



**Nigerian  
Professional Group**  
*Transformative collaborations and professional excellence*

## **NIGERIAN PROFESSIONAL GROUP, INC. CONSTITUTION**

**Amended April 2023**

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#### **PREAMBLE**

Position the NPG as the foremost African Professional group in the diaspora and encourage the launch of different state chapters to improve inclusion and growth. The Nigerian Professional Group, Inc. hereby sets forth these rules and regulations.

### **ARTICLE I – CORPORATION**

#### **Section 1.1 Name**

The national organization's name is the Nigerian Professional Group, Inc. (the “NPG” or “association”).

Nigerian Professional Group is a not-for-profit corporation organized under the laws of the State of Massachusetts, with headquarters in Boston. The organization's operation and conduct shall comply with the regulations and policies of this Constitution.

The NPG shall be designated and assigned by the association's Board—the Executive Leadership Team (the “ELT”). Any designation name change must be submitted with a detailed proposal outlining the specific need to the association for consideration and ratification by the **Board of Advisors**.

#### **Section 1.2 Use of Name**

The ELT has prescribed regulations governing the use of Nigerian Professional Group, Inc., its initials, and trademarks. The NPG shall adhere to such rules and regulations. Questions concerning the use of the name should be directed to the ELT.

#### **Section 1.3 Scope of the Constitution**

This shall provide for the management and governance of the association subject to the Certificate of Incorporation and construed by applicable law. The Constitution will be maintained and **updated as needed for the association's best interest**.

#### **Section 1.4 Definitions**

- Association: refers to Nigerian Professional Group, Inc. (NPG)
- Executive Advisory Board: This refers to the body responsible for guiding the ELT on the association's strategic plan, vision, and direction.
- Executive Leadership Team: refers to the governing body of the association as defined in Article III and includes the Immediate Past President.
- Elected Officers refers to the association's elected officers as defined in Article III.

These **Elected officers** include, but are not limited to:

- Vice President of Global Strategy
- Vice President of Operations
- Director of Finance
- Director of Membership
- Secretary

● **Appointed Officers** refers to the appointed officers of the association as defined in Article III.

These officers include, but are not limited to:

- President
- Director of Special Projects
- Director IT & Media
- Immediate Past President
- Chairperson for Committees

● **Good Standing:** refers to the criteria for a qualified member as defined in Article II, Section 2.3.

### **Section 1.5    Mission Statement**

Empowering African professionals in the diaspora to become excellent leaders by promoting self-awareness and development, providing the opportunity to enhance their personal experiences and professional networks while uncovering the unexplored potential of our African identity and commitment to serving our community.

#### **Section 1.5.1    Vision Summary/Elevator Pitch**

*“Transformative collaborations and professional excellence”.*

#### **Section 1.5.2. Problem Statement**

- Lack of a healthy collaborative culture and the existence of an unhealthy competitive environment that drives people to resort to operating in silos, thereby preventing a free flow of impactful information sharing and stiffening community growth.
- With the increasing number of Nigerians migrating to the US, there is challenges integrating into the new environment, navigating the prevailing cultural shock, finding the right support system and mentors

- Negative Media outreach: Overcoming the danger of single narrative stories about our culture and heritage by taking ownership of our African narratives
- High level of uncertainties surrounding migration to Africa after completion of college degree program due to increasing unemployment back home.

### **Section 1.5.3. NPG Goals Statement**

- Foster transformative ideas, create a collaborative culture that breaks down the barriers of operating in silos.
- Inspire and ignite potential through adequate and timely information sharing about career opportunities, student scholarships, and grants; encourage healthy competition and growth.
- Creating networking opportunities to help members experience a true sense of belonging in the community.
- Create a platform to help members navigate the career landscape, integrate into the new culture, and find fulfillment and purpose through our mentorship and skill development programs for immigrants.
- Organizing value-added events, seminars, and conferences for professionals, students, and entrepreneurs.
- African Leaders of Tomorrow: College student scholarship—By 2030, 500 scholarships for STEM programs will be provided to high school seniors and college students in the diaspora.
- Amplify the accomplishments of the African diaspora through recognition and awards programs: Taking ownership of African narratives.
- Create a platform for recruitment opportunities for members seeking to migrate back to the homeland through our partnership with multinational hiring managers in Africa

### **Section 1.5.4. Vision Statement 2030**

- Mentorship Program: Pair 1500 students, professional and entrepreneur members with mentors to help them grow, navigate through the career landscape, and overcome inherent cultural shock

- Capacity and Skill Development Fellowship Immigrant Program: A training program for 1000 immigrant students, 500 Professionals, and 500 startup business owners.
- African Leaders of Tomorrow: College student scholarship—By 2030, 500 scholarships for STEM programs will be provided to high school seniors and college students in the diaspora.
- Chapters Launch: 10 Chapters in the US and Canada
- NPG Conference & Gala: 2 days event

### **Section 1.5.5. NPG Programs Initiatives**

#### □ Career, Personal & Skill Development

- Career Hub: Professional skills development and training.
- African Leaders of Tomorrow: College and high school student scholarship for STEM program
- Startup HQ: Entrepreneurship capacity and Skill development

#### □ Networking & Community

- High impact monthly & quarterly events: NPG Listen Up, NPG Deep Dive & Welcome Soiree.
- Mentorship Program

#### □ Changing the African Negative Narrative

- NPG Gala/ Conference: Amplify the accomplishments of Africans in the Diaspora.

#### □ Recruitment and Hiring Opportunities

- Career Fair for Students and Professional Members: Recruitment partnership with local and global organizations
- Media Initiatives: NPG TV, NPG Podcast, NPG Blog, NPG Newsletter and Social Media

### **Section 1.6 Affiliation and Networking**

The association will develop and provide means for its members to affiliate, socialize, and network within this organization and community while growing professionally. The association

shall try to establish and maintain relationships with other professional organizations within the community and Ally.

### **Section 1.7 Non- For-Profit Organization**

The association is organized exclusively for charitable, scientific, and educational purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), as may be amended from time to time, or any corresponding provision of any future United States Internal Revenue tax code. All the assets and earnings of the association shall be used within the meaning of the Code.

### **Section 1.8 Dissolution of Organization**

Upon the association's dissolution, winding up, or liquidation, the Executive Board shall comply with the Massachusetts General Law 180 non-profit corporation law provisions respecting dissolution, liquidation, or winding up. Under Section 501(c)(3) of the Code, the association transfers all net assets, following payment to any debtors, to the NPG Foundation. Should this Foundation no longer exist at said time of the dissolution, under 501(c)(3) of the Code, the Executive Board shall appoint another non-profit organization to receive the net assets as the Executive Board deems appropriate.

### **Section 1.9 Registered Office and Agent**

1.9.1 Principal Office The principal office of the NPG, a nonprofit corporation incorporated under the laws of the State of Massachusetts, shall be at such a suitable place within or without the State of Massachusetts as the Board may from time to time determine.

1.9.2 Registered Office and Agent of NPG shall have and continuously maintain a registered office in the State of Massachusetts (which may be identical to the principal office), and the ELT shall appoint and continuously maintain in service a registered agent in the State of Massachusetts, who shall be an individual resident of the State of Massachusetts and an officer or director of the Board-ELT.

1.9.3 Other Offices of the NPG may have other offices or offices at suitable places or places within or without the State of Massachusetts as the Board of Advisors may occasionally **determine as necessary for the conduct of the Council's affairs.**

## **ARTICLE II – MEMBERSHIP**

### **Section 2.1 Eligibility**

Membership in the NPG shall be open to those persons as indicated by criteria:

- Nigerian Citizenship: Birth, Naturalization, Adoption and Marriage
- College degree (minimum or currently taking an undergraduate degree program)
- Professional: Early, mid, or experienced career level
- Entrepreneur: Business owners with a track record of integrity, growth, and community impact
- Sign association terms and conditions
- Associate membership in the NPG shall be open to persons who are not Nigerian by birth but meet the other membership criteria- Ally

### **Section 2.2 Applications**

To gain membership within the NPG Professional Group, Inc., a person must meet all eligibility membership requirements:

- Complete a membership online application form.
- Submitting a membership application will allow a person to identify with the association.
- Payment of annual membership dues
- Membership induction conducted as the ELT deems fit

### **Section 2.3 Members in Good Standing**

Members in “Good Standing” of the NPG (collectively referred to herein as the “Members” and individually as a “Member”) shall be those persons meeting the requirements for eligibility for membership in the NPG Professional Group outlined in the NPG Constitution and:

- a. Have not been suspended or terminated under Article II, Section 2.9 of the Constitution,
- b. Have not been suspended or terminated under Article II, Section 2.3 of the NPG Constitution, and
- c. Are currently in the payment of all dues of the NPG Professional Group Inc.-Association members **must be paid Members of the NPG** to be in good standing.

### **Section 2.4 Rights and Privileges**

Members in Good Standing are afforded the following rights and privileges:



- a. The right to cast one vote on issues addressed during general meetings or special call meetings for the entire association.
- b. The right to hold the position of committee chair of an ad-hoc or standing committee.
- c. The right to hold an elected office is met given the requirements in Article III, section 3.2 of the Constitution.
- d. **Failure to renew membership by the stipulated deadline shall result in losing these rights and privileges until dues have been paid.**
- e. The right to attend any Executive Board meeting as an observer. If speaking or agenda time is desired, the Member must submit a request to the President or Vice President of Operations & Strategy at least forty-eight (48) hours before the scheduled board meeting.

## **Section 2.5    Membership Dues**

The ELT shall **approve the membership annual dues and the due date for paying** such dues.

Dues are subject to but not limited to the following rules:

- a. All dues are paid directly to the NPG's office unless otherwise specified by the ELT
- b. Dues cannot and will not be prorated.
- c. The NPG may amend or change membership dues requirements without prior notice to Members.
- d. Dues are based on membership categories.

### **Section 2.5.1                      Membership Category and dues**

- Professional Membership* - Employed or self-employed. \$100
- Student Membership* - Full-time/Part-time student in a college. \$40
- Board Member* Individuals elected to serve in the association's tenured (2 years) executive capacity. \$100
- Partnerships* -Affiliation with professional groups N/A
- Executive Sponsor- Board of Advisor N/A

## **Section 2.6    Fees and Assessments**

The association can assess the general membership for any necessary purposes.

- a. The Executive Board may levy a special fee.
- b. A special assessment may only be levied with the majority approval of the Executive Board and ratified by the **Board of Advisors**
- c. Any special assessments levied shall follow the NPG Constitution
- d. All fees and assessments shall be paid within the time limits specified.

- e. This does not apply to dues.

### **Section 2.7    Committee Membership**

Members of the association in Good Standing shall hold all positions on standing and ad-hoc committees. If a member's membership status lapses, their status on committees lapses immediately unless the ELT approves a thirty (30) day extension to allow for members to renew and regain Good Standing status.

### **Section 2.8    Resignation and/or Reinstatement of Membership**

Members of whatever classification may resign from the NPG. Such resignations must be in writing and addressed to the NPG 's headquarters. A letter of resignation will be presented to the ELT for action.

Members who cease to be Members of any membership classification, who have resigned or forfeited their membership rights by nonpayment of dues, unless the Members are terminated or suspended under Article II, Section 2.9, may apply for membership in the original manner and by payment of the number of annual dues in effect at that time.

### **Section 2.9    Suspension or Termination**

The Executive Leadership Team majority may suspend or terminate the membership of any Member who, in its judgment, has violated the Bylaws or whose conduct is deemed detrimental to the best interests of the NPG. Written notice of a Member's impending suspension or termination shall be mailed to that Member at least seven (7) days before the effective date of the termination or suspension. Such notice shall include the reasons for the proposed action. The ELT majority may grant such Member an opportunity to resign or be heard before a decision on termination or suspension.

Association affiliation may be forfeited, suspended, or terminated upon violation of any rule or Bylaw and/or conduct deemed inappropriate and a significant infraction of the philosophy, purpose, and intent of this organization by a two-thirds majority vote of the Executive Board. An official meeting of the Members shall be held, and the Executive Board's two-third vote shall be conducted during this official meeting.

### **Section 2.10 Discrimination**

Membership and participation shall be free from discrimination because of sex, orientation, religion, ethnic group, political belief, age, or any other classification recognized by federal or state law.

## **ARTICLE III – ADMINISTRATION**

### **Section 3.1 Board- Executive Leadership Team (ELT)**

There shall be an Executive Leadership Team of the NPG, which shall consist of the following appointed or elected voting members:

1. President
2. Vice President Global Strategy
3. Vice President of Operations
4. Director of Membership
5. Director of Finance
6. Secretary
7. Director of Special Projects
8. Director of IT & Media
9. Immediate Past President

Others Include:

- Chairperson, Media
- Chairperson Communication
- Chairperson Student Relations & Scholarships
- Chairperson, Programs
- Chairperson, Finance Operations

The Immediate Past President (President Emeritus) is automatically a member of the ELT based on his/her past service as President of the association.

The ELT will be composed of all elected or appointed officers. In addition, upon acceptance of the ELT, the Immediate Past President of the association will serve on the Board in a voting capacity, providing that the past President leaves the office in Good Standing and that this individual has not previously been suspended or removed from office for cause. **As needed, the Board of Advisors can determine additional officer roles** to fulfill the responsibilities. The President shall have the authority to create additional roles to fulfill the responsibilities and appoint persons to fulfill those roles as necessary.

### **Section 3.2 Eligibility and Criteria**

A candidate for an elected and appointed office shall meet the following eligibility criteria:

- The candidate must be a member of the association for at least six (6) months before the time of nomination; and
- For all offices, except for the office of the President, the candidate must either have held a previous leadership position or have a minimum of five (3) years of business experience in the private, government, or educational sectors.
- The person does not have outstanding membership dues
- For the office of President, the candidate must have an MBA or other advanced degree and have served at least one year on the ELT before nomination. At its discretion, the Advisory Board can waive these eligibility and criteria by a majority vote.

### **Section 3.3 Responsibilities and Duties of the ELT**

The purpose of the Executive Board shall be to manage the affairs of the association. The members of the Executive Board shall consult together concerning any affairs, activities, needs, and problems of the association. The Executive Board shall adopt programs that will promote the progress and welfare of the association, including, but without limitation, providing channels of communication between others and the NPG. Specifically, the Executive Board shall:

- a. Serve based on the provisions of the NPG Constitution.
- b. Brand ambassador focused on fundraising and community engagement
- c. Determine all policy questions and administer the association's affairs under the Constitution and the general provisions of the law under which the NPG is incorporated.
- d. Be subject to the orders of the membership, and none of its acts shall conflict with the decisions made by the vote of the general body or the goals and objectives of the NPG.

- e. Be the authorized representative of the association between general membership meetings.
- f. Be subject to a hearing before an ad hoc review committee if any standing committee officer or Executive Board Member is accused of willfully violating policy, grossly neglecting his or her duty, and/or behaving to discredit the association. Any use of said authority shall be with a favorable majority vote of the Executive Board. If justified by its findings, the Executive Board shall proceed according to the provisions for discipline as indicated in the NPG Bylaws.
- g. Have the authority to enact provisions for accumulating and depositing funds collected for the association and shall be responsible for setting up rules and regulations for administering the association's financial affairs.
- h. Have the authority to direct any association officer to perform such special duties as may be required for the benefit of the association.
- i. Not receive any salary for service.
- j. Coordinate activities at all levels of the association.

#### **Section 3.4 Terms of Office**

The term of office for the ELT officers, standing committee chairs, and appointed positions will be two (2) years and will commence the first day of January immediately following the election. However, no officers will be relieved of the duties of their office until their successors have been duly elected or appointed and have accepted the oath of office. All Executive Board officers may serve up to but not exceeding two (2) consecutive terms in the same position (also reference Section 4.8). **There is no limit to the term of standing committee chairs and other appointed positions.**

#### **Section 3.5 New Position or Office**

If the Executive Board authorizes a change in the Constitution to elect a new or create a different position or office for the association and does not, at the time of such authorization, fill such a position, a vacancy or vacancies shall be filled as outlined in Article III, Section 3.7.

#### **Section 3.6 Termination of Officers**

- a. The Executive Board Officers shall be the only entity empowered to remove any officer or Standing Committee Chairperson from office for cause. Said removal shall be done only at a special meeting called for that purpose. Executive Board Officers can be removed from office by a majority vote of the Executive Board ratified by the **Advisory Board.**

- b. A written notice for a special meeting to remove any Officer or Standing Committee Chairperson from office for cause shall be mailed or emailed to all Executive Board members no less than seven (7) days before said meeting is held.
- c. Any Member whose removal from office is sought shall be mailed or emailed written notification no more than fifteen (15) days before said meeting for removal.
- d. Any Member whose removal is sought shall have the right to be heard and/or resign before any action taken at this meeting.
- e. To remove any Officer or Standing Committee Chairperson from office for cause, the Executive Board must receive approval to vacate that office from a majority of the Executive Board present at the special meeting called for said removal.
- f. Upon the removal of an Officer, all possessions belonging to the association shall be returned immediately to an Executive Board Member in Good Standing.
- g. Terminated Officers will not be eligible for membership on the Executive Board in a new term. Suppose an Officer whose removal is sought decides to resign before action is taken. In that case, the terminated Officer will not be eligible for membership on the Executive Board in a new term.
- h. If an Officer resigns and desires to re-engage on the Executive Board, the current Executive Board will review the resignee's request for reconsideration and determine if they can proceed.
- i. If an Officer has resigned or been removed, the President will inform the NPG of the resignation or removal and inform them of the replacement Officer once one has been identified.

### **Section 3.7 Vacancies and Succession**

- a. A vacancy occurring in any Executive Board position can only be declared by the Executive Board and shall be given to the association membership at the next general membership meeting following such declaration.
- b. Any vacancy in the office of President shall be filled in the order of succession as follows:
  - The Vice President of Operations & Strategy shall assume the office of President.
  - The Executive Board shall appoint someone to hold the office of Vice President of Operations & Strategy until a vacancy election is held.
- c. In the event vacancies occur simultaneously in the office of President and the Vice President of Operations & Strategy, the Director of Admin shall assume the office of President. The Executive Board will hold a special meeting to appoint someone to hold the office of Vice Presidents of Operations & Strategy until a vacancy election is held.

- d. Vacancies filled under paragraphs “a” and “b” above before December 1st shall be filled for the unexpired term of the office holder by appointment of the Executive Board within sixty (60) days of said vacancy.
- e. Vacancies filled under paragraph “a” and “b” above, on or after December 1<sup>st</sup>, shall be filled immediately by the newly appointed office holder following a special meeting. Said officers will hold their office for the unexpired term of the office holder they are replacing and for the term of office they were appointed.
- f. The Executive Board may identify a potential candidate from the Membership to fill a vacancy and appoint that candidate by a majority vote of the Executive Board.
- g. In the event of vacancies in any Executive Board and there is no successor eligible for an open office based on the criteria (except for the President role), the Executive Board can identify potential candidates from the general membership and bring forward those candidates for a voting consideration by the Executive Board. Suppose this approach yields no candidates to fill the open office. In that case, the Executive Board can vote to extend current or past Officers (inclusive of the President) to the respective role (even if the Officer has served more than three (3) consecutive terms). Approval of the extension will be brought forward to the general membership for final vote.

### **Section 3.8 Dual Capacity and Separation of Duties**

An Executive Board officer may not serve in a dual capacity as an Executive Board Officer and Director or Officer of the NPG.

### **Section 3.9 Fiduciary Officer Conflict of Interest**

In no event shall there be spousal or domestic partner relationships between ELT officers in a term -- if both have fiduciary responsibilities.

### **Section 3.10 ELT Individual Responsibilities**

The responsibilities and duties of each member of the ELT shall be as follows:

#### **3.10.1 President:**

The President shall serve as the association's Chief Executive Officer (“CEO”) by developing the goals and objectives that align with the NPG’s mission statement. All elected Officers and ad-hoc committee directors shall report directly to this office.

The scope of duties for this office includes, but is not limited to:

- a. Acting as official spokesperson for the association and is charged with the overall administration of the corporation and maintaining a positive image of the association.
- b. Presiding at all general Membership, Executive Board, and special meetings.
- c. Representing the association to the NPG community.
- d. **Serve as the secretary to** the Board of Advisor
- e. Appointing or removing standing committee directors for those who are removed or resign from office with the concurrence of a majority vote of the ELT.
- f. Appoint and replace officers or committee directors for those who have been removed or resigned from office with the concurrence of a majority vote of the ELT.
- g. Leading the association toward business and service excellence for our membership and partners.
- h. Leading the association in developing and maintaining its strategic and operational plan.
- i. Acting promptly, collaboratively, and responsively to the membership, Executive Board Officers, and partners.
- j. Ensuring that the ELT and membership are advised of initiatives, responsibilities, and/or deliverables communicated by the NPG.
- k. Calling special meetings.
- l. Creating ad-hoc committees for specific goals or missions except for a review committee.
- m. Casting a deciding vote in a tie at Executive Board, general, or special meetings.
- n. Signing check authorization requests before the Vice President of Finance releases funds.
- o. Serving as an ex-officio voting member of all committees when necessary.
- p. Overseeing implementation of and revisions to the Constitution.

### **3.10.2 Vice President Global Strategy**

The committees reporting to this office can be but are not limited to **Corporate Relations, Public relations, and Marketing & Brand Management**. The scope of duties for this office includes, but is not limited to:

- a. **Presiding at meetings in the absence of the President.**
- b. As a C-suite marketer for the organization focused **on fundraising and brand ambassadors.**
- c. **Oversight function and ex-officio** member of the strategy committee
- d. **The Director of IT & Media reports to this office**
- e. Seeking opportunities for the association and its members to benefit or assist.
- f. Completing special projects delegated by the President or the Executive Board of advisors.
- g. Signing check authorization requests in the absence of the President or Vice President of Operation before the Vice President of Finance releases funds.



- h. Serving as an ex-officio member of **Corporate Relations and Strategy committees**.
- i. Assuming the office of President if the President cannot complete his or her term and appointing any temporary Executive Board Officer replacements necessary, pending Executive Board approval of majority vote until vacancy elections can be held as outlined in Article III Section 3.7 of the Bylaws.
- j. Securing **corporate partnerships and sponsorships**, as necessary.
- k. Oversee and respond to corporate relations matters as necessary.
- l. Leading the association in the development and maintenance of its strategic plan.
- m. Leading the association's corporate partnerships and sponsorship initiatives

### **3.10.3 Vice President of Operations**

The committees reporting to this office can include the **Program Operations, Mentorship program, University Relations, and African Leaders of Tomorrow scholarship committees**. The scope of the duties for this office includes, but is not limited to:

- a. Presiding at meetings in the absence of the President and Vice President of Global Strategy
- b. Seeking opportunities for the association and its members to benefit from or assist students and/or community agencies.
- c. **Administration of rules, policies, and procedures.**
- d. Acting as parliamentarian for general membership, Executive Board, and special meetings, which may include being familiar **with and keeping a copy of the most current edition of Robert's Rules of Order for the association.**
- e. Completing special projects delegated by the President or the Executive Advisory Board.
- f. Signing check authorization requests in the absence of the President and Vice President of Operations & Strategy before the Vice President of Finance releases funds.
- g. Leading the association in the development and maintenance of its operational plan.
- h. Acting in a timely, collaborative, and responsive manner to the membership, Executive Board officers, and partners.
- i. Developing and maintaining Executive Board and Director roles and responsibilities document.
  - a. Serving as an ex-officio member of **Mentorship program** committees.
  - b. **Developing, maintaining, and reporting on operational measurements and metrics**

#### **3.10.4 Director of Membership**

The committees reporting to this office can be but are not limited to **Membership Relations and Community Partnerships**. The scope of the duties for this office includes, but is not limited to:

- j. Seeking opportunities for the association and its members to benefit from or assist students and/or community agencies.
- k. Completing special projects as delegated by the President or the Executive Board.
- l. Leading the association toward business and service excellence for our membership and partners.
- m. Leading the association in the development and maintenance of its operational plan.
- n. Acting promptly, collaboratively, and responsively to the membership, Executive Board officers, and partners.
- o. Developing, maintaining, and reporting on membership measurements and metrics.**
- p. Serving as ex-officio member of the Membership Relations and Community Partnerships.**
- q. Maintain the membership database, membership induction, and welcome package**
- r. Responsible for the creation of new chapters**
- s. Securing community, Overseeing and responding to Community and National Relations matters.

#### **3.10.5 Director of IT & Media**

The standing committees reporting to this office can be but are not limited to IT, social media, Online Marketing, **and Promotions**. The scope of duties for this office includes, but is not limited to:

- a. Collaborate with the office of VP of Operations & Strategy
- b. Building communications team(s).
- c. Assisting with revamping and maintaining the **association's website**.
- d. Developing and maintaining **contact(s) database(s)**.
- e. Developing and maintaining monthly events communications, MailChimp campaigns, and contacts.
- f. Developing and maintaining more robust social media execution, including LinkedIn, Facebook, Executive Board book, Twitter, etc.
- g. Developing and maintaining an online newsletter.
- h. Developing and maintaining photography and/or videography team components to capture events.
- i. Developing marketing and branding products, such as brochures, sponsor packets, media kits, etc.
- j. Addressing public relations matters with the approval of the executive board's message.

### **3.10.6 Director of Finance**

The committees reporting to this office can be but are not limited to: **Financial Operations, Fundraising, Financial Reporting, and Finance Committee**. The scope of duties for this office includes, but is not limited to:

- a. Maintaining current and accurate records of the association's financial position by recording, classifying, and summarizing all monetary transactions with the assistance of the Treasurer.
- b. Preparing detailed, written financial records and reports for all accounts to be presented at each Executive Board meeting, with the assistance of the Treasurer.
- c. Submitting all financial reports required by the NPG, including but not limited to quarterly and year-end reporting, after reviewing the reports with the President and any other person(s) designated by the President or Executive Board, with the assistance of the Treasurer.
- d. Updating 501(c)(3) status, with the assistance of the President, and submitting financial reports as needed by legal or governmental agencies.
- e. Preparing the initial budget each year with the assistance of the President and the Finance Committee, if one has been established, to present for discussion at the Executive Board leadership retreat or the first meeting of the fiscal year.
- f. Oversee the maintenance of records to track actual spending versus budget, as prepared by the Treasurer.

### **3.10.7 Secretary**

The scope of duties for this office includes, but is not limited to:

- a. Responsible for managing **compliance committees**
- b. Monitor and ensure the implementation of **the association's value propositions**
- c. Collaborate with the Director of Special Projects to ensure the smooth election process
- d. Performs monthly, quarterly, and bi-annual **KPI**
- e. Ensuring the effective operation and building of the Chapter's committees.
- f. Overseeing implementation of and **revisions to the Constitution**.
- g. Safeguarding legal documents, reports, and minutes.
- h. Relinquishing records to successor or President when office ends.
- i. Leading the Chapter in developing and maintaining its strategic and operational plan.
- j. Serving as a member of the Membership Committee and other committees as necessary.
- k. Obtaining and maintaining an electronic storage/access vehicle for documents and collateral.
- l. Assisting with completing annual reporting, snapshots, and accomplishments reports.
- m. Collaborate with board members by sending out emails to members

- n. Setting up and recording the proceedings of all general Membership (as applicable), Executive Board, and special meetings.
- o. Distributing copies of the Executive Board meeting minutes to its members before the next Executive Board meeting for review.
- p. Maintaining an accurate record of all attendance at ELT meetings.
- q. Obtain a current list of members in good standing from the vice president of membership, vetted by the vice president of administration each month.
- r. Making minutes readily available for review by any member in Good Standing.
- s. Assisting with the execution of Executive Board meetings.
- q. Prepare and distribute agendas for all ELT meetings in advance and prepare general membership and unique meeting agendas upon request.

### **3.10.8 Director of Special Project**

The scope of duties for this office and the standing committees reporting to this office can be but are not limited to

- a. **Business Development**
- b. Collaborate **with VP of Operations & VP of Global Strategy** to drive and lead strategic initiatives
- c. Overseeing implementation of and revisions to the Constitution.
- d. Collaborate with the Secretary to ensure the smooth election process
- e. Completing special projects as delegated by the President
- f. Assisting the president in representing the association at strategic partners meetings
- g. Assisting with securing corporate partnerships and sponsorships, as necessary.
- h. Leading the association toward business and service excellence for our membership and partners.
- i. Assist with completing annual reporting, snapshots, and accomplishment reports.

### **3.10.9 Immediate Past President (President Emeritus)**

The scope of duties for this office includes but is not limited to:

- a. Assisting the President relative to the transfer of office.
- b. Serving as a voting member of the Executive Board.
- c. Attend Executive Board meetings and provide advice as needed.

### **Section 3.11 Appointed Positions and Standing Committees**

Any committee's purpose is to perform the necessary work on behalf of the association or the Executive Board. All committees are formed by these Bylaws, the President, and/or the Executive Board to investigate, consider, report, or act on any matter necessary and in the best interest of the.

Appointment: All standing committee chairs shall be appointed positions by a majority vote of the Executive Board.

Term of Office: The term of office shall end for each appointed position when the term of the person appointed is over.

Termination: Any appointed chair can be removed from office by a majority vote of the Executive Board as outlined in Article III Section 3.7 of the Constitution.

### **Section 3.12 Committee Chairperson Responsibilities:**

The responsibilities of a standing committee chairperson are as follows:

- a. Soliciting at least two (2) Members in Good Standing to serve on the committee.
- b. Preparing a committee budget and activities report for the annual Executive Board strategic planning session.
- c. Scheduling at least three (3) committee meetings per year and notifying the elected Officer to whom the committee reports the meeting date in advance.
- d. Updating the direct line elected Officer with written committee meeting minutes to document progress and submitting proposed correspondence draft to the direct line Officer and President for approval before it is sent.
- e. Preparing written committee reports for the Executive Board meetings.
- f. Obtaining approval from the Executive Board, Finance Committee if one is formed, at an Executive Board meeting for any expenditure for committee events (e.g., room rental, caterer, etc.) for which checks must be issued. Notifying the Vice President of Finance at least forty-eight (48) hours before any approved expenditure for committee events for which checks must be issued. This would include providing the Vice President of Finance with a complete copy of any contract before it is signed by an Officer with signing authority at least seventy-two (72) hours before that contract signing.
- g. Submitting all requests for committee reimbursements with the appropriate form, signatures, and original receipts.

### **Section 3.13 Executive Board of Advisor Structure**

There shall be a **maximum of nine honorary members** of the Board of Advisors, including one elected member, who shall be the current President of the association.

#### **3.13.1 Eligibility and Criteria**

An honorary member is an experienced professional or entrepreneur with a proven record of integrity and excellence and a minimum of 15 years of experience in the private or public sector. This board shall provide oversight and guidance to the Executive Board/ ELT.

The time commitment for this role is between 2 to 4 hours a quarter, depending on inflight projects.

### **3.13.2 Requirement for Consideration:**

- Professional Experience & Excellence- At least 15 years of consistently delivering excellence
- Expanded Network
- NPG Share Value: Community Impact
- Brand Integrity
- Outstanding Leadership

### **3.13.3 Terms of Office**

The Executive Board appoints the members of the Advisory Board to a (3) year term and for no more than two (2) consecutive terms. Advisory Board members are appointed by a majority vote of the Executive Board/ELT. The Advisory Board shall advise the organization on achieving its objectives and shall have voting rights. These individuals will possess knowledge and experience that can be utilized on special projects under the Executive Board's direction. The Advisory Board shall not be personally liable for the Corporation's debts, liabilities, or other obligations.

### **3.13.4 Responsibilities and Duties of the Board of Advisors**

The purpose of the Board of Advisors shall be to provide oversight functions for the activities of the Executive Leadership team and help guide the association's strategic goal. The members of the Board of Advisors shall consult quarterly concerning any affairs, activities, needs, and problems of the association. Specifically, the Board of Advisors shall:

- a. Ensure accountability for the ELT goals and objectives
- b. Provide guidance and mentor the executive leadership team
- c. Review the association's quarterly report and provide feedback as needed
- d. Assist the association to advance its vision, mission, and strategic initiatives
- e. Leverage their network to promote NPG strategic program initiatives
- f. Assist in fundraising for special projects and cause
- g. Provide counsel, advice, and support association goals and its ELT
- h. Approve any changes to the NPG Constitution and Bylaws
- i. Ratify the appointment/ election of NPG Board members.

