

MUTA

The Mutual Union of the Tiv in America

CONSTITUTION



Adopted on September 12, 2020

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THE

CONSTITUTION

of the

Mutual Union of the Tiv in America

MUTA Inc.



MUTA Publishing House



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PREAMBLE

We, members of THE MUTUAL UNION OF THE TIV IN AMERICA, fully aware of our civic responsibilities and desiring to promote the unity, interest and wellbeing of our members and determined to make positive contributions to the building of a strong and dynamic integrated community for the advancement and sustenance of our rich culture, hereby enact and adopt this document as the CONSTITUTION OF THE MUTUAL UNION OF THE TIV IN AMERICA.



ARTICLE I

NAME OF ORGANIZATION

The organization shall be called the Mutual Union of the Tiv in America (MUTA), translated in Tiv as Mzough u Tiv ken Amerika.



ARTICLE II

VISION AND MISSION

SECTION I: VISION

The Mutual Union of the Tiv in America is a membership-based, non-profit corporation whose purpose is to pursue the advancement and wellbeing of Tiv people in the areas of education, healthcare, economic and social development, science and technology, arts and culture.

MUTA shall operate in accordance with the requirement of section 501(c)(3) of the US Internal Revenue Service Tax Code of 1986 and any revisions thereof.

SECTION II: MISSION

The mission of MUTA include:

- A. To provide educational programs to enable Tiv people to function as productive members of society.
- B. To raise funds for educational scholarships for deserving students.
- C. To offer technical assistance in agriculture, water resource management, healthcare, small business and conflict resolution.
- D. To provide humanitarian relief to victims of disasters and conflicts.
- E. To promote cooperation, collaboration and interaction among members and other groups with compatible vision.



ARTICLE III

MEMBERSHIP

SECTION I. Categories of Membership of MUTA

- A. Any person who is Tiv through bloodlines or marriage and is currently residing in North America.
- B. Persons who identify with and support MUTA's vision and mission. These shall be known as associate members.
- C. Active membership is based on payment of annual membership dues.
- D. Active members shall have the right to participate in the decision-making process, shall be able to vote for and be voted into any leadership office.
- E. Associate members shall have no voting rights, nor shall they be voted into any office.



ARTICLE IV

FORMATION, INCORPORATION AND FUNDING

SECTION I: FORMATION AND INCORPORATION HISTORY

The MUTUAL UNION OF TIV IN AMERICA was formed in 1992 and incorporated as a non-partisan charitable organization in the State of Michigan. MUTA is currently incorporated in the State of Georgia as a membership-based non-profit corporation.

SECTION II: SOURCES OF FUNDING

The primary source of funding for MUTA shall be membership dues, contributions, grants and fundraising.

SECTION III: ACCOUNTING PERIODS AND METHODS

- A. The financial year of the organization shall start on July 1 and end on June 30 of the following.
- B. The preferred accounting method shall be cash based.
- C. The Treasurer shall be the financial officer responsible for preparing and rendering financial reports at regular intervals as specified in the bye-laws.

SECTION IV: ACCOUNTING PRINCIPLES

MUTA's accounts shall be handled in the following format:

- A. The Treasurer shall receive all monies coming into the organization, issue receipts accordingly and deposit same into MUTA bank account. The treasurer will then give written and timely notice of the transaction to the Financial Secretary
- B. Copies of all receipts issued from bank transactions shall be duplicated and logged by the Financial Secretary and Treasurer.
- C. The Financial Secretary shall initiate and maintain a signed voucher system for disbursement of funds.
- D. All checks written on MUTA's bank accounts must bear the signature of the President and either the Treasurer or Financial Secretary. However, checks of \$3001.00 and above shall bear all three signatures.
- E. The president shall be authorized an impress account for emergencies as stipulated in the bylaws.
- F. All MUTA accounts shall be audited annually by the internal auditor appointed by the GA and biannually by an external auditor.



- G. MUTA shall maintain sub-accounts for all standing committees as defined in Article VII, Section II. On no account shall funds from a sub-account be withdrawn for any other purpose. Any deviation from this shall require approval from the GA.
- H. There shall be semi-annual financial reports to the general assembly (GA) and during executive committee (EXCO) meetings.



ARTICLE V

MEMBERSHIP AND REGISTRATION

SECTION I: MEMBERSHIP REGISTRATION

There shall be a onetime membership registration fee in an amount equal to the annual membership dues.

SECTION II: ANNUAL MEMBERSHIP DUES

- A. Members shall pay an annual due in an amount determined by the General Assembly. Subject to any concessionary rates approved by the GA, dues shall be determined on the basis of single or family membership.
- B. A member who fails to pay dues during a financial year shall have his or her membership rights automatically suspended. Membership rights shall be reinstated upon payment of outstanding dues.



ARTICLE VI

ADMINISTRATIVE STRUCTURE

The administrative structure of MUTA shall comprise the General Assembly, Executive Committee, Board of Advisors and Regional Vice Presidents.

SECTION I: THE GENERAL ASSEMBLY (GA)

The General Assembly (GA) is the body of members of MUTA. The GA shall:

- A. Be the final approving authority for all policies and programs of MUTA.
- B. Make decisions with the support of a simple majority of participating members.
- C. Meet once a year with the President of MUTA as chairman. The GA may also meet at any time through a forum called by the President at the request of a simple majority of the members.
- D. Elect members of the Executive Committee
- E. Remove any member of the Executive Committee.
- F. Elect and remove members of the Board of Advisors.

SECTION II: THE EXECUTIVE COMMITTEE (EXCO)

The Executive Committee (EXCO) shall be the administrative body of MUTA with responsibility for proposing and carrying out the policies, programs, and resolutions of MUTA. The EXCO is collectively responsible to the General Assembly and is responsible for keeping and maintaining MUTA records, managing its finances and assets, taking necessary actions to comply with statutory requirements and ensuring that organizational goals and purposes are met. The EXCO comprises:

1. President,
2. Vice President,
3. Secretary,
4. Assistant Secretary,
5. Treasurer
6. Financial Secretary.

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 III: DUTIES OF EXECUTIVE OFFICERS

A. President

The President:

1. Must have a thorough understanding of MUTA constitution.
2. Shall be the Chief Executive Officer (CEO) and spokesperson of the organization.
3. Must have maintained at least two years of active membership and be in good standing before the election.
4. Shall supervise and present budgets to the GA during annual conventions of MUTA.
5. Shall supervise communications and all financial transactions of the organization.
6. Shall present meeting agenda, planned policies and programs to the General Assembly.
7. Shall be responsible for the implementation of policies and projects of the organization.
8. Shall ensure regular communication between the GA and the EXCO.
9. Shall develop procedures and processes necessary for implementation of projects and approved policies.
10. Shall delegate powers for efficient operation of the organization when necessary
11. Shall nominate, appoint and dissolve standing and ad hoc committees when necessary.
12. Shall report violations of MUTA constitution and bylaws to the GA.

B. Vice President (VP)

1. Shall demonstrate good knowledge of MUTA constitution and willingness to work with the office of the president.
2. Must have maintained at least two years of active membership and be in good standing before the election.
3. Shall assist and report to the president in all assigned duties.
4. Shall perform the duties of president in the absence of the president.

C. Secretary

1. Must have knowledge of MUTA constitution and responsibilities of the office.
2. Must have at least two years of active membership in good standing before election.
3. Shall call meetings as directed by the president.
4. Shall record and read all transactions, attendance and minutes of MUTA meetings.
5. Shall maintain records of MUTA membership.
6. Shall direct all written and oral correspondences.
7. Shall keep custody of all MUTA equipment and stationery.
8. Shall make all records available to the EXCO and to any member as necessary.



9. Must be computer literate, Internet accessible and demonstrate excellent writing skills.
10. Shall maintain timely correspondence with members and the outside publics as directed by the president.

D. Assistant Secretary

1. Must have knowledge of MUTA constitution and responsibilities of the office.
2. Must have at least two years of active membership in good standing
3. Shall work closely with the Secretary and keep minutes of meetings and records in the absence of the Secretary.

E. Treasurer

The Treasurer shall be the custodian of MUTA finances. The Treasurer shall:

1. Demonstrate good knowledge of MUTA constitution.
2. Have maintained at least two years of active membership and be in good standing before the election.
3. Receive all monies accruing to MUTA from all sources for safekeeping in MUTA bank accounts.
4. Keep and maintain custody of all MUTA finances and assets including, but not limited to, physical cash, bank accounts, associated check books, credit cards, online account access codes, and all assets and financial documents.
5. Disburse payments for all approved MUTA expenditures, and as approved by the EXCO, account for any MUTA assets, where applicable and necessary.
6. Give receipts or copies of receipts for all expenditure, payments and transactions to the Financial Secretary for proper record keeping.
7. Work with the Financial Secretary to document all revenues such as registration fees, membership dues, and proceeds from all sources of fundraising during and outside MUTA conventions.
8. Treasurer shall report all financial activities to the President.
9. Keep and maintain accurate financial records of the organization.
10. Assist and work effectively with the Financial Secretary to prepare accurate financial reports for the General Assembly in accordance with MUTA Constitution and Bye Laws.
11. Represent MUTA by making financial records available to Auditors and responding to inquiries.
12. Balance financial accounts and related duties as required in the Bye Laws.

F. Financial Secretary

The Financial Secretary shall be the main financial bookkeeper for the organization. The Financial Secretary shall:

1. Have knowledge of MUTA constitution and responsibilities of the office.



2. Have maintained at least two years of active membership and be in good standing before the election.
3. Issue receipts and keep and maintain, at all times, an accurate record of the financial standing of MUTA.
4. Prepare and present complete and accurate financial reports to the General Assembly (GA) in accordance with MUTA Constitution and Bye Laws.
5. Work with the Treasurer to document all monies/funds accruing to MUTA from all sources, during and outside conventions, for accurate record keeping.
6. Report to the President.
7. Demonstrate knowledge of bookkeeping.
8. Review all MUTA bank statements and or online banking logins and passwords, as well as other relevant financial and assets documents, for proper and accurate record keeping.
9. Reconcile financial records with the Treasurer periodically for accuracy checks.
10. Present financial records to Auditors and respond to inquiries when necessary.
11. Balance account spreadsheet and perform other related duties as required in the Bye Laws.

SECTION IV: BOARD OF ADVISORS

The Board of Advisors of MUTA shall offer guidance to protect the organization's integrity and ensure that it lives up to its goals and purposes.

A. Composition of BOA

Members of the BOA must demonstrate a clear knowledge of the workings of the constitution of MUTA.

The BOA shall comprise:

1. Four distinguished MUTA members who have made positive contributions to the development of the organization. They shall be elected by the General Assembly during an annual convention or at a regularly scheduled meeting of the GA.
2. One former president of MUTA who had served the organization honorably and remains in good standing with the organization.
3. The serving President and one Regional Vice President (RVP). Both officers will serve on the Board during their tenure.
4. The BOA shall appoint a Chairperson and a Secretary. Neither the serving President nor the RVP shall be eligible to be made chairperson of the BOA.
5. Every member of the BOA shall have a single vote on the board. Decisions of the Board shall be determined by a simple majority of the members.



B. Term of Office of BOA

1. Elected members of the BOA shall serve for a term of five (5) years and may be re-elected for a final term of five (5) years.
2. The MUTA President and RVP shall serve on the Board during their terms in office.
3. A member of the Board may resign through a written notice addressed to its chairperson.
4. The chairperson may resign through a written notice to the President of MUTA.
5. A member of the Board may be removed through a vote of the majority of MUTA members at a duly convened meeting.
6. The President or RVP shall be removed from the Board only when they no longer serve in those offices.
7. The General Assembly shall replace any board member that leaves before the expiration of their tenure.

C. Duties and Responsibilities of BOA

The BOA shall

1. Ensure that MUTA fulfills its legal obligations to the state in which it is incorporated and complies with the laws of the United States of America.
2. Offer guidance and support to ensure MUTA's objectives, policies and programs are implemented.
3. Ensure that the assets and resources of MUTA are preserved, maintained and used prudently.
4. Promote harmonious relations among MUTA members and take necessary action to resolve conflicts within the organization.
5. In the event that the BOA determines that the MUTA EXCO is not complying with all their obligations then the Chairperson of the BOA should report to the General Assembly.



ARTICLE VII

APPOINTED OFFICERS

The following appointments shall be made by the President except the Internal Auditor who shall be appointed by the General Assembly (GA).

- A. Chairpersons of Standing and Ad Hoc committees
- B. Legal Adviser
- C. Internal Auditor
- D. Any officer deemed necessary for advancement of MUTA's purposes

SECTION I: QUALIFICATIONS AND TENURE OF APPOINTEES

1. All appointees must demonstrate knowledge of MUTA constitution and must be willing to make positive contribution to the smooth running of the organization.
2. All appointees must be members of the organization in good financial standing for one year preceding the date of appointment.
3. The term of every ad-hoc appointee shall end with the president that made the appointment.
4. The president may remove any ad-hoc appointee for good cause or an appointee may resign through a 30-day written notice to the President.
5. An appointee who resigns shall immediately return all MUTA property and records to the president.

SECTION II: STANDING AND AD HOC COMMITTEES

MUTA shall have standing committees for:

- A. Education
- B. Health
- C. Culture
- D. Networking
- E. Fundraising
- F. Welfare or Hospitality
- G. The president may also appoint any ad hoc committee as necessary.

SECTION III: WOMEN'S FORUM

There shall be a women's forum whose responsibilities shall include, but not limited, to the



following:

1. Coordination of MUTA's involvement with issues relating to Tiv women and children.
2. Coordination of cultural/social entertainment during MUTA's annual meetings.
3. Coordination of other issues relevant to the wellbeing of Tiv families.
4. Resource partnerships to accomplish the above goals.

SECTION IV: COMMITTEE CHAIRPERSONS

Standing Committee chairpersons:

1. Shall constitute each committee in consultation with the president.
2. Shall lead each committee in the assigned projects.
3. Shall report directly to the President.

SECTION V: LEGAL ADVISER

1. The legal Adviser shall be appointed by the President and approved by simple majority of members of the GA in attendance at a general meeting.
2. Shall report directly to the President.
3. Shall advice on all legal matters involving MUTA
4. Shall review businesses and policies of MUTA to ensure compliance with necessary legal requirements.
5. Shall be a practicing lawyer in the USA.

SECTION VI: REGIONAL VICE PRESIDENTS

To promote cooperation among MUTA members at the grassroots, the organization shall be divided into four regions comprising states within those regions. Activities of members in each region shall be coordinated by a Regional Vice President. Regional Vice Presidents shall be elected by members of the region for a term of three years renewable for another three years. Regional Vice Presidents may be removed by a vote of no confidence by majority members of the region at a duly convened meeting.

A. COMPOSITION OF REGIONS.

MUTA regions shall include:

1. The Northeast Region. It comprises the states of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, Virginia, West Virginia and Washington D.C.
2. The Southeast Region. It comprises the states of North Carolina, South Carolina, Georgia, Florida, Tennessee, Louisiana, Mississippi, Texas Alabama and Oklahoma.
3. The Midwest region consists of the states of Ohio, Indiana, Kentucky, Illinois, Michigan, Wisconsin, Missouri, Iowa, Minnesota, North Dakota, South Dakota, Nebraska, Kansas, and Arkansas as well of country of Canada.
4. The Western Region. It comprises the states of California, Arizona, New Mexico, Colorado, Nevada, Utah, Oregon, Washington, Montana, Wyoming, Idaho, Hawaii and Alaska.



B. DUTIES OF THE REGIONS

Each region shall:

1. Engage in activities to promote interaction and networking among members.
2. Carry out tasks assigned to them by the General Assembly, Executive Committee or Board of Advisors to advance the interest of the organization.
3. Any region may choose to register as a local chapter of MUTA within their jurisdiction.



BYLAWS

SECTION I: DUTIES AND RESPONSIBILITIES OF MUTA OFFICERS

All officers shall perform their duties as stipulated in the MUTA Constitution, the Bylaws, and other relevant documents, or as may be determined by resolution of the Executive Committee or the General Assembly consistent with these Bylaws.

A. Duties Of Executive Officers

1. PRESIDENT

The President:

- a. Must have a thorough understanding of the organization's constitution.
- b. Shall be the Chief Executive Officer (CEO) and spokesperson of the organization.
- c. Must have maintained at least two years of active membership and be in good standing before the election.
- d. Shall supervise and present budgets to the GA during annual conventions of MUTA.
- e. Shall supervise communications and all financial transactions of the organization.
- f. Shall present meeting agenda, planned policies and programs to the General Assembly.
- g. Shall be responsible for the implementation of policies and projects of the organization.
- h. Shall ensure regular communication between the GA and the EXCO.
- i. Shall develop procedures and processes necessary for implementation of projects and approved policies.
- j. Shall delegate powers for efficient operation of the organization when necessary
- k. Shall nominate, appoint and dissolve standing and ad hoc committees when necessary.
- l. Shall report violations of MUTA constitution and bylaws to the GA.

2. VICE PRESIDENT (VP)

- a. Shall demonstrate good knowledge of MUTA constitution and willingness to work with the office of the president.
- b. Must have maintained at least two years of active membership and be in good standing before the election.
- c. Shall assist and report to the president in all assigned duties.
- d. Shall perform the duties of president in the absence of the president.



3. SECRETARY

- a. Must have knowledge of MUTA constitution and responsibilities of the office.
- b. Must have at least two years of active membership in good standing before election.
- c. Shall call meetings as directed by the president.
- d. Shall record and read all transactions, attendance and minutes of MUTA meetings.
- e. Shall maintain records of MUTA membership.
- f. Shall direct all written and oral correspondences.
- g. Shall keep custody of all MUTA equipment and stationery.
- h. Shall make all records available to the EXCO and to any member as necessary.
- i. Must be computer literate, Internet accessible and demonstrate excellent writing skills.
- j. Shall maintain timely correspondence with members and outside publics as directed by the president.

4. ASSISTANT SECRETARY

- a. Must have knowledge of MUTA constitution and responsibilities of the office.
- b. Must have at least two years of active membership in good standing
- c. Shall work closely with the Secretary and keep minutes of meetings and records in the absence of the Secretary.

5. TREASURER

The Treasurer shall be the custodian of MUTA finances and shall:

- a. Receive all monies and funds accruing to MUTA from all sources for safekeeping in MUTA bank accounts.
- b. Keep and maintain custody of all MUTA finances and assets including, but not limited to, physical cash, bank accounts documents, including check books, credit cards, MUTA tax ID, online account access codes, as well as all relevant documents.
- c. Disburse payments for all approved MUTA expenditures and, where applicable, acquire or liquidate any MUTA assets, as approved by the GA and authorized by the EXCO.
- d. Transmit copies of receipts and invoices of all incomes and expenditures to the Financial Secretary for proper record keeping.
- e. Work with the Financial Secretary to collect and document all revenues such as registration fees, membership dues, and proceeds from all sources of fundraising during and between MUTA conventions.
- f. Keep and maintain accurate financial records of the organization.
- g. Work with the Financial Secretary to prepare accurate financial reports for the



General Assembly in accordance with MUTA Constitution and Bye Laws.

- h. Make financial records available to Auditors and respond to inquiries as needed.
- i. Balance financial accounts and perform related duties as required in the Bye Laws.

6. FINANCIAL SECRETARY

The financial secretary shall be the main financial bookkeeper for the organization and shall:

- a. Keep and maintain, at all times, an accurate record of the financial standing of MUTA.
- b. Prepare and present complete and accurate financial reports to the General Assembly (GA) in accordance with MUTA Constitution and Bye Laws.
- c. Work the Treasurer to receive all monies and funds accruing to MUTA from all sources, during and between conventions, for accurate record keeping.
- d. Deliver to the MUTA Treasurer, or deposit in MUTA bank account(s), any monies collected or received from all sources after keeping a record of same. Where a bank deposit is made, send a copy of the receipt to the Treasurer.
- e. Review all MUTA bank statements as well as other relevant financial and assets documents, for proper and accurate record keeping.
- f. Reconcile financial records with the Treasurer periodically to ensure accuracy.
- g. Present financial records to Auditors and respond to inquiries as needed.

SECTION II: REMOVAL OR RESIGNATION OF AN ELECTED OFFICER

A. Provision

As a registered non-profit organization, MUTA must operate within the legal framework and standards granting its status. Similarly, MUTA members and, those among them who are elected to hold leadership positions, must comply with the governing laws and standards, while pursuing the mission and vision of MUTA. Consequently, any elected officer of MUTA who fails to comply with the constitution or the operational standards, shall be removed from office or may resign.

B. Decision to Remove or Resign

The decision to remove any member of the Board of Advisors may be initiated with cause by a resolution of a simple majority of members of Board to the General Assembly to that effect. The decision to remove any member of the Executive Committee shall be made by a resolution to the General Assembly by a majority of members of the EXCO, after consultation with the Board of Advisors on the matters involved.

An officer whose removal is being discussed will be excluded from the vote to make a recommendation for dismissal. The removal of an officer shall be without prejudice to any actual rights of membership. The decision to remove shall be ratified by a simple majority of the general assembly (GA).



Any elected officer may resign by submitting a letter of resignation to the President or the Chairperson of the Board of Advisors, whichever is the case. The resignation becomes official upon receipt and acceptance of the resignation and an orderly transfer of relevant documents.

C. Vacancies

- i. Leadership vacancies shall be filled through election by MUTA members during the annual meetings.
- ii. Vacated positions of the president or the secretary midterm may be assumed by the elected and serving vice president or assistant secretary respectively.
- iii. Any other position vacated midterm may be filled by redistributing responsibilities among existing EXCO members until the next annual meeting when the vacant position may be filled by election.
- iv. When (iii) above is not possible, the president, in consultation with the Executive Committee, shall fill the position on a temporary basis.

SECTION III: ELECTIONS

A. Eligibility to Contest

Active members, who are up to date with their dues and have demonstrated commitment to MUTA for at least two years, shall be eligible to contest in MUTA elections.

B. Eligibility to Vote

Active members, 18 years or older, who have paid their membership dues shall be eligible to vote.

C. Mode of Voting

Election to all positions shall be by secret ballot, except, under extenuating circumstances, under which members shall agree to an open ballot. Where an eligible member is not able to attend the annual meeting to physically vote, such a member can send in an absentee ballot.

D. Conducting Elections

The President shall appoint a three or five- person electoral committee to conduct MUTA elections. Such committee need not be a standing committee. The electoral committee shall develop the modalities for the conduct of elections.

E. Disputing Election Results

Contestants in an election who are disputing the result of the election must do so at the meeting during which the election was held and announced. The electoral committee must address and resolve the specific concerns raised by the disputants during the same meeting.



SECTION IV: MEMBERSHIP DUES AND FEES

A. Membership Dues

All MUTA members shall pay their approved annual dues. The Executive Committee shall recommend for approval of the General Assembly the annual dues for each year during the annual convention. Approved annual dues become effective for the financial year.

B. Convention Registration Fees

Convention fees shall 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. The Executive Committee shall communicate the fees to members alongside the convention announcement before members go to the convention.

SECTION V: COMMITTEES

The President may create standing or ad-hoc committees to perform particular tasks for MUTA.

A. Standing Committees

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

- i. Encourage broader participation
- ii. People with particular expertise
- iii. Diversity of talent and experience
- iv. Clear articulation of tasks and timelines

B. 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

- i. Expertise and availability to do the desired task
- ii. Clear articulation of terms of reference
- iii. Clear articulation of timelines

SECTION VI: MEETINGS

A. Annual General Meeting

A meeting of members shall be held once each calendar year for the purpose of reviewing, planning and conducting organizational business. The agenda for an Annual Meeting shall, among others, include the presentation of status reports of the state of MUTA and election of officers during election year. The annual meeting shall be held at a time and place designated by the Executive Committee.



B. Special Meetings

Special meetings of the General Assembly may be called by the President. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to participate in the proceedings substantially concurrent with the occurrence of the proceedings.

C. Notice

Written notices of MUTA meetings shall be provided under this section or as otherwise required by the law under which it is registered. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all members of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid. If electronically transmitted, once such notice is sent to the email address on record with MUTA and is not returned as undeliverable, it is deemed properly and successfully delivered to the addressee or intended recipient.

D. Place of Meeting

Meetings of MUTA members, the Executive Committee or Board of Advisors shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, members and or officers of MUTA may be permitted to participate in a regular or special meeting through the use of any means of communication by which all participants may simultaneously hear each other during this meeting. A participant in a meeting by this means shall be deemed to be present in person at the meeting.

E. Quorum

A majority of MUTA members or EXCO members shall constitute a quorum at a meeting. In the absence of a quorum, members present at the meeting, be it that of general members, EXCO or BOA may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The members of officers present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

The decision of a majority of participants at a properly called meeting at which a quorum is present shall be the act of that MUTA body, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. An EXCO member who is present at a meeting of the EXCO at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the EXCO member's dissent is entered in the minutes of the meeting. The EXCO and BOA shall keep written minutes of their proceedings in their permanent records.

F. Committees

To the extent permitted by law or this bylaws, the EXCO may appoint from its members a



committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

G. Informal Action.

Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, is signed by two-thirds majority of the EXCO members with respect to the subject matter of the vote.

H. Voting

Unless a supermajority [2/3rd] is required, all issues to be voted on shall be decided by a simple majority of those present at the meeting at which the vote takes place. An eligible voter must be at least 18 years old and current with payment of annual dues.

I. Proxy

The essence of a proxy is to maximize participation in MUTA activities by bonafide members. A legitimate proxy shall be expressed in the following way: A member unable to be present at a MUTA activity shall submit a legitimate proxy by using an official, duly approved proxy ballot. The proxy ballot must have previously been submitted by a constituted MUTA committee and approved by MUTA Executive Committee.

J. Meeting Rules and Procedure

Except otherwise provided by the bylaws, the parliamentary procedure for conduct of regular and special meetings of the Board shall be “Robert’s Rules of Order.”

SECTION VII: BOARD OF ADVISORS MEETINGS

A. Number of Advisors

The organization shall have 7 members of the Board of Advisors.

B. Election and Term of Office

The Executive Committee shall vet and present the names of candidates for the Board of Advisors to the General Assembly for confirmation. Members of the Board shall serve for a term of five years and may be reconfirmed for another term of five years.

C. Quorum

A majority of members of the Board of Advisors shall constitute a quorum.

D. Adverse Interest

The disclosed adverse interest of an advisor in a matter under consideration of the Board shall disqualify the advisor and invalidate his or her vote.

E. Meetings of Board of Advisors

The vote of a majority of the members of the Board of Advisors present at a properly called meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. An



advisor who is present at a BOA meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

SECTION VIII: INDEMNIFICATION

A. Obligation to Indemnify

Any officer, employee or agent who is involved in litigation by reason of his or her position as an officer, employee or agent of MUTA shall be indemnified and held harmless by it to the fullest extent authorized by law as it now exists or may subsequently be amended. In the case of any such amendment, only to the extent that such amendment permits it to provide broader indemnification rights.

Indemnification shall be against expenses including reasonable attorney's fees, judgments, penalties, fines and amounts paid in settlement, actual and reasonably incurred in connection with the action, suit, or proceeding. MUTA shall indemnify the officer, employee, or agent of the organization, only if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of MUTA, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

B. Indemnification Gives No Cause of Action

Indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to MUTA unless, and only to the extent that, the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability, but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

C. Corporate Agent Successful in Proceeding

To the extent that an officer, employee, or agent of MUTA has been successful on the merits or otherwise in defense of an action, suit, or proceeding, referred to above, or in defense of a claim, issue, or matter in the action, suit or proceeding, the successful party shall be indemnified against expenses, including actual and reasonable attorney's fees, incurred in connection with the action, suit or proceeding and in any action, suit, or proceeding brought to enforce the mandatory indemnification provided in this section.

D. Determination Whether Indemnification is proper.

Unless ordered by a court, any indemnification under Section VIII (A) and Section VIII (B) above shall be made by MUTA only as authorized in the specific case upon a determination that indemnification of the officer, employee, or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth in those sections. Such determination shall be made in either of the following ways:

- i.** By the Executive Committee upon the majority vote of a quorum consisting of EXCO members who were not parties to such action, suit, or proceeding; or,
- ii.** If such quorum is not obtainable, then by independent legal counsel in a written opinion; or



iii. By the members at an Annual Meeting.

E. Indemnification for Portion of Expenses

Persons entitled to indemnification under Sections VIII (A) or (B) for a portion of expenses including attorney's fees, judgments, penalties, fines, and amounts paid in settlement but not for the total amount thereof, MUTA may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

F. Expenses Payable in Advance

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections VIII (A) or (B) may be paid by MUTA in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the officer, employee, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

G. Rights Not Exclusive

The indemnification or advancement of expenses provided under Sections VIII (A) to (F) is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

H. Continuation of Indemnification

The indemnification provided in this Section continues only as to a person who is an officer, employee or agent but shall not inure to the benefit of the heirs, executors and administrators of the person. In any case, this Section does not constitute an enforceable contract between MUTA and the indemnified officers, agents and employees.

I. Liability Insurance

MUTA shall have power to purchase and maintain insurance on behalf of any person who is or was an officer, employee, or agent, or is or was serving at the request of MUTA as a member of the Executive Committee, Board of Advisors, appointed committee, employee or agent.

J. Conflicts Voids Indemnification

Notwithstanding the preceding section, no officer, employee or agent of MUTA shall have a financial interest, direct or indirect, or by reason of ownership of stock in any corporation, in any contract or in the sale to MUTA any land or rights or interest in any land, material, supplies, or services, or in any matter in which he/she acts for MUTA. Any willful violation of this section shall constitute malfeasance in office, and any officer or employee of MUTA found guilty thereof by the General Assembly shall there by forfeit his/her office position. Any violation of this section with the knowledge, express or implied,



of the person or corporation contracting with MUTA shall render the contract voidable by the Executive Committee.

SECTION IX: FINANCES

A. Fiscal Year

The Fiscal year and budget cycle shall start from the first day in July and end on the last day of June, the following year.

B. Budget

The EXCO through the Treasurer shall propose, and members at the Annual Meeting shall approve the annual budget. Except as otherwise authorized at an Annual Meeting, funding of the budget shall be limited to membership dues and fees, grants and donations that are consistent with the mission of MUTA and in full compliance of IRS stipulations.

The EXCO 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 treasurer shall post on MUTA website or make available to members quarterly reports which have been approved by the EXCO.

C. Annual Dues

The amount of annual dues shall be recommended by the EXCO and approved the General Assembly each year. Continued membership is contingent upon being up-to-date on membership dues.

D. Fundraising and Philanthropy

MUTA is a non-profit organization that seeks to serve humanity. The Executive Committee shall provide leadership in the sourcing and application of funds in a manner consistent with MUTA status as a 501c organization.

E. Bankers and Signatories

The EXCO shall approve banks that shall be repositories for MUTA monies. The EXCO may also change bankers with justification and inform the General Assembly accordingly. MUTA's bank accounts shall have three signatories: the President, Financial Secretary and the Treasurer. All Checks, Drafts, and Orders for payment of money in an amount up to \$3,000 shall be signed by the President and either the Treasurer or Financial Secretary. Any instrument in an amount more than \$3000.00 must be signed by all three signatories. No officer shall sign a check on MUTA bank account made out to such an officer. All endorsements for deposit shall be made by the treasurer or any other officer acting in that capacity

F. Authorized Promissory Notes

All promissory notes of MUTA and acceptances must be authorized by the Executive Committee and signed by the President or any other officer of MUTA acting in the capacity of the president and either the Treasurer or Financial Secretary.



G. Accountability to Members

The Executive Committee shall carry out programs of MUTA in accordance with the annual budget approved by the General Assembly. The EXCO shall not engage in any of the following activities without prior approval by the General Assembly:

- i. Incurring any indebtedness in excess of \$5,000.00, any indebtedness which is not in the ordinary course of business, or any indebtedness secured by any of the assets of the corporation. Such indebtedness may include but not limited to promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- ii. Conducting any community fund raising campaigns, which are other than the solicitation of single purpose gifts or donations from one company, institution or foundation.

H. Auditors

There shall be an internal auditor appointed by the EXCO for a term of two years.

The auditor shall audit the financial records and assets of the organization on a biennial basis and submit his report to the EXCO which, after review, shall make it available to MUTA members.

SECTION X: MEDIATION AND ARBITRATION

If a dispute arises, the parties will try in good faith to settle it through mediation conducted by:

- i. If between EXCO members, by the General Assembly or through a resolution of a committee of the General Assembly at an annual meeting. The resolution by members would be unreviewable by any court.
- ii. If between members and EXCO members, by the Board of Advisors or any ad hoc committee or a mediator appointed by the General Assembly when the Board of Advisors cannot resolve the dispute.

In any case, the parties are obliged to cooperate fully and fairly with the mediator who will attempt to reach a mutually satisfactory compromise to the dispute. Each and every member of MUTA agrees that other than external regulatory interventions, resolutions of disputes are not reviewable through litigation.

SECTION XI: AMENDMENTS

This constitution and the Bylaws 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. A similar resolution by the majority to accept the changes shall make them a part of the constitution and by-laws. Amendment of the constitution may also be initiated by the Executive Committee if they can persuade the General Assembly that such a change is necessary.



CERTIFICATION

We hereby certify that the members of the Constitution Review Committee have gone through the necessary steps, and that the guidelines herein printed represent the decision of the Mutual Union of Tiv in America as required in the adoption process of this constitution.

We, therefore, hereunder place our signatures in witness thereof and declare this to be the only subsisting and operative constitution of MUTA.

Sincerely,



Dr. Akaa Daniel Ayangeakaa
VICE PRESIDENT



Engr. Simon Hwer Kusugh
PRESIDENT



MUTA Inc.