



BYLAW

RELATING TO THE CONDUCT OF AFFAIRS OF THE

NIDO AMERICAS CALGARY CHAPTER ASSOCIATION

(“NIDOA CALGARY”)

Resolution of the General Membership of NIDO Americas Calgary Chapter Association

We the undersigned, HEREBY CERTIFY that the following special resolution was passed by a 75% majority of the votes cast by members in good standing in attendance at the Annual General Meeting of NIDO Americas Calgary Chapter Association ('NIDOA Calgary'), held at Calgary, Alberta on the 8th day of July, 2017 for which a minimum of twenty one (21) days notice was given to every member.

“BE IT RESOLVED:

1. That proposed amendments to NIDOA Calgary’s Bylaw (the “Bylaw”), in the form as presented to the Annual General Meeting be and are hereby adopted; and
2. That the Board of Executives of NIDOA Calgary (the “Board”) be and are hereby authorized and instructed to make any incidental changes (such as spelling, grammatical, numbering and reference changes) to the amended Bylaw as may be required, that the Board be and are hereby authorized to make such further changes to the amended Bylaw as may be required by the Registrar of Corporations with respect to the filing of the amended Bylaw and that any changes made to the amended Bylaw by the Board be reported to the General Membership in a timely manner.”

Attached to this Certificate is a true copy of the amended Bylaw of NIDOA Calgary as approved and adopted pursuant to the aforesaid Special Resolution of the Members of NIDOA Calgary.

DATED at Calgary, Alberta this 19th day of NOVEMBER, 2017.



Signature:  Name: <u>TEMITOPE ESAN</u>	Office/Position <u>President</u>
Signature:  Name: <u>OGHENEORUNLE ETO</u>	Office/Position <u>ASSISTANT SECRETARY</u>

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BYLAW

A Bylaw relating to the conduct of the affairs of

NIDO AMERICAS CALGARY CHAPTER ASSOCIATION

WHEREAS NIDO Americas, Inc. is a continental not-for-profit corporation pursuant to the Laws of the District of Columbia, United States of America;

WHEREAS NIDOA Calgary is a chapter of NIDO Americas, Inc.;

WHEREAS NIDO Americas, Inc. amended its Bylaw in 2013 (the “Continental Bylaw”);

AND WHEREAS NIDOA Calgary desires to amend its local Bylaw to be consistent with the changes in the Continental Bylaw;

NOW THEREFORE BE IT ENACTED that the following Bylaw as set out be the Bylaw of NIDOA Calgary.

ARTICLE I. - DEFINITIONS AND INTERPRETATIONS

Section 1.01 Definitions

In this Bylaw, unless the Continental Bylaw otherwise defines the term, the following definitions shall apply:

- (a) “Appointees” means Committee members, Council of Advisors and any person or group of persons entrusted by the General Membership or the Board of Executives to perform specific duties for the Organization on a volunteer basis.
- (b) “Conduct detrimental to the Organization” means repeated misconduct or criminal convictions.
- (c) “Member” means a person accepted into the membership of the Organization in accordance with section 5.01.
- (d) “Member in good standing” means a member who must have (i) attended at least one (1) of the general membership meetings of the Organization in a calendar year; (ii) fully paid up annual dues.
- (e) “NIDO Americas, Inc.” means the continental Organization known as the Nigerians in Diaspora Organization Americas (NIDO Americas), Inc.
- (f) “NIDO Americas Calgary Chapter Association” means the Calgary Chapter of NIDO Americas, Inc.
- (g) “Organization” means NIDOA Calgary.

- (h) “Professional” means a person with a skillset in any field who has had a minimum of two years post-secondary education.

Section 1.02 Interpretation

In this Bylaw, unless the context otherwise requires, the following interpretations shall apply:

- (a) Wherever reference is made to any section of this document, such reference shall be deemed to extend and apply to any amendment or any re-enactment of such section as the case may be;
- (b) Words importing singular number or masculine gender shall include the plural or the feminine gender as the case may be and vice versa;
- (c) The headings of articles and sections of the Bylaw are inserted for convenience of reference only and shall not affect the construction or interpretation of the Bylaw;
- (d) Words importing or referring to person or persons shall include natural persons only and shall specifically exclude corporations, partnerships, trusts, incorporated and unincorporated organizations; and
- (e) The language of communication for NIDOA Calgary shall be English.

Section 1.03 Mission Statement

- (a) NIDO America’s mission is to promote the spirit of patriotism, networking and cooperation among Nigerians in the Diaspora, for their individual and collective success in the countries of the Americas where they reside, and to mobilize the vast resources of manpower and machinery toward building a greater Nigeria.
- (b) In addition to the above, NIDOA Calgary’s mission is to connect Nigerian professionals in Calgary to maximize potentials.

Section 1.04 Objectives

The Organization shall engage in activities, render services, organize itself and mobilize its resources in a manner that is most conducive to its financial viability and its status as a not-for-profit corporation to:

- (a) Achieve its objectives as indicated in its Articles of Incorporation;
- (b) Provide a forum for research, discussion, networking and exploration of new businesses, educational and investment tips or ideas for members;
- (c) Build and operate a database of members and make such database available to the public and private sectors;

- (d) Enhance confidence in the labour and business market in the Americas and in Nigeria with respect to engaging Nigerian professionals and businesses;
- (e) Provide educational, scientific and investment tips or ideas to benefit Nigerian professionals;
- (f) Encourage collaboration among Nigerians based on pressing economic, educational, social and cultural issues facing Nigerians;
- (g) Encourage research, education and the involvement of business and scientific community, Industry, Government and others in the promotion of business and investment in Nigeria and the Americas;
- (h) Educate Nigerians and the public at large concerning the business and investment opportunities in Nigeria and the Americas;
- (i) Enhance the image of Nigeria with a view to promoting business, travel and investment opportunities;
- (j) Celebrate the success of Nigerian professionals and their contributions to the national economies of their host countries;
- (k) Seek, encourage and/or leverage the talents of Nigerian professionals wherever possible; and
- (l) Raise and receive funds for the support and enhancement of the purposes stated above.

Section 1.05 Participation in Political and Other Activities

- (a) No substantial part of the activities of the Organization shall consist of promoting propaganda at all, or attempting to influence legislation in Canada, except as otherwise provided by charitable organization provisions of the Canada Revenue Agency and the Income Tax Act, and the Organization shall not participate in, or intervene in the publishing or distribution of statements in opposition to any occupant of public office at all, or engage in any political campaign on behalf of, or in opposition to, any candidate for public office in Nigeria.
- (b) Notwithstanding the above, any officers and members may participate in any political process on the individual officer or member's time and in compliance with all applicable jurisdictional laws and regulations, codes and law provided the officers and members does not use the Organization's name, information or property.
- (c) However, all members, officers or those in NIDOA leadership shall avoid any political opportunity that may connote or imply a conflict of interest or an appearance thereof.

- (d) No NIDOA assets, funds, services, time, equipment and or facilities shall be used or contributed, whether directly or indirectly, to any politician or candidate for political office, political party, political action committee (PAC), or any political cause without the prior written approval or the Board.
- (e) This section applies to all and any resources belonging to NIDOA Calgary and include but are not limited to the following: speech, monetary contributions, appearances, consulting, campaigning, or advertisement and endorsement.
- (f) This section applies regardless of whether an officer or member believes that the laws of Canada allows such political activities.
- (g) If any member or officer of NIDOA Calgary, nominated, elected or appointed at any level of, and on the platform of NIDOA Calgary to represent the Organization at any event, forum, conference, seminar, or to give a speech, at a local, national or at international event, if compensated, that member or officer shall remit at least thirty percent (30%) of any net per diem, honorarium, payments or appearance fee to the NIDOA Calgary account.
- (h) Any violation of section 1.05 shall attract disciplinary measures in accordance with Article VII.

ARTICLE II. - STRUCTURE OF THE ORGANIZATION

Section 2.01 Organs of the Organization

The Organization shall comprise of the following structure (see Appendix A):

- (a) The General Membership;
- (b) The Board of Executives (“the Board”);
- (c) Standing Committees; and
- (d) Legal Advisor.

Section 2.02 General Membership

- (a) The General Membership shall be the highest decision-making body of the Organization.
- (b) It shall have broad powers over the policies and agendas of the Organization exercised in general meetings. Such powers would include but are not limited to:
 - (i) Ratify resolutions presented by the Board of Executive and receive approved annual budgets as information;

- (ii) Ratify all amendments to the NIDOA Calgary's Bylaw, policies and procedures;
 - (iii) Ratify the election of members of the Board to fill vacancies;
 - (iv) Determine the structure of NIDOA Calgary's representations at the NIDO Americas' Board of Trustees;
 - (v) Review and adopt annual reports of the Organization;
 - (vi) Formulate rules, procedures and policies that govern investment of the Organization's funds.
 - (vii) Formulate each year or as often as the Board shall deem necessary, a standing policy on activities such as fundraising activities in support of NIDOA Calgary projects and events, selection of projects for funding and/or implementation, mobilization of Nigerian communities and the general membership of the Organization for support of its programs and activities; and
 - (viii) Such other matters as affect the policies and agendas of the Organization.
- (c) The members of NIDOA Calgary in good standing shall constitute the General Membership.

Section 2.03 The Board of Executives

- (a) The Board of Executives of NIDOA Calgary shall consist of the following core officers:
 - (i) President
 - (ii) Vice President
 - (iii) General Secretary (Secretary)
 - (iv) Assistant General Secretary
 - (v) Treasurer
 - (vi) Financial Secretary
 - (vii) Public Relations Officer
- (b) In addition to the core officers mentioned above, the Organization may elect members to the positions listed below:
 - (i) Social Secretary

- (ii) Provost
- (c) The Board of Executives of NIDOA Calgary may include one or more Ex-Officio member.
- (d) Notwithstanding the above, the Organization may also create additional offices, merge or modify existing ones, or abolish them altogether by a resolution at a general meeting of the Organization called for that purpose.

Section 2.04 Standing and Ad Hoc Committees

- (a) The following standing Committees may be created by the Organization:
 - (i) Membership Committee;
 - (ii) Mentorship Committee;
 - (iii) Ethics and Disciplinary Committee; and
 - (iv) Events Committee.
- (b) In order to expedite the mandate, goals and responsibilities of NIDOA Calgary, the Board or the General Membership may, at their discretion, establish Ad Hoc Committees. The specific function of such Committees would be to make recommendations to the Board or the General Membership. Once appointed, each member must share in the responsibilities of his or her Committee.
- (c) The functions of each Committee and terms of reference shall be determined by the Board or the General Membership prior to or at the creation of the Committee.
- (d) The Chairman of the Committee shall be NIDOA Calgary members in good standing at the time of their appointment who are willing to volunteer their time and services to promote the interest and benefit of the Organization.
- (e) Upon its establishment, and where a Chair was not appointed by the Board or the General Membership, it is the responsibility of the committee to appoint a Chair.
- (f) The Chair of each Committee shall at his/her own discretion or by request of a majority of the members of that Committee, convene meetings.
- (g) All Committees shall appoint a secretary who will be responsible for recording and maintaining the minutes of its meetings.
- (h) Matters referred to a Committee shall be addressed expeditiously within a stipulated time frame, barring which the Committee would be deemed to have failed/renegeged on its duties, except where the Chair of the Committee requests and is granted an extension by the Board or the Organization.

- (i) A summary of the decisions taken at all Committee meetings shall be presented at a meeting of the Board or General Membership as required.
- (j) The term of office for members of the Committees shall be determined upon establishment and included in their Terms of Reference.
- (k) A person may serve in more than one Committee at the same time.
- (l) Members of Committees shall be members of the Organization in good standing.
- (m) Members of Committees shall not be entitled to remuneration but are entitled to reimbursement and compensation for their reasonable out-of-pocket expenses made while serving the interest of the Organization.
- (n) Committees shall make recommendations to the Organization or the Board on matters submitted to it but such recommendations shall not be binding on the Organization or the Board.
- (o) The Council of Advisors shall be an Ad Hoc Committee of the General Membership and:
 - (i) Members shall be persons of the highest social standing and personal integrity; and
 - (ii) May be given delegated authority from the General Membership to make final decisions on disputes referred to it.

Section 2.05 Legal Advisor

- (a) the Legal Advisor shall be appointed by the Board and ratified by the Organization;
- (b) the Legal Advisor shall be a lawyer who is admitted to the Bars of Nigeria and Alberta and shall possess considerable experience in law practice and knowledge of the history and affairs of the Organization;
- (c) the Legal Advisor shall hold office as such for a period of two years and may be reappointment for one or more subsequent terms of two years;
- (d) the Legal Advisor may resign or withdraw at any point from such position after due consultation with the Board, provided that the Legal Advisor may not withdraw or resign in a manner that may harm the legitimate interests of the Organization;
- (e) The Board may ask for the resignation of or terminate the appointment of the Legal Advisor if it is able to establish a conflict of interest or anti-NIDOA activities;
- (f) the Legal Advisor shall assist the Organization and the Board with legal matters referred to him/her in connection with the Organization;

- (g) the Legal Advisor may be retained by the Organization to advise, appear for and represent the Organization in legal matters whether administrative or judicial in nature, and may recommend another lawyer of reasonable competence to be retained to represent the Organization on specific legal matters;
- (h) the Legal Advisor shall treat the affairs of the Organization with the highest level of confidentiality;
- (i) any work done by the Legal Advisor, whether prior or subsequent to the execution of these bylaws shall be deemed to have been done with proper authority of the Organization; and
- (j) the Legal Advisor shall advise the Board of any costs or financial responsibility of the Organization prior to incurring it.

ARTICLE III. - POWERS, FUNCTIONS AND DUTIES OF THE BOARD OF EXECUTIVES

Section 3.01 Responsibilities of the Board of Executives

- (a) The Board shall be responsible for the day-to-day administration of the Organization.
- (b) The Board shall prepare an annual report which, together with the annual reports of the Committees, shall be available to the members of the Organization in such manner, as the Board shall determine.
- (c) The Board shall determine the strategic direction of the Organization.
- (d) The Board may make policies for the operation of the Organization.
- (e) The Board may propose, receive and approve amendments to the Bylaw and other policies and procedures of the Organization for final ratification by the General Membership.
- (f) The Board shall approve the Organization's annual financial Budgets for final ratification by the General Membership.
- (g) The Board shall plan and convene the Annual General Meeting (AGM) of the Organization.
- (h) The Board shall review reports from Committees and recommend action to the AGM.
- (i) The Board may organize fundraisers and/or other events and may establish means of raising funds for the support and enhancement of the Organization. The Board

may propose for approval by the General Membership rules, procedures and policies that govern such events.

- (j) The Board may initiate and maintain necessary insurance and may establish and maintain appropriate investment vehicles that provide adequate protection and coverage for the Organization's funds, property, and other assets. For greater certainty, the Board shall only initiate and pursue financial investments and projects that have a conservative but growth driven objective on behalf of the Organization with the approval of the General Membership pursuant to this Bylaw.
- (k) The Board may execute initiatives that are local in focus.
- (l) The Board shall have the power to discipline and to recommend that disciplinary actions be taken against any of its members.
- (m) The Board shall, unless inconsistent with this bylaw, have the ultimate responsibility for the coordination of the activities of all other organs whether the organ is already in existence or yet to be established. The Board shall have oversight responsibility over all organs to ensure that the bylaw and other constating documents are complied with.
- (n) The Board shall be the primary guarantor of the integrity of all regulatory and constating documents of the Organization.
- (o) The Board may delegate any of its functions to a Committee provided that the Board retains the power to supervise the execution of such delegated function, and that such delegation is not otherwise inconsistent with the provisions of this bylaw or any statute of the Organization.
- (p) The Board shall approve special projects and programs for ratification by the General Membership.
- (q) The Board shall approve the membership dues for ratification by the General Membership.
- (r) The Board shall recommend auditor(s) to the General Membership.
- (s) The Board may undertake any other tasks as directed by the General Membership.
- (t) There shall be a contingency fund of two thousand dollars (\$2000.00) accessible to the Board of Executives for contingency expenses. The use of this fund shall be reported in the annual financial report.

Section 3.02 Board Meetings

- (a) The Board shall hold meetings prior to general meetings or as called by the President or as often as necessary for an effective discharge of their duties.

- (b) A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.
- (c) Board meetings may be face-to-face, by video-conferencing, skype, teleconference, or any such audio-visual or audio telecommunication technology as are determined appropriate for a meeting by the Board of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in-person at a meeting.
- (d) A Board member shall attend all meetings held by the Board, except in cases of emergency.
- (e) The Board shall make decisions by way of a simple majority of the Board members participating in the meeting, except where otherwise specified in this bylaw.
- (f) Each officer shall have one vote at a Board meeting.
- (g) The President shall cast the tie-breaking vote for a decision in the event of a tie in voting.
- (h) The minutes of the Meeting shall be recorded.
- (i) Any action required or permitted to be taken by the Board may be taken without a meeting of all members if the Board members consent in writing to the adoption of a written resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed as the minutes of the proceedings of the Board.
- (j) A vote of a majority of the Board members present at the time of the vote, if a quorum is present at the time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the members present shall adjourn the meeting until a quorum is obtained.
- (k) Any vacancies on the Board arising at any time and from any cause may be filled at any meeting of the Board by a majority of the members.
- (l) The member so elected shall serve until the next Board election.
- (m) Where the vacancy is not filled before the next General Membership meeting, the Board may appoint any member of the Organization in good standing to fill the vacancy until the next General Membership meeting at which the vacancy will be filled through the normal election process.
- (n) Upon the moving of a motion for adjournment, the President shall adjourn the meeting. Any business may be brought or dealt with at any reconvened meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

Section 3.03 Resignation of Board Member

- (a) An elected Board member who wishes to relinquish his/her duties shall give thirty (30) day written notice to the Secretary. In the case of the Secretary, such notice shall be given to the President.
- (b) The notice shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Secretary or the President as applicable.
- (c) The acceptance of a resignation by the Organization shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Board member.

Section 3.04 Removal of Board Member

- (a) A Member in good standing may submit a petition in writing to the Secretary or his/her designate to remove a Board member providing specific reasons for such petition. The petition must be supported by at least one (1) other Member in good standing.
- (b) A Board member may be impeached and removed at any time for cause, such as Conduct detrimental to the Organization or conflict of interest, by a vote of two-thirds (2/3) of the Members in good standing in attendance at a meeting of the General Membership.
- (c) Once the required two-third majority vote is obtained, the Board member in question ceases to be part of the Board. If the required two-third majority vote is not obtained the petition must be dismissed.
- (d) For the purpose of impeachment or removal of a member of the Board, the Organization shall follow the process outlined below and the Ethics and Disciplinary Committee shall be instructed to investigate the allegation:
 - (i) A petition to remove a Board member must be presented to the Secretary or his/her designate, signed by a minimum of two (2) Members in good standing citing specific reasons;
 - (ii) The Secretary shall refer the petition to the Ethics and Disciplinary Committee to carry out an investigation to determine the merits of the petition and the appropriate cause(s) of action. The Committee may hear from the respondent Board member.
 - (iii) A minimum of twenty-one (21) days written notice of the petition shall be given to the General Membership either independently or with the usual meeting notice.

- (iv) The petition shall be discussed at the next meeting of the General Membership of which not less than twenty-one (21) days written notice has been given to the General Membership.
- (v) Upon receiving the report of the Ethics and Disciplinary Committee, the Secretary shall notify the respondent Board member including the date of the meeting in which the petition will be discussed.
- (vi) The notification shall be done by read receipt e-mail, sent at least seven (7) days prior to the date a vote on the matter would be taken at a meeting of the General Membership.
- (vii) At the General Membership meeting, the Ethics and Disciplinary Committee shall report its findings.
- (viii) The respondent Board member shall be afforded an opportunity for response.
- (ix) Upon the completion of the discussion, a vote will be taken by secret ballot.
- (x) A two thirds (2/3) vote of majority of Members in good standing in attendance shall be required to impeach or remove the Board member.

Section 3.05 Qualification and Tenure

- (a) A candidate for membership of the Board shall be at least 18 years of age.
- (b) Membership of the Board shall be for a two (2) year term, subject to re-election for one more term at the AGM.
- (c) Notwithstanding the above, a member may be elected to serve in another office, but may not serve in the same office for more than two consecutive terms of two (2) years each.
- (d) Any Board member elected to fill an unexpired term, whether resulting from the death, resignation, removal, or created by an increase in the number of Board members, shall hold office until the next election.
- (e) No member of the Board may hold more than one office simultaneously.

Section 3.06 The President

The President shall:

- (a) Be the head of the Organization.
- (b) Preside over all General, Executive, and Extraordinary (Emergency) meetings of the Organization.

- (c) Represent the Organization on all official occasions or appoint a representative if and when he/she is unable to fulfill the role.
- (d) Be a liaison between the Organization and other Chapters of NIDO Americas.
- (e) Set up the goals and programs for the year to be presented at the first executive meeting for approval by the Board.
- (f) Upon the approval by the Board, present the programs for the year, in review, to the membership in a general meeting for ratification.
- (g) Direct the Secretary to convene a meeting when necessary.
- (h) Sign the approved minutes of the previous meeting as the correct record of proceedings.
- (i) Be member of all Standing Committees or appoint a surrogate.
- (j) Exercise general supervision over all other officers to ensure they comply with the responsibilities of their offices.
- (k) With prior approval of the Board, enter into contractual agreement(s) on behalf of the Organization.
- (l) Sign all internal documents pertaining to the office of the President.
- (m) Be a signatory to the Organization's bank account.

Section 3.07 The Vice-President

The Vice-President shall:

- (a) Assume the position, power and duties of President in the his/her absence.
- (b) Monitor and coordinate matters referred to Standing or ad-hoc Committees.

Section 3.08 The Secretary

The Secretary shall:

- (a) Be the clerk of the Organization.
- (b) Coordinate the activities of the organization and be responsible for the Organization's Secretariat.
- (c) Keep all records, documents and correspondences of the Organization.
- (d) Take minutes of all executive, general and special meetings.

- (e) Release such minutes to the membership within a timeframe set by the Organization.
- (f) In consultation with President, convene meetings and prepare the agenda.
- (g) Keep and maintain membership list and attendance register.
- (h) Keep the registration of the Organization with the government current, and comply with all regulatory requirements to keep the Organization in good standing with the government or government agencies.
- (i) Be responsible for all external correspondences, including letters of recommendation for members, as directed by the President or the Board. The Secretary and President must sign such correspondence.
- (j) Keep custody of the organization's seal, and may use it on external correspondences.
- (k) Give or serve all notices (including notices of Board meetings) of the Organization, and shall perform all the duties incidental to the office of the Secretary.

Section 3.09 The Assistant Secretary

The Assistant Secretary shall:

- (a) Assume the position of Secretary in the absence of or whenever the Secretary is unable to fulfill the role.
- (b) Perform other duties as directed by the Secretary as and when necessary.
- (c) Be responsible for organizing special events and during each general meeting of the Organization.
- (d) Work with the Provost to obtain the attendance register of each General/Executive Meeting.

Section 3.10 The Financial Secretary

The Financial Secretary shall:

- (a) Be the custodian of all financial records, ledgers, or documents dealing with the finances of the Organization.
- (b) Collect all the funds due to the Organization and issue receipt.
- (c) Keep or cause to be kept full, up-to-date and accurate accounts and records of receipts and disbursements of the Organization including evidence of indebtedness and other financial documents of the Organization.

- (d) Tender financial report twice a year.
- (e) Transfers all funds due to the Organization, which must be channelled through him/her, to the Treasurer for banking and keep the bank monthly statements.
- (f) Transfer funds collected to the Treasurer within 48 hours of collecting the funds.

Section 3.11 The Treasurer

The Treasurer shall:

- (a) Be the custodian of all funds received on the Organization's behalf.
- (b) Give account of the Organization's funds at every General Meeting as contained in a current bank statement.
- (c) In conjunction with the Financial Secretary, explore avenues of financial support for the Organization.
- (d) Deposit or cause to be deposited all moneys received on the Organization's behalf, in the name and credit of the Organization within two business days of the receipt of such funds in such banks as the Board may designate.
- (e) Issue receipts to the Financial Secretary upon the receipt of all funds.
- (f) Keep the Organization's bank cheque books and all financial documents so related.
- (g) Assist in preparing annual budget in consultation with the Financial Secretary and other members of the Board.

Section 3.12 The Social Secretary

The Social Secretary shall:

- (a) Co-ordinate the organization of social and cultural activities on behalf of the Organization.
- (b) Issue reports of events undertaken for the Organization to the Board within 14 working days.
- (c) In conjunction with the Board, explore avenues of financial support for the Organization.
- (d) Liaise with the Public Relations Officer for the advertisement of the Organization's social events.

Section 3.13 The Public Relations Officer (PRO)

The Public Relations Officer (PRO) shall:

- (a) Be responsible for publications of the Organization such as Membership Directory, NIDOA Calgary Newsletter, advertising and other communications as may be directed by the Board.
- (b) Serve as the Editor of those publications if they are undertaken.
- (c) Liaise with the Social Secretary in the course of his/her duties.
- (d) Liaise with website administrator to update/maintain the website relating to NIDOA Calgary.

Section 3.14 The Provost

The Provost shall:

- (a) Be the Chief Whip at all meetings.
- (b) Enforce order at general meetings based on the Code of Conduct.
- (c) Take orders from the President as to the enforcement of rules and regulations governing the conduct of members during meetings.
- (d) Be assigned other duties by the President as the need arises.
- (e) Take attendance in the register at general/executive meetings.
- (f) Notify the general meeting of any absenteeism or lateness.

Section 3.15 Ex-Officio member

The Ex-Officio member shall:

- (a) be the immediate past or have served as the President of NIDOA Calgary;
- (b) assist the Board in decision making by making recommendations based on experience; and
- (c) be assigned other duties by the Board as the need arises.

ARTICLE IV. - RENUMERATION

Section 4.01 Official Positions

The positions of Board members, Officers or Committee members shall not be paid positions.

Section 4.02 Compensation for Professional Services and Disbursements

- (a) Notwithstanding the above, a Board member, Officer or Committee member is authorized to receive a reasonable compensation for services to the Organization rendered when authorized by the Board and only when so authorized.
- (b) Board members, Officers or Committee members may be reimbursed for reasonable expenses incurred in the course of engaging in their duties, including without limitation, travel and lodging expenses.

ARTICLE V. - MEMBERSHIP

Section 5.01 Eligibility for Membership

A person is a member of the Organization if the person:

- (a) Is a Nigerian national or married to a Nigerian national or otherwise qualifies for Nigerian Citizenship under the Constitution of the Federal Republic of Nigeria;
- (b) Is a professional as defined in this Bylaw;
- (c) Approved for membership by the Board in accordance with the values and principles of NIDOA Calgary in particular and NIDO Americas in general; and
- (d) Has fully paid up annual membership dues as at when due.

Section 5.02 Membership Process

- (a) An Applicant for membership may apply to the Board in the Organization's Application Form to become a member of the Organization.
- (b) The General membership may, in its discretion, determine by resolution that Applications shall be accompanied by a non-refundable application fee of \$25;
- (c) All applications for membership shall be considered in the most expeditious manner to avoid undue delays, and the determination of the Board shall be communicated to the applicant within two (2) months from the date the Board received such application.
- (d) Upon meeting the conditions in this section, and receipt of formal communication from the Board, a person whose application for membership has been approved by the Board becomes a member of the Organization and NIDO Americas and shall have all rights, privileges and obligations as every other member except as otherwise provided in Article VIII.
- (e) In instances where the Board exercises its rights and denies an application for membership based on its findings, the Board shall provide in writing to the Applicant, the reasons for its decision to deny the application.
- (f) A record of such letter of denial of application shall be kept on file.

- (g) Denial of membership application does not preclude a resubmission of application by the person at a future date if the prospective Applicant can demonstrate that the grounds for previous denial no longer exists or that the decision to deny was based on incomplete factual information.
- (h) All resubmitted applications must undergo the normal membership application review process.
- (i) The Board may in its discretion and under specific terms and conditions, delegate all or a part of the membership process, including considering membership applications, to the Membership Committee.

Section 5.03 Cessation of Membership

- (a) A person shall cease to be a member of the Organization and NIDO Americas if the person:
 - (i) Fails for two (2) years to pay his/her annual dues, with the exception of a person to whom the Board grants a relief from cessation of membership;
 - (ii) Applies to the Board in writing with a clear statement of his/her desire to terminate his/her membership in the Organization and in that case cessation of membership is effective on the date that the Board receives such application for withdrawal of membership; or
 - (iii) Is expelled from the Organization, in accordance with section 7.03 for Conduct detrimental to the Organization.
- (b) A person who ceases to be a member may restore his or her membership only by reapplying to become a member of the Organization.
- (c) A reapplication by a person who has ceased to be a member of the Organization shall be subject to the terms and conditions for membership specified in sections 4.01 and 4.02 above. In such circumstance, the Board is at liberty to take into consideration the quality of the previous relationship between the Organization and such former member in evaluating his/her membership re-application.
- (d) A person reapplying for membership does not need to pay any application fee again if the reapplication occurs within 2 years of the cessation of membership.
- (e) In cases where application for re-admission into the organization is successful, such a former member shall, as a condition of resuming membership in the organization, pay all dues and other levies owed to the Organization prior to cessation of members (up to maximum of 2 years from the date of cessation of membership).

Section 5.04 Membership Dues

- (a) Dues are payable after the application for membership is accepted.

- (b) Annual dues are due and payable on the first day of January of a fiscal year.
- (c) The annual dues payable by every member shall be \$100 per person. Members who are full time students shall pay 50% of the applicable dues.
- (d) Remittances of fees and dues from the Organization to NIDO Americas' account shall be made according to the procedures set out by NIDO Americas.

Section 5.05 Other Fees

- (a) To the extent possible, NIDOA Calgary shall fund its activities and events through membership dues and fundraisers.
- (b) If additional fees are required to carry on the business and affairs of NIDOA Calgary or for any special purpose, the Board may, upon subsequent ratification by a majority vote of members present at a duly constituted General Meeting, levy special fees which shall be payable by each member in such amounts as shall be determined by the Board.
- (c) Notwithstanding the above, a contingency fund in the amount of one thousand dollars (\$1000.00) shall be set aside for emergency disbursements between AGMs. The purpose and nature of such emergency disbursements must be pre-approved by the Board.

Section 5.06 Membership Card

Every member of NIDOA Calgary in good standing shall be issued a membership card, when prepared, under the signature of the President and the Secretary.

ARTICLE VI. - MEMBERSHIP MEETINGS

Section 6.01 General Membership Meetings

- (a) The general membership meeting of the Organization shall be convened at least once per quarter.
- (b) Notwithstanding the above, the President may call for a special meeting if the Board finds it necessary to do so.

Section 6.02 Annual General Meeting (AGM)

- (a) An AGM of NIDOA Calgary shall be held during the quarter of a calendar year on such a day as the Board or General Membership may by resolution determine.
- (b) Awards or recognition may be made at the AGM or at other NIDOA Calgary social events.

Section 6.03 Powers of the General Membership in Meetings

- (a) At any meeting of the General Membership, the General Membership may exercise all the powers ascribed to that organ of the Organization in section 2.02 including:
 - (i) Power to remove a member of the Board in accordance with section 3.04;
 - (ii) Fill vacancies that might have occurred either due to a removal or resignation or absence of a member of the Board.
- (b) In any case, where there is vacancy under the foregoing circumstances, the election of members to the Board shall be conducted or ratified only at the Annual General Meeting.

Section 6.04 Procedural Matters

- (a) Except as otherwise agreed by the General Membership, the proceedings of all meetings shall be in accordance with the Roberts Rule of Order.
- (b) The President shall prepare the agenda for every meeting of the Organization and transmit it to the Secretary, who shall make it a part of the notice of the meeting.
- (c) Every member of Board shall however, be at liberty to suggest an item for the agenda, in addition to such items as the President shall determine to be appropriate.
- (d) At all meetings of the Organization, the President shall preside, except:
 - (i) in a General Meeting where the removal of the President is on the agenda for the meeting;
 - (ii) in a Meeting where the President is absent in which case the Vice-President shall preside and in his or her absence, the General Secretary.
- (e) On any resolution submitted to any meeting of the Organization, the General Meeting may:
 - (i) "Amend" the resolution provided that the presiding officer of the meeting rules that the proposed amendment does not substantially vary the terms of the resolution as circulated to the membership. There shall be no appeal from the ruling of the presiding officer;
 - (ii) "Approve" the resolution;
 - (iii) "Disapprove" or "reject" the resolution;
 - (iv) "Refer" the resolution either to the Board or to some other standing or adhoc committee of the Organization; or
 - (v) Take "no action or position" on the resolution.

Section 6.05 Notice of Meetings

- (a) Notice stating the date, time, place of meeting, and the general nature of the business to be transacted shall be given to each member of the Organization at least fourteen (14) days prior to the date that a general membership meeting shall hold.
- (b) Notwithstanding the above, at least two (2) days notice may be required for a special meeting.
- (c) Members shall be notified of any meeting by email and /or telephone provided by the receiving member.

Section 6.06 Quorum

- (a) At any meeting of members of the Organization a quorum shall consist of at least 5 members in good standing, other than the Board members, present at the commencement time of the meeting as stated in the notice of the meeting.
- (b) No financial business shall be transacted at any meeting unless the requisite quorum is present at the commencement of the meeting.
- (c) In case of a special meeting, when the requisite quorum is not formed, the meeting shall be postponed for two weeks during which the meeting shall proceed with any number of members present.
- (d) In the absence of the President, Vice President and Secretary, members in attendance shall nominate a member in good standing to chair and another member to prepare a record of the proceedings of the meeting.
- (e) No financial business shall be transacted at any meeting in the absence of the President and Secretary.

Section 6.07 Voting

- (a) At any meeting, every member present in person who is entitled to vote shall have one vote by show of hand.
- (b) Notwithstanding the above, secret ballot shall be the preferred mode of voting at elections and or on controversial questions.
- (c) The Board shall determine the manner of voting at each meeting that pertains to matters involving a Board member.
- (d) Where voting is carried out at a teleconference meeting, a voice vote or 'online' voting or electronic voting shall be used. Where voice vote is used members present

at the meeting will be expected to call in a “yea” or “nay” vote on any question that is the subject of a vote.

- (e) After the ballot, the Chairperson or any member present in person may request that a poll of members present be taken. Unless a poll is so required or demanded, a declaration by the Chairperson of the meeting that a resolution had been “carried” by a particular majority or “not carried”, shall be prima facie evidence of the fact without prove of the number or proportion of the votes recorded in favour of or against such resolution. An entry shall be made to this effect in the minutes of the proceedings of the meeting.
- (f) A request for a poll-of-members-present may be withdrawn at any time prior to carrying out the request.
- (g) A poll required on any question or motion shall be taken in such manner as the chairperson of the meeting shall direct.
- (h) Each member in good standing who is present in person shall be entitled to one vote on any questions raised by a member in good standing.
- (i) The poll on the question or motion shall be decided by a simple majority of members in good standing that are in attendance at any meeting of the members.

Section 6.08 Chairperson’s Vote

In the case of a tied vote at any meeting of members, either upon a ballot or a poll, the chairperson of the meeting shall be entitled to cast a deciding vote.

Section 6.09 Adjournment of Meetings

The Chairperson shall, upon the moving of a motion for adjournment by the general membership, adjourn the meeting. Any business may be brought or dealt with at any reconvened meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

ARTICLE VII. - DISPUTES AND CORRECTIVE MEASURES

Section 7.01 Dispute Resolution

- (a) The Board shall have the power and responsibility for settlement of disputes or disagreements among members or between a member and the Organization, where such dispute or disagreement arises pertaining to matters covered in the Bylaw and any other guidelines of the organization or in connection with the performance of functions or enjoyment of rights arising in connection with the Bylaw and any guidelines of the organization or otherwise relating to matters of interest to the Organization.

- (b) The power of the Board to resolve disputes includes the power to call for a meeting of the aggrieved members and mediate the dispute between the aggrieved persons.
- (c) An aggrieved member may bring a dispute for resolution by way of a written complaint directed to the Board in the first instance.
- (d) The Board may delegate its power to resolve disputes to a Committee.
- (e) The Board shall establish rules and procedures to govern the resolution of disputes.
- (f) If the dispute is not resolved at the first instance, any of the parties or the Board may refer the dispute to the Council of Advisors of the Organization.
- (g) The Council of Advisors shall make the final decision on the dispute.

Section 7.02 Disciplinary Measures

- (a) Disciplinary action may be taken by the General Membership against any member or members of the Organization who have exhibited conduct detrimental to the Organization.
- (b) Any member or members of the Organization who have exhibited conduct detrimental to the Organization may, in accordance with the gravity of the conduct, be:
 - (i) Issued a warning or reprimand;
 - (ii) ordered to pay a monetary penalty;
 - (iii) make restitution of property or money;
 - (iv) give an apology;
 - (v) suspended;
 - (vi) imposed a combination of any or all of paragraphs (i) to (v);
 - (vii) or expelled.
- (c) The Board shall establish guidelines for determining the appropriate amount of monetary penalty and the period of suspension.
- (d) The Board shall have the final responsibility for the enforcement of any disciplinary measure imposed on any Member of the Organization.

Section 7.03 Procedure for Disciplinary Measures

- (a) A Member in good standing may submit a petition in writing to the Board to take a disciplinary action providing specific reasons for such petition. The petition must be supported by at least one (1) other member in good standing.
- (b) The Board shall refer the matter to the Ethics and Disciplinary Committee to carry out an investigation to determine the merits of the petition and recommend the appropriate cause(s) of action in a Report to the Board. The Committee may hear from the respondent member.
- (c) If the Board finds from the Report that there is not sufficient evidence to support the petition, and if so recommended by the Ethics and Disciplinary Committee, the Board shall dismiss the complaint and promptly inform the petitioners and the respondent.
- (d) If the Board finds from the Report that there is sufficient evidence to support the petition, and a disciplinary measure is recommended by the Ethics and Disciplinary Committee, the Secretary shall notify the respondent member of the result of the investigation and the date and time of a meeting of the General Membership at which the petition will be discussed and voted upon.
- (e) Notification shall be done by return receipt e-mail, sent at least seven (7) days prior to the date a vote on the matter would be taken at a meeting of the General Membership.
- (f) The petition shall be discussed at the next meeting of the General Membership of which not less than twenty-one (21) days written notice has been given to the General Membership.
- (g) A minimum of twenty-one (21) days written notice of the petition shall be given to the General Membership either independently or with the usual meeting notice.
- (h) At the General Membership meeting, the Ethics and Disciplinary Committee shall report its findings and the respondent member will be afforded a period for response.
- (i) Upon the completion of the discussion, a vote will be taken by secret ballot. A two thirds (2/3) vote of majority of Members in good standing in attendance shall be required to impose a disciplinary measure on any member of the Organization.
- (j) Once the required two-third majority vote is obtained, the disciplinary measure becomes effective and enforceable against the respondent member. If the required two-third majority vote is not obtained the petition shall be dismissed.
- (k) In the case of suspension, a suspension will be for a period of time commensurate with the egregiousness of the conduct.
- (l) A member who is undergoing a disciplinary measure will not be eligible, for the period of the disciplinary measure, to:

- (i) be a member of the Board;
 - (ii) vote at any Annual General Meeting;
 - (iii) be nominated for any position on the Board; or
 - (iv) be a member of any NIDO Americas Committee including a conference committee.
- (m) At the expiration of the period of the disciplinary measure, the member will not be eligible to be nominated for or be appointed to any position on the Board or Committees for a period of a further one (1) year.
- (n) The disciplinary measure shall be reviewed by the Board at each Board meeting until the expiry unless:
- (i) the member is expelled; or
 - (ii) the member resigns from the Organization.

ARTICLE VIII. - ELECTION

Section 8.01 Dates of Election

Election to the Board shall be conducted every two years at the Annual General Meeting in the first quarter of a calendar year.

Section 8.02 Electoral Committee

The General Membership shall appoint an adhoc Electoral Committee comprising: One Chief Returning Officer (CRO) and two other members at the first general meeting of the calendar year. These members shall not be among those seeking for an elective office.

Section 8.03 Nomination and Election

- (a) A month before the NIDOA Calgary AGM, a member may nominate another member for an elective office. The nomination must be seconded and accepted by the nominee. The members involved must be in good standing with the Organization.
- (b) Notwithstanding subsection 5.02(d) no person shall contest or vote in an election for an office in the Organization less than six (6) months after becoming a member.
- (c) A member must have attended at least three of the last six of the organization's general meetings to be eligible to contest election for an office in the organization.

- (d) The contestants for elective offices shall address the General membership at the AGM on their manifesto. The duration of each address shall be determined by the CRO.
- (e) Each member in good standing shall be entitled to one ballot provided by the CRO, excepting that if there is only one nominee for each position, such a nominee shall be declared “elected unopposed.”
- (f) Votes for elective offices shall be cast in person. There shall be no proxy or absentee ballot.
- (g) Each office shall be filled by the nominee receiving the most votes.
- (h) In case of a tied vote, a run-off election shall be conducted at the same meeting. The procedure for the run-off elections shall be determined by the electoral committee and approved by the General Membership present at the AGM.

Section 8.04 Handover of Office

- (a) The newly elected Board and Committee shall assume office following the election.
- (b) All files, documents, monies and properties of the Organization must be handed over to the new Board or Committee by outgoing Board or Committee within two weeks of assuming office.

ARTICLE IX. - FINANCIALS

Section 9.01 Fiscal Year

The fiscal year of NIDOA Calgary shall be January 1st to December 31st of each year.

Section 9.02 Bank Account

- (a) NIDOA Calgary’s bank accounts shall be located in Calgary, Alberta.
- (b) The Board may decide on any bank within the City of Calgary.

Section 9.03 Audit

- (a) NIDOA Calgary’s financial accounts shall be audited annually at the end of the fiscal year.
- (b) The auditors shall be the Audit Committee comprising two members in good standing, who are not members of the Board, elected at the AGM by a simple majority.

ARTICLE X. - SPECIAL EVENTS

Section 10.01 NIDOA Calgary's Special Events

- (a) The following are special events that are either solely organized by NIDOA Calgary or which NIDOA Calgary would fully participate in organizing and commit its members to participate:
 - (i) NIDOA World Conference;
 - (ii) Nigeria's Diaspora Day;
 - (iii) NIDOA Trade & Business Forum;
 - (iv) NIDO Americas Annual General Meeting and Special Events;
 - (v) NIDO World Special Events (maximum of 2 events per annum);
 - (vi) Career Guidance Workshop;
 - (vii) Professional Dinner;
 - (viii) Mentorship events; and
 - (ix) Any other event determined by the General Membership.
- (b) The organization, funding, management and reporting procedures for these Special Events shall be guided by provisions of this Bylaw and any other guidelines as determined by the Board.

ARTICLE XI. - RELATIONSHIP WITH OTHER ORGANIZATIONS

Section 11.01 Relationship with Other Nigerians in Diaspora Organizations

- (a) NIDOA Calgary may collaborate and work in partnership with other country-based and/or continent-based Nigerians in Diaspora Organizations for the implementation of projects and events of common strategic interest.
- (b) The nature of NIDOA Calgary's involvement shall be determined by the Board and approved by the General Membership at a General meeting preceding the commencement of its involvement with any organization that is the subject of such partnership.
- (c) All other involvement shall be according to the Guidelines on project prioritization and implementation as set out by the Board.

Section 11.02 Relationship with Other Organizations, NGOs & Businesses

- (a) NIDOA Calgary may cooperate with other organizations, NGOs and businesses whose visions, goals and operations are consistent with the vision and goals of NIDOA Calgary.
- (b) The nature of NIDO Calgary's involvement shall be determined by the Board and approved by the General Membership at a general meeting preceding the commencement of its involvement with any organization that is the subject of such partnership.
- (c) All other involvement shall be according to the Guidelines on project prioritization and implementation as set out by the Board.

ARTICLE XII. - AMENDMENT OF BYLAW AND DISSOLUTION

Section 12.01 Amendment of Bylaw

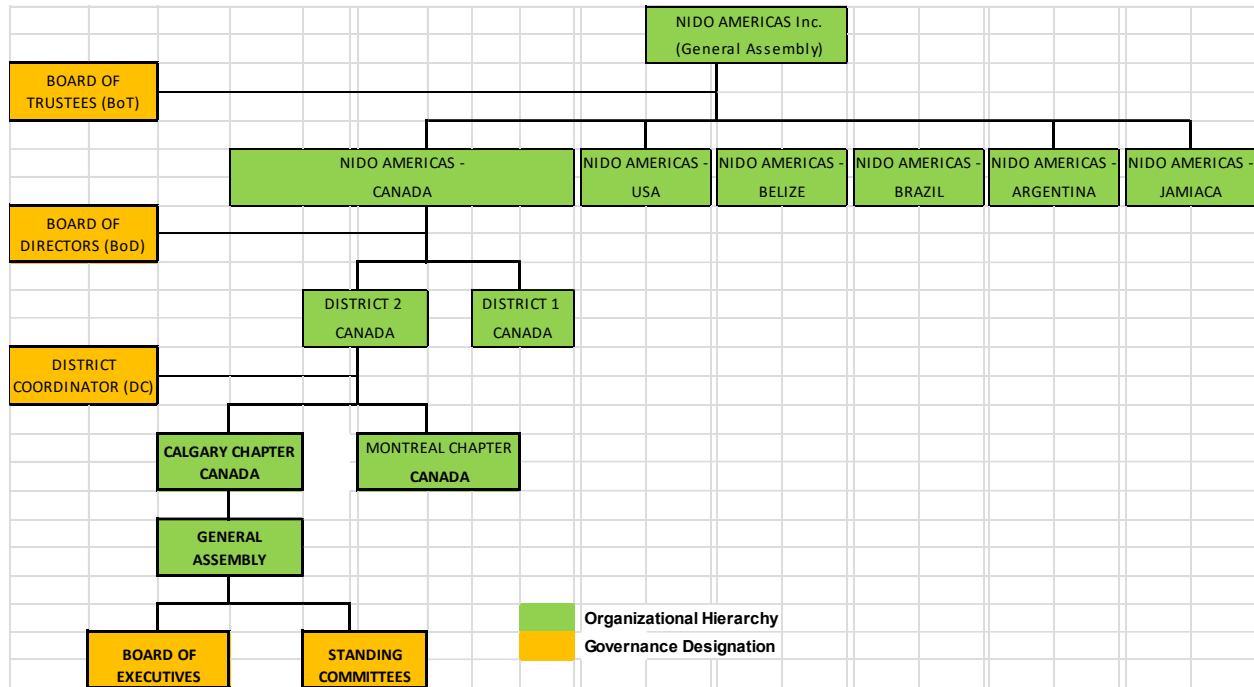
- (a) The Board, or any member or group of members of the Organization in good standing may propose amendments to the Bylaw.
- (b) Such proposal shall be debated and voted on at a General Meeting, provided that the Board of Executives receives the proposal from a member or group of members in respect of an amendment.
- (c) Upon receipt of the proposal, the Board may request further information regarding the proposed amendment, but in any event, shall include in the Notice for the next General Meeting a notice to the effect that an amendment shall be tabled at the General Meeting.
- (d) Amendment to the Bylaw shall be adopted by two-third (2/3) of the Members in good standing present and voting in a General Meeting duly called in accordance with this Bylaw in which the amendment occurs.
- (e) Any notice of a meeting of the Members at which this bylaw is to be amended, repealed, modified or restated shall include notice of such proposed action.
- (f) A minimum of twenty one (21) days' notice of the meeting shall be given to every member in accordance with this Bylaw.

Section 12.02 Dissolution

- (a) In the event of the dissolution of NIDOA Calgary, all assets of the Organization shall be donated to other country-based and/or continent-based Nigerians in Diaspora Organizations with similar objectives, or a charity/non-profit organization determined by two-third (2/3) majority of members in good standing at the AGM preceding its dissolution.

- (b) Where an AGM could not be held, the decision in regards to the distribution of the assets of the Organization may be decided by a simple majority vote of the members of the Board.

Schedule A: Structure of the Organization



Schedule B: Code of Conduct and Operating Procedures for Members, Appointees and Board of Executives

WHEREAS, members of NIDOA Calgary are professionals from whom are expected a high standard of behaviour;

AND WHEREAS, Members of the Board of Executive of NIDOA Calgary are entrusted with the General Membership's mandate through the election process. Appointees are also entrusted by the General Membership or the Board of Executive to perform specific duties for the Organization. Elected members and Appointees therefore occupy various official positions in the Organization as Officers.

NOW THEREFORE BE IT ENACTED that the following Code of Conduct and Operating Procedures ("Code of Conduct") are intended to provide guidance on the moral, ethical and behavioural standards of Members and Officers in connection with, or having a bearing on, the responsibilities of appointees and elected officers of the Organization.

1 Application of the Code of Conduct

1.1 The Code of Conduct applies to all Members and Officers of the Organization.

2 Basic Standard of Conduct

2.1 Officers are accountable for their actions and, as such, decision-making and governance issues shall be as transparent as possible except on occasions, and for the period, that confidentiality is required.

2.2 Officers shall carry out the mandate of the Organization to the best of their ability and judgment, and to maintain the highest standards of integrity.

2.3 Officers shall not abuse, or be perceived as abusing, the privileges of their office or exhibit inequitable conduct in their individual and group decision-making.

2.4 Officers are jointly liable for their decisions taken jointly and communicated, as appropriate, in a unified manner in the name of the particular organ.

2.5 An Officer shall not be absent in more than 2/3 of scheduled meetings or events in a calendar year. If this requirement is not met then membership of the Officer to that particular organ shall be reviewed.

2.6 An Officer shall exercise adequate control and supervision over matters for which he or she is individually responsible.

2.7 If an Officer feels that he or she requires further guidance or assistance in their role, they have a duty to inform the Board and actively develop plans for fulfilling the duties of his or her office on an individual or group basis.

- 2.8 Members and Officers shall observe the highest standards of moral, ethical and behavioural conduct.

3 Conduct of and Procedure for Meetings

- 3.1 The Secretary or an appointee of the President shall call Board and General Membership meetings. Notices of meeting shall be approved by the President and circulated through an officially accepted medium.
- 3.2 The President or his/her appointee shall be the chairperson at all Board and General Membership meetings.
- 3.3 Deliberations shall occur respectfully with members taking turns in contributing views on issues being discussed. Members and Officers should treat their colleagues with courtesy and respect, without harassment, physical or verbal abuse.

4 Protection of Confidential Information & Social Media

- 4.1 In accordance with the Bylaw, the Board shall have the responsibility to protect the security of any confidential information provided to, or generated by, the NIDO organization worldwide.
- 4.2 Electronic mail communications of the Board, Committees and General Membership business must be restricted to members of such organs at all times.
- 4.3 Confidential information must be protected at all times in all social media or discussion group postings and/or communication. Members must obtain consent of the Organization from the Board, and any other person involved, prior to posting such confidential information or a member's information on any social media or discussion group.
- 4.4 Officers shall not use, or disclose to others, confidential information to which they have access, for personal purposes.
- 4.5 Any contravention of this section shall be referred to the Ethics and Disciplinary Committee for resolution.

5 Public Statements

- 5.1 All media contacts, responses and external relations shall originate from the Public Relations Officer and approved by the President.
- 5.2 Officers, when making public statements or speaking to the media on the Organization's matters, shall ensure that the statement is consistent with the Organization's objectives and has the appropriate message and the mandate to make the statement.

6 Conflicts of Interest

- 6.1 Officers shall not carry out their responsibilities for personal advantage.
- 6.2 Officers shall not exert any influence to gain any preferential treatment for themselves or their family members or friends.
- 6.3 Officers shall avoid any situation involving a conflict, or the appearance of a conflict, between their personal interests and the performance of their official duties.
- 6.4 If such a conflict arises, the Officer shall promptly inform the Board and withdraw from participation in decision-making connected with the matter.
- 6.5 If the conflict is potential rather than actual, the Officer shall seek the advice of the Ethics and Disciplinary Committee in respect of whether they should withdraw from the situation that is creating the conflict or the appearance of conflict.
- 6.6 Members who have personal or professional interests outside the Organization, or are part of another political or social association, that advocates views or positions contrary to the Organization's objectives and policies, shall not be elected or appointed to official positions.
- 6.7 A member or Officer who has personal or professional interests that conflicts with the best interest of the Organization on an issue must declare those interests at the beginning of any meeting where such issue will be discussed. If a conflict of interest arises during a meeting, the member or Officer may be asked to leave the room until the matter is considered and decided upon.

7 The Ethics and Disciplinary Committee

- 7.1 A minimum of three (3) members shall be appointed to the Ethics and Disciplinary Committee.
- 7.2 The Committee shall provide guidance on ethical and behavioural aspects of conduct, including those of appointees to ad-hoc or permanent committee or projects.
- 7.3 The Committee shall consider any alleged misconduct and any matters referred to it by the Board or the General Membership.
- 7.4 The President or his/her appointee, if not under consideration, shall be the Chairperson of the Ethics and Disciplinary Committee.
- 7.5 If the conduct of a member of the Ethics and Disciplinary Committee is under consideration the member shall not participate in deliberations concerning the matter.

- 7.6 The Committee shall make reasonable efforts to hear from the respondent member and shall, in all cases, provide respondent member the opportunity to present his or her views.
- 7.7 If a majority of the Committee members finds sufficient evidence in support of the petition and taking into account the nature and seriousness of the allegations and the respondent member's testimony and prior record, the Committee shall make recommendations on the disciplinary measures to be issued by the Organization.
- 7.8 The Committee may make any or a combination of the following recommendations:
 - 7.8.1 issuance of a written reprimand or warning;
 - 7.8.2 A written or oral apology;
 - 7.8.3 Restitution of property or money;
 - 7.8.4 Monetary penalty;
 - 7.8.5 Suspension for a period of time;
 - 7.8.6 Removal from office; or
 - 7.8.7 Expulsion from the Organization.
- 7.9 If the Committee could not decide on the appropriate measure to be recommended, the matter shall be referred to the General Membership for decision by vote.
- 7.10 If a majority of the Committee members finds insufficient evidence in support of the petition, the Committee shall make a recommendation to dismiss the petition.

8 Procurement & Purchasing

- 8.1 Request for Quotes
 - 8.1.1 Prior to purchasing tangible assets or services (e.g., real estate, equipment and materials), quotes shall be obtained from at least two separate sources.
 - 8.1.2 All procurements shall be made by competitive bidding except in cases where particular vendors are the sole vendors of a given item or service or where a vendor is preferred on the basis of membership of the Organization or such similar cases.
- 8.2 Ad-Hoc Procurement Committee

- 8.2.1 Notwithstanding section 8.1, procurements or services less than \$2000.00 may be sole-sourced by an ad-hoc Procurement Committee appointed by the Board.
- 8.2.2 Where such appointments are made before a General Membership meeting can take place and because of the time-sensitive nature of the procurement, the appointments must be presented for approval by the General Membership at the next general meeting.

8.3 Award of Contract

- 8.3.1 The terms of the contract, including price and other conditions, shall be negotiated with the contractor for the most advantageous position that meet the specified needs of the Organization.
- 8.3.2 A member or Officer who has personal or professional interests must declare those interests at the beginning of any meeting to award a contract. If a conflict of interest arises during the meeting, the member or Officer may be asked to leave the room until the contract is considered and decided upon.

8.4 Delivery, Inspections, and Payment

- 8.4.1 Products or services must be delivered as agreed in the contract between the vendor and the Organization. The Organization reserves the right to claim damages for a breach of the contract including for delayed delivery beyond the specified delivery deadline.
- 8.4.2 The appropriate Officer or Committee shall inspect all products or services delivered by the vendor to ensure that they meet the requirements and conditions stipulated by the Organization. Only products and services which pass such inspections will be accepted. When necessary, inspections may also be carried out during the performance or process.
- 8.4.3 Payment will be made following acceptance of the product. However, other payment methods may be considered and agreed upon in cases where a long time period is required for production or performance, or where other special circumstances exist.

8.5 Confidentiality

- 8.5.1 Proprietary information obtained during the course of any transaction shall be subject to strict confidentiality on the part of the responsible Officers of the Organization and the vendor.
- 8.5.2 Such information shall not be disclosed to any third party unless otherwise specifically authorized in writing.