal.

As a sword, the Legal Adviser is amply equipped, with first-hand information and legal know-how, to attack any entity or individual that impinges upon the rights of the organization with whatever means, and in whatever forum, such attack is indicated. Working in concert with the Legal Defense and By-laws Review Committee, the Legal Adviser can sue on behalf of the organization and can defend the organization when the organization is sued.

Because of the above vital functions, the Committee feels that WIC's failure to entrench the position of Legal Adviser would be detrimental to its interest.

Section 10.7: Assistant Legal Adviser:

- 1. In the absence or disability of the Legal Adviser, perform the duties and exercise the powers of the Legal Adviser.**
- 2. Also generally assist the Legal Adviser and exercise such other powers and perform such other duties as are delegated by the Chairperson and/or the Board of Directors.**

Rationale: *To ensure continuity and to ease the burden on the Legal Adviser, the Committee recommends the position of an Assistant Legal Adviser also.*

Section 10.8: Treasurer: The Treasurer shall:

1. Maintain custody and safe keeping of all the funds of the Congress.
2. Be responsible for the disbursement of all funds as approved by the Board of Directors. Specific expenditures shall be authorized by the Executive Council.
3. Ensure that all moneys collected on behalf of the Congress are deposited in a specific financial institution approved by the Executive Council and the Board of Director within two (2) working days after receipt of such funds.
4. Be a signatory to all financial disbursements made by the Congress.
5. Work with the Financial Secretary and the Executive Director to ensure the submission of all financial statements to appropriate governmental agencies as required by law.
6. Work with the Financial Secretary and the Executive Director to submit for audit all financial records sixty (60) days prior to the expiration of term of office to the Board of Directors, which shall set the process in motion for audit review of the Congress' financial records.

Section 10.9: Financial Secretary: The Financial Secretary shall:

1. Be the custodian of all financial records of the Congress and shall be party to all financial transactions.
2. Be responsible for keeping records of all moneys collected and expenditures made, and make such records available for audit.
3. Working with the Treasurer and Executive Director, submit quarterly reports of the state of the Congress' financial position to the Board of Directors and an annual financial report at the annual Convention. Also submit financial report to the Executive Council, as needed.

4. Prepare, in consultation with the Finance Committee, the Executive Director, and the Chairperson, an annual operating budget for approval by the Board of Directors.
5. Perform other related duties that may be assigned by the Chairperson in line with the goals of the Congress.
6. Prepare and file all official documents necessary to maintain proper legal operation of the organization.

Section 10.10: Public Relations Officer: The Public Relations Officer shall:

1. **Coordinate all information and public affairs of the World Igbo Congress as it relates to communities, governments, organizations and other entities.**
2. **Be responsible for all information and publicity of the Congress.**
3. **Have primary responsibility for developing the process and the programs for information dissemination about the Congress and Ndi-Igbo and promote the goals of the Congress.**
4. **Serve as press secretary to the Congress and develop effective links with media organizations in ways that will benefit Ndi-Igbo.**
5. **Serve as the Chairperson for the Information and Public Affairs Committee of the Congress.**

Rationale: *This Constitution also establishes the office of the Public Relations Officer (PRO), for the first time in WIC's history.*

Section 10.11: Chief Whip: The Chief Whip shall:

1. **Keep time.**
3. **Maintain order at every meeting or Convention of the Congress.**
4. **With approval of the Chairperson, recognize individuals to speak.**
4. **Assess penalty for breach of decorum at meetings of the Congress.**
5. **Assist the Congress in distributing materials for use in its meetings and Conventions.**

Rationale: *This section enlarges the functions of the Chief Whip to include five (5) key areas. To clarify that the Chairperson for the Congress is in charge of meetings of the Congress, not the Whip, the Whip is authorized to recognize individuals to speak, only with the "approval of the Chairperson."*

ARTICLE XI

Executive Council

Section 11.1: Composition: The Executive Council shall consist of Officers of the Board of Directors and the Congress, the three (3) officials of the House of Delegates, and the Chairpersons of the Standing Committees. From time to time, the Executive Council may invite Chairpersons of the Ad-hoc Committees to participate in its meetings.

Section 11.2: Duties: The Executive Council shall implement the policies of the Congress set forth by the Board of Directors and shall execute the projects and activities of the Congress consistent with such policies. **Subject to the approval of disbursement of funds by the House of Delegates and the Board of Directors, the Executive Council may authorize specific expenditures.**

Rationale: *This section empowers the Executive Council to authorize specific expenditures out of general funds already appropriated by the House of Delegates and the Board of Directors. Simply stated, the HOD and the Board deal with Dollars and the Executive Council deals with the Cents that make up the Dollars, not additional Dollars not yet appropriated.*

Section 11.3: Term: Beginning with the election to be held in 2005, the term of office of the Executive Council shall be three (3) years, unless the Executive Council member resigns, is replaced, or is removed from the position which conferred his or her right of inclusion on the Executive Council, before the expiration of the three (3) years. No member of the Executive Council shall serve in the same office for more than two (2) consecutive terms, with the exception of an Executive Council member who is on the Council by virtue of appointment as the Chairperson of a Standing Committee or an Official of the House of Delegates.

Rationale: *This section is self-explanatory. This section makes an important distinction between an individual who is one of the 10 officers of the Congress and an individual who is the Chairperson of a Standing Committee or an Official of the House of Delegates. First, it should be noted that all are members of the Executive Council of WIC. However, whilst the officer is limited to two consecutive terms in the same position, the Chairperson has no limitation whatsoever and can serve on the Executive Council indefinitely, subject to re-appointment by every new administration following an election and re-ratification by the Board of Directors. In the case of the Official of the House of Delegates, he or she can serve on the Executive Council indefinitely so long as his or her position at the House of Delegates is renewed annually. The Chairperson of a Standing Committee shall continue to serve on the Executive Council until specifically replaced by the new administration. This ensures continuity and accountability.*

Section 11.4: Dual Status: A member of the Executive Council may serve concurrently as the representative of his or her Affiliate to the Board of Directors and on the Executive Council. A member of the Executive Council who is withdrawn or replaced as a Board member by his or her Affiliate shall continue to serve on the Executive Council until the expiration of his or her term, providing the individual remains an officer of the Congress or a Chairperson to a Standing Committee.

Rationale: *This section resolves another issue that has plagued the current By-laws. Currently, an Affiliate is free, at least in theory, to withdraw a representative without regard to his or her role as an officer of WIC. The potential to hold WIC at ransom under this existing framework is evident. This section invalidates that practice and restores the balance between the parochial political machinations of an Affiliate and WIC's superior interest for integrity, continuity, and transparency.*

Section 11.5: Removal of a Member of the Executive Council by the Board of Directors:

Any member of the Executive Council who repeatedly fails to attend Board meetings and other events for the Congress for a period of one year without reasonable excuse, or fails to fulfill the duties of the office, or has through his or her actions or inaction become a liability or hindrance to the Congress, or is convicted of a felony involving moral turpitude, or does anything which may bring the Congress to disrepute, or defrauds and otherwise deceives the Congress, may be removed by a two-thirds vote of the Board of the Directors present, provided that all reasonable measures such as warnings, reprimand, or other sanction have been faithfully utilized by the Board of Directors to obtain proper performance by the member of the Executive Council, and the member organization that he or she represents shall have been notified in writing of such measures, and a hearing has taken place. Any member of the Executive Council subject to a removal vote shall be notified in writing of the reasons for such action at least thirty (30) days before the hearing and the voting are conducted. The Board shall replace a member of the Executive Council who is removed with another individual. However, if the member of the Executive Council who was removed was also the representative for a member organization, the member organization shall send another representative before the next live Board meeting of the Congress. Nothing in this Constitution mandates the Board of Directors to appoint the new representative as the member of the Executive Council for the vacant position.

Rationale: *This section is analogous to sections 8.8 and 9.7 of this Constitution. Note that the Board of Directors, not the Executive Council, is vested with the power of removing a member of the Executive Council. To ensure that there is no interruption of WIC's business, an Affiliate is required to send a replacement before the next live Board Meeting, which typically occurs every quarter.*

Section 11.6: Removal of a Member of the Executive Council by a Member Organization:

No member organization may remove or replace a member of the Executive Council of the Congress. The Board of Directors has sole authority, pursuant to the provisions of Section

11.5 of this Constitution, to impeach and otherwise remove a member of the Executive Council for just cause. In the case of a member of the Executive Council who is also the representative of his member organization, the member organization may replace or withdraw the individual's function as its representative, without prejudice to his or her status as a member of the Executive Council of the Congress.

Rationale: *This section is analogous to sections 8.9 and 9.8. (Please see the rationale to those sections).*

ARTICLE XII

Standing and Ad-Hoc Committees

Section 12.1: Standing Committees: Shall be set up for the purposes of carrying out the aims and objectives of the Congress as outlined in Sections 2.1 and 7.1.4 of this Constitution. Upon recommendation of Board members, the Board Chairman shall appoint Committee Chairpersons.

Section 12.2: Membership: Membership of Committees is not limited to members of the Board of Directors. Indeed each Committee is urged and encouraged, as much as possible, to draw from the larger community to include and involve other individuals whose expertise, know-how or ability may facilitate or assist the Committee in its work. Such persons shall first be recommended to, or recruited by, the Committee Chairperson through their state Affiliate organizations or their Board representatives and Delegates. The Board of Directors shall have the power to accept or reject a candidate for Committee position.

Section 12.3: Types of Standing Committees: There shall be the following ten (10) key functional and responsibility areas:

1. **Community Affairs Committee:** Will analyze the community affairs/environment in Ala-Igbo and elsewhere, and develop appropriate response and strategy accordingly.
2. **Membership and Mobilization Committee:** Will recruit membership; establish rules and guidelines for membership in World Igbo Congress and the working modalities for organizations and communities associated therein, with a goal to expanding membership base everywhere.
3. **Economic Development Committee:** Will analyze the economic environment in Ala-Igbo and elsewhere as relevant and develop long-term plans and effective, functional strategies for the development of Igbo communities everywhere.

4. **Information and Public Affairs Committee:** Will coordinate all information and public affairs of the World Igbo Congress as it relates to communities, governments, organizations and other entities. The Committee shall be responsible for all information and publicity of the Congress; have primary responsibility for developing the process and the programs for information dissemination about the Congress and Ndi-Igbo and promote the goals of the Congress; develop effective links with media organizations in ways that will benefit Ndi-Igbo. **The Chairperson shall be the Public Relations Officer for the Congress.**

Rationale: *This section now makes the PRO the Chairperson of this Committee. (See Section 10.10 also and the rationale contained therein).*

5. **Finance Committee:** Will develop modalities for raising adequate funds to meet the needs of the Secretariat and the projects and activities to be undertaken by World Igbo Congress.
6. **Committee on Igbo Civilization and Culture:** Will develop programs and initiative for the study, development and propagation of Igbo civilization and culture, including a goal to assure proper foundation of Igbo culture for all Igbo children born in the Diaspora.
7. **Legal Defense and By-laws Review Committee:** Will arrange for the conduct of litigation and defense on behalf of the Congress, including its organs, officers and officials, in so far as the subject of the legal defense pertains to the Congress' interest and does not involve a dispute between two officials. The Committee will also periodically review the Constitution and By-laws of the Congress and recommend changes to the Board of Directors, in response to the Congress' evolving operational environment. The Chairperson shall be the Legal Adviser for the Congress. In addition, the Committee should have at least one Senior Advocate of Nigeria (SAN) and one attorney licensed to practice law in Texas, the state of registration of the Congress.

Rationale: *This section should be read as an integral part of Section 10.6 and the rationale contained therein. First, the name of the Committee is now more reflective of its true function. Second, the Committee is now elevated to the status of a Standing Committee.*

The justifications for the preceding changes are numerous:

1. *An organization which treats its Legal Defense Committee as an ad hoc Committee is vulnerable to attack. Having a Standing Legal Defense*

Committee is much like having medical insurance. You do not wait to get sick before you try to purchase medical insurance. It may be too late then. Furthermore, it would cost a lot more to get it in a hurry, particularly if the insurer has knowledge that you are sick already. Finally, having medical insurance grants you access to preventive medicine and advice. Prevention is better than cure.

2. *A Committee of lawyers and other knowledgeable individuals which is only authorized to review By-laws is a waste of resources.*
3. *By charging the Committee with the task of defending the organization, it forces the Committee to take its obligation of By-laws review more seriously. Form follows function and vice versa.*

The By-laws Review Committee also specifically recommends the inclusion of two individuals on the Committee. In the case of the Senior Advocate of Nigeria (SAN), the Committee recognizes that WIC's focal point is Nigeria. Therefore, it is not inconceivable that we may have to institute legal action there from time to time, as has happened before. Having a SAN on the Committee facilitates rapid implementation of such strategy.

In the case of the lawyer from Texas, the By-laws Review Committee also gave consideration to the requirement of annual reporting to the Secretary of State of Texas. To ensure full compliance with WIC's reporting obligations in Texas, inclusion of a Texas-based attorney of Igbo extraction would be prudent.

This section also recognizes that when it comes to By-laws review and planning of legal strategy, two or more heads are better than one.

8. **Security Affairs Committee:** Will develop modalities for dealing with security matters within the Congress and in ala-Igbo in general. Will develop links with other security operatives to ensure the safety and freedom of Ndi Igbo worldwide.
9. **Women's Affairs Committee:** Will develop programs and initiatives to ensure greater participation of women in the affairs of the Congress. Will develop modalities to assure proper involvement of women in the implementation of the Igbo Roadmap.
10. **Education and Youth Development Committee:** Will develop modalities to ensure that education once again becomes a priority for Ndi Igbo. Will develop programs and initiatives to ensure greater allocation of resources by Federal, State, and Local governments in Nigeria to education. Will develop programs and initiatives to encourage participation of the Youth in the affairs of the Congress. Will develop modalities to assure proper involvement of the Youth in

the implementation of the Igbo Roadmap. Will coordinate WIC's scholarship program.

Section 12.4: Additional Standing Committees: The Board of Directors may designate additional Standing Committees, including their names, membership, and responsibilities.

Section 12.5: Ad Hoc Committees: May be created for specific purposes. Each Ad Hoc Committee shall automatically dissolve upon completion of its assignments or earlier by a resolution of the Board of Directors.

Section 12.6: Committee Action Proposal: All Committee Chairpersons shall, prior to executing Committee plans, submit all projects and proposed plans of action to the Executive Council for approval, except in such instances requiring the approval of the Board of directors. Subject to this provision, each Committee shall have the power to initiate such programs as will enable the realization of its objectives consistent with the overall mission of the Congress.

Section 12.7: Minutes: Each Committee shall keep regular minutes of its proceedings, copy of which shall be provided to the Secretariat, and all Committees shall report to the Board of Directors when required.

ARTICLE XIII

Officers of the Congress: Their Term, Election, and Removal

Section 13.1: Officers: The officers of the Congress shall consist of the Chairperson, Vice Chairperson, Secretary-general, Assistant Secretary-general, Legal Adviser, Assistant Legal Adviser, Treasurer, Financial Secretary, Public Relations Officer (PRO), Chief Whip and such other officers as the Board of Directors shall determine from time to time.

Rationale: *This section is self-explanatory. However, this section leaves open the possibility that WIC could enlarge the number of officers beyond the ten (10) currently authorized, as its operational environment evolves.*

Section 13.2: Election and Appointment: All officers of the Congress shall be elected as defined in Article XIV of this Constitution, with the exception of the Legal Adviser and the Assistant Legal Adviser. The Legal Adviser and Assistant Legal Adviser shall be appointed by the Chairman of the Congress in consultation with the Executive Council and shall be approved by the Board of Directors with a majority vote.

Section 13.3: Assumption of Duty: All officers of the Congress shall assume their duties at the close of the annual Convention of the Congress, except in the case of the Legal Adviser and Assistant Legal Adviser, who shall assume office upon approval by the Board of Directors. **Officers shall serve for a term of three (3) years.**

Rationale: *This section expands the officers' term of office from the previous two (2) years to three (3) years. The Committee considered various proposals ranging from 2 years to 4 years. However, a renewable term of 3 years was deemed most desirable because it is long enough to allow an administration to do the following: gather all available tools and resources from the previous administration (1 year); formulate and begin to implement its own policies (1 year); and complete its projects successfully (1 year). The previous term of two (2) years was not reasonable when paired with actual experience. Indeed, it was almost as if the framers of the previous document had unwittingly hamstrung WIC's leaders.*

On the other hand, a term of office of four (4) years is too long to gauge an administration's effectiveness. In a situation where WIC is cursed with an ineffective or corrupt leadership, WIC would be irreparably damaged by the end of the term. The trauma of impeachment should not be WIC's only safeguard. Indeed, it should be reserved for the most extreme circumstances.

Section 13.4: Removal of any Officer by the Board of Directors: Any officer who repeatedly fails to attend Board meetings and other events for the Congress for a period of one year without reasonable excuse, or fails to fulfill the duties of the office, or has through his or her actions or inaction become a liability or hindrance to the Congress, or is convicted of a felony involving moral turpitude, or does anything which may bring the Congress to disrepute, or defrauds and otherwise deceives the Congress, may be removed by a two-thirds vote of the Board of the Directors present, provided that all reasonable measures such as warnings, reprimand, or other sanction have been faithfully utilized by the Board of Directors to obtain proper performance by the officer, and the member organization that he or she represents shall have been notified in writing of such measures, and a hearing has taken place. An officer subject to a removal vote shall be notified in writing of the reasons for such action at least thirty (30) days before the hearing and the voting are conducted. The Board shall replace an officer who is removed with another individual. However, if the officer who was removed was also the representative for a member organization, the member organization shall send another representative before the next live Board meeting of the Congress. Nothing in this Constitution mandates the Board of Directors to appoint the new representative as the officer for the vacant position.

Rationale: *This section is analogous to sections 8.8 and 9.7. (Please see the rationale to those sections).*

Section 13.5: Removal of an Officer by a Member Organization: No member organization may remove or replace an officer of the Congress. The Board of Directors, pursuant to the provisions of Section 13.4 of this Constitution, may impeach and otherwise remove an officer for just cause. In the case of an officer who is also the representative of his member organization, the member organization may replace or withdraw the individual's function as its representative, without prejudice to his or her status as an officer of the Congress.

Rationale: *This section makes it clear that a member organization has no power to remove an officer of the Congress duly elected or appointed (in the case of a vacancy) by the Congress. No exceptions.*

Section 13.6: Hand Over: Outgoing officers shall hand over all the Congress' records, documents, and property in their possession to the respective incoming officers within sixty (60) days following the end of their term in office.

Rationale: *This section was left unchanged from the current By-laws because of its importance to the smooth functioning of WIC. Outgoing Officers have an affirmative obligation to hand over everything in their possession which belongs to WIC within 30 days. No exceptions.*

Section 13.7: Vacancies: In the event of a vacancy in any office because of death, removal, resignation or otherwise, the Chairperson shall recommend a successor to fill the vacancy for the un-expired portion of the term, subject to approval by vote of the Board of Directors at the next regular meeting.

Rationale: *This section was left unchanged. It is worth noting that the Chairperson is charged with recommending an officer, not the member organization. Member organizations may only replace representatives, not officers.*

Section 13.8: Term Limit: No officer shall serve in the same office for more than two (2) consecutive terms.

Rationale: *This section was left unchanged. It is worth noting that an officer could serve for more than two consecutive terms for different offices. Also an officer could serve two terms consecutively, vacate the post, wait one term, and return to the same position.*

ARTICLE XIV

Elections

Section 14.1: Election of Officers: The elected Officers of the Congress, except the Presiding Officer, the Recording Officer, and the Parliamentarian to the House of Delegates, who shall be selected in accordance with Section 8.7 of this Constitution, and the Legal Adviser and Assistant Legal Adviser, shall be elected at the annual Convention of the Congress from among the duly accredited Board of Directors members selected by the member organizations and from the Executive Council. In the event the Convention for the election year will be held outside the United States, the Board of Directors may vote to hold the elections at the Board meeting immediately preceding the Convention. In such a case, all member organizations and the House of Delegates shall be duly notified at least

ninety (90) days before the election. No officer shall be elected in absentia, except in the event of a sudden medical emergency.

Rationale: *This is perhaps the most controversial proposal in this new Constitution. Some have quibbled with the fact that Delegates are not eligible to run for election. For the reasons contained in the “Preamble” and the “Commentary” sections of this Constitution, the Committee strongly urges the Congress to leave this section intact. Please refer back to the “Preamble” and the “Commentary” sections for the pragmatic, historical, political, and moral considerations implicated in the Committee’s strong conviction on this issue.*

Additionally, this section authorizes the Board of Directors to call for elections at the Board meeting immediately preceding the Convention, in the event the Convention for the election year will be held outside the United States. This provision is necessary to ensure that every Board member and Delegate will have the opportunity to participate in the deliberations and voting, in person.

Finally, this section makes a narrow exception to the prohibition against electing a candidate in absentia. As the proceeding scenario illustrates, this narrow exception is necessary to avoid a cruel dilemma.

ILLUSTRATION

Imagine a reputable and popular candidate has met all the requirements set by the Electoral Commission, has invested tens of thousands of dollars in the exercise, and has campaigned hard. Imagine that on the eve of election, perhaps from the exhaustion of the process, he/she becomes dizzy or develops heart palpitations or receives a call that a member of his/her immediate family requires emergency medical attention. Under this scenario, it would be cruel of WIC to insist on his/her presence during the election. Such an individual should be allowed to deal with the medical emergency without the risk of disqualification. The last thing WIC should do is to exacerbate the individual’s emotional distress.

The voters are free to draw any inference, but the individual should not be disqualified under the above scenario.

Section 14.2: The Electoral Commission: There shall be an Electoral Commission of three members elected by the Board of Directors **at least four (4) months prior** to the annual Convention or election. The Electoral Commission shall have responsibility for the following:

1. Supervise and conduct all elections of the Congress to the **Executive Council.**
2. **Establish clear guidelines for free and fair elections through secret ballot, with specified procedures for campaigns, deadlines, resolution of election disputes, and installation of officers.**

3. Seek Board approval for the guidelines and the procedures for elections.
4. Notify member organizations of the guidelines and the procedures **at least two (2) months prior** to the annual Convention or election.

Rationale: *This section now requires election of the Electoral Commission at least four (4) months prior to the annual Convention or election, instead of the previous six (6) months. The problem with “six (6) months prior” is that it forces the Board to act by its first meeting in March in an election year or risk violating the provisions of this section. Furthermore, reducing the time to four (4) months eliminates a basis for mounting a legal attack on the outcome of the election. This new provision gives the Board an opportunity to meet first before finalizing its decision on the makeup of the Electoral Commission, a very important decision.*

Also, this section now makes it clear that the Electoral Commission, not the Board of Directors, is charged with setting deadlines -- and its decision on that issue is final. A structure which allows the Board of Directors, as participants in the election, to set deadlines is flawed and could lead to election irregularities and manipulation. The Electoral Commission must be independent.

Section 14.3: Eligibility for Voting in Elections By Affiliates: **With respect to elections, prospective Affiliates must be qualified and admitted before the establishment of the Electoral Commission or before the month of April, whichever is later, and attend at least two (2) live Board meetings before the election, in order to be eligible to vote in the same year of admission.**

Rationale: *This section institutes a probationary period for Affiliates. It mandates Affiliates to observe how WIC does business and why it does it that way, before becoming eligible to vote in WIC elections, in the same year of admission. This is similar to a residency requirement. It is also designed to forestall the attempt by candidates to sponsor or to register unqualified Affiliates on the eve of election with a view to skewing the outcome.*

Section 14.4: Qualification for Election into the Various Offices of the Congress: **With regard to individuals currently serving, it shall be a condition precedent to participation as a candidate for election as an officer of the Congress that the individual has served creditably, as a member of the Board of Directors of the Congress or on the Executive Council, for a period of at least six (6) months and attended at least two (2) live Board meetings before the Convention or the election, whichever comes first. In the case of former Board Members and former members of the Executive Council, the applicable period shall be two years of creditable service at WIC.**

Rationale: *This section is self-explanatory. To understand the justification for this section, please review the “Preamble” and the “Commentary” sections of this*

Constitution. This section introduces a “vesting” component to service at WIC also. By allowing past Board members and individuals who served on the Executive Council to remain eligible to return to WIC.

ILLUSTRATION

Assume a talented and dedicated Board Member is interested in serving on WIC’s Executive Council as an Officer of WIC but is unable to do so immediately because he/she has minor children, or is finishing school, or is building a new business. Such an individual who has served creditably should be allowed to return to WIC to run for election.

Those individuals who have demonstrated the character and commitment to serve WIC and have contributed immensely to WIC’s success should be given a chance to lead WIC when they are best opportuned to do so.

However, to forestall the abuse of the “vesting” period, an individual who is not currently serving must have served creditably for two (2) years. A shorter time period would invite some ambitious Affiliates to send different representatives every six (6) months to “vest” them for future use. That would defeat the overriding objective behind this section. The essence of the “vesting” concept is to allow WIC to demonstrate its gratitude to those who have made significant sacrifices to and for WIC over a period of years.

ARTICLE XV

Other Organs of the Congress

Section 15.1: The Secretariat: There shall be a Secretariat of the World Igbo Congress charged with responsibility for the administrative and executive functions of the Congress. The Secretariat shall have authority and responsibility for the following:

1. Carrying out all policies established by the Board of Directors and advising on the formation of these policies.
2. Working with the Executive Council and the Chairperson in implementing the Congress’ plans.
3. Preparing an annual budget, in conjunction with the Financial Secretary, showing the expected revenue and expenditures as required by the House of Delegates, Board of Directors and/or the Finance Committee.
4. Developing grant proposals and applying for grants and to other sources to fund Congress’ activities.
5. Administering all funds and other revenue sources available to the Congress, subject to the provisions of this Constitution.
6. Subject to the provisions of this Constitution, selecting, employing, controlling, and discharging employees of the Congress (if any) and

developing and maintaining personnel policies and procedures for the Congress.

7. Supervising the preparation of and presentation to the Board of Directors, or its authorized Committee, periodic reports reflecting the activities of the Congress and such special reports as may be required by the House of Delegates, Board of Directors, or the Chairperson of the Congress.
8. Serving as the liaison to the member organizations, and other governmental and corporate entities and compliance officer with respect to legal requirements applicable to the Congress.
9. Performing other duties that may be necessary in the best interest of the Congress.

Section 15.2: Executive Director: The Board of Directors may retain the services of a qualified individual to serve as Executive Director to assist the Secretariat with carrying out its duties and responsibilities. The Executive Director shall derive his authority to act on behalf of the Congress from, and shall be responsible to, the Board of Directors through the Chairman, to whom he shall report.

Section 15.3: Board of Patrons: The Congress shall invite distinguished men and women to serve on the Board of Patrons. The Board of patrons shall be responsible for advising the Congress on matters of historical and strategic relevance to Ndi Igbo and shall assist the Congress in securing access to individuals and to finance. A Chairman or Vice Chairman of the Congress who served creditably for one term shall be inducted into the Board of Patrons. With respect to others, in making the selection, the Congress shall take the following factors into consideration:

1. The individual's character and status.
2. The individual's record of service and contributions to Ndi Igbo.
3. The individual's commitment to the objectives of the Congress

Rationale: *This section is self-explanatory. The Board of Patrons should be reserved for the most distinguished individuals. A Patron need not be of Igbo extraction.*

Section 15.4: Council of Elders: The Congress shall establish a Council of Elders to be comprised of men and women of high intellect and impeccable character to assist the Congress with conflict resolution, in keeping with the cultural heritage of Ndi Igbo. Members shall not be less than 50 years of age at the time of appointment to the Council of Elders.

Rationale: *The Council of Elders has traditionally played a pivotal role in conflict resolution. Much as one hopes that all Igbo folk would coexist in perfect peace that hope has thus far proved to be an elusive dream. The Council of Elders could, in the exercise of its sound discretion, condition its acceptance of the role of mediator between two warring factions, on the withdrawal of all suits pending in court and on a moratorium on the use of fighting words.*

Section 15.5: Chairperson’s Strategic and Advisory Council: The Chairperson of the Board of Directors of the Congress shall be authorized to form a Strategic and Advisory Council, at no expense to the Congress, comprising of experts and specialists in various fields, to assist him or her in the formulation of his or her policy and strategic vision for Ndi Igbo. These individuals may from time to time accompany the Chairperson on missions and assignments related to the business of the Congress, without advance approval by the Board of Directors.

Rationale: *This section legitimizes what has always existed de facto. Nothing in this section prohibits the Chairperson from seeking funds from the Congress to facilitate his/her travel with an expert or specialist in furtherance of the purposes of the Congress. What is prohibited is compensation by the Congress to an expert or specialist just by virtue of being on the Chairperson’s Council. Ideally, the Chairperson should seek funds prospectively from the Congress, not retroactively, to avoid disputes.*

Section 15.6: Special Recognition of Patrons, Elders, and Others: Patrons and Elders shall be given special recognition at the Convention, and at other important events of the Congress. The Board of Directors may authorize special honors and awards in recognition of individuals who have made significant contributions to the advancement of Ndi Igbo anywhere in the world.

Rationale: *This section is self-explanatory. The Board of Directors may issue plaques, certificates, awards, etc. In some extraordinary cases, the Board could waive admission fees for some deserving dignitaries, at special events of the Congress. The Congress could also, in its discretion, assume the cost of inviting a special guest to an event of the Congress.*

ARTICLE XVI

Convention and Meetings

Section 16.1: Convention: There shall be an annual Convention of the Congress which shall be held on such date and venue as the Board of Directors shall specify. The Board of Directors shall try as much as possible to rotate the venue of the Convention according to states.

Section 16.2: Quorum: Sixty percent (60%) of the member organizations in good standing shall constitute a quorum at any meeting or conference during the Convention of the Congress.

Rationale: *This section has been revised to require 60% attendance in order to form a quorum at any meeting or conference during the Convention of the Congress.*

The previous By-law only required 40%. The change is necessary to avoid a scenario whereby only 6 Affiliates, out of 25, can radically alter the direction of WIC. This revision ensures that at least 8 Affiliates would have to assent, out of 25, before major decisions are reached.

Section 16.3: Convention Planning Committee: The Board of Directors shall appoint members of the Committee to work with the host member organization to plan a well-coordinated Convention.

Section 16.4: The Congress shall have sole control over the planning of the Convention and shall work with the local host in choosing the theme for the Convention, setting the agenda, and devising a realistic budget.

Rationale: *This section makes it clear that the annual Convention belongs to the Congress, not the Affiliate hosting it. The Congress retains veto power on all key issues regarding the Convention.*

Section 16.5: Convention Planning Cost: The cost of planning and organizing the annual Convention shall be borne by the local host, with the Congress providing both specialized expertise and guidance in the planning.

Section 16.6: Convention Franchise Fee: Beginning with the 2007 Convention, the local host shall pay a non-refundable “Convention Franchise Fee” to the Congress within ninety (90) days of being selected to host the Convention. The amount of the franchise fee shall be determined by the Board of Directors, beginning initially at \$5,000. Failure to remit the franchise fee within the specified period could lead to the rescission of the right to host the Convention by the Board of Directors.

Rationale: *Historically, the dream of turning the annual WIC Convention into a profitable venture has proved to be an elusive one. In the few years that Affiliates have turned a profit, the amount tendered to WIC has been disappointingly meagre.*

Without indicting any individual or group, the provisions of this section are designed to create an environment that would make it impossible for WIC to lose money from its Conventions. With over 1000 individuals attending the Convention annually, it is puzzling why WIC continues to lose money on the Conventions.

Section 16.7: Profit Sharing: Profit from the Convention shall be equally shared by both the local host and the Congress. Losses from the Convention shall be borne by the local host solely.

Rationale: *This section compels hosting Affiliates to say what they mean and to mean what they say, in connection with vying to host the Convention. Having created the enabling environment for the assemblage of thousands or paying attendees, WIC has no business underwriting an Affiliate’s excesses or shortcomings. Under this*

section, each Affiliate is forced to honestly appraise its chances of turning a profit or forego hosting the Convention.

Section 16.8: Accounting and Submission of Records to the Congress: A host Affiliate shall render a final accounting and submit all supporting data utilized in the accounting to the Congress no later than six (6) months after the Convention. Affiliates are encouraged as much as possible to remit the portion of profit due the Congress within three (3) months of the conclusion of the Convention.

Rationale: *This section is needed in order to restore accountability. The provisions in this section should be enforced to the letter by WIC.*

Section 16.9: Right of the Congress to Conduct an Audit of the Convention Account: The Board of Directors may conduct an audit of the Convention Account submitted by a host Affiliate. By agreeing to host the Convention, Affiliates expressly consent to an audit, in the event the Board of Directors deems it necessary, to ensure the accuracy of the account. The Board is authorized to impose sanctions on a host Affiliate for lack of cooperation or for the employment of dilatory tactics, including expulsion from the Congress.

Rationale: *This section is also vital to the restoration of accountability. The provisions in this section should be enforced to the letter by WIC, not just the spirit.*

ARTICLE XVII

Fiscal Year

Section 17.1: The fiscal year of the Congress shall run from January 1 to December 31 of each year.

ARTICLE XVIII

Funds, Limitation of Liability and Audit

Section 18.1: Acceptance of Funds: The Congress shall be authorized to accept funds from any individual, association or corporation to be used for any reason consistent with the purpose of the Congress, so long as such acceptance does not adversely affect the not-for-profit status of the Congress.

Section 18.2: Limitation of Liability: No member shall be liable for debts or obligations of the Congress except for such member's unpaid dues or levy; and no personal liability shall be borne by the Congress in any of its undertakings; but all liabilities shall be limited to its common fund assets. No member shall have the authority to borrow money or incur any indebtedness or liability in the name or on behalf of the Congress without the consent of the Board of Directors.

Section 18.3: Annual Audit: An annual audit of the records and receipts of the Congress shall be completed by an independent auditor. The independent auditor shall be recommended by the Chairperson and approved by the Board of Directors. The audit shall be executed and completed within the first quarter of the annual meeting. The auditor shall submit the audit report at the next regular meeting of the Board of Directors.

ARTICLE XIX

Parliamentary Authority

Section 19.1: The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Congress in all matters in which Robert's Rules are not inconsistent with this Constitution, the Articles of Incorporation, or the Texas Non-Profit Corporation Act.

ARTICLE XX

Amendment

Section 20.1: The WIC Constitution: At the request of, or in consultation with, the Legal Defense and By-laws Review Committee, the WIC Constitution may be amended at any scheduled meeting of the House of Delegates at which a quorum is present, by a two-thirds vote of the members present and voting, provided that notice of such amendment has been given in writing to all member organizations at least ninety (90) days prior to the meeting. Thereafter, the House of Delegates shall send the amendments to the Board of Directors where the above procedure for amending the Constitution shall be repeated. No amendment shall become effective without the final approval of the Board of Directors in compliance with the provisions of this section. In the interest of economy, the Board of Directors may choose to vote on the amendment of the Constitution of the Congress simultaneously with the House of Delegates during the joint session of the House of Delegates and the Board of Directors at the Convention.

Rationale: *As a result of input received from numerous individuals, as well as from Delegates attending the last Convention held in New Jersey, this section was changed. Amendment of the WIC Constitution is now the joint responsibility of the House of Delegates as well as the Board of Directors, with the House of Delegates acting first. However, it should be noted for future reference that the ninety (90) days' requirement pertains to the intention to amend the Constitution, not the amendment language itself, as some non-lawyers have erroneously interpreted it to mean. An interpretation which maintains that any amendment language must wait 90 days to go into effect is illogical because every time a comma or a word is added to the final draft, no matter how insignificant, the implementation of the new document would have to go through another 90-day waiting period because, technically, the document has been amended again. That*

could put an organization in a cyclical path of endless waiting periods, while its business withers.

Section 20.2: The WIC By-laws: At the request of, or in consultation with, the Legal Defense and By-laws Review Committee, the WIC By-laws may be amended at any scheduled meeting of the Board of Directors at which a quorum is present, by a two-thirds vote of the members present and voting, provided that notice of such amendment has been given in writing to all members at least ninety (90) days prior to the meeting. No amendment to the By-laws shall contradict the express terms of the WIC Constitution.

Rationale: *To ensure the smooth operation of the Congress, the Board of Directors can act unilaterally to amend the By-laws to respond to a rapidly evolving operational environment. Because the Constitution is the supreme document of the Congress, any By-law which contravenes the express terms of the Constitution will be automatically null and void and without effect. However, a By-law can define, and even enlarge, a provision already contained in the Constitution.*

FINISH