

PREAMBLE

We, the Yoruba, sojourning in the State of Arizona, wanting to associate and enjoy the company of one another; seeking the best interests and overall well-being of one another; and guided by the innate and deep sense of loyalty, trust and integrity, individually committed to excellence in all areas of endeavor, and assured that we can build a stronger cultural, economic and social community of Yoruba in Arizona, the United States, in Nigeria and around the world, do pledge and resolve to form the "Egbe Omo Yoruba of Arizona" also known as "Yoruba Club of Arizona".

MISSION STATEMENT

The mission of the Yoruba Club of Arizona is to promote togetherness and the social and economic welfare and interests of the Yoruba; and to cherish, uphold and protect the honor, cultural heritage and the traditions of the Yoruba, through the mutual participation and cooperation of its members and the awareness and education of the public.

ARTICLE I

1.0 NAME OF ASSOCIATION

The association shall be called the "Yoruba Club of Arizona" or interchangeably as "Egbe Omo Yoruba of Arizona" and hereafter referred to as "this association" or "this club."

ARTICLE II

2.0 OBJECTIVES

- 2.0.1. To establish a viable association that meets regularly to promote the togetherness of Yoruba culture and the welfare of its members in Arizona.
- 2.0.2. To encourage and deliberate on issues paramount to the Yoruba.
- 2.0.3. To hold meetings, social events, festivals, lectures and other Educational events that are relevant to the promotion of the Yoruba culture and traditions.
- 2.0.4. To preserve the association as non-political, non-partisan and non-sectarian.
- 2.0.5. To foster the economic interests and social environment of the Yoruba in Arizona, United States, and Nigeria.

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2.0.6. To undertake specific projects beneficial to the Yoruba in Arizona, and Nigeria, aimed at enhancing our development, opportunities and interests.

2.0.7. To publish occasional Newsletter or other forms of communication for disseminating information about our activities and other issues beneficial to our membership.

2.0.8. To support the development of educational opportunities and economic activities wherever there are Yoruba.

2.0.9. To encourage and nurture our children and youth to imbibe the Yoruba culture, honor and tradition.

2.0.10. To work with other organizations within and outside the United States that share similar objectives and goals, and to promote the interests and progress of Yorubaland and our fatherland, Nigeria.

ARTICLE III

3.0 AFFILIATION

The association is autonomous of other entities, but may form affiliation, collaboration, alliances or partnerships with other entities or organizations that share similar objectives and goals, subject to the provision of our constitution and by-laws.

ARTICLE IV

4.0 MEMBERSHIP

4.1 Qualification

4.1.1. An individual who declares to be of Yoruba ancestry shall be deemed eligible to become a member of the association.

4.1.2. Membership can be acquired through special invitation to any person or association by the resolution of a majority of members present at a regular or special meeting of the association.

4.1.3. Membership can be granted to non-Yoruba spouses of Yoruba Club members, who share our goals, aspirations, and desire to be members.

4.1.4. Associate Membership may be granted to any non-Yoruba individual who was born, or raised or lived in Yorubaland and shares our values, goals and aspirations, and applies to be a member. Such associate membership may be upgraded to full membership after 2 or more years of associate membership, on the recommendation of the Executive Committee and by full vote of members present at a meeting of the association.

4.2 Application Process

4.2.1. A qualified individual who wishes to become a member of this association shall submit an application for membership on the prescribed form, pay required membership fees and dues, commit to attend association meetings, and participate actively in association activities.

4.2.2. A qualified individual must attend three consecutive meetings of the Club before he or she is deemed qualified to submit an application for membership.

4.3 Rights of Membership

4.3.1. This association shall have members who are eligible to vote and be voted for and who shall subscribe to the purpose of this association. Only members who are deemed active by general membership may vote and be voted for.

4.3.2. Members shall have the right to be heard on any matter that may be before the association; and the right to be treated with dignity and respect at all times, notwithstanding whether or not the member's opinion is popular or unpopular, deemed right or wrong by other members. In the same manner, each member owes a responsibility to other members and to the association to conduct himself/herself with decorum and dignity at all times, within and outside the association.

4.4 Rights of Associate Membership

4.4.1. Associate Members of the Club shall have all the rights and privileges of full membership with the exception of voting and being voted for at an election.

ARTICLE V

5.0 RELATIONSHIP TO OTHER ORGANIZATIONS

5.0.1. Any other association that subscribes to the purposes of this club may associate with our association upon approval of its application by a majority of membership and upon payment of dues as may be fixed by the association from time to time.

5.0.2. The association may create other Sections, Committees, Wings or Chapters as may enhance delivery of its mission and purpose, and such bodies shall remain part of and be equally treated as being members of the association. They shall abide by our constitution and by-laws.

5.0.3. In the same manner, the association may take up membership or become affiliate of other local, national or international organizations or bodies that have similar or compatible purpose, objectives or mission as the Yoruba Club of Arizona.

5.0.4. The Association may register a single-member LLC solely owned by the association and which shall own and hold interest in any for-profit business that the association may enter into.

5.0.5 The single-member Holding LLC may create other businesses and franchises for profit making. The net profit declared by such downstream businesses shall be distributed wholly to the association for growth and association objectives.

5.0.6 All the property of the Club shall be vested in the Holding LLC.

5.0.7. Any funds raised from outside the association for the purpose of running the LLC shall be treated as a loan to be repaid with or without interest as stipulated in the agreements for such loans.

5.0.8. The Association Board of Trustees shall appoint the board of the Holding LLC, which shall own properties and downstream businesses. The board of the Holding LLC shall appoint Managing Directors to run the day to day operation of downstream businesses. The hiring, remuneration and firing of the Managing Directors shall be vested in the Board of the Holding LLC.

ARTICLE VI

6.0. TERMS OF MEMBERSHIP

6.1 Fees, Dues and Assessment

6.1.1. The association shall fix the initial membership fees, monthly dues and levies for all categories of members as may be determined from time to time. Each member shall pay such fees, dues and levies in a timely manner.

6.1.2. Those members who have paid their fees, dues and assessments and who are not suspended shall be members in good standing. Members who are not current in their payments may be considered to remain as members in "conditional good standing" as long as they have made arrangement with the Treasurer to become current and are actually meeting up with such payments of fees, dues and assessments; and are active otherwise in matters of the club's concerns.

6.2 Termination and Suspension of Membership

6.2.1. Membership shall terminate on occurrence of any of the following events:

- (a). Resignation of the member, with reasonable notice to the association.
- (b). Failure of the member to pay dues, fees, or assessments as set by the association; or make arrangement for payment as may be provided for in these by-laws
- (c). Occurrence of any event that renders the member ineligible for membership or failure to satisfy membership qualification.
- (d). Classification in "Inactive Status" of the member under provisions of these by-laws, based on good faith by members that a member has failed in material and serious degree to observe the rules and conduct of the association, or in conduct materially or seriously prejudicial to the purpose and interests of the association.

6.2.2. A member may be suspended under provisions of these by-laws based on good faith determination by the members.

6.3. Procedure for Suspension or Inactive Classification

6.3.1. If grounds appear to exist for suspension or classification in "inactive status" of a member under these by-laws, the following procedure shall be followed.

- (a). The member shall be given at least sixty (60) days prior notice by any method reasonably calculated to provide actual notice of the proposed expulsion or suspension and reason(s) thereof. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the association records.

- (b). The member shall be given an opportunity to be heard either orally or in writing at the meeting of the members to consider the proposed suspension or declassification.
- (c). Where necessary, a special committee of "resolution elders" may be constituted to look into the matter and report back to Club members.
- (d). Any action challenging a declassification or suspension of membership, including a claim alleging defective notice must be commenced within one year after the date of the suspension or declassification.

6.4 Liability for Debts or Obligations

- 6.4.1. A member of the association is not personally liable for the debts, liabilities, or obligations of the association.

ARTICLE VII

7.0 OFFICERS AND DUTIES OF OFFICERS

7.1 Board of Trustees

- 7.1.1 Three or more Trustees, who must be financial members of the Club, shall be elected at a meeting of the Club. They shall hold office at the pleasure of the Club.
- 7.1.2 The Trustees, shall on behalf of the Club, defend any action taken by the Club. They can cause to sell, lease, surrender, accept surrender and otherwise deal with the properties of the Club on behalf of the Club at the direction of the Executive Committee and as may be approved by the General Meeting.
- 7.1.3 The appointment of a Trustee shall be a lifetime appointment.
- 7.1.4 In the event of death, resignation or removal of a Trustee from office, the office shall be held temporarily by a nominated member of the Executive Committee, pending the election of a new Trustee.

7.2 Officers

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The management of this association shall be vested in an Executive Committee consisting of the following officers.

President
Vice President
Secretary
Assistant Secretary
Financial Secretary
Treasurer
Welfare Officer/Social Secretary
Public Relations Officer
Auditor
Ex-Officio Members (2)

The Executive Committee shall comprise all the officers listed above, and two Ex-Officio members, one of which is the immediate past President of the association, and the other elected by the association members.

7.3 Duties of Officers

(A) President

- (i) Preside over meetings.
- (ii) Shall be the ambassador of this association.
- (iii) Call any special meeting.
- (iv) Appoint committees and chairpersons thereof.
- (v) Fill in at the committee level for absent chairpersons.
- (vi) Implement the plans/strategies developed in the Committees. Pull together the tactical plans flowing from our mission statement; and assume a planning leadership role.
- (vii) Guide committee chairpersons to gain consensus and resolve problems.
- (viii) Has the power to delegate responsibilities to others.
- (ix) Has authority as second signatory along with the treasurer, to sign or disburse necessary appropriations directed by the Yoruba Club of Arizona (YCA). He/she may designate the Financial Secretary as second signatory.

(B) Vice-President

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- (i) Assume the powers of the President in his/her absence.
- (ii) Take on special assignment as requested by the President or Executive Committee

(C) Secretary

- (i) Record and maintain the minutes of all YCA meetings.
- (ii) Keep a file of such minutes, and when requested by the President, to accept assignments involving correspondence and the keeping of records.
- (iii) Coordinate YCA meetings and obtain venue and supplies needed for an effective and comfortable meeting.
- (iv) Distribute meeting minutes in a timely fashion to all steering committee members.
- (v) Give YCA members appropriate advance notice of meetings.
- (vi) Shall be the custodian of all YCA correspondence, by-laws, charter, and the mission statement.
- (vii) The Secretary shall be a member of any and all constituted committees.

(D) Assistant Secretary

- (i) Assume the powers of the Secretary in his/her absence.
- (ii) Take on special assignment as requested by the President, Secretary or Executive Committee.

(E) Treasurer

- (i) Administers all financial records.
- (ii) Has authority as second check signatory, along with the President to sign or disburse necessary appropriations directed by the YCA.
- (iii) Prepares monthly/regular financial report, receipts and disbursements for distribution to executive committee members.
- (iv) Coordinates strategic financial planning efforts, including budgets.
- (v) Pays all bills and maintain appropriate books and records.

(v1) Keeps the association's check books.

(F) Financial Secretary

- (i) Oversees the collection and recording of all moneys collected by the association and shall work closely with the Treasurer to ensure all dues and levies are collected and placed into the association bank account.
- (ii.) Hands-over all monies to the Treasurer for deposit or pay into the association bank account within five (5) working days

(G) Welfare Officer/Social Secretary

- (i).Responsible for the organization of social events and other related activities.
- (ii) Facilitates YCA efforts to make a direct positive impact on our community.
- (iii) Seeks the overall social welfare of the club members.

(H) Public Relations Officer (PRO)

- (i) Shall be the mouth- piece of the association, and will ensure that all activities and pronouncements of the association are communicated to members.
- (ii) Establish significant contact with members of the public as may be necessary to enable the association disseminate information and press releases.
- (iii) Organize news conferences and public statements on behalf of the association.
- (iv) Shall be the Editor in Chief of the association's newsletter or any publication.
- (v) Shall be responsible for developing initiatives for promoting the association's goals and objectives as well as promoting a positive image of the association to the public.

(I) Auditor

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- (i) The Auditor shall thoroughly examine all the account books kept by the Treasurer and Financial Secretary, check all receipts and payments; and certify them accordingly.
- (ii) He/She shall have access to all books, accounts, vouchers and other documents of the Club which he/she may consider necessary.
- (iii) He/She shall prepare reports on the financial position of the Club and the manner in which the accounts have been kept, having regard to the provisions of the Constitution concerning the accounts of the Club.

(J) Executive Members (Ex-Officio)

- (i). Participate in the deliberation of the Executive Committee.
- (ii) Perform special functions as directed by the President or Executive Committee.

7.4 Eligibility and Terms of Office

1. All members eligible for offices must be considered to be active and in good financial and social standing with the club.
2. Term of office shall be two years, beginning with or at the close of the first meeting held within the calendar year (January to December), and not later than March 31st.
3. There will be no term limits but an officer must present himself/herself for re-election every two years.

7.5 Election

- Officers shall be elected by a simple majority of the attending membership that may consist of members present at such meeting and those who may have sent or nominated proxies in their behalf.
- Only members who are full members of the association and in good standing can vote and be voted for.
- All nominations and the electoral process shall be made by a secret ballot and supervised by the executive committee. The executive committee shall appoint election officers to oversee the process.

7.6 Meetings

1. Standard procedures will be used at meetings, and every effort will be made to discuss any issues coming before the association in accordance with the by-laws.

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2. A majority vote of the members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a constitutional amendment.
3. A quorum shall consist of twice the number of elected officers plus one. Where a quorum of 10 members is not present, then a meeting may be held for discussion purposes only.
4. No voting can take place on any matter until a quorum is present. Where there is no quorum, all discussion matters shall be referred to the next meeting where a quorum is present.
5. A meeting may be held at any place consented to by majority of members either before or after a regular or special meeting.

ARTICLE VIII

8.0 AD HOC COMMITTEES

8.1. Committee Requirements

- (i) The YCA shall establish ad hoc committees comprising of members in good standing who are willing to volunteer or be nominated to serve on these committees
- (ii) All committees shall be headed by an executive member, unless otherwise stated
- (iii) All committee shall have three (3) or five (5) members depending on the nature and tasks of the committee

8.2. Committees and their Functions

A. Membership Committee:

The Membership Committee shall be responsible for;

- i. Recruitment and retention of members
- ii. Responding to the needs of members
- iii. Implementing outreach programs and initiatives designed for the promotion and preservation of members' well being
- iv. Instituting mechanisms for promoting the concept of "wellbeingism" among members

B. Finance Committee

The Financial Committee shall be responsible for:

- I Matters relating to finances including membership dues, fund raising, donations and budgeting
- li Develop strategies for club investments and encourage investor activities
- lii Review club finances on a regular basis
- iv. Deliberate on other financial issues

C. Social Committee:

The Social Committee shall be responsible for:

- i. Developing, organizing, promoting, and executing the social policies and activities of the Association
- ii Collaborate with members to establish needs and subject to the approval of the executive, develop outreach programs to address the needs identified

D. Dispute Resolution Committee:

The Dispute Resolution Committee also known as "The Elders Committee" shall be responsible for

- i. Initiating a process for resolving disputes among members through a traditional, non-formal, non-adversarial approach, which utilizes the community elders

E. Other Committees:

- i. The executive committee shall have the power to establish other committees to fulfill specific objectives of the Association
- ii. All the committees shall report to the executive committee
- iii. The executive may appoint individuals from the general membership to serve on these committees

ARTICLE IX

9.0 BY-LAWS AMENDMENT

9.0.1. A by-law amendment may be accomplished by two-thirds vote of the members present at the meeting provided a quorum of 10 is formed.

9.0.2. Only those who have been members of this association for 90 days prior to the proposal of such an amendment may vote. All members must be notified at least 30 days prior to voting that by-law amendments will be discussed and be voted upon.

ARTICLE X

10.0 FINANCE

Bereavement Grant Members who are in good standing may be entitled to a bereavement grant of up to \$300.00 in the event that the member lost his or her immediate parents; or his or her spouse.

10.2 Birthday Celebration Gift

1. Members who are in good standing may be entitled to a birthday gift of \$200.00 per person in the event of celebrating ages 30, 40, 50, 60, 65, 70, 75, 80, 85, 90, 95, 100+ and notwithstanding whether a public celebration to which the Club has been officially invited is held or not.

10.3 Marriage Gift

1. Members who are in good standing may be entitled to a wedding gift of \$200.00 per couple in the event that the member or the child of the member is getting married.

2. In addition to the \$200 stated in paragraph 1 above, a present, not exceeding \$50.00, may be bought and presented to the couple at the wedding event.

10.4 Baby Gift

1. Members who are in good standing may be entitled to a baby gift of \$200.00 per couple in the event that the member has a new baby notwithstanding the circumstance of the birth either naturally, surrogacy or adoption.

10.5 Financial Grant Program

The Executive Committee of the YCA shall be able to review and recommend to the membership a financial grant program. The following conditions or requirements shall be met.

- a. The grantee must be in dire need of financial help.
- b. The grantee must have exhausted all available means.
- c. He/she must be guaranteed by two (2) members in good standing
- d. Among the two (2) members must be ONE executive member.
- e. The approval of the grant shall depend on the nature, amount, and needs of the grantee.
- f. All grants are subject to the approval of the executive committee.
- g. The financial grant program shall be funded on a case by case basis with voluntary donations by members and not more than \$250 from the association's account.

ARTICLE XI

11.1 Dues

1. YCA is a non-profit organization. Dues, fees, levies and other monies received by the association will be spent entirely for carrying out the stated purpose of the association.
2. Dues, fees and levies shall be as determined by a majority of the members present at a business meeting.
3. Dues, fees and levies shall not be changed more often than once per year except in cases of special occasion.
4. No part of the net earnings of the club shall be used to the benefit of its individual members without the consent of all the members.
5. This association shall be empowered to participate in fund-raising activities.

11.2 Financial Compensation

1. Officers and members shall not receive compensation for their services as such, but may receive reasonable reimbursement for expenses incurred on behalf of the association, or as fixed or determined by resolution of the association.

11.3 Dissolution

1. In the event of dissolution of this association by members, funds in the treasury, after all creditors have been paid, shall go to a permitted association or other non-profit organizations as may be decided by members.

11.4 Fiscal Year

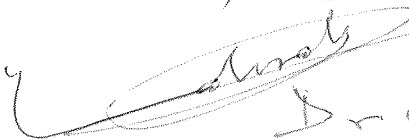
1. The fiscal year for this association shall be from January 1st to December 31st of any given year.

Certification Page

Certificate of Secretary

"I, the undersigned, certify that I am presently elected and acting as Secretary of the Yoruba Club of Arizona, an Arizona non-profit association, and the above articles of Association and By-laws, consisting of 15 pages - including this Certification Page - are the By-laws of this association as adopted by membership resolution or as amended on Feb 22, 2026 and that they have not been amended or modified since that date.

Executed on Feb 22, 2026 at Phoenix, Arizona, USA


Dr. Eusebia Samuel-Ojo Falcolade
Secretary