

ITSEKIRI NATIONAL CONGRESS USA, INC. (INC-USA)

CONSTITUTION AND BYLAWS *(Proposed - Regional Review Draft)*

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PROPOSAL FOR REGIONAL REVIEW. NOT YET RATIFIED.
Draft prepared for feedback, consolidation, and legal review prior to adoption.

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PART I - CONSTITUTION

Purpose of the Constitution

The Constitution sets the mission, membership model, and the core governance structure of INC-USA. Operational details (meetings, elections procedures, finance controls, discipline procedures, and templates) are contained in the Bylaws and Appendices.

Preamble

INC-USA is a nonprofit association of Itsekiri Regions in the United States. We exist to strengthen unity, build credible governance, and deliver measurable programs that uplift Itsekiris in the diaspora and strengthen Iwere Land. This Constitution and Bylaws are adopted to create transparency, accountability, continuity, and peace.

ARTICLE I - Name, Status, Mission, and Objectives

1.1 Name

The name of the organization shall be Itsekiri National Congress USA, Inc. (INC-USA) (the "Organization").

1.2 Legal Status and Non-Partisanship

INC-USA is organized for charitable, educational, cultural, and community development purposes. INC-USA shall be non-partisan and shall not endorse political candidates, except as permitted by applicable law.

1.3 Mission

To unite Itsekiris in the United States, support their wellbeing and advancement in the diaspora, and strengthen Iwere Land through measurable programs in healthcare, education, community development, economic empowerment, and cultural preservation.

1.4 Objectives

- Promote unity and cordiality among Itsekiris in the United States and globally.
- Support the welfare, integration, mentorship, and advancement of Itsekiris in the United States within available resources.
- Promote Itsekiri culture, custom, language, and heritage through programs and events.
- Support education from primary to postgraduate pathways through coordinated regional and national programs.
- Improve health outcomes through programs that expand access to primary care and prevention (including telehealth where appropriate).
- Raise funds and undertake charitable projects that directly benefit Itsekiri people and host communities as appropriate.
- Promote peaceful coexistence and constructive partnerships with host communities abroad and neighbors at home.

1.5 Fiscal Year

The fiscal year of the Organization shall be January 1 to December 31.

1.6 Governing Effect and Compliance with Law

This Constitution and Bylaws govern the internal affairs of INC-USA. Where a provision conflicts with mandatory law, the mandatory law controls and the remaining provisions remain in effect to the fullest extent permitted.

ARTICLE II - Membership and Governance Structure

2.1 Membership Model

INC-USA is a Regions-first national body. Only recognized Regions are members of INC-USA. Individuals participate in national affairs through their Regions or through the National-At-Large Affiliate Participant program (a non-member, non-voting participation pathway) as defined in Article III.

2.2 Governance Principle - Separation of Roles

INC-USA is structured on three complementary pillars that operate with checks and balances:

- Executive Committee (Exco): the executive branch that leads, manages, and executes day-to-day operations and Board-approved programs.
- Directors (Regional Presidents): the voting and oversight body on reserved matters, representing the Regions.
- Patrons Council: the integrity and dispute-resolution body that safeguards credibility, provides counsel, leads fundraising leadership, and settles disputes under due process.

No pillar may assume the core powers of another except as expressly permitted under the caretaker and crisis provisions in the Bylaws.

2.3 National Board - Eligible Board Members vs Voting Directors

For internal governance, INC-USA operates through a National Board forum composed of the following Eligible Board Members:

- Exco officers (non-voting at Board votes).
- Directors (Regional Presidents) (voting).
- Patrons (non-voting; integrity, fundraising, and dispute resolution roles).

For District of Columbia nonprofit governance and compliance purposes, the Regional Presidents are the Directors and constitute the voting directors of the corporation. Exco officers are officers of the Organization. Patrons are not directors unless separately appointed as directors by lawful action, which INC-USA does not require for the Patron role.

2.4 Reserved Powers of Directors (High-Level)

Directors vote on reserved matters to provide oversight while allowing Exco to execute efficiently. Reserved matters include:

- Approval of annual budget and material budget revisions.
- Approval of major contracts, borrowing, and spending above delegated limits (see Bylaws and Appendix B).
- Admission or removal/suspension of Regions (due process required).
- Elections oversight framework, caretaker activation, and election dispute resolution structure.
- Removal/suspension/no-confidence actions under supermajority rules.
- Adoption of amendments to this Constitution and Bylaws.

2.5 Parliamentary Authority (High-Level)

INC-USA meetings and deliberations shall follow Roberts Rules of Order Newly Revised (most current edition) as the parliamentary authority, except where inconsistent with this Constitution and Bylaws.

ARTICLE III - Regions as Members and Formation of New Regions

3.1 Recognized Regions as Members

Only recognized Regions are members of INC-USA and exercise voting rights at Convention through credentialed delegates. Regions are responsible for internal membership administration and discipline of their members.

3.2 Recognition Requirements for a Region (Minimum Standard)

To be recognized as a Region, an applying group must meet the minimum standard below:

- Minimum membership: at least five (5) dues-paying members in good standing residing within the Region area.
- Minimum officers: President, Secretary, and Treasurer (or Financial Secretary). A Vice President is strongly recommended.
- Basic written regional bylaws/constitution (may be brief) describing how officers are chosen and how finances are handled.
- A membership roster with names and official emails for at least two (2) points of contact.
- Written commitment to comply with INC-USA Constitution and Bylaws, including participation in national reporting and discipline processes.

Directors may waive the minimum membership down to three (3) members for a period not exceeding twelve (12) months, by a two-thirds (2/3) vote of all Directors then in office, where geography or population constraints make formation difficult. Any waiver must include a growth plan and a date for review.

3.3 Region Admission Process (Direct Path to Membership)

1. Application: The applying group submits a Region Recognition Application (Appendix F) to the National Secretary.
2. Verification: The Secretariat verifies minimum requirements and may request clarification.
3. Notice: The application is circulated to all Directors at least fourteen (14) days before the meeting at which recognition will be considered.

4. **Vote:** Directors vote at a properly noticed Board meeting. A simple majority vote of Directors present (with quorum) admits the Region.
5. **Activation:** Upon admission and payment of required fees/dues, the Region becomes credential-eligible for Convention voting.

3.4 Regional Dues and Fees (Principle)

Regions support national operations through standardized dues and fees. The fee schedule is proposed in Appendix L and may be updated by Directors by vote after notice to all Regions.

3.5 National-At-Large Affiliate Participants (Non-Member, Non-Voting)

INC-USA may maintain a National-At-Large Affiliate Participant program for Itsekiris who live in areas without a local Region. Affiliate Participants:

- Must affiliate with an existing Region for mentorship, accountability, and communications.
- May attend Convention and national programs, but may not vote or hold national office unless they are members of a recognized Region.
- Are encouraged to organize locally; once the minimum Region requirements are met, they may apply for Region recognition under Section 3.3.

3.6 Regional Programs and National Coordination (Collaboration)

INC-USA encourages Regions to pursue programs and projects so national and regional efforts work in unison. Regions may run Region-funded programs. Regions should coordinate with the national Projects and Programs Committee before public launch when the INC-USA name, logo, or national sponsorship is used.

ARTICLE IV - National Convention, Voting, and Elections (High-Level)

4.1 National Convention

INC-USA shall hold an annual National Convention as the general meeting of Regions. Convention is in-person by default. The Board may approve a virtual or hybrid Convention when necessary due to safety, public health, or major logistical constraints, provided notice clearly states the format and voting procedures.

4.2 Voting at Convention

Each recognized Region in good standing is entitled to one (1) vote at Convention, cast by its credentialed voting delegate. Each Region may also credential one (1) alternate delegate.

4.3 Elections (High-Level)

National elections are conducted at Convention in election years as determined by the election cycle in the Bylaws. Elections shall be open ballot (no secret ballot) and administered by Electoral Officers under the rules in the Bylaws and Appendices.

4.4 Convention Weekend Meetings - Annual vs Election-Year Actions

Convention weekend includes two Board meetings every year:

- Pre-Convention Board Meeting (Annual): operational and governance meeting held during Convention weekend before major Convention business.
- Post-Convention Board Meeting (Annual): transition and close-out meeting held during Convention weekend before adjournment.

In election years only, Convention weekend also includes:

- Pre-Election governance action (Term-End Resolution): adopted during the regular Pre-Convention Board Meeting to confirm the scheduled conclusion of the outgoing Exco term and to activate the election transition protocol.
- Post-Election transition segment (certification, swearing-in, and handover): conducted during the regular Post-Convention Board Meeting (and recorded in minutes). Electoral Officers certify results as soon as counting is complete; the Post-Convention Board Meeting records certification, administers the Oath of Office, and completes handover.

ARTICLE V - Amendments

5.1 Amendment Authority

This Constitution and Bylaws may be amended at Convention by a two-thirds (2/3) vote of Regions, with each Region casting one (1) vote through its credentialed delegate.

5.2 Notice of Proposed Amendments

Proposed amendments must be circulated to Regions at least thirty (30) days before the Convention where they will be considered, unless Directors approve a shorter period by unanimous consent due to urgent necessity.

ARTICLE VI - Dissolution

6.1 Dissolution

Upon dissolution, assets shall be distributed to one or more nonprofit organizations aligned with similar charitable purposes, as permitted by applicable law. No assets shall inure to private individuals.

PART II - BYLAWS

Purpose of the Bylaws

The Bylaws provide the operating rules for meetings, elections, finance controls, discipline procedures, and the practical execution of the Constitution. Appendices contain templates and detailed procedures so future leaders can run consistent processes year after year.

ARTICLE VII - Definitions and Authority Hierarchy

7.1 Key Definitions

- Eligible Board Members: Exco officers, Directors (Regional Presidents), and Patrons.
- Directors: the Regional Presidents of recognized Regions. Directors hold voting rights on Board actions.
- Convention: the annual general meeting of Regions.
- Quorum: the minimum number of Directors required to conduct Board voting business.
- Good Standing: a Region current on national dues/obligations and not under sanction.
- Simple Majority: more than half of votes cast by Directors present and voting.
- Supermajority: two-thirds (2/3) of all Directors then in office, unless otherwise stated.

7.2 Authority Hierarchy

- Constitution: highest internal authority.
- Bylaws: operating rules consistent with the Constitution.
- Board Policies and Appendices: detailed procedures and templates adopted under the authority of the Bylaws.
- Committee Procedures: internal working rules consistent with the above.

7.3 Interpretation and Severability

If any provision is found invalid under law, the remaining provisions remain in effect. Where interpretation is required, the plain meaning controls, with reference to the mission and governance principles in Article II.

ARTICLE VIII - Meetings (Quarterly, Convention Meetings, Special/Emergency) and Quorum

8.1 Regular Board Meetings (Quarterly)

The Board shall meet at least once per quarter (four meetings per year). Meetings may be in-person, virtual, or hybrid. Virtual participation counts for attendance and quorum.

8.2 Convention Weekend Board Meetings (Annual)

Every year, Convention weekend includes two Board meetings:

- Pre-Convention Board Meeting (Annual): typically used for reports, financial updates, credentialing status, agenda adoption, and operational readiness.

- Post-Convention Board Meeting (Annual): used for resolutions, action items, implementation planning, and formal close-out.

8.3 Election-Year Actions Within Convention Meetings (Election Years Only)

In election years only, Convention weekend includes the following actions, conducted within the regular Pre-Convention and Post-Convention Board meetings:

- Pre-Election governance action (Term-End Resolution): adopted during the Pre-Convention Board Meeting. The Term-End Resolution confirms that the outgoing Exco term will conclude at the opening of the Election Session and activates the election transition protocol.
- Post-Election transition segment: recorded during the Post-Convention Board Meeting and includes (i) confirmation of election certification by Electoral Officers, (ii) administration of Oath of Office, (iii) swearing-in of the new Exco, and (iv) handover of records, accounts, and access.

8.4 Meeting Notice and Agenda Requirements (No Secret Meetings)

- All Board meetings require written notice to all Directors and Patrons using the official distribution list maintained by the Secretariat.
- Notice must include date/time, meeting format/link, and agenda. Supporting documents should be included where practicable.
- Secret Board meetings are prohibited. Any meeting not properly noticed is invalid for Board voting purposes.

8.5 Quorum for Board Voting

Quorum for Board voting is a simple majority of all Directors then in office. Example: if there are ten (10) Regions, quorum is six (6) Directors present.

8.6 Meeting May Proceed (Reports) Without Quorum

If quorum is not achieved within thirty (30) minutes of the scheduled start time, the meeting may proceed for reports, updates, and discussion only. No votes may be taken, and the meeting shall adjourn after reports.

8.7 Attendance Requirement for Calling the Meeting to Order

A Board meeting may be called to order when the following are present:

- Exco representation: the National President (or Vice President) to preside, and the Secretary (or Assistant Secretary) to record proceedings.
- At least one (1) Director (Regional President or properly designated alternate) for roll call and receipt of reports.

Director votes require quorum under Section 8.5. Patron presence is strongly encouraged but is not required for quorum, except where Patrons are assigned a specific procedural role (e.g., dispute hearing panel or Electoral Officers).

8.8 Alternate Voting Representative (Director Absence/Ineligibility)

If a Regional President is absent or ineligible to vote, the Region may designate an alternate representative (preferably the Regional Vice President or Secretary) to attend and vote for that meeting. Designation must be in writing to the Secretariat prior to the meeting (email is acceptable).

8.9 Special Board Meetings

A Special Board meeting may be called when matters cannot wait until the next quarterly meeting.

- Notice: minimum seven (7) days written notice, unless waived in writing by all Directors.
- Agenda: must be included in the notice; only agenda business may be transacted unless unanimous consent is achieved.
- Minutes: distributed within ten (10) days.

8.10 Emergency Board Meetings

An Emergency Board meeting may be called only for urgent matters requiring immediate action.

- Notice: minimum forty-eight (48) hours written notice.
- Emergency agendas must be narrow and pre-circulated.
- Minutes: distributed within ten (10) days.

8.11 Calling a Meeting if Exco Fails to Act (Anti-Paralysis)

If the President/Secretary fails or refuses to call a needed meeting, the Organization provides a transparent mechanism to prevent governance paralysis.

- A petition signed by at least two-thirds (2/3) of all Directors then in office and two-thirds (2/3) of all Patrons then in office may compel a Special Board meeting.
- The petition must state the purpose and proposed agenda (narrowly tailored) and must be submitted to the Secretariat in writing.
- Upon receipt, the Secretary must issue notice within five (5) days. If the Secretary fails, any two petition signatories may issue notice directly using the official distribution list.
- All Eligible Board Members must be notified; secret meetings are prohibited.

8.12 If Directors Refuse to Attend (Continuity and Accountability)

Directors have a duty to attend Board meetings. Virtual participation is permitted and counts toward quorum. If quorum cannot be achieved due to repeated non-attendance, the following continuity steps apply:

6. After two (2) consecutive failed quorum attempts, the Secretariat shall issue a written attendance request to all Regions requesting each Region to confirm attendance plans within seven (7) days.
7. Unexcused refusal to participate may constitute misconduct and may trigger regional accountability measures under Article XIV.
8. No alternative quorum rules apply unless adopted by amendment. This protects minority rights and prevents rushed decisions.

ARTICLE IX - Directors (Regional Presidents): Powers, Duties, and Accountability

9.1 Role of Directors

- Represent their Regions in national deliberations and voting.
- Vote on reserved powers and oversight matters as defined in the Constitution and Appendix A.
- Ensure their Regions comply with national obligations, including dues, credentialing accuracy, and discipline enforcement.
- Provide strategic guidance and feedback to Exco on national priorities.

9.2 Convention Delegates

Each Region shall credential one (1) voting delegate and one (1) alternate delegate for Convention. The voting delegate casts the Region vote. Credentialing rules and forms are in Appendix G.

9.3 Conflicts and Incompatibility (No Dual Voting Power)

To prevent concentration of power and protect the integrity of oversight:

- A Director (Regional President) may not hold a national Exco office while remaining a voting Director.
- If a Regional President is elected to a national Exco position, they must resign the Regional President/Director role before taking the national Oath of Office.
- If a national Exco officer becomes a Regional President during their Exco term, they must resign the Exco office within thirty (30) days. Until resignation, they may not vote as a Director. The Region must designate an alternate voting representative.
- To prevent circumvention, a Region may use the alternate-designation workaround for incompatibility for a maximum of two (2) Board meetings in any twelve (12) month period. Thereafter the vote is forfeited until compliance is restored.

9.4 Accountability Through Regions

Because individuals participate through Regions, accountability is enforced through Regions. Regions must investigate and discipline their members when national misconduct occurs. Failure to act may result in fines or sanctions against the Region under Article XIV.

ARTICLE X - Executive Committee (Exco): Officers, Duties, and Operational Authority

10.1 Exco Authority (Operational Leadership with Oversight)

The Exco is the executive branch responsible for day-to-day management and execution of Board-approved priorities. Exco has authority to act within approved budgets, delegated spending limits, and adopted policies. Directors provide oversight through reserved powers and reporting requirements.

10.2 Officers

- President
- Vice President
- Secretary
- Assistant Secretary

- Treasurer
- Financial Secretary
- Publicity/Communications Secretary

10.3 Term and Term Limits

Each Exco officer serves a two (2) year term. An officer may serve a maximum of two (2) consecutive terms in the same office, after which a one-term break is required before serving again in that office.

10.4 Duties of Officers (Summary)

10.4.1 National President

- Chief executive officer and chief spokesperson.
- Presides over Board meetings and Exco meetings.
- Leads execution of Board-approved programs and budgets.
- Appoints committee chairs subject to Board confirmation where required.
- Provides quarterly program updates and an annual report to Regions.

10.4.2 Vice President

- Assists the President and undertakes assignments as directed.
- Acts for the President during temporary absence or incapacity.

10.4.3 Secretary (Chief Governance and Records Officer)

- Issues meeting notices and maintains official distribution lists.
- Records minutes, maintains official archives, and circulates decisions.
- Maintains governance documents and ensures decisions are properly documented.
- Coordinates credentialing and election documentation with Electoral Officers.

10.4.4 Treasurer

- Chief financial officer; maintains accurate books and financial compliance.
- Produces quarterly financial reports and annual financial summaries.
- Leads implementation of internal controls and supports fundraising strategy.
- Ensures tax and regulatory filings are completed as required.

10.4.5 Financial Secretary

- Receives dues and deposits funds promptly into approved accounts.
- Maintains receipts and collection records and supports donor pledge tracking.

10.4.6 Publicity/Communications Secretary

- Manages official communications channels as approved.
- Publishes approved updates, program reports, and donor communications.

10.5 Staff and Contractors (Sustainability)

INC-USA may engage staff or independent contractors to support continuity, professionalism, and execution, recognizing that Exco roles are voluntary. All staffing/contracting must be approved in the annual budget or by Director vote, documented in writing, and subject to conflict-of-interest rules.

ARTICLE XI - Patrons Council: Fundraising, Integrity, Dispute Resolution, and Caretaker Limits

11.1 Role of Patrons

Patrons serve as senior advisors, goodwill ambassadors, and guardians of institutional integrity. Patrons also provide fundraising leadership and support dispute resolution under due process.

11.2 Duties of Patrons (Detailed)

- Promote INC-USA in good standing to the Itsekiri community and partners.
- Lead and support fundraising, sponsorship introductions, and donor cultivation.
- Support election integrity by serving as Electoral Officers wherever practicable.
- Serve as dispute resolution and mediation panel under the procedures in this Article.
- Support unity and reconciliation across Regions by facilitating dialogue.
- Attend Board meetings (in-person or virtual) and provide counsel without voting.

11.3 Patron Term, Renewal, and Term Limits (Respectful Framing)

Patrons serve a four (4) year term. Terms renew automatically for an additional four (4) years unless (a) the Patron declines renewal, or (b) renewal is challenged and denied under this Article. This structure preserves stability and respects elders while maintaining accountability.

11.3.1 Voluntary Non-Renewal and Resignation (Patron Option to Leave)

- Decline renewal: A Patron may choose not to renew by providing written notice to the Secretary at least thirty (30) days before Convention (or before the meeting where renewals are considered). No vote is required to decline renewal.
- Resignation during term: A Patron may resign at any time by written notice to the Secretary, effective immediately or on a later date stated in the notice.
- Transition duty: Upon resignation or non-renewal, the Patron returns Organization property and assists transition if requested (without obligation to remain active).
- Emeritus recognition: A Patron who steps down may be recognized as Patron Emeritus (honorary, non-governing) if the Patron consents and the Board acknowledges.

11.3.2 Challenge to Renewal (Director-Initiated)

A Director may challenge a Patron renewal by submitting written notice to the Secretary at least thirty (30) days before Convention. Denial of renewal requires a two-thirds (2/3) vote of all Directors then in office, recorded by roll call. Absent such vote, renewal stands.

11.3.3 Vacancy and Replacement

If a Patron position becomes vacant due to resignation, non-renewal, incapacity, or removal, Directors may appoint a replacement Patron by simple majority vote at a properly noticed Board meeting. A replacement serves the remainder of the unexpired term unless otherwise specified in the appointment resolution.

11.4 Patron Fundraising Expectations (Encouragement)

To strengthen sustainability, Patrons are encouraged to help mobilize resources annually through direct fundraising, sponsorship introductions, or donor cultivation. A suggested minimum target is \$5,000 per Patron per year. This is an encouragement, not a condition of service.

11.5 Dispute Resolution and Integrity Panel (Process)

9. Step 1 - Written Complaint: A complaint is submitted in writing to the Secretary, who acknowledges receipt within five (5) days.
10. Step 2 - Preliminary Review: The Patrons Council assigns a three-member panel (or the available Patrons if fewer) to review jurisdiction and urgency.
11. Step 3 - Notice and Response: The respondent is provided written notice and at least seven (7) days to respond unless urgent protective action is required.
12. Step 4 - Mediation First: Where appropriate, Patrons attempt mediation and propose remedies.
13. Step 5 - Hearing (if needed): The panel conducts a fair hearing (virtual or in-person), records findings, and issues recommendations.
14. Step 6 - Enforcement: Directors vote on enforcement actions where required under this Constitution and Bylaws. Election-session procedural rulings may be binding in real time under Article XII.

11.6 Caretaker Authority in Constitutional Crisis (Strict Limits)

In the event of a constitutional crisis (e.g., inability to convene lawful meetings, incapacitation of Exco, or election breakdown), the Patrons Council may step in as Interim Caretaker Authority solely to stabilize governance and facilitate a return to normal operations.

- No new spending beyond previously approved budgets and delegated limits.
- No new contracts, borrowing, hiring/firing, or launch of new programs.
- Caretaker actions must be documented and reported to Directors within fourteen (14) days.
- Caretaker authority expires automatically upon swearing-in of a duly elected Exco or upon Board resolution restoring normal operations.

ARTICLE XII - Elections and Transition (Open Ballot) - Election Year Procedures

12.1 Election Cycle

INC-USA holds national elections at Convention on a biennial cycle (every two years), unless a vacancy requires a special election. Election procedures are detailed in Appendix C.

12.2 Eligibility to Run for National Office

- Member in good standing of a recognized Region.

- Regional leadership experience: at least one (1) year of service in a regional officer role or recognized committee leadership within the past five (5) years (waiver requires supermajority of all Directors).
- Written endorsement from the candidate's Region.
- Signed Candidate Eligibility and Conflict-of-Interest Declaration (Appendix N).

12.3 Electoral Officers (Appointment and Independence)

- Primary Electoral Officers shall be Patrons wherever practicable because they are non-voting and serve an integrity role.
- Exco proposes a slate of Electoral Officers at least ninety (90) days before Convention; Directors approve by simple majority at a properly noticed meeting.
- Electoral Officers may not be candidates, may not be Exco, and must sign an impartiality declaration.

12.4 Candidate Participation (Application + Floor Nomination)

To balance proactive planning with the realities of volunteer organizations, INC-USA uses a two-path participation process:

15. Application Path (Primary): opens at least six (6) months before Convention. Electoral Officers verify eligibility and publish the list of eligible candidates before voting.
16. Floor Nomination Path: during the Election Session, only credentialed regional delegates may nominate candidates. Nominations must be seconded by another Region. The nominee must accept and complete eligibility verification before appearing on the ballot.

12.5 Candidate Forum (Town Hall Style - Required)

A Town Hall style candidate forum shall be held before voting begins to ensure all candidates have a fair opportunity to address the Regions. The forum may be virtual or in-person. It should be scheduled with reasonable notice (recommended at least one week before voting where practicable) but must occur before any votes are cast.

12.6 Voting Method (No Secret Ballot)

Voting is open ballot. For contested races, voting shall be by open roll call by Region (delegate states vote), with Electoral Officers tallying and announcing totals. Voice vote alone is not sufficient for contested races unless the outcome is unanimously clear.

12.7 Election-Year Transition - Term-End Resolution and Caretaker

To prevent abuse of incumbency and ensure clean transitions, INC-USA uses a Term-End Resolution and limited caretaker authority in election years.

12.7.1 Pre-Election Governance Action - Term-End Resolution (During Pre-Convention Board Meeting)

17. Directors adopt the Term-End Resolution during the regular Pre-Convention Board Meeting (template in Appendix E).
18. The resolution confirms that the outgoing Exco term concludes at the opening of the Election Session and that election administration shifts to Electoral Officers.
19. The resolution activates the caretaker limits that apply during the Election Session.

12.7.2 Election Session Control and Script (Immediately Before Nominations Open)

Immediately before nominations open, the Lead Electoral Officer reads the Election Session Announcement (Appendix E) and assumes control of election administration. For election administration purposes, the operational authority of the outgoing Exco is suspended and limited to caretaker-only functions.

12.7.3 Post-Election Transition Segment (During Post-Convention Board Meeting)

20. Certification: Electoral Officers certify results immediately upon completion of counting and announce results. Certification is recorded (or reiterated) during the Post-Convention Board Meeting.
21. Oath and Swearing-In: The Oath of Office (Appendix D) is administered and the new Exco is sworn in during the Post-Convention Board Meeting.
22. Handover: Outgoing officers provide handover of records, bank access transition steps, passwords, and project documentation. The Secretary records handover completion in the minutes.
23. Caretaker Ends: Caretaker authority ends automatically upon swearing-in.

12.8 Election Disputes and Challenges

Election disputes must be raised promptly. The Election Procedures Manual (Appendix C) defines challenge windows, hearing steps, and remedies (recount, rerun, sanctions) under due process.

ARTICLE XIII - Finance, Delegated Authority, and Transparency

13.1 Budget and Delegated Spending Authority

Directors approve an annual operating and program budget. Exco may spend within the approved budget and within delegated authority thresholds. Spending thresholds, dual-approval rules, and procurement requirements are detailed in Appendix B.

13.2 Cash Handling and Traceability

- Cash transactions are discouraged. Where unavoidable, cash payments are capped at \$200 per transaction and require receipts.
- Payments should be made by bank transfer, check, or approved electronic methods to preserve traceability.
- Two-authorizer rule: payments above the threshold in Appendix B require two approvals.

13.3 Quarterly Financial Reporting (Automated Distribution)

The Treasurer produces quarterly financial reports (P&L, balance sheet, budget vs actual) and distributes them to Directors and Regions. Reports may be automated through accounting software using Region-submitted emails.

13.4 Audit and Independent Review (Optional, Trigger-Based)

An annual independent audit is encouraged but not mandatory due to cost. Directors may commission an audit or independent financial review when required by donors, when revenue/assets exceed a threshold, or when a risk trigger occurs (see Appendix B policy triggers).

13.5 Travel and Meeting Support (Cost Control)

INC-USA prioritizes virtual participation to maximize funds for programs. Travel support rules are set in Appendix J and may be updated by Directors by policy vote.

ARTICLE XIV - Discipline, Election Misconduct, and Regional Accountability (Fines)

14.1 Due Process

- Written complaint and notice.
- Opportunity to respond and be heard.
- Written decision with reasons.
- One appeal opportunity as defined in this Article.

14.2 Election Misconduct (Examples)

- Attempted rigging, intimidation, or disruption of credentialing, nomination, voting, counting, or certification.
- Falsifying delegate status or Region credentials.
- Misuse of INC-USA funds or platforms to influence an election outcome.
- Failure to comply with lawful Electoral Officer instructions during Election Session.

14.3 Regional Accountability and Fines (Proposed)

Where misconduct is committed by an individual, Directors may require the person's Region to take corrective action and may impose fines after due process. Proposed fine schedule (subject to Director policy adoption):

- First violation: \$500 fine to the Region.
- Second violation within 24 months: \$1,000 fine to the Region.
- Third or repeated violations: \$1,500 fine and potential suspension of voting privileges until corrective action is completed.

14.4 Removal, Suspension, and Vote of No Confidence

Removal or suspension of a national officer for cause requires a two-thirds (2/3) vote of all Directors then in office (not merely those present). Votes must be recorded by roll call.

14.5 Appeals

A sanctioned party may appeal once, in writing, within fourteen (14) days. Appeals are reviewed by a Patrons panel, which issues a recommendation. Directors vote on final determination.

ARTICLE XV - Committees and Program Execution

15.1 Standing Committees (Recommended)

- Projects and Programs Committee (healthcare, education, community development).
- Finance and Compliance Committee.
- Membership and Region Development Committee.
- Convention Planning Committee.

- Scholarship and Education Committee.

15.2 Committee Governance

Committee chairs are appointed by the President subject to Board confirmation where required. Committees operate under written charters and report quarterly.

ARTICLE XVI - Parliamentary Authority (Roberts Rules), Communications, and Records

16.1 Parliamentary Authority

Meetings shall be governed by Roberts Rules of Order Newly Revised (most current edition), except where inconsistent with this Constitution and Bylaws. To avoid confusion, the presiding officer shall state the parliamentary authority at the start of each meeting and may adopt simplified procedures for small-board discussion where allowed by Roberts Rules.

16.2 Official Communications and Notice

Official notices and communications shall be issued by the Secretariat using the official distribution lists. Regions must keep contact emails current. Only notices issued through official channels constitute official notice.

16.3 Records and Retention

The Secretary is custodian of governance records (constitution, bylaws, minutes, policies). The Treasurer is custodian of financial records. INC-USA shall adopt a document retention policy and maintain secure archives.

PART III - APPENDICES (Templates and Policies)

How to Use the Appendices

Appendices provide detailed templates and operational procedures that make the Constitution and Bylaws executable. Where amounts or thresholds are listed, they are proposed defaults for Regional review and may be adjusted by Director policy vote after notice.

APPENDIX A - Governance Quick Map and Reserved Powers

The table below summarizes who proposes, who approves, who executes, and who arbitrates key decisions.

Decision Type	Proposes	Approves	Executes / Oversees
Annual budget	Exco	Directors vote	Exco executes; Treasurer reports
Major contract above threshold	Exco	Directors vote	Exco executes; Treasurer controls payments
New Region admission	Applicant + Exco/Secretary	Directors vote	Secretary updates roster; Region becomes credential-eligible
Discipline above warning	Exco/Director/Region	Directors vote (supermajority where required)	Patrons panel recommends; Region enforces
Election procedures / caretaker activation	Exco + Patrons	Directors vote / Bylaws control	Electoral Officers administer; Patrons caretaker limits

Reserved Powers (Detailed)

- Approve annual budget, major revisions, and any spending above delegated limits.
- Approve borrowing, creation of debt, and signing of agreements that create long-term liabilities.
- Approve admission, suspension, or removal of Regions (with due process).
- Approve national election framework, including Electoral Officers appointment, election calendar notice, and caretaker activation rules.
- Approve removal/suspension/no-confidence actions for national officers (supermajority of all Directors).
- Approve constitutional amendments and dissolution.

APPENDIX B - Delegation of Authority Matrix and Financial Controls

This matrix enables execution while protecting transparency and preventing abuse.

Transaction Type	Up to \$500	\$501-\$2,000	\$2,001-\$5,000	Above \$5,000
Program supplies / small purchases	President OR Treasurer approval + receipt	President + Treasurer approvals	Director vote required if not in budget	Director vote required

Vendor/ contractor payment	Treasurer verifies invoice + 1 approval	Two-authorizer rule (President + Treasurer)	Director vote if not in approved budget line	Director vote required
Reimbursement	Pre-approval + receipts (30-day submission)	Pre-approval + receipts + Treasurer review	Director review if pattern/risk	Director review required

Cash and Reimbursement Controls

- Cash payments discouraged; cap \$200 per transaction unless Directors approve an exception in writing.
- Receipts required for all reimbursements. No receipt, no reimbursement.
- Reimbursement submissions must be made within 30 days unless the Treasurer approves an exception.
- Two-authorizer rule for payments above \$500 (President + Treasurer, or Treasurer + Vice President if President unavailable).

Audit/Independent Review Triggers (Proposed)

- Required by a major donor or grant agreement.
- Annual revenue or assets exceed \$100,000.
- Material allegation of misappropriation or missing funds.
- Election dispute involving financial control issues.

APPENDIX C - Election Procedures Manual (Open Ballot)

This manual is designed so any future Convention can run a fair, consistent, and credible election process.

C1. Election Calendar (Election Year)

- At least 6 months before Convention: Secretariat issues Election Notice and opens candidate application (Appendix N).
- At least 90 days before Convention: Exco proposes Electoral Officers; Directors approve at Board meeting.
- At least 30 days before Convention: Regions submit delegate credentials; Secretariat publishes preliminary credential list.
- Before voting begins: Candidate Town Hall occurs; nominations close at start of voting.

C2. Credentialing Steps

24. Each Region submits Credentialing Form (Appendix G) signed by the Region President and Secretary.
25. Secretariat verifies good standing (dues, sanctions) and confirms the voting delegate and alternate.
26. Credential disputes are resolved by Electoral Officers in consultation with the Patrons panel.
27. Final credential list is posted before the Election Session begins.

C3. Candidate Vetting and Verification

28. Candidate submits application with Region endorsement and declarations.

29. Electoral Officers verify eligibility (regional service, good standing, conflict disclosure).
30. Electoral Officers publish verified candidate list to Regions before voting.
31. Late applicants may be accepted only if verification can be completed without delaying proceedings.

C4. Candidate Town Hall (Meet the Candidates)

- All candidates receive equal time to address Regions and present plans.
- Questions may be submitted by Regions in advance and/or taken live.
- Town Hall may be virtual or in-person but must occur before any vote.

C5. Nominations (Floor Nomination Path)

32. Only credentialed regional voting delegates may nominate from the floor.
33. Nominations must be seconded by another Region.
34. Nominee must accept verbally and complete the eligibility declaration before appearing on the ballot.
35. Electoral Officers may decline a nomination if eligibility cannot be confirmed promptly.

C6. Voting (Open Roll Call)

36. Electoral Officers call Regions in alphabetical order (or another pre-announced transparent order).
37. Each Region delegate states its vote publicly.
38. Electoral Officers tally votes in real time on a visible tally sheet where practicable.
39. After roll call, Electoral Officers announce totals and declare the winner.

C7. Certification and Post-Election Transition

- Electoral Officers certify results immediately after counting and announce results.
- Post-Convention Board Meeting records certification, administers oath, and completes handover.
- Any challenge must be filed within the challenge window (recommended 24 hours) and handled under due process.

C8. Election Misconduct and Immediate Protective Authority

- Electoral Officers may issue procedural directives to preserve order (pause proceedings, remove disruptive persons, invalidate improper credentials).
- All protective actions must be documented and reported to Directors after the election.
- Misconduct sanctions follow Article XIV.

APPENDIX D - Oath of Office

Incoming officers shall swear or affirm the following oath at installation:

I, _____, having been duly elected/appointed to serve as
_____ of the Itsekiri National Congress USA, Inc. (INC-USA),

do solemnly swear/affirm that I will:

- 1) uphold and comply with the Constitution and Bylaws of INC-USA;
- 2) faithfully discharge the duties of my office to the best of my ability;
- 3) act with integrity, impartiality, respect, and in the best interest of INC-USA and the Itsekiri people;

- 4) protect the Organization's funds, records, and reputation, and use resources only as authorized;
- 5) disclose and avoid conflicts of interest, and recuse myself where required;
- 6) respect confidentiality where required and communicate responsibly on official matters; and
- 7) promote unity, accountability, and service in furtherance of the mission of INC-USA.

Sworn/Affirmed this ____ day of _____, 20____.

Signature: _____

Name: _____

Witness / Administered by: _____

APPENDIX E - Term-End Resolution Template and Election Session Announcement

E1. Term-End Resolution (Template - Adopted at Pre-Convention Board Meeting in Election Years)

The following resolution may be adopted verbatim during the regular Pre-Convention Board Meeting in election years.

ITSEKIRI NATIONAL CONGRESS USA, INC. (INC-USA)
TERM-END RESOLUTION (ELECTION YEAR)

WHEREAS, the Constitution and Bylaws establish that national Exco terms are time-limited and that elections are conducted at Convention; and
WHEREAS, INC-USA requires a clean and defensible transition process to protect integrity, prevent abuse of incumbency, and ensure continuity;

NOW, THEREFORE, BE IT RESOLVED that:

- 1) The current Exco term is scheduled to conclude at the opening of the Election Session at this Convention.
- 2) Upon opening of the Election Session, election administration authority transfers to the duly appointed Electoral Officers.
- 3) During the Election Session, the outgoing Exco shall operate in caretaker-only mode, limited to previously approved and budgeted continuity expenses.
- 4) The Patrons Council shall serve as the Election Caretaker Authority for the limited purpose of continuity controls during the Election Session, subject to strict limits in the Bylaws.
- 5) Caretaker authority ends automatically upon swearing-in of the newly elected Exco at the Post-Convention Board Meeting.

ADOPTED by roll call vote of Directors on the ____ day of _____, 20____ at the Pre-Convention Board Meeting.

Recorded by: _____ (Secretary)
Presiding: _____ (President/Vice President)

E2. Election Session Announcement (Script - Read Immediately Before Nominations Open)

"By authority of the INC-USA Constitution and Bylaws, we hereby declare the Election Session open. From this moment until results are certified and the new Executive Committee is sworn in, the Electoral Officers assume authority over election administration, including nominations, candidate presentations, voting, counting, and certification.

For election administration purposes, the operational authority of the outgoing Executive Committee is suspended and limited to caretaker-only functions as defined in the Bylaws. The Patrons Council is activated as the Election Caretaker Authority for continuity controls during the Election Session.

We will now proceed with nominations in accordance with the Election Procedures Manual."

APPENDIX F - Region Recognition Application and Checklist

F1. Region Recognition Checklist

- Minimum membership met (5 members) or waiver request included.
- Officers identified: President, Secretary, Treasurer/Financial Secretary (VP recommended).
- Regional bylaws/constitution attached.
- Membership roster attached (names + emails).
- Two official Region contact emails provided for national communications.
- Written acknowledgment of compliance with INC-USA governance and discipline processes.
- Admission fee and annual dues plan acknowledged (Appendix L).

F2. Region Recognition Application (Template)

Region Name: _____
Geographic Area Served: _____
Primary Contact (Name/Role/Email): _____
Secondary Contact (Name/Role/Email): _____
Number of Dues-Paying Members: _____
Officers (President/Secretary/Treasurer): _____

Attachments: (check all that apply)

- Regional bylaws/constitution
- Member roster
- Evidence of officer selection (minutes/email)
- Acknowledgment of INC-USA Constitution and Bylaws

Signed: _____ (Regional President) Date: _____
Signed: _____ (Regional Secretary) Date: _____

APPENDIX G - Regional Delegate Credentialing Form (Convention)

Each Region submits this form for Convention credentialing.

Region: _____
Voting Delegate (Name/Email): _____
Alternate Delegate (Name/Email): _____
Good Standing Confirmation (dues current / hardship plan approved): Yes No

Signed: _____ (Regional President) Date: _____
Signed: _____ (Regional Secretary) Date: _____

APPENDIX H - Conflict of Interest Disclosure and Recusal Form

All national officers, Directors, Patrons, committee chairs, and anyone handling funds shall complete this disclosure annually and update it upon changes.

Name: _____ Role: _____
Region (if applicable): _____

1) Do you have any financial interest in a vendor, contractor, or partner that may do business with INC-USA? Yes No

If yes, describe: _____

2) Do you have any family or close personal relationship that could influence your decisions for INC-USA? Yes No

If yes, describe: _____

3) I agree to disclose conflicts and recuse myself from votes/decisions where a conflict exists.

Signature: _____ Date: _____

APPENDIX I - Code of Conduct and Social Media Guidelines (Summary Policy)

- Act with respect, unity, and integrity in all INC-USA activities.
- No harassment, threats, intimidation, or discriminatory conduct.
- No misinformation using the INC-USA name or platforms.
- No unauthorized fundraising using INC-USA name; fundraising must be approved and tracked.
- Social media: officers and delegates must distinguish personal opinions from official statements; only approved spokespersons speak for INC-USA.
- Violations may trigger Region accountability and sanctions under Article XIV.

APPENDIX J - Travel and Meeting Support Policy (Cost Control)

To maximize funds for programs and projects, INC-USA prioritizes virtual participation for quarterly Board meetings and planning sessions.

- Pre-Convention planning travel (where an in-person planning meeting is approved): airfare support is limited to two (2) Exco officers - President and Secretary (or one substitute approved by Treasurer if unavailable).
- Other Exco officers may attend virtually or in person at their own cost unless Directors approve additional support.
- Regional Presidents: Regions are encouraged to fund their travel. INC-USA may cover room and board for up to two (2) Regional Presidents per year using transparent alphabetical rotation.
- All reimbursements require pre-approval and receipts. Reimbursement requests must be submitted within 30 days.

APPENDIX K - Compliance Calendar (Recommended Annual Rhythm)

Timing	Governance Activity	Deliverable
Quarterly	Board meeting + program updates	Minutes + quarterly financial packet
Quarterly	Automated financial distribution	P&L, balance sheet, budget vs actual
Annually (pre-Convention)	Convention packet and agenda circulation	Agenda, reports, delegate credential list
Election years	Election Notice and candidate applications	Published list of eligible candidates
Convention weekend	Pre-Convention and Post-Convention Board meetings	Action items + handover

APPENDIX L - Regional Fee Schedule (Proposed) and Hardship Policy

- Proposed New Region Admission Fee (one-time): \$200
- Proposed Annual National Dues per recognized Region: \$500
- Hardship/Installments: Directors may approve installment plans or hardship waivers by resolution, recorded in minutes.

APPENDIX M - Region Accountability Process (Template)

40. National notice to Region describing misconduct and requested corrective action.
41. Region holds internal hearing/meeting and provides written outcome to Secretariat within 30 days.
42. If Region fails to act, Directors may impose fines/sanctions under Article XIV.
43. Region may appeal sanctions through Patrons panel once.

APPENDIX N - Candidate Application and Statement Templates

N1. Candidate Application (Template)

Office Sought: _____

Name: _____ Region: _____

Email/Phone: _____

Regional leadership role(s) held and dates: _____

Endorsement attached from Region: [] Yes [] No

Conflict-of-interest disclosure attached: [] Yes [] No

Statement of Intent (summary): _____

Signature: _____ Date: _____

N2. Candidate Statement (Template)

Candidates should provide a one-page plan addressing: mission alignment, governance, program priorities, fundraising approach, and unity building.