

MUTA Constitution and Bylaws

The Constitution

Article I

Name and Declaration

- Section 1: This Constitution and By-Laws are Official Documents of Mutual Union of Tiv in America, MUTA (Translated as Mzough u Tiv ken America).
- Section 2: The power to adopt, amend, or to repeal this constitution and appended by-laws is reserved exclusively to the members of the corporation.
- Section 3: A vote of the simple majority of members present at regularly scheduled and announced meeting shall be required to adapt, amend, repeal or initiate an action to do the same.

Article II

Incorporation, Registration, Purpose, Mission and Goals

- Section 1: Incorporation and Registration: MUTA is a not for profit organization in accordance with section 501c (3) of the United States Internal revenue Code of 1986 including corresponding provisions of any future United States Revenue Laws, registered in the State of Michigan
- Section 2: **Purpose:** To foster economic and cultural development and welfare of the Tiv Nation both in Nigeria and in the Diaspora.
- Section 3: **Mission:** MUTA seeks to create and/or support activities that will strengthen social, cultural, economic and scientific development of the Tiv people of Nigeria, their members in the United States of America and elsewhere in the Diaspora, and the people of other nations by promoting the exchange of cultural, scientific and technological innovations for the benefit of the Tiv.
- Section 4 **Goals:** To the extent that is possible, MUTA will seek to provide humanitarian relief and support to its members and to those in the homeland in areas of education, food, clothing, medical supplies and other basic necessities to assist disaster victims as needed.

Article III Office

- Section 1: **Registered Office:** MUTA shall have and continue to maintain an official mailing and business address in the State of Michigan.
- Section 2 **Other Offices:** The Corporation may also maintain offices within and outside of the State of Michigan, as the Board of directors with the approval of the Members may deem necessary.

Article IV Membership

- Section 1 **Eligibility:** All men and women of Tiv Origin, their spouses, children and families who live in the United States of America and her possessions, Canada, and all the American Continents are eligible to be members, without regard to their states of origin, racial classification, creed, or religious affiliation.
- Section 2 **Family Membership:** Includes parent (s), married couple with or without dependent children under the age of 18 (eighteen years old).
- Section 3 **Individual Membership:** Single adult over the age of 18. Divorced, widowed or separated non-Tiv spouses who accepted membership through marriage are welcome to remain members.
- Section 4 **Associate Membership:** Non Tivs who have familiarity with Tiv culture and customs and interest in Tiv affairs who want to join MUTA may do so as Associate members. They may attend meetings but have no voting rights. The Executive may determine what their membership would be for a given period.

Article V Meetings

- Section 1 There will be annual general meeting of members at a place and date to be determined and announced.
- Section 2 The executive committee, the Board of Directors and both standing and ad-hoc committees shall meet in person or through other means to allow for collective decision making and as necessary.

Section 3 Special meetings of members and of the respective committees will be held as necessary to maximize input and collective decisions making.

Section 4 All meetings will be announced in ample time to maximize participation. Such announcements will be made using means available to appropriate members, At a time and place or by electronic means accessible to relevant members.

Article VI

Membership Voting

Section 1 All members in good standing with individual or family membership are eligible to vote.

Section 2 The means and mechanism of voting will be determined by the executive giving consideration for maximum participation and integrity of the voting process.

Section 3 Elections committee will determine the manner of voting based on the purpose of the vote and the most convenient and honest means.

Article VII

Officers of the Corporation

Section 1 **Executive Officers of the Corporation shall consist of the following:**

- a) The President
- b) The Vice President
- c) The Secretary
- d) The Assistant Secretary
- e) The Treasurer

These officers shall be elected every two years during the annual general meeting of members of the corporation. Elected members of the executive committee shall hold office for two years and or until a successor is elected by members or until he or she resigns from the position. The term of the president shall be limited to a maximum of two consecutive terms. All the other officers may serve unlimited number of terms unless the general assembly deems otherwise.

Section 2 **Resignation, Removal and Suspensions-** Individuals elected to a position may be removed or suspended from that position by the members for conduct deemed detrimental to the corporation. The Removal of a member shall be without

prejudice to any actual rights of membership. The election or appointment of an officer does not constitute contractual rights. Any elected officer may resign by submitting a letter of resignation to the executive committee. The resignation becomes official upon receipt and acceptance of the resignation and an orderly transfer of relevant documents.

Section 3 **Vacancies-** Vacated positions of the president or the secretary midterm may be assumed by the elected and serving vice-president and assistant secretary. The responsibilities of the vice president, assistant secretary or treasurer vacated midterm may be assumed by another member or members of the executive committee as possible until the next annual meeting, when the vacant position may be filled by election.

If the executive committee in consultation with the Board of Directors or relevant advisory committee feel that leaving the vacancy till the following general meeting will cause some harm to the effectiveness of MUTA, the president, (or the person acting in that capacity) or the Chair of the Board of Directors (or a person acting in that capacity) will contact the members for suggestions on how to deal with the situation.

Section 3 **Duties of Officers-** Every elected or appointed officer of MUTA shall perform his or her duties as stipulated in the constitution and by-laws or by other relevant directions of the corporation in good faith and with minimum interference and undue pressure. Understanding that MUTA is a voluntary organization and that members have other occupations that constitute their livelihood, any officer who finds any such pressures interfering with their ability to perform should report to either the executive committee or the advisory board for relief or support.

Section 4 **Auditors-** In consultation with the Board of Directors, or the appropriate advisory body, the Executive committee shall have an annual audit of the corporate finances. Every three to five years, the audit should be done by an external professional agency. This is to minimize the use of limited funds that would be required to pay external auditors.

Every audit should be done to make sure that the Activities of MUTA are consistent with the mission and goals of MUTA as stated in the Constitution and

By-laws, and in compliance with 501C (3) status of the Internal Revenue Service of the USA.

All Audit reports should be submitted in duplicate to both the executive Committee and the Board of Directors. Either a summary of the reports or its entirety should be given to members during the annual business meeting. If a A summary report is given members must be told that the reports plus any responses to it are available to members upon request.

Article VIII

The Executive Committee and Duties

The Executive Committee carries out all major activities of the Corporation itself through its members or by delegation. The Committee meets regularly or as often as possible to plan and to respond to activities and needs of the organization. All regular meetings are recorded. Availability of modern technology provides different avenues for meetings. The Committee will decide what methods and times are most conducive and available to most of their members.

- Section 1 **The President** – is the Chief executive of the Corporation. In that capacity, the president performs the following functions:
- a) Responsible for Developing and Implementing Annual Programs
 - b) Presides over all General and Executive meetings of the corporation
 - c) Convenes General and special meetings of the Corporation
 - d) Appoints Sub-Committees to perform tasks for MUTA as needed
 - e) Is ex-officio Member Coordinates Activities of the Board of Directors
 - f) Is the Official Spokesperson and Leader of the Organization
 - g) Shall recommend candidates to the Board of Directors for election
- Section 2 **The Vice President** –
- a) Assist the President in Performing the above tasks
 - b) Perform other tasks as assigned by the President
 - c) Takes over the responsibilities of the President in his/her absence
- Section 3 **The Secretary**
- a) Is the Custodian of MUTA Records
 - b) Keeps Minutes of all General and Executive Official Meetings
 - c) Communicates Routinely to Members on Relevant Corporate Matters
 - d) Conducts Official Correspondence not Conducted by the President
 - e) Keeps Membership Records and Correspondence

Section 4 The Assistant Secretary

- a) Assists the Secretary in Performing the above tasks
- b) Performs the duties of the Secretary in his or her absence
- c) Performs other duties as assigned by the President

Section 5 The Treasurer

- a) Collects Dues and all Funds for the Organization
- b) Keeps Accurate Financial Records of the Organization
- c) Prepares and Presents Annual Financial Reports to Members
- d) Cooperates with Audit Committees by Preparing Reports and Responding to Inquiries
- e) Performs other Financial related Duties as may be Assigned

Article IX

Board of Directors (BOD)

The Board of Directors shall be elected by members at the annual meeting to serve a term of three years. This does not apply to those who are members of the Board by virtue of their being Regional Vice Presidents. Members may be re-elected following the end of their regular term. The Board shall function as an advisory body to help steer MUTA in wisely pursuing its goals. Because of this expectation, the Board will be made of wise and visionary individuals.

Section 1 Board Membership - The Board shall be made up of nine members.

- a) Four of them will be the four regional Vice Presidents elected by the four regions recognized by MUTA.
- b) One will be president who will function as an ex-officio without a vote, but will contribute to discussions and provide input as needed.
- c) Two will be successful past presidents of MUTA
- d) Two will be individuals recognized for their professional or business success who do not have to be MUTA members.

Section 2 Term of Office

- a) The term of service for members of the Board is three years
- b) Any member of the Board may be re-elected
- c) Nominated candidates must give their written consent to be considered
- d) Members shall not be elected for more than three consecutive terms

- e) A board member may decline nomination for another term at the end of his/her term or may resign during the duration of his/her term by simply submitting a written notice to the secretary, the president and or to the Board Chair. The executive shall communicate the resignation to the general assembly.
- f) General assembly may vote during its annual or at an emergency meeting to rescind a member's appointment/election to the board
- g) Any vacancy on the Board shall be filled at the following annual general meeting.

Section 3 **Duties and Authority**

- a) The Primary Responsibility of the Board is Advisory
- b) Work closely with the president and the executive in creating a vision
- c) Assist the President and the Executive in Identifying opportunities and possible challenges
- d) Assist the President and the Executive in finding solutions to challenges
- e) Shall help the executive in expanding membership and resources
- f) Shall develop and continue to review corporate policies and priorities and help to evaluate and improve effectiveness
- g) Develop and help maintain accountability
- h) The Board shall meet as regularly as necessary depending on tasks to be accomplished and logistics of such meetings. Technological facilities to meet electronically may be used as possible.
- i) A joint meeting with the executive may be held if necessary
- j) The Board shall provide a state of the corporate report at the annual meeting

Section 4 **Qualifications for election to the Board**

- a) Demonstrated maturity in decision making and leadership
- b) Demonstration of personal success in professions and business
- c) Demonstration of fairness and integrity in problem solving
- d) Resourcefulness and willingness to contribute to MUTA
- e) Other talents that will be demonstrated to be useful to MUTA

Section 5 **Board Governance**

The Board will elect its leadership which will include Chair and Vice Chair, Secretary and Assistant Secretary

Article X

Subcommittees

The President or the General Assembly may appoint or elect special standing or temporary committees to perform a duty on behalf of MUTA. The terms of reference of each such committee shall be clearly articulated to include the task to be accomplished, dates and place such an activity, the membership of the committee, if necessary a budget for the committee and if the assignment has an end time, the date of such a report. The size and membership of each committee shall be determined by the president, the executive or the general assembly to reflect the most efficient, effective and practical composition.

Article XI

Regions

Section 1 MUTA Inc. shall consist of four Regions made up of the following

1. Midwest: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin and the Canadian provinces of Saskatchewan, Manitoba, and Ontario
2. Northeast: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New York, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia, Washington, D.C. and the Canadian Provinces of Quebec, Nova Scotia, New Brunswick, and New Foundland
3. Southeast: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, Tennessee, South Carolina, and Texas
4. Western: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming and the Canadian Provinces of British Columbia, Alberta and Yukon Nunavet, Northwest Territories, Central and South America

Section 2 Zonal Officers

Officers of the zones shall comprise of the following who will be elected by members of that zone and will serve two year terms (or until they resign) or new ones are elected:

- a) The Vice President,
- b) The Secretary and
- c) Treasurer

Section 3 Resignations and Vacancies

Vacated positions shall be filled in the same way as the MUTA officers; elected during annual conventions or during scheduled and announced regional meetings.

Section 4 Duties of Regional Officers

Duties of the regional officers are similar to those of MUTA except when regional chapters in consultation with MUTA executive engage in a unique initiative that requires unique activities and processes. In such cases the unique activities and or processes must be consistent with the goals and by-laws of MUTA and with US laws governing the 501c status of MUTA.

Article XII

MUTA Finances

Section 1 MUTA Inc. Accounts must have three signatories: the President, the Vice President and the Treasurer. All Checks, Drafts, and Orders for payment of money more than \$3,000 shall be signed by any of the two signatories and recorded information to the third signatory. No officer shall sign a check on MUTA Account made out to him or her. All endorsements for deposit shall be made by the treasurer or an officer of MUTA acting in that capacity

Section 2 Notes

All promissory notes of the corporation and acceptances must be authorized by the Board of Directors, after any necessary approvals by the members, and signed by the President or another officer of MUTA acting in the capacity of the president, or one who is designated by the Board of Directors.

Section 3 **Budget**

The executive shall propose an annual budget to members, based on MUTA goals for that year and consistent with the mission of MUTA. The budget should be presented and must be approved by members during the annual convention.

The executive must operate the corporation in accordance with the annual budget and consistent with the goals of MUTA and in full compliance with the IRS stipulations of the 501c status.

The MUTA Board of Directors shall act in advisory capacity to effect proper use of MUTA funds. The Board will advise the president to call a general meeting, when necessary, to seek member input in a situation when the Board of Directors and the President or the Executive are in disagreement as to what course of action to take.

Section 4 **Fiscal year**

The Fiscal year and budget cycle shall start from the first day in July and end on the last day of June. This will enable the executive to close their annual books give a full report to members during the annual convention and start a new year following the convention.

The treasurer shall post or make available to members quarterly reports must be submitted to the Board of Directors and to the President.

Section 5 **Fundraising and Philanthropy**

MUTA is a not for profit organization that seeks to address human suffering and the challenges of underdevelopment. The Board of Directors shall provide leadership in helping MUTA to raise funds and to use such funds in a manner consistent with MUTA status as a 501c organization. This means that MUTA shall seek and receive donations and also that MUTA will give donations and support. All such activities shall be engaged assertively with a watchful counsel of the BOD. Any specific wishes of donors must be respected. Donations with conditions inconsistent with MUTA goals or that might violate either the law or legal status of MUTA must be declined.

BYLAWS

These By laws attempt to articulate operational standards and policies of MUTA

Article A. Goal and Purpose

Section 1: Incorporation and Registration: MUTA is a not for profit organization in accordance with section 501c (3) of the United States Internal revenue Code of 1986 including corresponding provisions of any future United States Revenue Laws, registered in the State of Michigan

Section 2: **Purpose:** To foster economic and cultural development and welfare of the Tiv Nation both in Nigeria and in the Diaspora.

Article B MUTA Membership

Membership to MUTA is open to Tiv people living in the Americas, their spouses, dependent and adult children and to non Tivs who care for the wellbeing of Tiv people who want to associate with and contribute to the welfare of Tiv people both in Nigeria and in the Diaspora.

Article C Leadership of MUTA

Leadership of MUTA is the responsibility of:

- a) The Executive Committee Comprised of; The President, Vice President, Secretary, Assistant Secretary, Treasurer, all of whom are elected by members
- b) The Board Of Directors, also elected by members
- c) Regional Vice Presidents and their regional committees also elected by members of their regions

Article D MUTA Officers and their Responsibilities

These By-Laws Recognizes the Designated Positions of Officers of MUTA and their Responsibilities as Stated in the Constitution.

Article E Removal of an Elected Officer

As registered legal not for profit organization, MUTA has a special status with the Internal Revenue Service of the United States of America. This means that MUTA must operate within specific legal standards. Those who join MUTA and volunteer to hold and are elected to hold leadership positions in MUTA must comply with these laws and standards, as well as with the goals of MUTA. Any

leader who is not able or willing to comply with these standards will be removed from such leadership position in MUTA. The decision to remove may be initiated with cause by the board or by the executive but will require a simple majority of both the Board of Directors and the Executive Committee. The members whose removal is being discussed will be excluded from the vote to dismiss.

Article F Vacancies

- a) Leadership vacancies are filled through election by members during the annual meetings.
- b) Vacancies opening up during the year are filled by redistributing responsibilities among existing leaders until the following meetings and elections.
- c) When the above is not possible, the president in consultation with the Board of Directors shall fill the position on a temporary basis.

Article G Elections

Section 1 Eligibility to Contest

Active members with demonstrated commitment to MUTA for at least three years

Section 2 Eligibility to Vote

Current members 18 years or older who have paid their membership dues can vote

Article H Membership Dues and Fees

Section 1 All members shall pay their annual dues as determined by the members. The Executive Committee should recommend the annual dues for each year at the beginning of the Fiscal Year as a part of the Financial Budget and have members approve it for that year.

Section 2 Convention fees should be set based on the cost of the convention for that year. This may depend on the cost of hotels and related facilities and location. It should be communicated to members with the announcement before members go to the convention.

Article I Committees

The president and or the general assembly may create standing or ad-hoc committee to perform particular tasks for MUTA.

Section 1 Standing Committees

The following Considerations shall be made in selecting or electing standing committee members:

- a) Encourage broader participation, if possible elect rather than appoint
- b) The size of the committee practical considerations
- c) Consideration shall be given to people with particular expertise
- d) Consider diversity of talent and experience
- e) Clear articulation of tasks and dates

Section 2 Sub/Ad-hoc Committees

Ad-hoc committees are typically appointed or elected for a short duration for a specific task. The following considerations should be made in appointing or electing ad-hoc committees

- a) Appointments may work better than elections
- b) Consider expertise and availability to do the desired task
- c) Clear articulation of terms of reference
- d) Clear time lines

Article J Meetings

Section 1 Annual Convention

The elected officers and the Board of Directors shall recommend to members the site of the following year's convention. If there is competition to host the convention, the members shall vote. Our recommendation is that the Executive Committee and the Board of Directors for this coming year should explore the possibility of lining up convention sites at least three years ahead.

The Executive and the Board of Directors should create a local planning ad-hoc committee to assist in planning the convention in advance.

Section 2 The Conduct of Meetings

The following are guidelines for the conduct of all MUTA meetings:

- a) All Meetings shall start at the time they are scheduled to start
- b) Efforts will be made to end all meetings on time also
- c) All official meetings of MUTA shall be recorded unless otherwise determined for a particular reason

- d) If there is a decision not to create a record for a particular reason, when that reason no longer holds the official meeting should be recorded
- e) All MUTA meetings shall be conducted in a democratic manner
- f) Efforts will be made at all meetings to enable a free participation without intimidation
- g) No offensive or demeaning language will be used in any MUTA meetings
- h) ALL MEETINGS OF MUTA SHALL USE ROBERTS RULE OF PARLIAMENTARY PROCEDURE**
- i) When Roberts Rules are not practical, the deviation should be so noted in the records

Article K Finances

The Constitution deals with guidelines for operating MUTA accounts, however there is need for special policies on other aspects of financial management.

MUTA Bank Accounts

- a) Since MUTA is a Michigan registered entity with an office in Grand Rapids, it makes sense that MUTA has a permanent Bank Account in Grand Rapids Michigan
- b) The Account located in Grand Rapids shall be operated by the President, Vice President and Treasurer
- c) Two accounts shall be operated in Grand Rapids; a savings account and a checking account.
- d) A limited availability (\$5,000 credit limit) Credit card shall be secured for MUTA and used by the president or treasurer as the need might be.

Article L Indemnification

As a not for profit organization with very limited resources and no insurance, MUTA cannot claim any responsibility to protect any person doing business on the behalf of MUTA. Any protection MUTA has is limited to what the law provides for not for profit organizations. Because of this MUTA promises the following in the form of indemnification for any volunteer officers acting on the behalf of MUTA:

- a) MUTA will stand by any volunteer who acting in good faith finds himself or herself in jeopardy

- b) Any volunteer who acts maliciously or carelessly at the expense of MUTA will not receive support or protection from MUTA
- c) In Standing by faithful stewards of MUTA who find themselves in jeopardy, MUTA will not leave any effort unutilized at their expense.

Article M Amendments

- Section 1: These Constitution and By- Laws may be amended, altered or repealed only by members of MUTA. A simple majority vote of members at a scheduled and announced general meeting is needed to achieve a change in this constitution and By-laws.
- Section 2 A similar vote of the majority to accept the changes shall make them a part of the constitution and by-laws
- Section 3 Amendment of the constitution may also be initiated by the Executive or the board of Directors if they can persuade the general assembly that such a change is necessary.

August 6, 2011