

ARTICLE I

NAME

The name of this corporation shall be the NIGERIAN AMERICAN PUBLIC AFFAIRS COMMITTEE State (NAPAC-State) hereinafter referred to as ~~NAPAC STATE~~NAPAC CAL.

ARTICLE II

Principal Office and Address

The principal office of ~~NAPAC STATE~~NAPAC CAL shall be located in (LOCATION IN STATE), USA or at any such place that the Board of Directors shall so designate.

ARTICLE III

Organization

~~NAPAC STATE~~NAPAC CAL shall be a voluntary Non-Profit Corporation organized as a political organization, in a manner consistent with section 527 of the Internal Revenue Code of 1986 and any Treasury Regulations promulgated thereafter. The Corporation is being established as a Non-connected Political Action Committee under the Federal Election Campaign Act subject always to the provisions of the Article IV of the document. The Committee shall engage political activities as well as other advocacy activities aimed at empowering the larger Nigerian community

~~NAPAC STATE~~NAPAC CAL shall exercise all powers conferred by the laws of the State of (STATE) upon corporations. It may engage in any lawful act or activity not in conflict with the foregoing, for which the Corporation may be formed under the (STATE) Non-Profit Corporation Act.

Notwithstanding any provision of these Articles to the contrary, no part of the net earnings of ~~NAPAC STATE~~NAPAC CAL shall inure to the benefit of any private director or individual.

~~NAPAC STATE~~NAPAC CAL shall be responsible to NAPAC Region #___(See NAPAC USA Bylaws for appropriate designated region).

To be recognized as a NAPAC USA affiliated organization, all organizations seeking affiliation shall register and be certified by the established process of NAPAC USA for recognizing such organizations.

All NAPAC Affiliated Organizations herein called LOCAL CHAPTER(S) shall be represented at the NAPAC (State) Executive Council, by the President of their respective local chapter.

ARTICLE IV

Purposes and Powers

Section 1. The purpose of ~~NAPAC STATE~~NAPAC CAL is to:

- A) Work within the Federal, State, and Local Electoral process to further the established goals of the Corporation through direct involvement supporting or opposing candidates for political office.
- B) Research, debate, investigate and take positions on issues that directly or indirectly impact the

Nigerian American community in the United States of America as may be further defined and expressed by these Bylaws.

- C) Promote and solicit voluntary contributions in a manner consistent with applicable Federal and State laws to support political parties and to influence the nomination and election of qualified candidates for political offices in the United States. Particular emphasis will be given to candidates who have taken positions, which generally are in the best interest of the Country of Nigeria, Nigerian-Americans, the Committee and its members; and as further enumerated in Article II of these Bylaws
- D) Educate Nigerian-Americans and other interested parties about the civic responsibilities and political governance of the United States of America.

To further these purposes, NAPAC (State) shall solicit, directly or indirectly, accept, voluntary personal contributions, and make expenditures in connection with the selection, nomination, or election of any individual to any Federal, State or Local office.

Section 2. ~~NAPAC STATE~~NAPAC CAL, its officers and sub-Committees, shall possess and may exercise all powers and privileges set forth in these bylaws or incidental thereto, together with all powers and privileges necessary or convenient to the conduct, promotion, or attainment of the purposes of ~~NAPAC STATE~~NAPAC CAL or these bylaws.

ARTICLE V

Executive Council

To avoid the perception of any conflict of interest issues, any member of the Executive Council that chooses to run for elected office shall resign from the Executive Council.

- A) *Duties and Responsibilities:*** ~~NAPAC STATE~~NAPAC CAL shall be managed by an Executive Council that shall have general responsibility for carrying out policies; and shall implement activities consistent with the purpose and goals of the Corporation and these Bylaws; and in compliance with Federal, State and Local laws and regulations. Only active members of ~~NAPAC STATE~~NAPAC CAL can serve as a member of the Executive Council.

Consistent with Article IV, the Executive Council shall develop guiding principles for the expenditures of Committee funds. The Executive Council shall retrospectively review all social welfare commitments to ensure compliance with ~~NAPAC STATE~~NAPAC CAL's guiding principles. All expenditures must be approved by the Treasurer and ratified by the Executive Council. All members of the Executive Council shall be notified periodically of all contributions or donations received by the Treasurer.

- B. *Composition:*** The Executive Council shall have seven active members.

C. Selection and Terms: Members of the Executive Council shall be chosen by majority vote of active members of that State and shall serve for a term of two years, renewable once by an election process for a total of four years.

D. Removal, Resignation and Vacancies: Members of the Executive Council may be removed by a majority vote of active ~~NAPAC STATE~~NAPAC CAL members present at a ~~NAPAC STATE~~NAPAC CAL meeting for cause. If a vacancy occurs as a result of removal, resignation, or any other valid and verifiable reason, a replacement shall be chosen by the Executive Council who shall serve for the remainder of the vacant term. Such Term shall not be considered the first of the two terms as permitted in Article V (c) of these bylaws.

A member of the Executive Council may resign by giving a written notice of seven business days to allow for transfer of documents in their custody to a designated member of the Executive Council.

E. Powers and Authority: Except as specifically provided herein, there shall vest in the Executive Council, all powers and authority to:

- 1) Accept contributions on behalf of ~~NAPAC STATE~~NAPAC CAL.
- 2) Recommend investment policies of ~~NAPAC STATE~~NAPAC CAL with respect to funds on hand to the State members.
- 3) Make necessary expenditures on behalf of ~~NAPAC STATE~~NAPAC CAL.
- 4) Facilitate the disbursements of funds in support of issues approved for action by ~~NAPAC STATE~~NAPAC CAL.
- 5) Facilitate the disbursement of contributions made with instructions to specific issues. Said contributor's instructions shall be followed, to the extent permitted by law.
- 6) Recommend to the State members, such policies and procedures as shall be needed to effectively carry out the work of ~~NAPAC STATE~~NAPAC CAL; and recommend Sub-Committees to perform such functions as shall be deemed necessary to implement and promote the objectives of ~~NAPAC STATE~~NAPAC CAL.
- 7) Four Executive Members shall constitute a quorum necessary for conducting business activities of the Executive Council.
- 8) Members of the Executive Council shall be responsible to all active State members.

F. States with More than One NAPAC Affiliated Chapter but less than seven chapters:

- 1) The Executive Council shall include all local chapter Presidents plus appointed active members from the local chapters up to a total of 7 members.
- 2) The Executive Council shall carry out all functions and responsibilities as stated in Article V (A – E) of these bylaws.

G. States with More than Seven NAPAC Affiliated Chapters.

- 1) The Executive Council shall include all local chapter Presidents.
- 2) Seven members of the Executive Council shall be elected from the body of Presidents to carry out the functions and all responsibilities as stated in Article V (A – E) of these bylaws.

ARTICLE VI

Officers

A. President.

The President subject to the restrictions and limitations contained in these bylaws shall administer the financial and other affairs of ~~NAPAC STATE~~NAPAC CAL. His or her duties shall include but not be limited to the following:

1. Preside over the Executive Council meetings.
2. Establish and dissolve Sub-Committees.
3. Appoint and remove Sub-Committee chairs.
4. Coordinate the solicitation of contributions.
5. Direct the Treasurer to disburse funds.
6. Execute reports or other documents on behalf of ~~NAPAC STATE~~NAPAC CAL, including an annual report showing ~~NAPAC STATE~~NAPAC CAL's total receipts and distributions thereof; and
7. Execute contracts and approve payment of receipted bills.

B. Vice President.

The Vice President shall advise the President on ~~NAPAC STATE~~NAPAC CAL'S financial and other overall responsibilities as outlined in this bylaw, shall preside in the absence of the President and shall perform any duties concerned with ~~NAPAC STATE~~NAPAC CAL's which are assigned by the President.

C. Secretary.

The Secretary shall maintain the minutes of the Board of Directors, shall be the custodian of ~~NAPAC STATE~~NAPAC CALs documents and records, and shall perform such other duties as directed by the President

D. Assistant Secretary.

The Assistant Secretary shall assist the Secretary in the performance of his or her duties, and shall perform such other duties as are assigned to him or her by the President. He or she shall serve as acting Secretary at any time that office is vacant.

E. Treasurer.

The Treasurer shall have general responsibility for all funds collected by ~~NAPAC STATE~~NAPAC CAL and shall cause all funds to be deposited and all books of account to be kept in accordance with applicable Federal statutes and regulations and shall perform such other duties as may be assigned to him or her by the President. The Treasurer shall be present at every meeting of the State as well as meetings of, the Executive Council

F. Assistant Treasurer.

The Assistant Treasurer shall assist the Treasurer in the performance of his or her duties, and shall perform such other duties as are assigned to him or her by the Chair. He or she shall serve as acting Treasurer at any time that office is vacant.

G. Financial Secretary

The Financial Secretary shall be responsible for all financial reporting ~~NAPAC STATE~~NAPAC CAL. The Financial Secretary shall also prepare, execute, file and maintain copies of all financial reports of ~~NAPAC STATE~~NAPAC CAL required by law.

ARTICLE VII

Participation and Membership

All Nigerians above 18 years of age who are U.S. citizens or permanent Residents or Nigerian-American by lineage are eligible to be members and can contribute to ~~NAPAC STATE~~NAPAC CAL. ~~NAPAC State~~NAPAC CAL is authorized to solicit and accept contributions from any person from whom contributions may be lawfully solicited.

~~NAPAC STATE~~NAPAC CAL has the right to set its dues structure, however, all members of ~~NAPAC STATE~~NAPAC CAL shall be registered members of NAPAC USA.

Dues shall either be collated by the ~~NAPAC STATE~~NAPAC CAL for each member and forwarded to NAPAC USA Treasurer or can be collected directly by NAPAC USA via appropriate means.

ARTICLE VIII

Meetings

- A. **General Meetings:** ~~NAPAC STATE~~NAPAC CAL's general meetings shall be held at least once a year or as determined by the Executive Council.
- B. **Quarterly Meetings:** The Executive Council shall convene at least quarterly in person, by teleconference or by any other method as determined by the Executive Council.
- C. **Special Meetings:** Special meetings of the Executive Council shall be called by the President with the concurrence of two other members of the Executive. A special meeting of ~~NAPAC STATE~~NAPAC CAL general membership or ~~NAPAC State~~NAPAC CAL Executive Council may be called by the President of NAPAC USA.

Appropriate members (Executive Members of General Membership) shall be notified in writing or via email at least seven days prior to meetings.

Quorum: 4 Member of the Executive Council of the ~~NAPAC State~~NAPAC CAL shall constitute a quorum.

Robert Rules of Order shall be used as guiding principals at meetings.

ARTICLE IX

Contributions

Section 1 Voluntary Contributions

All contributions to ~~NAPAC STATE~~NAPAC CAL shall be voluntary, and no contribution to ~~NAPAC STATE~~NAPAC CAL shall be solicited or secured by physical force, job discrimination, or financial reprisal, or threat thereof, or as a condition of employment. Contributions to ~~NAPAC STATE~~NAPAC CAL are **not tax deductible**.

Section 2 Expenditure of Funds

Basic policies with respect to the expenditure or distribution of all contributions to ~~NAPAC STATE~~NAPAC CAL shall be within the sole discretion of the Executive Council and shall be governed by Article IV above. Expenditures of ~~NAPAC STATE~~NAPAC CAL are tax exempt.

Section 3. Contribution/Expenditure Limitation

No contribution shall be accepted and no expenditure shall be made, by or on behalf of ~~NAPAC STATE~~NAPAC CAL at a time when the office of the Treasurer is vacant.

Section 4 Personal Right to Funds Limitation

No member of the Executive Council shall have the right to share personally in any funds or assets of ~~NAPAC STATE~~NAPAC CAL upon its dissolution or at any other time. No personal loan shall be made to members of ~~NAPAC STATE~~NAPAC CAL

ARTICLE X

Fiscal Year, Fundraising, Social welfare Action and Disbursements

Section 1 Fiscal Year:

The fiscal year is from January 1 to December 31 of each year.

Section 2 Fundraising:

- A. All contributions from individual members and friends of ~~NAPAC STATE~~NAPAC CAL shall go to ~~NAPAC STATE~~NAPAC CAL unless they are specifically designated to go to a specific use.
- B. All donors to ~~NAPAC STATE~~NAPAC CAL must be identified with name and address or as required by law.
- C. Unidentified funds may not exceed the legal limit under relevant federal and state laws.

Section 3. Funding of Political Action:

- A. A minimum of twenty-five percent (25%) of all funds contributed to ~~NAPAC State~~NAPAC CAL will be set aside for nationwide political action including support of or opposition to ballot measures, constitutional office candidates and nationwide strategies as defined and identified by the NAPAC USA
- B. Seventy-five percent (75%) of all funds contributed to ~~NAPAC STATE~~NAPAC CAL will be used for political action in a manner as determined by the ~~NAPAC STATE~~NAPAC CAL executive council:

Local Chapters may:
 - i. Recommend that contributions not designated for specific purposes be used to support certain candidates or issues;
 - ii. Recommend contributions to any other political activity.
- C. If ~~NAPAC STATE~~NAPAC CAL has not taken a position on any nationwide political action or issues, the 25% of funds set aside for those issues will be treated like the remaining 75%, with decisions on disbursement made by the Executive Council with approval of majority of the ~~NAPAC STATE~~NAPAC CAL members.

Section 4: Mechanics of Disbursement

All checks written by ~~NAPAC STATE~~NAPAC CAL shall be signed by the President of the Executive Council and

the Treasurer. The General Secretary shall be the third alternate should either of the primary signatories be unavailable or should a case where there may be appearance of a conflict of interest in the disbursement. Signatories may not be members of the Audit Committee.

ARTICLE XI

Audits

Section 1. Performance of Audits

Audits of ~~NAPAC STATE~~NAPAC CAL's financial records shall be performed by an Audit Committee of at least three members of ~~NAPAC STATE~~NAPAC CAL. The audit Committee will be selected at a general meeting and will serve for a term of two years.

Section 2. Schedule for Audits

Audits should be conducted by March 30 of each calendar year or as deemed necessary by active members of the NAPAC.

ARTICLE XII

Candidate Selection Criteria

Active members of the State can make a recommendation of support for a candidate for office or ballot measure.

Any candidate for office can also independently apply to the State for support. Such request shall be made in writing to the Executive Council or any other means established by the Executive Council.

The Executive Council shall consider the following criteria when selecting candidates:

1. Voting record on the Sate's key interests
2. Strength of position paper on the Committee key interest
3. Leadership positions held or previously held
4. State or district demographics
5. Case-by-case analysis of opposition
6. Electability
7. Financial need
8. Strength of incumbency

All requests for support shall be screened by the Executive Council and presented for a vote of all active members.

Maximum contribution to any candidate shall be \$5,000 per election year or as decided at the annual meeting.

ARTICLE XIII

Amendments

These Articles may be amended from time to time by a majority of the members of the ~~NAPAC State~~NAPAC CAL, however, t Sections 1, 3, and 4 of Article X above shall not be subject to amendment, so long ~~NAPAC~~

~~STATE~~NAPAC CAL or STATE is in existence, unless such amendment is necessary for compliance with applicable Federal legal requirements.

LEGEND

ACTIVE MEMBER. An Active member is a member of NAPAC USA who is up to date in all obligations, attends majority of the meetings since becoming a member and participates as requested by members of the Executive Council.

REGULAR MEMBER. A regular member is a member of NAPAC USA who is up to date in all financial obligations.

KEY INTERESTS: Key interests of ~~NAPAC STATE~~NAPAC CAL are:

- Immigration and Naturalization
 - Naturalization Policy (undocumented residents)
 - Adoption Policy
 - Work Visa to Green card Policy
- Social Security Wages and Retirement Policy
- Foreign Policy
 - Trade Policy
 - Bi-lateral Cooperation on Crime Fighting
- Education
 - Teachers
 - Scholarships
- Community Service
 - Mobilizing the Nigerian-American community

GROUND OR CAUSE FOR REMOVAL: Gross ignorance of official duties, gross carelessness in the discharge of assigned duties, unfitness or inability to promptly and properly discharge official duties because of a serious physical or mental defect that did not exist at the time of the officer's election, intentional, unlawful behavior.