



EFIK NATIONAL ASSOCIATION INC. USA

- ENA -

CONSTITUTIONS AND BYLAWS

Preamble

In joint wisdom, We the people of Efik descent residing here in America, in order to preserve our culture and heritage for our children, and to promote love, peace, unity and prosperity among us, so do endeavor to influence our providence, without any prejudice, do hereby ordain this By-laws for the Efik National Association, Inc. USA

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ARTICLE I

1.01... **NAME OF ASSOCIATION:** Pursuant to the above Mission Statement and the purposes, the

Name of the Association shall be: Efik National Association Inc. USA; a non-profit

Organization hereafter referred to as ENA Inc., USA.

1.02 ...**MISSION STATEMENT:** The Mission of the Efik National Association is to empower the Efik people in the U.S.A by:

- (a) Facilitating the active and effective participation of the Efik people in the USA in the educational, economic, social and humanitarian projects in order to improve the development of Efik community in the United States and Nigeria;
- (b) Encouraging, promoting and preserving the art, custom, and culture of Efik people;
- (c) Educating the broader public on the Efik culture and experiences;
- (d) Fostering love, peace and unity among the indigenous people of Calabar;
- (e) Establishing channels of communication and cooperation among local Efik organizations;
- (f) Promoting and facilitating cooperation and resolve intra-group conflicts within the Efik community.

Pursuant to the above mission and objectives, the Efik National Association will proactively seek, develop and nurture partnerships with non-profit, public, private, educational and African American institutions in the U.S to achieve its mission.

1.03 **ASSOCIATION PURPOSES:** The primary purposes of the Association, among others are:

- (a) To mobilize the Efik people toward active and effective participation in the educational, economic, social and humanitarian projects in order to improve the development of Efik community in the United States and Nigeria;
- (b) To encourage, promote and preserve the art, custom, and culture of Efik people;
- (c) To educate the broader public and the media on the Efik culture and experiences;

- (d) To foster love, harmony, kinship and unity among the indigenous people of Calabar who are of Efik descent and their prosperity and to build a volunteer base organization in the U.S to help better the Efik communities;
- (e) To establish channels of communication and cooperation among local Efik organizations
- (f) To promote and facilitate cooperation and resolution of intra-group conflicts within the Efik community;
- (g) To proactively seek and develop partnerships with not-for-profit public, private, educational, medical, African American institutions as well as other philanthropic organizations;
- (h) To establish and consolidate relationships with prospective supporters and funding providers , establish strategic partnerships with peer organization, develop systematic quality assurance policy, procedures and oversight, and link culturally sensitive resources to the needs within the Efik community;
- (i) To coordinate, integrate, unify and leverage the power of the Association, while at the same time supporting and empowering the local chapters to maintain their identities and strengths;.
- (j) To serve as a greater, louder, common and unified voice for the cause of the Efik community;
- (k) To engage in, and undertake and implement any and all activities legally permitted as provided by acts governing the functions and authority of not-for-profit organizations without limiting the generality of the generality of the above-mentioned purposes.

The purposes of the Association are exclusively charitable. In pursuing such purposes, the Association, its elected representative or its member-organizations shall not act in such a manner as to impair the eligibility of the Association for the exemption under Section (C) 3 of the Internal Revenue Code of 1986.

1.04 ASSOCIATION HEADQUARTERS: The Headquarters and Official Business Address of the Association shall be established as Post Office Box in Houston TX, the State of its Original Incorporation, and shall be manned by a the Houston chapter President or the designated chapter member.

1.05 AMENDMENT OF BY-LAWS: The By-law proposal shall be submitted to the Standing Committee of ENA. The Standing Committee reviews and makes suggestions to the proposed By-law then forward it to the Executive Committee of ENA, and then to the BOT for further action. At any point, if there is a need for correction or additional comment, the Bylaw is sent back to the committee for further review. If there are no further corrections or comments, the BOT presents the Bylaw at the general assembly for a vote at the annual general meeting. The BOARD shall have the power to ratify any or all of the By-Laws, subject to the approval of a 2/3 majority of members present at the Annual General Meeting.

1.06 PROCEDURE TO AMEND BY-LAWS: Any amendments to the By-Laws shall be by way of notice of motion given in advance of the General Annual meeting. Amendments may also be proposed from the floor during Annual General meeting but shall not be deliberated and voted upon until the next Annual General meeting

of members. Proposals shall be made available to every member prior to the upcoming annual general meeting.

1.07....**SUPREMACY:** These By-Laws shall be supreme and shall have binding effect on all members of the Association.

ARTICLE II- CHAPTER

2.01 .ADMISSION OF CHAPTERS:

Membership to the National Association is granted to the Chapter with the full understanding that all Chapters unequivocally embrace the vision and mission of the Association and are committed to spare no effort in the realization of the Efik National Association's goals and ideals as outlined in these By-Laws.

(a) Chapters shall be admitted based upon the recommendation of existing affiliated Local Chapter.

(b) A Local Chapter shall gain affiliation by fulfilling the following requirements:

- (1) Has elected officers
- (2) Has incorporated the Chapter within a year of being admitted to the Efik National Association
- (3) Has at least five members
- (4) Shall be assessed and pay annual membership fees
- (5) Pay a registration fee of one hundred (\$100.00) dollars to the National Association

2.02 TERMINATION OF A LOCAL CHAPTER

Recommendations for the dismissal of a local chapter from

Efik National Association shall be with two-thirds vote of members. Appropriate recommendations for the dismissal of a local chapter shall be presented to the Board of Trustees by the President of Efik National Association. Following the Board's approval, dismissal shall be by two-thirds vote of all members present during the Business Meeting at the annual national convention.

2.03 WITHDRAWAL/RESIGNATION

Any Local Chapter may withdraw from Efik National Association by submitting a written letter of withdrawal to the Board of Directors through the National President, but such withdrawal SHALL NOT relieve the Local

Chapter of the obligation to pay any dues, assessments or other charges therefore accrued and unpaid to date.

2.04 REINSTATEMENT

Upon written request a former Local Chapter may reapply to the Board of Trustees for re-admittance to Efik National Association. The elected President of the Local Chapter shall file such a request to the Board through the National President. The Board shall consider such a request and with a 2/3 majority vote of the members present approve or deny the request.

ARTICLE III - BOARD OF TRUSTEES

3.01: Composition of the Board of Trustees (BOT):

- (a) The Associations' Board of trustees shall have a maximum of nine (9) members
- (b) Nominations for Board Members shall come from Local Chapters to the Election Committee
- (c) The Board of Trustees is the head of the Association and is answerable to the General Assembly.
- (d) The Board of Trustees interprets , monitors, and enforces the constitution of the Association and by-law

3.02: Officers of the Board of Trustees and Their Functions:

a) Chairman

The Chairman Shall:

- i) be the chief spokesperson and head of the BOT, and represent the BOT at all events;
- ii) preside at meetings of the BOT, and be present at the Annual Convention Business meeting;
- iii) with the prior approval of the general assembly, enter into all contracts and agreements on behalf of the Association;

b) Vice Chairman

The Vice Chairman shall:

- i) be the first deputy to the Chairman
- ii) assist the Chairman and carryout all the duties assigned him/her by the Chairman,

- iii) act as Chairman in the absence of the Chairman
- iv) automatically accede to the Chairmanship of the Board in the event the Chairman is unable to discharge his/her duties due to removal from office, death, resignation or inability to reasonably discharge the functions and duties of the office, in accordance with the guidelines on succession as laid down in these by-laws;
- v) be answerable directly to the Chairman.

c) Secretary

The Secretary shall:

- i) keep minutes of all Board of Trustees meetings
- ii) be the custodian of all BOT records;
- iii) handle all internal and external communication of the BOT
- iv) give all notices as required by these by-laws and, generally perform all duties incident to the office of Secretary and any other duties as may be assigned by the Board of Trustees

d) Treasurer

The Treasurer shall:

- i) be the custodian of all BOT funds; and oversee the disbursement and accounting activities of the BOT
- ii) collects and deposit all funds from fundraising activities, and National dues, and make disbursements to meet the obligations of the Association;
- iii) keep full and accurate accounts of receipts and disbursements of funds and render to the Chairman and the Board all financial transactions and fiscal conditions of the Association.

3.03: Tenure of Board Members and Officers of the Board

- a) Each elected Board Member shall serve a term of Three years (3) from date elected.
- b) Elections for officer positions on the Board of Trustees shall be by 2/3 majority vote of all elected Board Members.
- c) At the end of the 3-year term, Board members are eligible for re-election if nominated by a local Chapter.

3.04 : **Vacancies, Removal and Succession of Officers of the Board:**

- a) In case of the inability of an officer to discharge his/her duties due to removal from office, by death, resignation or to reasonably discharge the duties and responsibilities of the office, the Board of Trustees, working with members of the Executive Committee and local Chapters shall conduct a search for a replacement who shall serve the remaining term in the position vacated.
- b) The BOT shall then hold a special election and vote to elect a new Board member from the names of interested and vetted ENA members submitted.

3.05: **.Voting and Tie-Breaking Vote:**

- a) Each Board Member shall be entitled to one vote. In the case of a tie during voting, the presiding officer shall cast the determining vote.
- b) Members in good standing shall have all voting rights granted to them during elections and general membership meetings.

3.06 : **Quorum:**

A Quorum shall constitute a 2/3 majority at any of the following meetings - the Board of Trustees, the Executive Committee or the General Membership meeting.

3.07 : **Action By Consent:**

Any action required or permitted to be taken by the Board of Trustees, or any committee thereof may be taken without a meeting if all members of the Board of Trustees or such committee, as the case may be, consent thereto in writing and the writing filed with the minutes of the proceedings of the Board of Trustees or such committee.

3.08 : **Indemnification of Trustee, Officers and Members**

- (a) The Association shall indemnify any person who was or is or is a party to, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that he or she is or was a trustee, officer or agent of the Association and is or was acting at the request of the Association, against

expenses (including attorney's fees), judgments, fines paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if such individual acted in good faith and in a manner believed to be in the best interest of the Association and with respect to any proceeding had no reasonable cause to believe the conduct to be unlawful.

- (b) The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, in itself, create the presumption that the individual did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any action or proceeding had any reasonable cause to believe that the conduct was unlawful.
- (c) To the extent that a trustee, officer or agent of the Association has been successful in the defense of any action, suit or proceeding referred to in Sub-Sections 8 (a) and (b) above, or in the defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually or reasonably incurred in connection therewith.
- (d) Any indemnification under Sub-Section 8 (a) and (b) of this Article above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the trustee, officer or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sub-Sections 8 (a) and (b) of this Article. Such determination shall be made by the Board of Trustees by a 2/3 vote of Trustees who were not parties to such action, suit or proceeding.

3.09 : **Board Meetings:**

- a) Meetings of the Board of Trustees shall be held at such place, or places or virtually as the Board of Trustees may determine as shall be specified in the notice of any such meeting.
- b) Special Meetings of the Board of Trustees may be called by the Chairman of the Board, by five (5) or more Board Members, or the President of the Executive Committee.
- c) Notice of meetings of each Special Meeting of the Board of Trustees shall be given by the Secretary of the Board at least five (5) days before the day on which the meeting is to be held.

ARTICLE IV- ASSOCIATION AUTHORITY & POWERS

4.01: **Association Powers**

The Association shall have every power which a not-for-profit organization now or hereafter may have.

4.02: All Authority, responsibilities and functions of Efik National Association shall rest with the Board of Trustees. The Board of Trustees shall exercise all legislative authority and shall be the decision-making body of the Association.

4.03 : The Board shall:

- Set all policy guidelines and basic directions of the Association from time to time;
- Approve annual projects, programs and budget for, or any and all ad hoc expenditures of, the Association as shall be presented by the Executive Committee;
- Approve all project financing prior to execution on behalf of the Association
- Present to the general assembly any new chapter that meets the admission requirements for approval, and a 2/3 majority vote shall be required to admit a new chapter to the Association.

Therefore, pursuant to the above, the Board shall:

- a) Have the authority to request the amendment and/or revision of these By Laws with a 2/3 majority vote of the general membership;
- b) Determine and establish rules of proceedings of the Board of Trustees, institute measures to discipline its members for cause and, with the concurrence of a 2/3 majority vote of such members, take whatever punitive measures against its members;
- c) Exercise power to sue, in the protection of its corporate interest through its Chair of the Board of Trustees, attorney-in-fact, officers, attorneys, agents, or representatives and, similarly, to defend itself when sued in defense of its interests against any individual, group of individuals, corporations and/or entities through its President, Directors, attorneys, agents or representatives; and
- d) To represent any individual, group of individuals, association, agency, institution or organization and, similarly, to be represented by its attorney-in-fact, directors, representatives or agents to undertake any and all legal activities and actions in pursuance of the purposes of the Association.

4.04: **Ownership of Association** resources, properties, assets income and accounts shall be vested in the Board of Trustees of ENA Inc., USA to be held in trust for the Association and administered by the Board of Trustees of the Association, in a manner that is in the best interest of the Association.

ARTICLE V – EXECUTIVE COMMITTEE

An Executive Committee shall be established for the day-to-day management of the affairs of the ENA Inc., USA. The Executive Committee shall be the administrative arm of ENA Inc., USA and shall be elected by the General Meeting of the Association at the Annual Convention.

5.01: **Composition of the Executive Committee**

- a) The President of Efik National Association
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) Public Relations Officer
- f) Financial Secretary
- g) Assistant Secretary
- h) Provost
- i) Chapter Presidents (or their Nominees), that has joined the Association on the basis of Articles 2.01b 1-5.

5.02 : **Officers of the Executive Committee:**

The officers of the Association shall handover to his/her successor within 14 days to the end of his/her tenure in office.

a) The President

- a. serve as the Chair of the Executive Committee
- b. serve as the Chief Operating Officer of the Association
- c. be responsible for the general and active management of the operations of the Association insure that all resolutions and orders of the Board of Trustees are effected and implemented subject to the right of the Board to delegate any specific powers as allowed by law.
- d. submit to the Board of Trustees annual reports on the operations , activities and functions of the Association
- e. preside over all meetings of the Executive Committee, and shall be Ex-Officio member of all committees and represent the Association in all events.
- f. is answerable and report directly to the Board of Trustees through the Chairman of the Board.

- g. with the advice and consent of the Board, creates non-elected offices and make appointments to such non-elected offices, e.g. Ad hoc committees for specific purposes as he/she may see fit from time to time;
- h. Presents annual reports on operations, budget and activities/programs of the Association to its general membership once every year at the Annual Convention

b) Vice President

The Vice President of the Executive Committee shall

- i) Serve as the principal deputy to the President
- ii) Assist the President and carry out all other duties assigned him/her by the President
- iii) Act as President in the absence of the President

c) Secretary

The Secretary of the Executive Committee shall

- i) be the custodian of all the Association Records, Documents, Books, any seals which it may adopt and all other written materials.
- ii) Keep the minutes of all meetings of the Executive Committee, Annual Business and the Annual Membership Meeting
- iii) Give all notices as required by law or by these By-Laws of the Association and, generally, perform all duties incident to the office of the Secretary of the Executive Committee and any other duties as may be required by law or these By-Laws, or that may be assigned by the President of the Executive Committee.

d) Treasurer

The Treasurer of the Executive Committee shall:

- i) have the ability to be bonded
- ii) serve as the chief financial officer of the Executive Committee
- iii) collect and deposit all funds due to the Association, payable to the Association and as required by the Board
- iv) Maintain full and accurate accounts of receipts , disbursement of funds authorized by the Board
- v). Submit quarterly financial report to the executive committee and the Board.
- vi) Submit a financial report at the Business Meeting and also to the entire membership at the Annual Convention

e) Public Relations Officer

The Public Relations Officer shall:

- i) serve as liaison between the association and the general public.
- ii) be responsible for publicizing the Board-approved activities of the Association
- iii) work with local Chapters in organizing ENA Inc., USA Annual Convention

f) Financial Secretary:

The Financial secretary shall:

- i) collect all monies and dues on behalf of Efik National Association, Inc., and shall issue an official receipt of all monies collected.
- ii) hand over all monies collected to the treasurer
- iii) maintain record of all financial expenditures
- iv) work with the Treasurer to ensure accuracy of the financial records/report.

g) Assistant Secretary:

The Assistant Secretary shall perform all the official duties of the Secretary in the absence of the Secretary.

h) Provost

The Provost shall:

- i) maintain order at all association's meetings and events.

5.03 TERM OF OFFICE

Members of the Executive Committee shall be elected by the general membership at the General Meeting of the Association during the Annual Convention and they shall serve a two (2) years term for a maximum of two (2) terms consecutively. Any Executive member who has served a maximum of two (2) terms consecutively, must step down from office for at least one (1) term before seeking re-election

5.04 REMOVAL FROM OFFICE

Any officer of the Association or Ad Hoc Committee member who refuses and/or neglects to carry out definite decisions of the Association or fails to perform duty as expected of him or her, without any justification, shall be voted out of office and replaced temporarily by the Board of Trustees and subject to ratification at the next General Meeting of the Association.

No defaulting member shall be so removed from office without being given an opportunity for fair hearing. The decision to remove and replace a defaulting officer shall be taken at a General Meeting of the Association on a motion supported by a 2/3 majority of members present and voting.

5.05 EXECUTIVE COMMITTEE MEETINGS

Meetings of the Executive Committee shall be held at such a place, or places or virtually as the members of the Executive Committee may determine as shall be specified in the notice of any such meeting.

Executive Committee meeting shall be attended by the members of the National Executive Committee. Notice of such meetings shall be given by the Secretary of the Executive Committee at least five (5) days before the day on which the meeting is to be held.

5.06 QUORUM

At an Executive Committee Meeting, a 2/3 majority of members shall form a quorum.

5.07 ACTION BY CONSENT

Any action required or permitted to be taken by the Executive Committee or any ad hoc committee thereof may be taken without a meeting if all members of the Executive Committee or ad hoc committee, as the case may be, consent thereto in writing and the writing filed with the minutes of the proceedings of the Executive Committee or such committee.

ARTICLE VI - ANNUAL MEETINGS

6.01 MEETINGS

The Association shall hold the following types of meetings:

- i. National Executive Meeting shall be attended by the members of National Executive Committee and the President of local Associations or their representatives at least quarterly
- ii. General meetings and Annual National Convention shall be attended by all members. The Annual General meeting is an opportunity for the Association's leadership to present Annual Report, its vision, goals and objectives for the coming year and receive feedback on past performance. As part of the deliberations, the general membership may make recommendations for consideration by the Board of Trustees and the Executive Committee.
- iii. The General meeting and Annual National Convention shall be held once a year, on the last weekend in July.
- iv. The Annual Convention shall rotate among the local Chapters
- v. Board of Trustees shall attend and participate in the Annual Convention meetings. The President shall present to the Board of Trustees at these meetings an Annual

Report of the Association.

6.02 CONDUCT OF MEETINGS

All meetings of the Association shall be chaired by the President, or in the President's absence, by its Vice President. The Secretary of the Association, or in the Secretary's absence, an Assistant Secretary, shall act as Secretary of the Association's meetings. In the absence of the Secretary or Assistant Secretary, the Chairperson of the meeting shall appoint any member to act as Secretary of the meeting.

6.03 ORDER OF MEETING

The following shall be the order of business at each member's meeting: (a) Call to Order by the Chairperson, (b) Reading of the minutes, (c) Reading of Executive Committee Annual Report, (d) Treasurer's State of Financial Report, (e) Old Business, (f) New Business, (g) Election (if indicated) and (h) Adjournment.

6.04 NOTICE OF MEETINGS

Notice of the Association's meetings shall state the place, day, and hour of the meeting. The notice may be given personally, by mail, e-mail, fax, or by other means accessible to members.

6.05. QUORUM

The presence of a 2/3 majority of the persons who are entitled to vote at any meeting of the Members shall constitute a quorum. Unless otherwise provided in the By-laws, if a quorum is present at the time an act is done or a resolution is taken, such act or such resolution shall be the act or resolution of the Association if passed by a 2/3 majority of all the Members present.

ARTICLE VII - ELECTIONS & VOTING

7.01 ELECTIONS

- (a) All elections will be conducted every two years during an annual convention.
- (b) Contestants must be Nigerian, Efik, has a commitment toward the Efik cause and exhibit proven community leadership skills.
- (c) Contestants must be at least twenty one (21) years of age and must be present at the election venue.
- (d) Any member convicted of any crime shall not run for the office of the President, Vice President or Treasurer, and may not be appointed to the Board of Trustees. Any issue related to criminal conduct shall be evaluated on a case by case basis as determined by the Board of Trustees.

7.02 VOTING RIGHT

Members in good standing shall have all voting rights granted to them.

7.03 ELECTORAL PROCESS

(a) The President shall constitute the Election Committee of members nominated by each of the chapters subject to ratification by the Board of Trustees six months before the election.

(b) Members shall send their nominations to the Election Committee at least 90 days before the election date.

(c) Members must be physically present to vote or be voted for.

ARTICLE VIII - AUTHORITY TO EXECUTE INSTRUMENTS

8.01 NO AUTHORITY /ABSENT SPECIFIC AUTHORIZATION

Unless authorized by a 2/3 majority vote of the Members, no one shall have the power or authority to bind the Association to a contract or engagement or to pledge the Association's credit or to render it liable in anyway, for any purpose, or in any amount. The association shall pursue legal action against any offender.

8.02 EXECUTION OF CERTAIN INSTRUMENTS

Any and all documents, contracts, promissory notes, deeds of trust, mortgages, pledges, and all other evidence of indebtedness of the Association, all certificates and all other evidence of ownership of assets of the Association shall be signed or endorsed by the Chairman of the Board of Trustees or in the absence of the Chairman by Vice Chairman and the Board Secretary, upon approval of such by 2/3 majority of the Board of Trustees.

ARTICLE IX - RECORDS AND ADMINISTRATION

9.01 MINUTES OF ASSOCIATION MEETINGS

The Secretary or in the absence of the Secretary, the Financial Secretary of the Association shall maintain the Association record books. The minutes of all meetings shall show the proceedings and the names of those present.

9.02 BOOKS OF ACCOUNT AND ANNUAL REPORTS

The Treasurer or in the absence of the Treasurer, the Assistant Treasurer of the Association shall maintain current true, accurate and impeccable financial records of all financial transactions of the Association in accordance with generally accepted accounting best practices. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, expenses, and charges in fund balance sheets for all funds. At least five years of all records, books, and annual reports of the financial activity of the Association shall be kept by the secretary at the end of each fiscal year.

9.03 ASSOCIATION SEAL

The Executive Committee may at any time adopt, prescribe the use of, or discontinue the use of, such

Association seals as it deems desirable, and the appropriate officers shall cause such seals to be affixed to such documents as the Executive Committee may direct.

ARTICLE X – DUES

10.01 REGISTRATION FEES

A one-time registration fee of one hundred dollars (\$100.00) per Local Chapter shall be paid to the National Association.

10.02 ANNUAL DUES

- a) Each Local Chapters shall pay Annual Dues of \$50.00 x total members of its chapter to the National Association. Payment due Annually on May 31st.
- b) Each Local Chapter shall pay \$300.00 Annual Convention fee to the National Association by May 31st.

10.03 DEFAULT AND TERMINATION OF MEMBERSHIP

When any Local Association shall be in default in the payment of dues, Membership may be barred from voting on issues until all dues are paid up.

ARTICLE XI – BUDGET

11.01 FISCAL YEAR

The Association's fiscal year shall begin on the 1st day of August of every year and shall end on the 31st. day of July of the following year.

11.02 ASSOCIATION BUDGET

The President of the Executive Committee shall present a budget for the association's activities to the BOT of ENA, Inc for their review and endorsement prior to ENA Convention. Then at each annual meeting of the Association, the president shall present the Board endorsed budget for the Association's projects and activities for the next fiscal year for approval by the members. A vote of 2/3 majority of all members present is required to approve a budget.

11.03 ASSOCIATION BANK ACCOUNT

- a) Two (2) accounts shall be established with a national bank for the Association.
 - i) An Operating Account for the day to day running of the association's business by the executive committee
The signatures to this account are: 1. President, 2. Treasurer and VP who shall only sign in the absence of the President.
 - ii) Main Account, for the deposit of all dues, donations, monies raised from fundraising activities, etc.

The signatories to this account are: 1) Board Chair Person, 2) Board Secretary, 3) Board Treasurer.

- b) The Main Account with all the funds raised etc. shall be controlled by the BOT.
- c) The Board shall allocate funds from the Main Account to the Operating account as approved for the day to day running of the association's business by the executive committee.
- d) There shall be two signatures on any Association check for procurement of services and services rendered.

ARTICLE XII - PARLIAMENTARY AUTHORITY

12.01 QUESTIONS OF ORDER

Questions of order shall be decided in accordance with the Robert's Rules of order. The provost shall serve as the parliamentarian to maintain order.

ARTICLE XIII – CONFLICT RESOLUTION

13.01 The Executive Committee shall constitute a Standing Mediation Committee subject to approval by the BOT

13.02 The Mediation committee shall:

- i) Mediate all conflicts between Members, Chapters, and ENA as the case may be.
- ii) Maintain confidentiality in all its deliberations and decisions

13.03 Arbitration by the Mediation Committee shall be binding on all parties.

ARTICLE XIV - ADOPTION OF *INITIAL* BY-LAWS

The foregoing revised By-laws were adopted by the Members on the.....day of July 2013, signed by the following ENA Board Members., and attested/ certified by a member in good standing:

(President) NAME: _____

SIGNATURE _____

(Vice-President) NAME _____

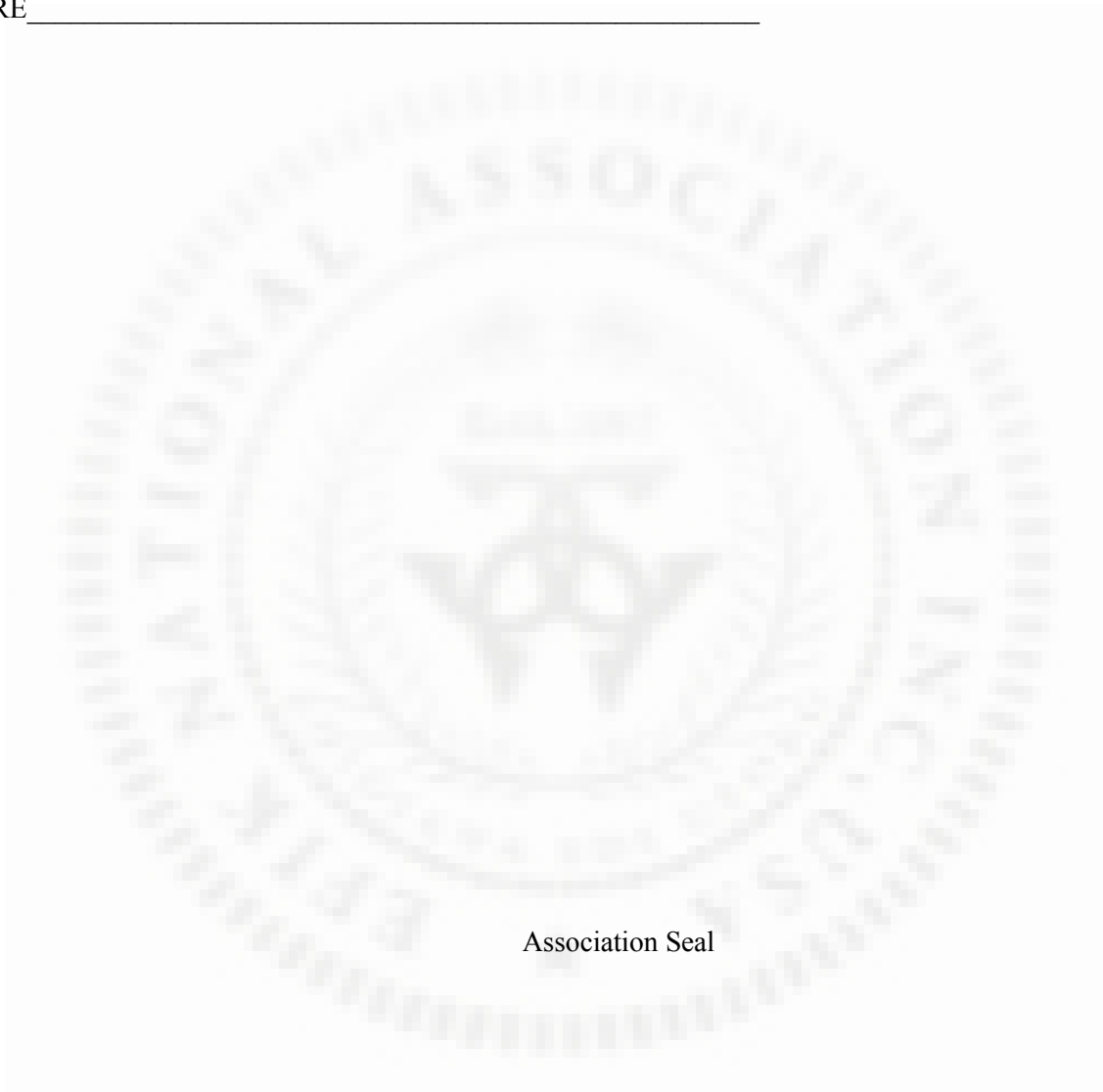
SIGNATURE _____

(Secretary) NAME _____

SIGNATURE _____

Attested to, and certified by (Member) NAME _____

SIGNATURE _____



Association Seal