

REVISED BYLAWS OF
ODUA Descendants Union of Washington State
August 2024

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Article 1 ---- Name

This organization shall be recognized as the ODUA Descendants Union of Washington State.

Article 11---- Objective

The objectives of the organization shall be to educate, develop and maintain our cultural heritage; to encourage and assist members to develop knowledge and increase their competence in the *Yoruba* culture; to provide a mechanism for the interchange of ideas among members through regular meetings, conferences, educational programs and to foster professional and social interactions.

The organization exist exclusively to promote *Yoruba* culture and customs on a regional, and national level as well as with sister organizations in Nigeria. It shall be conducted and understood that no part of its income and earnings shall go to the benefit of any member, director, officers, or other individual. Upon dissolution, any assets of the organization remaining after payment of just debts shall belong to the organization. The final dispensation of the remaining assets shall go to a non - profit organization agreed upon by the organization.

Article 111 ----- Membership

Section 1. Eligibility

Membership of the organization is open to persons of Yoruba heritage, their spouse and relatives interested in the *Yoruba* culture and customs.

Section 2. Establishment of Membership

Membership in the organization shall be opened to any eligible individual as defined above who has completed an approved application and paid initial membership dues.

Honorary Membership:

Honorary membership may be conferred on non-members, who support the cause of this organization.

Honorary members will be duly recognized for any outstanding contributions to the development and advancement of the organization.

Honorary membership shall be recommended by the Executive Committee and approved by a majority vote of the members at a general meeting.

Section 3. Transfer of Membership

Membership in the organization shall not be transferable to another person.

Section 4. Termination of Membership

a. Resignation. A member may at any time resign from the organization by giving a written notice to the General Secretary after relinquishing the organization's properties in his or her possession.

b. Suspension or Expulsion. The Executive Committee of the organization may suspend or expel any member for cause at any time, after giving such members the opportunity for a hearing before the Executive Committee.

c. Any member suspended or expelled may be reinstated after a hearing has occurred, by the affirmative vote of a majority of the members present and voting at a general meeting.

For the purpose of this subparagraph, the "for cause" shall include, but not limited to any of the following:

1) Any violation of these bylaws

2) Any conduct on the part of the same member which is prejudicial to the interests and welfare of the organization and its members. For example, personal assaults, abusive language. etc.

d. Nonpayment of dues. Membership of any person who is sixty (60) days in arrears in the payment of annual dues will be automatically suspended.

e. A person ceases to be a member of the organization on his or her death or, on dissolution of the organization.

f. Any member who is in any way, directly or indirectly interested in a contract, favor or arrangement with the organization shall declare such interest at the onset. Failure to disclose such interest at the very beginning may result in the individual being asked to resign their office and/or membership and/or bar the individual from being awarded the contract. The contract may also be terminated or withdrawn if it was already awarded to the individual.

g. To be in good standing, a member must attend a minimum of 6 out of 11 general meetings of the organization in a calendar year. A member is deemed to be present when such member's spouse attends a general meeting. Additionally, the member must have no unfulfilled financial obligation to the organization.

Article IV --- Dues

Minimum annual dues of the organization shall be proposed by the Executive Committee and ratified by a majority vote.

All dues paid to the organization shall become the property of the organization which shall allocate the operating funds. No portion of the dues paid by any member shall be refundable because of termination of membership. Any funds or property that may be donated to further the work or programs of the organization shall become the property of the organization but shall be used for the purpose designated by the donor.

Any person becoming a member at any time after June each year shall pay fifty percent (50%) of the annual due for that year and any applicable registration fee.

Settlement of outstanding debt to the association

The treasurer or the financial secretary to send individual / private notices to remind members in delinquency of past-due organization dues and fees.

Article V ----Meetings

Section 1. Special Meetings

Special meetings may be called by the Executive Committee. Special meetings shall be limited to the consideration of subjects listed in the official call for such meeting.

Section 2. Notice of Meetings

There shall be a general meeting of the membership monthly at least 10 times in a year, to be held at such place and time designated by the Executive Committee.

The General Secretary of the association shall notify members and prospective members via social media, or by electronic mail of regular meeting or special meetings no less than seven (7) days prior to the date of the meeting.

Section 3. Order of Meetings

The association shall adopt regulations for conducting meetings and may amend them from time to time by a majority vote of those present and voting at the regular membership meeting. The association's meetings shall be conducted in Yoruba and/or in English.

Section 4. Voting

Each regular member of the association who is present at the meetings and in good standing shall be entitled to one vote.

Section 5. Quorum

A quorum at any association meeting shall consist of not less than thirty-three (33) percent of eligible voting members of the association, anticipated for the said meeting.

Article VI ---- Title of officers and their responsibilities

Section 1: The elected officers of ODUA DESCENDANTS UNION OF WASHINGTON STATE shall be as follows:

1. *President*
2. *Vice President*
3. *General Secretary*
4. *Financial Secretary*
5. *Treasurer*
6. *Social Secretary*
7. *Youth Director*
8. *Public Relations Officer (PRO)*
9. *Provost.*

Section 2: Responsibilities of each officer:

General Responsibilities

President: The president has power to convene meetings in special sessions and will preside at all meetings. As the chief executive officer of the association, the president shall not vote in meetings, except to cast a deciding vote in case of a tie. The president shall ensure that all the goals and objectives of the association are well embarked on. Specifically, the president:
Shall provide overall leadership for the association.

Shall keep current with materials, activities and projects of the association.

Consults with the Executive Committee before making any major decisions.

Is bound to accept and implement the decisions or directives of the Executive Committee.

Transfer all records to the association and/or successor within 15 days of leaving office.

Vice President: Will serve as presiding president in the event the president is absent. He or she has the voting right unlike the president. In addition, the vice president:

Shall assist the President and substitute for the President when the President is absent or unable to fulfill the duties of the position.

Shall be responsible for the registration of new members.

General Secretary: Will be responsible for sending out all correspondence. Informing members of where and when the next meeting will be held. In consultation with the president shall prepare the agenda for future meetings. Send out meeting minutes and/or recordings not later than 5 days after such meetings. In addition, the Secretary

Shall have custody of records of membership, correspondence and minutes of the association meetings, copies of which shall be placed in the files of the association, including in electronic forms.

Shall keep and publish from time to time, a current list of the membership, comprising of name, phone number and email address.

Shall prepare all external reports and correspondences sent out by the association.

Work with the PRO in preparing any public statement being issued by the association.

Prepare an annual report of proceedings for each year, due by December 31st of each year. Coordinate / assemble annual reports due from other Executive Committee members and committee chairpersons.

Shall be responsible for the renewal of the association's registration with the Secretary of State. Such registration will be filed between the first day of October and the thirty-first day of December in each year and shall extend the registration for the following calendar year.

Transfer all records to the association and/or successor within 15 days of leaving office.

Treasurer: Will oversee the day-to-day financial transactions or deals involving the association. The Treasurer must report the association's financial standing at each meeting. Specifically,

Shall deposit or cause to be deposited all monies, securities and other valuables in the name and to the credit of the association in such bank, trust company or credit union as may be designated by the Executive Committee within 3 days.

Shall be aware for any withdrawal of funds from any account maintained in the name of the association.

Shall issue pre-numbered receipts, which could be in electronic form, of all money received of \$500 or more.

Cosign checks of \$500.00 or more with one of the other signing officers of the association.

Shall keep the possession of the association's financial records and documents including the checkbooks, while in office.

Promptly and on a continual basis provide all financial information to the Financial Secretary so that he/she is well informed.

Shall give a summarized financial position of the association at every general meeting.

Transfer all records to the association and/or successor within 15 days of leaving office.

Public Relations Officer (PRO): Is responsible for promoting the image of the association. The PRO shall see that all social activities or conferences are well advertised and publicized.

Specifically, the PRO:

Shall act as a liaison between the association and the general public.

Shall consult with the President / General Secretary in preparing any public statement being issued by the association.

Shall report to the EXCO on any public appearance or comments on a regular basis.

Transfer all records to the association and/or successor within 15 days of leaving office.

The Social Secretary

Shall:

Be responsible for organizing social activities of the association, and to the extent that it promotes association activities.

Work with the PRO in all matters affecting the public image of the association.

Work to enhance the welfare of members.

Report social activities and render an account to the EXCO within 15 days of concluding a social event.

Transfer all records to the association and/or successor within 15 days of leaving office.

The Financial Secretary

Shall:

Liaise with the Treasurer to maintain knowledge of all funds, assets, liabilities, receipts and disbursements of the association.

Liaise with the Treasurer to keep abreast of deposits and withdrawals in all accounts in the name of the association.

In conjunction with the Treasurer, prepare every quarter, prior to each general meeting, a quarterly report of financial statement for and present such to members at the meeting.

Shall give a quarterly financial account of the association's book at the general meeting following each quarter.

Prepare prior to the first meeting of the year in January, an annual financial statement for the previous year and present such reports to the EXCO. EXCO shall in turn present the financial reports to an auditor for audit. Upon concluding the audit, the Financial Secretary shall present the report to the membership in February.

Prepare annual reports to IRS for compliance with applicable code.

Transfer all records to the association and/or successor within 15 days of leaving office.

The Provost

Shall:

Maintain peace and order during meetings by enforcing all procedural rules.

Help the President in identifying and appointing speakers during meetings.

Assist the Treasurer with the remittance of past-due fees and dues.

Provide and arrange for security during any social function and event of the association.

Work closely with the Social Secretary during social events.

Transfer all records to the association and/or successor within 15 days of leaving office.

Youth Director

Youths shall be considered as those members between the ages of 18 and 40.

Shall:

Create opportunities for youths to meet and interact, socialize, share ideas and make friends with one another.

Coordinate youth-oriented retreats, outings, and summer activities.

Establish role models and positive self-esteem among our youths.

Get our youths to communicate with youths in Nigeria, whenever possible.

Create a Student Exchange Program whenever possible.

Plan a collective visit to Nigeria for our youths, whenever possible.

Transfer all records to the association and/or successor within 15 days of leaving office.

Article VII ---- Officers/Executive Committee

Executive Committee: The Executive Committee shall act as the representative of the association.

Section 1 . Eligibility

Only regular members of the association who are active and are in compliance with all provisions of these bylaws, shall be eligible to serve as officers or be on the Executive Committee of the association.

Section 2. Composition

There shall be an Executive Committee comprising of nine (9) voting members. They are the President, Vice President, General Secretary, Financial Secretary, Treasurer, Social Secretary, Treasurer, Youth Director, Public Relations Officer (PRO), and Provost.

Any persons in support of, or part of the EXCO that wasn't voted for by the membership, shall be a non-voting member of the EXCO.

The EXCO may invite any member as ex-officio as needed. Such ex-officio member will be a non-voting participant.

Section 3. Election and Term

- a. Election. The election of officers and directors shall be conducted IN-PERSON by secret ballot. A ballot listing the candidates prepared by the Election Coordinating Committee (ECC) shall be presented to each eligible voting member. The votes shall be tabulated by the Election Coordinating Committee and reported to the membership. The nominee receiving the highest number of votes shall be elected. In the event of a tie, run-off elections shall be held until the tie is broken. The results shall be communicated to the membership through the regular membership meeting.

The Election Coordinating Committee shall put forward the guideline of how the election is conducted, consistent with these bylaws.

The composition of the Election Coordinating Committee shall be no less than 5 and no more than 9 members in good standing and EXCO members shall be excluded from participating. Members of ECC shall not contest for any office. EXCO shall seek volunteers among the membership. In case more than 8 people volunteers, the general membership shall narrow participants down to 9 members.

Elections are held during the January meetings of each election year.

- b. Term. Officers and EXCO members shall serve for a term of two (2) years. All terms will expire on March 31 of the appropriate year. The term of all officers shall not exceed two years. Officers and EXCO members who have served one full term shall not be eligible for re-election to the same office until two years have elapsed.

Section 4. Forfeiture of and Removal from Office

Officers and EXCO members shall automatically forfeit their office if they lose eligibility **for** or are expelled from membership. Officers and EXCO members are subject to removal from office pursuant to Article 7, or by a vote of half (50%) or more of EXCO for failure to fulfill the duties of office. Officers or EXCO members who miss three (3) consecutive EXCO meetings or fail to attend 33% or more general meetings in a year will forfeit their office unless they demonstrate just cause.

Section 5. Powers

The Executive Committee shall have the responsibility to develop plans, events, and budget for the association. It shall establish standing and ad hoc committees in line with the direction of the association.

The actions of the Executive Committee shall always be in conformity with the bylaws of the association.

Section 6. Vacancies

Should there be a vacancy in any of the offices; the President in consultation with the EXCO will call for a special election to fill the vacancy within 6 months.

Section 7. Meetings-----EXCO

The Executive Committee shall meet not less than once per quarter. Additional

meetings may be called by the president.

The President may at any time, and the General Secretary, on the request of an officer, must, convene a meeting of the officers.

The current and incoming EXCO members shall meet in January of each year to discuss among other things, the annual budget for the coming year.

Section 8. Venue

The venue of meetings shall be determined by the Executive Committees.

Section 9. Remuneration

No Director or other officer of the association shall receive any remuneration in payment for services except for reimbursement for travel, accommodation, professional services and other legitimate expenses incurred while serving on association business, provided such expenses have been approved by the EXCO.

Section 10. Indemnity to Officers and Agents

Every officer and/or agent of the association, who has undertaken or is about to undertake any liabilities on behalf of the association, shall from time to time be indemnified out of the funds of the association for all costs, charges and expenses whatsoever, which such officer or agent incurs while executing the duties of the office held by that person or the duties delegated to the person, except such costs, charges or expenses sustained by the person's own willful neglect or default.

No officer of the association shall be liable for the acts, receipts, neglects or default of any other officer, or volunteer of the association.

Indemnity shall be provided only to the extent permitted by the law and the extent permitted by the resources of the association. No indemnification shall be provided when to do so would be prohibited by the operation of any applicable law or statute.

Section 11. Liability

Since the association at times interacts with the public, it is desirable to maintain a liability protection in the event that something unexpected or unfortunate happens. It is strongly recommended to acquire liability insurance for members acting on behalf of the association.

Section 12. Oath of Office

Every elected officer of the association is required to take an oath of office. The general membership may elect any member based on such criterion as age, experience, or character to administer the oath of office after election to office.

Article VIII ---- Conflict of Interest

Section 1. General

The officers and the EXCO members of the association shall administer its affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the association. The Executive Committee and officers shall exercise the utmost good faith in all transactions relating to their duties in the association. They shall not use their position, or knowledge gained therefore, so that a conflict might arise between the association's interest and that of the individual.

All acts of the directors and the officers shall be for the benefit of the association in all dealings. The Executive Committee members and Officers shall not accept any favor that might improperly influence their actions or adversely affect the image of the association or its members.

Section 2. Resolution of Conflict of Interest

- a. Upon disclosure of a conflict of interest or a challenge on that basis, any officer or director shall resolve such conflict timely and, in a manner, consistent with these bylaws.
- b. In the event the conflict-of-interest and the Executive committee determines that the conflict is serious enough to jeopardize the interests and welfare of the association, the officer or the EXCO member may be suspended immediately pending final review by the Executive Committees.

Article IX ---- Committees

The president may call for the following standing / ad-hoc committees, and any other committees as deemed necessary, with the approval of members, to further the needs of the membership. The president shall not select the committee members. The Executive Committee shall seek volunteers for the committees. All committees shall consist of no less than five (5) but no more than nine (9) members. The members of the committees shall select their chair amongst itself. Ad-hoc committees are dissolved upon the conclusion of their duties.

- a. Membership Committee

The membership committee shall be composed of eligible voting members. The duties of this committee shall be to (1) promote membership in the association and (2), actively recruit members from the area.

b. Election Coordinating Committee

The composition of the Election Coordinating Committee shall be no less than 5 and no more than 9 members in good standing and EXCO members shall be excluded from participating. Members of ECC shall not contest for any office. EXCO shall seek volunteers among the membership. In case more than 8 people volunteers, the general membership that narrow participants it down to 9 members.

c. Professional / Social Development Committee

The committee shall be responsible for program development, location and scheduling for regular meetings and educational programs.

d. Public Relations Committee

Duties to be defined at the time of appointment.

e. Community Outreach Support Committee

Duties to be defined at the time of appointment.

f. Planning & Project Implementation Committee (PPIC)

Perform special duties deemed necessary from time to time.
Specific duties to be defined at the time of appointment.

Article X ---- Signing Officers

Section 1. ---- Legal Affairs

The President, Vice President, General Secretary, Treasurer and Financial Secretary shall be the signing officers of the association.

The signatures of three signing officers shall be required for the execution of any legal document.

Section 2. ---- Financial Administration

- a. The signatures of Treasurer along with one other signing officer shall be required for the disbursement of the association funds of five hundred (500) dollars or more on any single occasion. The members shall be informed prior to the disbursement of the association funds of five hundred (500) dollars or more.

- b. The Financial Secretary shall be responsible for preparing and presenting a proposed annual operating and capital budget for the association to EXCO in November of each year.

The current and incoming EXCO members shall meet in November. The EXCO at this meeting shall ratify the annual budget which is to be presented to the members in the January or February general meeting of each year.

The fiscal year for the association shall start on the first day of April and end on the 31st day of March of each year.

Balancing of books for the previous fiscal year shall be done no later than the 28th day of February of the New Year.

Article XI.... Audit

At the end of the fiscal year, and at any other time as the Executive Committee may decide, EXCO shall appoint any two individual members of the association to conduct an audit of the books and accounts of the association to be presented to the EXCO.

At any other time the EXCO may decide the books and accounts of the association shall be audited by an independent CPA to be agreed upon by the EXCO. The remuneration, if any, of the auditors shall be determined and fixed by the Executive Committee.

The auditors or any individual member appointed to conduct an audit shall have access to all the books and accounts of the association.

The report of such audit shall be presented at the next general meeting to the membership.

An external audit to be conducted every 2 to 4 years.

Article XII..... Precedence

Effective from the date of its ratification and adoption, the provisions of these bylaws shall take precedence and supersede all prior bylaws and statues, especially when such rules and regulations are in conflict with this bylaw.

Article XIII ---- Amendments

This bylaw shall be adopted by a vote of the majority of members present at any general meeting.

Fourteen days advance notice in writing shall be given to members regarding any proposed amendments to this bylaw.

The usual quorum and notice requirements for the amendment of the bylaws shall not be waived under any circumstances.

The original 1996 bylaw was prepared by the wonderful efforts of the following members:

**Dr. Larry Adeyemi
Alhaji Zainudeen Popoola
Mr. Jude Babajide Rotimi
Mr. Tayo Bolonduro**

The 2005 revised bylaw is due to the efforts and contributions of the following members:

**Mr. Bode Akinsanya
Mr. Debo Onatolu
Mr. Jude Rotimi**

The 2024 revised bylaw is due to the efforts and contributions of the following members:

**Mr. Fadehan Oyebiyi
Mr. Bayo Bakare
Mr. Olayinka Daramola
Mrs. Latifat Sadik
Mr. Bode Akinsanya**