

PREAMBLE

We, the former students (hereinafter referred to as the old boys) of Dennis Memorial Grammar School (hereinafter referred to as D.M.G.S.), Onitsha, Anambra State, Nigeria, who currently reside in North America;

Convinced that it is the inalienable right of all people to control their own destiny; **Conscious** of the fact that selflessness and mutual respect for one another are essential factors for the harmonious existence of an organization;

Cognizant of our responsibility to harness the resources at our disposal in the cause of the progressive development of our alma mater;

Inspired by a common determination to promote understanding among our ranks in response to our aspiration for brotherhood and solidarity, in a larger unity transcending personal differences and interests;

Determined to work in cooperation with brother old boys' associations elsewhere to promote the transformation of the physical plant of our alma mater from its current dilapidated state to a more modern facility;

Dedicated to the preservation of the scholarly traditions of our alma mater

Committed to the support of the welfare of our members who are domiciled in the continent of North America

Have agreed to the Charter of the Association as set forth in this document.

CHAPTER 1

NAME, PURPOSES AND PRINCIPLES

Article 1 (Name)

This organization shall be called and known as, D.M.G.S. OLD BOYS'

ASSOCIATION OF NORTH AMERICA, Inc., hereinafter referred to as the Association.

Article 2 (Purposes)

The Association shall have the following purposes:

1. To promote the unity and solidarity of all its members;
2. To encourage and support improvements in the condition of the physical plant of D.M.G.S.;
3. To provide assistance to the authorities of the institution in procuring necessary tools for facilitating pedagogic activities;
4. To promote the sustenance of the heritage and traditions of D.M.G.S.;

5. To promote mutual cooperation of members of the association in business and the professions;
6. To promote the welfare of the members and support each other when conditions and events call for such support

Article 3 (Principles)

All members of the Association, in pursuit of the purposes stated in Article 2, solemnly affirm and declare their adherence to the following principles:

The equality of all members;

The right of each member to express himself freely without fear of reprisal;

Respect for the rule of law and for universally accepted democratic principles in the course of discourse relating to the affairs of the Association;

Peaceful settlement of disputes by negotiation, mediation and conciliation;

Respect for the decisions of the Association and of its properly constituted governing authority;

Affirmation of basic objectivity in all deliberations of the Association.

CHAPTER 11

MEMBERSHIP

Article 4 (Nominal Membership)

All former students of Dennis Memorial Grammar School, Onitsha, Nigeria, who are domiciled in North America, shall be entitled to nominal membership of the Association. Such membership is a privilege automatically accruable to former students by virtue of their having attended D.M.G.S.

Article 5 (Active Membership)

To become an active member, the annual due(s) shall be paid by members on or before the end of each year. Whereas the prescribed due(s) is not paid by end of each year, a grace period of 90 days shall be granted to all defaulting members to pay their dues. To remain an active member, the individual shall pay the total of the outstanding arrears of the past dues not later than March 31st of the following year.

Whereas the annual due is not paid within 15 months, the defaulting member automatically is deemed a nominal member without any benefits. A nominal member who is owing annual due shall have the opportunity to cure the default provided the 2 years of arrears shall be paid in full prior to maintaining an active member status.

Section 1:

The President and Executives shall make sure the annual fees paid to DOBA-WW by the Association shall entitle its members to the same benefits including rights and privileges with those members in Nigeria, provided, a Memorandum of Understanding (MOU) is executed to the effect such annual fees collected from DOBANA members shall contain the list of members who paid their dues submitted to DOBA-WW each year prior to remittance of the annually collected dues.

Section 2:

DOBANA shall not be required to register with DOBA-WW as branch.

Article 6 (Honorary Membership)

The status of honorary membership shall be conferrable on D.M.G.S. Old Boys who are otherwise on a temporary visit to North America who choose to participate in the meetings (or other such events) of the Association during their visit. Honorary membership shall also be conferrable on non-old boys who have taken special interest in the affairs of the Association and have made substantial contributions in the advancement of the causes of the Association.

Article 7 (Admission of New Members)

Admission to the membership of the Association is open to all old boys of D.M.G.S. Membership enrollment shall be accomplished when prospective members or other members familiar with their desire to enroll request that they be enrolled. The Secretary of the Association shall be responsible for effecting such enrollment.

Article 8 (Rights and Duties of Members)

All members of the Association shall enjoy equal rights and duties. All members pledge themselves to observe the principles outlined in Article 3 of this Charter.

CHAPTER 111

COMMITTEES

Article 9 (Names of Committees)

Section 1. Names of Standing Committees

The Association shall accomplish its purposes through the following standing committees:

1. Executive Committee
2. Finance and Fund-Raising Committee
3. Program and Project Planning Committee
4. Membership Committee

Section 2. Provisional Committees

In the event that the need arises, the President of the Association shall appoint certain members of the Association to serve on special provisional committees whose object shall be to deal with issues that are not covered by the standing committees indicated in Section 1. At the completion of its function, such provisional committees shall be dissolved.

Section 3. Appointment of Members of the Committees

It shall be the responsibility of the President of the Association to solicit for volunteers to serve on the committees. He shall have the prerogative to appoint members to the committees after giving due consideration to the expressed preferences of members to serve on the committee of their choice.

Article 10 (Functions and Powers of Committees)

Section 1. Executive Committee

1. The Executive Committee shall be the principal administrative organ of the Association.
2. It shall be the chief legislative and policy-making branch of the Association.
3. It shall pass such by-laws as are necessary for its operation by a two-thirds majority vote of its members.
4. It shall, subject to the provisions of this charter, discuss matters of common interest to the Old Boys and D.M.G.S. with a view to harmonizing the general policy of the Association. It may, in addition, review the structure, functions and acts of all the committees.
5. It shall approve the annual budget by a two-thirds majority vote of its members.
6. It shall administer the Association budget and appropriate its funds.
7. The Executive Committee shall be composed of the President, the Vice President/President Elect, the Secretary/Publicity Secretary, the Financial Secretary, the Treasurer, the immediate Past President and the Regional Coordinators.
8. The president shall preside in all meetings of the Executive Committee. In his absence, the Vice President/President Elect shall preside.
9. Two-thirds of the total membership of the Committee shall form a quorum at any meeting of the Executive Committee.

Section 2. Finance and Fund-Raising Committee

1. The Finance and Fund-Raising Committee shall act as the principal budgeting organ of the Association.
2. Such by-laws as are necessary for its operation shall be passed by a two-thirds majority vote of the Executive Committee.
3. It shall investigate and prepare the budget for the following year. The budget and the records of all additional expenditures and appropriations shall be public documents.
4. It shall identify means and ways of enhancing revenues for the Association.
5. The Financial Secretary and the Treasurer shall be ex-officio members of this committee.
6. The Membership, Finance and Fund-Raising Committee shall have not more than five members.

Section 3. Program and Project Planning Committee

1. The Program and Project Planning Committee shall have the responsibility for developing plans for the programs and projects of the Association.
2. It shall assess and prioritize the capital and operational needs of D.M.G.S.
3. It shall identify programs and projects that shall be required for fulfilling these needs.
4. In cooperation with Finance and Fund-Raising Committee and the Executive Committee, it shall develop strategies for implementing the programs and projects.
5. The Program and Project Planning Committee shall have not more than five members.

Section 4. Membership Committee

1. The Membership Committee shall have responsibility for the recruitment of new members and shall compile a directory of all Old Boys in North America.
2. It shall have the additional responsibility of encouraging increased participation of members in all affairs of the Association.
3. The Membership Committee shall have not more than five members.

CHAPTER IV

OFFICERS OF THE ASSOCIATION

The officers of the Association shall comprise the President, the Vice President/ President-Elect, the Secretary/Publicity Secretary, the Financial Secretary, the Treasurer, the Immediate Past President and the Regional Coordinators.

Article 11 (President)

The President shall be the chief executive officer of the Association and an ex-officio member of all committees. He shall be regarded as the leader of and the spokesman for the entire Association. He shall be a voting member of the Executive Committee. At the minimum, he should have a bachelor's degree or its equivalent, be of good character and must be a financially active member of the Association.

Article 12 (Vice President/President-Elect)

The Vice-president shall be the chief assistant of the President and is next in line of succession and authority to him. Upon election, the Vice President assumes the position of President-Elect and thus shall automatically become the President without further election at the end of his term as the Vice President. He shall be a voting member of the Executive Committee. In the absence of the President, he shall assume the role and powers of the President. He shall also be an ex-officio member of all committees. At the minimum, he should have a bachelor's degree or its equivalent, be of good character and must be a financially active member of the Association.

ARTICLE 13: (Secretary)

The Secretary shall be the officer in charge of taking minutes during all meetings of the Executive Committee. The Secretary's functions shall not be limited to taking minutes but include the following:

- i. Keeping records of the Association's minutes and transactions.
- ii. The responsibility to act on behalf of the Association by publishing newsletters and disseminating all information as may be mandated by the President and Executive Committee regarding the activities of the Association.
- iii. The responsibility of advising members of the scheduled future meetings and other events.
- iv. Be a voting member of the Executive Committee.

ARTICLE 13.I: (Publicity Secretary/ Assistant Secretary)

There shall be the office of the Publicity Secretary / Assistant Secretary whose functions shall be as follows:

- i. Deputize for the Secretary in the discharge of his duties as provided in the Constitution.
- ii. In the absence of the Secretary, shall double as the Publicity Secretary and carry out the same functions as mandated by the Constitution in Article 13.
- iii. Shall perform the same functions in the absence of the Secretary or as may be directed by the President or the Executive Committee
- iv. Shall be a voting member of the Executive Committee

ARTICLE 13. 2 (D.M. G. S Historian)

- i. There shall be a creation of the position and election of a DMGS Historian. The tenure and election shall be similar to all other officers of the Association.
- ii. The DMGS Historian shall be primarily responsible for chronicling, preserving and archiving all records of DOBANA and shall do so through appropriate media including print, video, or audio.
- iii. The individual shall be a voting member of the Executive Committee.

Article 14 (Financial Secretary)

The Financial Secretary shall be the chief finance and fiscal officer of the Association and an ex-officio member of the Finance and Fund-Raising Committee. He shall be required to prepare and publish regularly the financial statement of the Association showing its financial condition. Such publication shall be concurrent with the publication of the Association's newsletter, such that it is published tri-annually with the newsletter. He shall be responsible for receiving and disbursing funds on behalf of the Association. To this extent, he shall be responsible for the Accounts Receivable and Accounts Payable and shall transfer all funds to the Treasurer for deposit into Association's account at the financial institution/bank. He shall be a voting member of the Executive Committee

Article 15 (Treasurer)

The treasurer shall be the custodian of the funds of the Association and shall receive copies of all financial transactions. He shall be an ex-officio member of the Finance and Fund-Raising Committee and a voting member of the Executive Committee. At the end of the Association's fiscal year, biennially, he shall engage the services of a Certified Public Accountant (CPA)/IRS Enrolled Agent to file Association's yearly taxes after the approval of the Executives for the review, and compilation or auditing of the Association's books. The Association and its executives shall approve to pay for the expenses incurred for such services rendered. He shall be a voting member of the Executive Committee.

Article 16 (Immediate Past President)

The Immediate Past President shall serve on an advisory capacity to the Executive Committee. He shall act as the chief adviser to the Executive Committee on procedural matters and when disputes arise between various parties he shall act as a mediator. He shall be a non-voting member of the Executive Committee, except that in the case of a tie, he shall be allowed to vote in order to break the tie.

Article 17 (Regional Coordinators)

Regional Coordinators shall act as liaison officers between the Executive Committee and the general membership. They shall maintain contact with members in their regions, ensuring that they are current with the deliberations and activities of the Executive Committee. When necessary, Regional Coordinators shall organize meetings (either by physical participation or by teleconferencing) of old boys in their regions. It will be their responsibility to assist in establishing new chapters of the Association in localities within their regions.

CHAPTER V ORGANIZATION

Article 18 (Government)

An Executive Committee whose membership composition shall be as set forth in Article 10 shall govern the Association.

Article 19 (Conventions)

A convention of all members of the Association shall be held biennially at a time and place to be determined by the Executive Committee.

Article 20 (Elections)

Section 1.

The election of the Vice President/President-Elect, Secretary/Publicity Secretary, Financial Secretary, and the Treasurer shall be held biennially either at the convention of members as stipulated in Article 19 or by mail (regular or electronic). The Executive Committee shall make decision as to the most convenient method at the time. The President shall have the powers to appoint Regional Coordinators to assist with the coordination of the activities of the Association as may be mandated by him for efficient administration.

Section 2.

Voting shall be by secret ballot.

Section 3.

All elected offices shall be for a term of two years.

Section 4.

- i. The President of the Association shall serve for one term of 2 years whereas the Vice President steps in at end of his tenure as the new President.
- ii. All other elected officers shall serve for a term of 2 years in office and may be re-elected for a maximum of 3 consecutive terms not to exceed 6 years in office for any other position with the exception of the President and Vice President.

Section 5.

To be eligible for election and to hold office, a member must be in good standing with respect to membership dues and must be of good and reputable character.

Section 6.

The Executive Committee shall determine the means whereby a member may have his name placed on the ballot. It shall also be responsible for providing adequate notice of all upcoming elections to the members of the Association.

Section 7.

A plurality of the vote shall be necessary for the election of all the officers.

Section 8.

In the case of a tie, another election shall be held between the tied candidates immediately after the first election (if the forum for the election were the convention); or within 14 calendar days (if the election were held by mail).

Section 9.

The term of office of newly elected officers shall commence on the first day of January following the year of the election and shall terminate on the thirty-first day of December of the same year.

Section 10.

Consistent with the provisions of Article 9 of this charter, the President shall appoint members to serve on a provisional electoral committee whose role shall be to organize and conduct the elections. This committee, being provisional, shall be dissolved thereafter.

Article 21. Regions

In the interest of administrative convenience and to assure full participation of members in the affairs of the Association, regions shall be established to be contiguous with the boundaries of the main geographical entities in North America. To wit, the Association shall be zoned into six (6) geographical regions as follows:

1. Northeast Region - This shall include the states of Maine, Vermont, New Hampshire, New York, Massachusetts, Connecticut, Pennsylvania, New Jersey, Maryland, Rhode Island, Delaware, West Virginia, Virginia and District of Columbia in the United States.
2. Northwest Region - This shall include the states of Washington, Montana, Oregon, California, Idaho, Wyoming, North Dakota, Nevada, Hawaii and Alaska in the United States.
3. Midwest Region - This shall include the states of South Dakota, Minnesota, Wisconsin, Iowa, Missouri, Kansas, Nebraska, Illinois, Ohio, Indiana, and Michigan in the United States.
4. Southeast Region - This shall include the states of Florida, Kentucky, Tennessee, North Carolina, Georgia, Alabama, and Mississippi in the United States; and the Caribbean (including Puerto Rico) and Bermuda Islands.
5. Southwest Region - This shall include the states of Louisiana, Arkansas, Oklahoma, Texas, New Mexico, Arizona, Utah and Colorado in the United States; and Mexico.
6. Canadian Region - This shall include all Canadian provinces.

Article 22 (Membership Dues)

There shall be a reasonable membership due established and approved by members of the Association. Membership dues shall be payable in the United States currency (dollar) or its equivalent in other North American currencies. Increase or decrease in the amount of the dues shall be subject to the approval of the Executive Committee by a simple majority vote.

Article 23 (Bank Account)

Whenever a new treasurer is elected and, in the event, that such new treasurer resides in a different locality from his predecessor, a new account shall be opened for the Association at a bank located where the new treasurer resides. The old bank account operated by his predecessor shall be closed and all funds therefrom transferred to the new account.

Article 24 (Signatories to Accounts)

The President, the Vice President, the Financial Secretary and the Treasurer shall be signatories to the accounts of the Association. However, for the purpose of withdrawal of funds from the Association accounts, two signatures shall be required. The two signatures shall be those of the

President and the Treasurer. However, in the absence of the former, the Vice President shall sign and in the absence of the latter, the Financial Secretary shall countersign.

Article 25 (Fiscal Year)

The fiscal year of the Association shall be concurrent with the calendar year and shall commence on 1st January and end on 31st December.

CHAPTER VI

RESIGNATION & REMOVAL OF ELECTED OFFICERS

ARTICLE 26: (Resignation of Officers)

Section I:

An elected officer of the Association may resign by delivering a written resignation to the President who shall accept his resignation. Such resignation shall be effective upon receipt and the acceptance thereof which shall take immediate effect. In the event of a resignation of an officer the President shall appoint an interim officer to fill the vacant post until the next general election takes place.

ARTICLE 27: (Removal of Officers)

Section I:

Any officer of the Association shall be removed from office on the following grounds:

- (i.) Gross recklessness in the handling or management of the affairs of the Association in regards to his position, engage in conflict of interests and abuse of power.
- (ii.) Embezzlement of the funds belonging to the Association in his custody or under his supervision.
- (iii.) Using the office for personal gains.
- (iv.) Non-performance, abandonment of post or neglect of duties under the constitution.
- (v.) Any other acts, actions, and activities considered to be prejudicial or detrimental to the best interest of the Association and its members.

Section 2: (Procedure for Removal)

- (i.) The President shall mandate the Secretary to call a meeting of the executive committee to present the allegation(s) against the elected officer. The officer shall be served with a written notice of intent for his removal containing the allegations against him.
- (ii.) The Officer shall be given the opportunity to respond in writing with his defense to the allegations against him within 28 days of receipt of the notice of intent for his removal.
- (iii.) In consideration of any defense filed by Officer, the President shall call for a meeting for a vote by simple majority of Executive members to determine whether to proceed

with the removal process or to make recommendations to the General Assembly for his removal if not satisfied with his response.

- (iv.) The failure of the officer to respond to the allegations against him within 28 days period shall constitute a ground for immediate suspension from the activities of the Association without further notice pending the recommendation by the Executive Committee and ratification by the General Assembly at the annual event.
- (v.) An officer of the Association may be removed from office with or without cause by a vote of two-thirds of the General Assembly at such meeting during the annual event by members having the rights to vote.
- (vi.) An officer who has been suspended or removed from office shall be mandated to hand over all the Association's materials or documents and property under his care, control or custody to the President or Vice President if he has not done so after suspension by the Executive Committee.

Section 3: (Removal of the President)

In compliance with Article 27, where the President of the Association is in violation of Section I of this Constitution, the Vice President shall preside over the process of his removal from office as stipulated in Section 2.

ARTICLE 28: (Compensation Officers)

Section I:

All officers of the association volunteer their time, resources and expertise to advance the goals and objectives of DOBANA without remuneration or benefits. They may, however, be reimbursed for reasonable and approved expenses incurred in performance of their duties.

ARTICLE 29: (Conflict Of Interest)

Section 1:

- a. As a non-profit organization, no assets of the DOBANA will inure to the benefit of its officers or members.
- b. In the event that Association enters into any transaction with outside agencies of which an officer or member of the Association might have interest and/or benefit from, the officer or member must disclose such interests and remove himself from the discussions on such transactions.
- c. Further, the officer or member is precluded from any discussions in which he may have relationship and/or interest in any of the candidates for the Association's Scholarships. This policy is intended to supplement but not replace any applicable State and Federal Laws governing Conflict of Interest applicable to Nonprofit and Charitable Organizations.

Section 2:

In order to establish the existence of conflict of interest, the Executive Committee and the Governing Board of DOBANA must:

- a. Allow the affected officer or member denying such conflict to present evidence to the Association establishing otherwise
- b. Review the evidence provided by the affected officer/member and make decisions within 30days of submission of the material evidence to the Executive Committee.
- c. Record the Executive Committee's proceedings during the deliberations.
- d. Make decisions either establishing any evidence of Conflict of Interest or dismissing same based on any allegations of Conflict of Interest reported by any member of the Association against the Officer.

ARTICLE 30:(Political Activities)

Section I:

- a. Within the meaning of Section 501-(c)-3 of the Internal Revenue Code, DOBANA will be apolitical and "no substantial part of the Association's/ Corporation's activities will consist of carrying on propaganda, or otherwise attempting to influence legislation in the United States or Nigeria.
- b. The Association / Corporation will not participate in any political campaign on behalf of or in opposition to any candidate for public office either in the United States or Nigeria."

ARTICLE 31:(Dissolution)

Section I:

In furtherance of its status and responsibilities as a Nonprofit Tax-Exempt Organization, in the event that DOBANA, Inc. is dissolved, any of its remaining assets and funds shall be distributed to other like Tax-Exempt organizations according to the provisions and meaning of Section 501(c)(3) of the Internal Revenue Code.

CHAPTER VII

MISCELLANEOUS PROVISIONS

Article 31 (Signature and Ratification of the Charter)

Section 1.

This charter shall be open for signature of all members of the Executive Committee and shall be ratified by the signatory members in accordance with universally accepted constitutional processes.

Section 2.

The original instrument shall be deposited with the Secretary/Publicity Secretary who shall transmit copies thereof to all the members.

Section 3.

Instruments of ratification shall be deposited with the Secretary/Publicity Secretary, who shall notify all signatories of each such deposit.

Article 32 (Entry into Force)

This Charter shall enter into force immediately upon receipt by the Secretary of the instrument of ratification from two-thirds of the signatory members.

Article 33 (Interpretation of the Charter)

Any question that may arise concerning the interpretation of this Charter shall be decided by a vote of two-thirds of the Executive Committee.

Article 34 (Amendment of the Charter)

This Charter may be amended or revised if any member makes a written request to the President to that effect; provided, however, that the proposed amendment is not submitted to the Executive Committee for consideration until all members have been duly notified of it and a period of one year has elapsed. Such an amendment shall not be effective unless approved by at least two-thirds of the members present at an annual convention.

Article 35 (Seal of the Association)

The corporate seal shall have inscribed therein, the name of the Association and the words, "Corporate Seal - Town, State". Said seal may be altered at the pleasure of the Chapter and may be used by causing it, or a facsimile, or e-mail, thereof, to be impressed, affixed, or otherwise used.

Article 36 (Rules of Procedure)

Sturgis Standard Code of Parliamentary Procedures shall govern the proceedings of this Association unless otherwise provided for in this Article of Incorporation and Charter.

In Faith Whereof, We, the Members of the Executive Committee of D.M.G.S. Old Boys Association of North America, Inc., have signed this Charter.

Ratified by these signatures received October, 1998.

President:	Dr. Ike Michael
Vice President/President-Elect:	Dr. Chuba C. JonNwakalo
Secretary/Publicity Secretary:	Dr. Uchenna N. Akpom
Financial Secretary:	Nnanna Erike
Treasurer:	Samuel Okonkwo
Coordinator Canada	Dr. Emmanuel Abara
Coordinator Northeast	Emcee Arah
Coordinator Midwest	Onyebuchi Offodile
Coordinator South	Okey Akpom
Coordinator West	Nwanneka Anene

Proposal, Approval, Ratification Clause And Signing

The following are members of the Constitution Review Committee:

Mr. Ralph Nwokike – Chairman

Dr. Donald Anadu- Co-Chair

Dr. Okee Ekenna

Dr. Uche Akpom

Dr. Nnamdi Offor

Mr. Nwachukwu Sam Okonkwo

Mr. Ndubisi Oguejiofor

Dr. Chukwuma Okadigwe- Advisor

Dr. Kingsley Oraedu

First Amendment proposed by the Constitution Review Committee on June 4, 2015.

The Amendment considered and approved by DOBANA's Executive Committee on May 22, 2016.

The Amendment considered and ratified by the General Assembly during DMGS Convention in Toronto, Canada on July 2, 2016.

The Amended and Restated Constitution signed into law on this day of July 2016.

By:_____

Green E. Dim, President

By: _____

Sir Chris Iguh Secretary or Gregory Egbuna Assistant Secretary