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**URHOBO PROGRESSIVE ASSOCIATION**

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# 2020 Revised Constitution

DECEMBER 1, 2020

The CONSTITUTION of  
**URHOBO PROGRESSIVE ASSOCIATION**

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# ARTICLE I

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## NAME AND LOCATION

### Section 1

The name of this organization shall be URHOBO PROGRESSIVE ASSOCIATION, as incorporated in 1983 under the laws of the State of Texas.

### Section 2

The (a) acronym for URHOBO PROGRESSIVE ASSOCIATION shall be "UPA," and (b) motto of URHOBO PROGRESSIVE ASSOCIATION shall be "Culture, Unity and Progress - CUP."

### Section 3

The "Association," or "UPA" as used within the "Constitution" shall mean URHOBO PROGRESSIVE ASSOCIATION.

### Section 4

The location of the principal office of the Association is Houston, Harris County, Texas. The principal office may be changed from time to time by action of a two third (2/3) vote of registered members of the Association.

### Section 5

The use of the pronoun his or her shall be gender neutral and denote or have the same meaning. They may be used interchangeably.

# ARTICLE II

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## PURPOSE

### Section I

The Association is an "Ethnic Organization". Its primary objectives are:

- a) To preserve and promote the dignity and uniqueness of The URHOBO nation, culture and language, by encouraging the speaking, reading and writing of the Urhobo language as much as possible. The Association shall support strong family ties because the family is the nucleus and most important unit

of cultural transmission and retention. The official language of the association is Urhobo but English is acceptable.

- b) To establish structures conducive to the growth and continuity of URHOB0 traditions.
- c) To support and promote traditional and formal education of all Urhobos through active participation, where possible.
- d) To engage in any and all economic activities necessary for the financial wellbeing of the association.
- e) To support and promote charitable, scientific, literary and educational projects.
- f) To provide support to communities devastated by disasters.
- g) To eliminate prejudices and discriminations through community interaction, education and sponsored group activities.
- h) To support other non-profit organizations and charities whose goals and objectives are based on non-profit support to needy communities.

## ARTICLE III

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### MEMBERSHIP

#### Section 1

Any and all Urhobos by birth or marriage is eligible to apply for membership, except existing members prior to the ratification of this revised constitution.

Admission to membership shall be according to the rules established by the Association and administered by the Membership Committee. The rules may be changed as necessary by a majority vote of registered members but not more than once a year.

An application for membership shall go to the membership committee, who recommends persons for admission to the house, a after background check. Upon recommendation by the membership Committee, the applicant will be admitted if approved by a majority of those present at a regular meeting, and upon the payment of the necessary registration fees, dues and assessments, as may be defined by the Association.

#### Section 2

Classification: The membership of the association shall consist of the following classes and/or any other class as may be defined by the Association:

**Regular:** A regular member is one who shall have, on the average, an annual minimum attendance record of 50% (six meetings) and shall not be delinquent in the payment of his/her membership dues for more than six months; any monthly dues delinquency in excess of six months shall terminate his or her membership.

**Non-Regular:** A non-regular member is a member who works on Sundays during regular meeting hours and has an average meeting attendance of below 50%. Said member shall, however, be 100% current in the payment of his or her respective monthly dues at each meeting.

**Out-of-City or Out of State:** A regular or non-regular member who relocates to more than 50 miles from the Houston City limit, or relocates to another state within the United States shall be treated as an out-of-city or out-of-state member. Said member shall, however, make an annual or quarterly payment of dues in order for said member to maintain his/her membership in the Association.

**Honorary Member:** The president may submit the name(s) of persons to be honored as honorary members(s), based on said person(s) moral and/or financial support of the Association. The name(s) shall be submitted to registered members for approval at any meeting upon recommendation by the Executive Committee.

**Patrons and Matrons:** The Association may appoint patrons and matrons as it shall deem necessary upon recommendation by the Executive Committee. A majority vote of members at any meeting shall be required for such appointment to be effective.

### Section 3

**Classification Change:** Regular, Non-Regular, Out-of-City or Out-of-State Members may change their class of membership upon oral or written notice to the Association.

### Section 4

**Attendance at Meetings:** Each member shall make a good faith effort to attend any and all meetings of the Association irrespective of the member's class.

### Section 5

**Termination:** If any member shall fail to pay the required dues, assessments, or other obligation to the Association, the notification of delinquency and/or termination shall be given to such member by the Executive Committee.

## Section 6

Removal from Membership:

- (a) Any member may be censured, suspended, or expelled from membership of the Association for the violation of the Code of Ethics, Article XII, by the Association, provided that such member shall have been granted an opportunity for hearing before a committee selected for that purpose. The Association shall cause at least 30 days' notice of hearing to be given in writing, delivered in person or by guaranteed mail, to the member against whom any charges may be levied. A majority vote of the registered members of the Association present at any regular meeting shall be necessary for the censure, suspension or termination of membership, except as elsewhere provided in this Constitution.
- (b) A member shall be suspended or expelled from membership without a hearing upon receipt of reliable information by the Association that such member has been convicted of a felony. Any person against whom sanctions are imposed will be notified by guaranteed mail and may request a hearing before the Association or Executive Committee by appealing, in writing, within 60 days following the mailing of notification of sanctions.
- (c) A member may not be suspended or expelled from membership of the Association for minor offenses such as traffic violations and regulations.

## Section 7

**Appeal:** A member whose membership is suspended or terminated in accordance with Sections 5 and 6 of this Article may appeal to the Executive Committee, the Association or the committee established for that purpose, for reinstatement. The Executive Committee, the Association, or said committee shall determine when reinstatement shall be granted, and if granted, any conditions and/or assessments which shall apply.

## Section 8

**Reinstatement:** A member whose membership has lapsed because of the member's non-payment of membership dues, assessments or obligation to the Association, or because of Section 5 of this Article, shall pay the outstanding dues and assessments plus a minimum reinstatement fee of \$100.00 or any amount set by 2/3 majority of members. The Association shall have the option to increase the fees when said increase is considered to be in the best interest of the Association.

### Section 9

**Amendment:** Any and all sections of this Article may be amended from time to time by a 2/3 majority vote of registered members attending any meeting; provided notice of the proposed amendment is given at least 30 days before the amendment is voted on. The said amendment(s), if any, to this Article shall be binding upon all members.

## ARTICLE IV

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### REGISTRATION/APPLICATION FEE, DUES AND ASSESSMENTS

#### Section 1

**Registration/Application Fee:** Any person who wishes to join the Association shall pay a one-time registration or application fee established by the Executive Committee in accordance with the process outlined in Section 5 of Article IV. Said fee shall not be less than \$25.00.

#### Section 2

**Dues:** Any and all members of the Association shall pay a monthly, quarterly, semi-annual or annual dues, in accordance with the rates established by the Association, and in accordance with the process in Section 5 of Article IV. Said dues shall not be less than \$25.00 per month.

#### Section 3

**Assessments:** Special assessments, such as development funds, building project funds, disaster relief funds or other assessments the Association shall deem necessary from time to time, shall be submitted to the Association for approval. Upon approval by two-third (2/3) of the members present at the meeting, the special assessment shall be declared effective by the President. It shall for all intents and purposes become an obligation on all members whether or not they were present at the meeting.

#### Section 4

**Refunds:** A member in any class who may resign, relocate, or be suspended or expelled from membership in the Association prior to the end of the current fiscal year for which dues or assessments may have been paid shall not be entitled to any refund of said dues or assessments. If a member prepays dues for more than the current fiscal year, such due must be refunded

## Section 5

**General:** The Executive Committee shall no later than three (3) months prior to the end of any fiscal year, submit to all registered members of the Association at any of its meetings, its recommended registration application fee and dues for the following fiscal year. A two-third (2/3) majority vote of all registered members shall be required for an approval if the dues exceed \$25 per month. Upon approval, the fee, dues and assessments shall become effective the following fiscal year. The fiscal year of the Association shall run from January 1<sup>st</sup> through December 31<sup>st</sup> of each year.

## Section 6

**Dues and Assessment Discount:** When a member attains the age of 75 or has been a continuous member for 40 years, his dues +assessments should be reduced by 25%. Any such persons may voluntarily choose to pay 100%.

# ARTICLE V

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## OFFICERS

### Section 1

**President:** The President shall be the Chief Executive Officer of the Association. The duties or responsibilities are as follows:

- (a) To preside over any and all regular, emergency, and executive committee Meetings of the Association.
- (b) To plan, coordinate and implement any and all activities of the Association in order to attain its objectives.
- (c) To establish structures necessary for the maintenance of unity and love among all registered members.
- (d) To submit to all registered members for approval the names of his/her respective Committee members no later than 30 days, or the meeting following assumption of Office, whichever first occurs.
- (e) To submit to all members a plan of operation and budget necessary for the accomplishment of the objectives of the Association no later than sixty'(60) days, or the second meeting following assumption of office, whichever first occurs.

- (f) To submit an annual report, including the Financial Secretary, Treasurer, Secretary, and other elected officers' reports, to all registered members of the association detailing all activities and accomplishments of his/her administration.
- (g) To devise a means of contacting all absent members and report results of such efforts at the next meeting;
- (h) To be a signatory to any and all accounts of the Association.
- (i) May delegate any of his/her duties from time to time.
- (j) Shall publish an updated list of UPA Membership quarterly: March, June, September and December each fiscal year. Definitions of membership shall be in accordance with Article III, Section 2 of this constitution.

## **Section 2**

**Vice President:** The Vice President shall perform any and all duties of the President in the absence of the President, or when delegated to do so.

## **Section 3**

**Secretary:** The secretary shall be the Chief Correspondent of the Association and shall:

- (a) Keep record of any and all minutes of the meetings of the Association.
- (b) Maintain a register of all registered members of the Association, including their names, addresses, email and telephone numbers.
- (c) Maintain a record of members' attendance at any and all meetings of the Association.
- (d) Create and/or maintain any other record necessary for the smooth operations of the Association, including records of the association's perpetual and annual resolutions. "Perpetual resolutions" are permanent resolutions passed by the house and remain effective until revoked by the house. While annual resolutions are interim resolutions passed by the house that become null and void at the end of the term in which they were passed, unless extended by the house to cover subsequent term(s).
- (e) Be a signatory to any and all account(s) of the Association.

## **Section 4**

**Assistant Secretary:** The Assistant Secretary shall perform any and all duties of the Secretary in the absence of the Secretary, and/or any specific duties that may be delegated to him by the Secretary, the President, or the Association.

## Section 5

**Treasurer:** The Treasurer shall be the Chief Financial Officer of the Association and shall:

- (a) Deposit any and all monies of the Association within three working days from the date of receipt of said monies.
- (b) Maintain record of any and all moneys received from the Financial Secretary and deposited into the Association's depository.
- (c) Advise the Association of its financial status whenever called upon to do so.
- (d) Cooperate with any and all internal and/or external auditors of the Association in a timely manner.
- (e) Be a signatory to any and all accounts of the Association.

## Section 6

**Financial Secretary:** The Financial Secretary shall be the Chief Collector of the Association and shall:

- (a) Collect all monies due and/or owing to the Association from any and all persons, including members.
- (b) Deliver all monies collected on behalf of the Association from any and all persons to the Treasurer not later than forty-eight (48) hours from the date of collection.
- (c) Keep a simple and detailed record of any and all monies received and/or disbursed on behalf of the Association.
- (d) Advise members of their respective financial obligations to the Association from time to time.
- (e) Write any and all checks on the accounts of the Association, but shall not have the power to sign any of said checks written.
- (f) Fully cooperate with any and all internal and/or external auditors of the Association in a timely manner.

## Section 7

**Social Secretary:** The Social Secretary shall:

- (a) Be the Social Spokesperson of the Association.
- (b) Be the Chairman of the Social Committee.
- (c) Disseminate information to members and the general public and project the image of the Association through any medium of communication.
- (d) Contact absent members after the end of each meeting.
- (e) Be responsible for the planning and organization of any and all events and activities of the Association.

## Section 8

**Otota:** The Otota, who shall be appointed by the President, shall be the traditional Spokesperson of the Association and shall have a fair knowledge of Urhobo custom and practices.

## Section 9

**Internal Auditor:** The Internal Auditor, who shall be elected during election year, shall be the chairman of the Audit Committee. The Internal Auditor's duty and responsibility shall include quarterly (March, June, September and December) audit of any and all financial activities and records of the Association and shall be directly responsible to the registered members of the Association.

# ARTICLE VI

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## QUALIFICATION OF OFFICERS and TENURE OF OFFICE

### Section 1

**Qualifications:** In order for a member to be elected and/or appointed to any office, said member shall:

- (a) Have been a registered member of the Association for a minimum of twelve months preceding the election day.
- (b) Have paid all monthly dues, assessments and/or other obligations to the Association at the termination of the fiscal year prior to election or appointment.
- (c) Have had an attendance record of a minimum of 50% (six meetings) per fiscal year.
- (d) Have not violated the Code of Ethics of this Constitution for the past twelve months prior to election or appointment.
- (e) Be conversant with the Constitution.
- (f) To be elected to the offices of president and vice president, a candidate must be an Urhobo by birth.

### Section 2

**Tenure of Office:** Each elected office shall be for a two-year term. Except as elsewhere provided in this Constitution:

- (a) No President shall remain in office for more than two consecutive terms, at which time said President shall vacate said office for a minimum of one term before seeking reelection to the office of the President, or election to any other office, if desired.

- (b) No elected and/or appointed member shall remain in the same office for more than three consecutive terms, at which time said member shall vacate said office and seek election or appointment to other office(s), if desired.
- (c) No member shall hold more than three offices, including membership in committees, concurrently during any term whether elected or appointed.

## ARTICLE VII

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### ELECTION AND APPOINTMENTS

#### Section 1

Election:

- (a) Election shall be held on the first Sunday of October of even years, with the elected officers assuming office the first day of January of the odd year following an election year.
- (b) An Electoral Committee shall be appointed no later than ninety (90) days prior to Election Day.
- (c) Any member seeking election or re-election shall submit his/her particulars, including name, date of admission to membership, financial clearance certificate, if any, and the office to be sought, to the Electoral committee sixty (60) days prior to election day. The member must be qualified in accordance with Article VI, Section 1.
- (d) Any member may nominate other members for election or re-election within sixty(60) days of the election.
- (e) The Secretary shall furnish to the Electoral Committee, 30 days after establishment of said committee, the attendance register of members of the Association, and, the Financial Secretary shall likewise furnish to said committee at said time the financial register or record of members of the Association.
- (f) The Electoral Committee shall publish, orally or in writing, the names of all qualified candidates and their prospective offices not later than 10 days prior to election.
- (g) No member shall be elected to more than one office.
- (h) No member of the Electoral Committee shall be nominated for any office, appointed or voted for during the period of serving as member of the Electoral Committee.

## Section 2

**Appointments:** The President shall submit to members, 30 days after assuming office or the meeting following assumption of office, whichever first occurs, the proposed names of committee members for approval.

# ARTICLE VIII

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## MEETINGS AND MEETINGS' PROCEDURES

### Section 1

All meetings of the Association shall commence and end with a prayer.

### Section 2

Annual General Meeting:

(a) The Association shall hold its Annual General Meeting on the first Sunday of January of each year to:

(b) Receive annual report from the President.

(c) Hand over power and records to newly elected officers in January following an election year.

### Section 3

**Monthly Meetings:** The Association shall hold its monthly meetings on the first Sunday of every month, except same is postponed by a majority vote of members attending the preceding meeting.

### Section 4

**Location and Time of Meetings:** The venue for the monthly meetings shall be the Urhobo Center or any location designated by the Association through its officers. The time of the commencement of each meeting shall be 4:30 o'clock p.m. and shall terminate at about 8:00 o'clock p.m.

### Section 5

**Notice of Meetings:** The Secretary shall notify members, orally or in writing, of the location and time of any and all meetings of the Association, at least seven days prior to the date of each said meetings.

### Section 6

**Quorum:** Thirty Three percent (33%) of registered members shall form a quorum for any and all meetings and fifty-one (51%) of the respective members shall form a quorum of any and all committee meetings, of the Association.

## Section 7

Members' Conduct at Meetings: No member shall:

- a) Address the house or meetings unless recognized by the President or the officer presiding,
- b) Speak more than twice on an issue at meetings.
- c) Nor use abusive or profane words at meetings of the Association.
- d) Any member may raise a "Point of Order" as necessary during meetings. A "Point of Order" is an announcement that the rules are not being followed. These rules could be in this constitution or standing resolutions of the house. An example will be the president starting the meeting without opening prayers as stated in this constitution.

# ARTICLE IX

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## COMMITTEE AND COMPOSITIONS

### Section 1

The following shall be the standing and ad hoc committees of the Association:

- (a) **Executive Committee:** The Executive Committee shall comprise of all elected officers of the Association, except the Internal Auditor who is independent in order to promote checks and balances. Its duty and responsibility shall be the overall management of the Association in the achievement of its objectives.
- (b) **Social Committee:** The Social Committee shall be responsible for any and all social activities of the Association, including, but not limited, to organization of any and all parties, assignment of individual members for visitation(s) of regular, absent and future members, and visitors.
- (c) **Electoral Committee:** The Electoral Committee, which shall be established no later than 90 days prior to elections, shall be responsible for the conduct of any and all elections of the Association and shall follow the election and appointments qualifications in article VI of this Constitution.

- (d) **Ethics Committee:** The Ethics Committee shall monitor compliance of members with the Code of Ethics, investigate non-compliance and complaints of members and communicate its findings, including recommendations, to the Executive Committee, and shall simultaneously handle any and all crisis concerning members.
  
- (e) **Economic/Investment Committee:** The Economic/Investment Committee shall support and/or engage in any and all economic activities necessary for the financial well-being of the Association and its members, and are authorized to maintain separate accounts for any and all of these activities, if desired. The executives that have check writing powers must be included in this committee for the purpose of writing checks. However, no member of the executive may be the chairman of the committee.
  
- (f) **Public Affairs Committee:** The Public Affairs Committee shall keep the association abreast of developments in our communities that could impact the association.
  
- (g) **Audit Committee:** The Audit Committee shall monitor compliance of officers with the rules and regulations applicable to the finances of the Association and shall advise the Executive Committee and/or officers of any exceptions, and communicate its findings and/or recommendations to the members of the Association during any meeting.
  
- (h) **Constitution Compliance Committee:** The Constitution Compliance Committee will be the watch dog of the constitution. They should proactively remind the executives of constitutional obligations from time to time. A member of the executive cannot be a member of this committee.

## Section 2

The President shall have the discretion to dissolve and/or create any committee considered to be in the best interest of the Association upon a majority vote of registered members.

## Section 3

No member or non-member of the association may usurp or act on behalf of any elected or appointed officer or committee member while the officer is present in a meeting or UPA event; except with the officer's approval.

#### Section 4

**Composition:** The composition of any committee shall be a minimum of three members, to be appointed in accordance with the appointment qualification in Article VI, except as elsewhere provided in this Constitution.

# ARTICLE X

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## COMMUNITY EVENTS AND OTHER ACTIVITIES

### Section 1

**Annual Community Event:** The Association:

Shall have an annual community event.

Shall approve the event budget at any of its meetings, but not later than ninety (90) days prior to the date of the event.

The association shall fund any and all expenses of said event.

### Section 2

**Send-Off Recognition:** The Association shall show recognition to any of its members relocating to another city, State or country, provided said member(s) shall have joined the association for a minimum of twelve (12) months and in good financial standing.

### Section 3

**Births:** Members of the Association shall visit with any member who shall give birth to any child and give the sum of \$50.00 and a gift, provided, said member shall have joined the Association for a minimum of twelve (12) months and consistently paid his or her obligations to the Association.

### Section 4

**Marriages:** Members of the Association shall actively participate in the planning of any and all marriages of its members when required to do so and shall give the sum of \$50.00 and a marriage gift to the couples, provided, however, that said member shall have (i) notified the Association for a minimum of (90) days prior to the marriage date, (ii) been a member for a minimum of twelve (12) months, and (iii) paid all financial obligations to the Association.

## Section 5

**Deaths:** Upon the death of a member, members of the Association shall:

- (a) Fully participate in, and make reasonable and necessary financial contribution to the family. Each member shall make a donation of not less than \$100 to supplement the funeral expenses, provided that said member meets membership requirements as set forth in Article III, Section 2, (a), (b), and (c) of this constitution.
- (b) Members shall morally and prayerfully support and give the sum of \$50.00 to any of its members who shall be bereaved of any of his/her biological parents, child (including legally adopted child) or spouse, and shall be in accordance with Urhobo tradition.

## Section 6

**Other Activities:** The Association may organize any other activity, social or otherwise, it considers expedient for the promotion of its objectives. A written report of all such activities shall be prepared by the chairman of the organizing committee, or his designee, which shall be ready for presentation to the President and the Association no later than two (2) weeks after the conclusion of the activity.

# ARTICLE XI

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## INSURANCE

### Section 1

The Association shall have the power to negotiate for any and all insurance coverage, including, but not limited to, automobile, life, term, group, medical or hospitalization insurance, for and on behalf of its members, with any insurance carrier(s) for a reasonable policy and/or premium.

### Section 2

Members shall be encouraged to fully participate in the insurance program of the Association, unless they elect otherwise.

### Section 3

Any member who elects to not participate in the insurance program of the Association may carry his/her own insurance coverage, and shall be financially responsible for him or herself in the event of sickness, hospitalization, accident or death.

### Section 4

Sections 1, 2, and 3 above notwithstanding, the Association shall not carry any insurance policy on the life of its members nor shall it be required to use its funds to pay any of said insurance policy premiums.

### Section 5

Members shall have the option to elect the Association as their beneficiary.

### Section 6

The Association, when required to do so by any of its members, may act as trustee for and on behalf of said member, and the guidelines or trust agreement, if any, for the administration of same shall be vested in the Executive Committee or the committee established for this purpose.

# ARTICLE XII

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## CODE OF ETHICS

### Section 1

Each and every member of the Association shall:

- a) Conduct themselves in manners consistent with laws of the United States.
- b) Not collaborate or engage in any activity that would violate Federal, State or Local laws of the United States.
- c) Not exhibit acts of aberrant behavior, including, but not limited to, fighting, public intoxication or drunkenness, nuisance, blackmail, gossip, or other practices that may be contrary to this Constitution and Urhobo customs and traditions.
- d) Give due respect to elders and elected or appointed officers.
- e) The association shall treat each member with equal respect regardless of external titles and accomplishments.

### Section 2

Any and all members of the Association are required to deal fairly and in good faith with the Association and with each other, and, shall not, knowingly or unknowingly, undertake or engage in any act intended to defraud or tarnish the credit or moral reputation of the Association or any of its members.

### Section 3

Any member who violates any of the preceding sections of this Article shall be fined, suspended and/or expelled by a simple majority vote of registered members at any meeting upon recommendation of 2/3 majority of members present.

# ARTICLE XIII

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## FINANCE

### Section 1

**Accounts:** The Association is authorized at any time to open account(s) with any bank(s) within the United States.

### Section 2

**Signatories to Accounts:** Any two signatories of member officers authorized to sign any and all checks of the Association shall be required on all checks drawn on any and all accounts of the Association, as stated in Article V of the Constitution.

### Section 3

**Accounting:** The Association shall follow the accounting method used by other non-profit associations or organizations in the United States and any and all amendments thereto.

### Section 4

**Recordkeeping:** The Financial Officers of the Association shall keep proper and adequate records of all financial activities of the Association in accordance with Section 3 of this Article, and shall furnish quarterly and annual financial reports to members, by and through the President.

### Section 5

**Inspection of Books and Records:** Any and all members of the Association shall have the right to (a) review and/or inspect their respective ledger accounts and other accounts they may have upon a 24 hours oral or written notice to the custodian of said records; and (b) review and/or inspect the books and records of the Association upon a seven days oral or written notice to the Executive Committee.

### Section 6

The Association shall use its funds only to accomplish the objectives and purposes specified, except as elsewhere provided in this Constitution, and no part of said funds shall inure, or be distributed to any member of the Association.

### Section 7

The executive and committee members will have the power to spend funds as approved in the budget, excluding miscellaneous line item. Outside the budget, including the miscellaneous line item, up to \$100 could be spent by anyone with the approval of the president in an emergency (between meetings). Otherwise, all expenditures outside the budget must be approved by the house.

# ARTICLE XIV

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## LOANS

### Section 1

The Association shall not grant loans to anyone.

# ARTICLE XV

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## INTERPRETATION AND AMENDMENT OF THE CONSTITUTION

### Section 1

**Interpretation:** All questions of interpretation of the Constitution shall be decided by the Constitution Compliance Committee.

### Section 2

**Amendment:** This Constitution shall be subject to amendment, provided, however, that (a) a motion to review any Article(s), section(s) and/or subsection(s) of any Article(s), shall first be introduced and seconded by any member at any meeting at least 60 days before it is voted on and (b) any amendment(s) of any Article, shall be approved by a two-third (2/3) majority vote of current members, upon recommendation of the review committee establish for this purpose, except as elsewhere provided in this Constitution. A list of current members shall be made available for the vote.

# ARTICLE XVI

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## SEAL OF THE ASSOCIATION

### Section 1

The Executive Committee may select a seal for the Association in such form and design as it may choose. The seal shall bear the name: URHOBO PROGRESSIVE ASSOCIATION.

# ARTICLE XVII

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## COMPENSATION, LIMITATION ON LIABILITIES AND INDEMNIFICATION

### Section 1

No officer shall be entitled to any compensation for services rendered for, or on behalf of, the Association.

### Section 2

Members of the Association may not be considered partners under any circumstance. No member, officer, agent, or employee, if any, of this Association shall be liable for the acts of any other member, officer, agent, or employees, if any, of the Association. No member, officer, agent, or employee (if any) shall be liable for their acts or failure to act under this Constitution, except for acts or omissions arising out of willful misconduct.

### Section 3

Officers of the Association or former officers of the Association shall be reimbursed against the reasonable expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding; in which they or any of them are made parties, or a party, by reason of having been officers of the Association. Except in relation to matters as to which such officers or former officers shall be adjudged in such action, suits, or proceeding to be liable for gross negligence or misconduct in the performance of their duty; and to such matters as shall be settled by agreement predicated on the existence of such liability.

### Section 4

The Association, by a 2/3 majority vote of members present at a meeting may bring a lawsuit, on behalf of the Association to protect its interest. The Association in such instance shall be responsible for all legal fees and court cost associated with the lawsuit.

# ARTICLE XVIII

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## OATH OF OFFICE

### Section 1

The President and all elected officers of the Association shall take the following oath of office on the first Sunday of January in the year following an election, to be administered by the Chairperson of the Electoral Committee:

“We, as elected officers this term, jointly and severally, in the presence of these members, do pledge to work cooperatively with each other and, with any and all members of the Association, for the accomplishment of the objectives of the Association;

To support and forever defend the Constitution of URHOB0 PROGRESSIVE ASSOCIATION, the rights of the Association and of its members, and the rights of the Urhobo Nation.”

# ARTICLE XIX

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## DISSOLUTION

### Section 1

The Association shall use its funds only to accomplish the objectives and Purposes specified in this Constitution. No part of said funds shall inure, or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed, as directed by the Executive Committee, to one or more regularly organized and qualified ethnic, civic, educational, scientific or philanthropic organizations in any city, state or country, which have similar purpose as the Association.