

**CONSTITUTION AND BYLAWS OF THE
UGANDAN NORTH AMERICAN ASSOCIATION (UNAA)**

PREAMBLE:

We the members of that community of persons now living in North America who have our roots or other ties to Uganda; recognizing that we share common social, cultural and economic interests; desirous of pursuing and promoting those interests, realizing that the fulfillment of this desire is a function of our effort; hereby resolve to come together and form an association with a view to attaining the following:

- (a) To stimulate and encourage nationwide acquaintance and fellowship among members in North America.
- (b) To develop, through the exchange of information, research and discussion, a better understanding of problems facing members.
- (c) To encourage business relationships and interaction.
- (d) To promote unity and friendship.
- (e) To promote and foster social, cultural, economic and philanthropic activities and share the same with other groups.
- (f) To address needs peculiar to members of the Association.

**ARTICLE ONE
ORGANIZATIONAL MATTERS**

1.1: Association Name: Ugandan North American Association (UNAA), a not-for-profit organization.

1.2: Organizational Structure: The Association is organized pursuant to the provisions of the State of Texas Not-for-Profit Corporation Code. The Association is a two-tier organization consisting of a national committee (Board of Directors) and local chapters. The National Committee consists of nine officers of whom four are elected at large, and five additional officers are elected from different Local Chapters:

- (a) President of the national committee
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Five committee members

The Immediate Past President, Vice President, Secretary and Treasurer shall be ex-officio members of the National Committee (Board of Directors) as advisors.

The Local Chapters are governed consistent with the National Association, but with total latitude in determining the exact and specific composition of the Local Board of Directors to reflect the specific needs of the Local Chapter. A local Chapter may be established by any group of natural persons that meets the basic requirements of membership eligibility. There is no limitation on size or number of local chapters that may be admitted to the Association. However, the National Board of Directors shall have the discretion to admit or not admit any local chapter to membership of the UNAA. It shall be the responsibility of the Local Board of Directors to communicate with the National Board of Directors. The Local shall submit at least one report to the National Board of Directors outlining the activities of the Chapter at least ninety days before the convention or annual meeting. A chapter hosting the annual convention shall within ninety days after the convention submit a report to the National Board of Directors.

1.3: Principal Office: The Association may have offices at such place or places within North America as the Board of Directors may, from time to time determine or the business of the corporation may require or make desirable.

1.4: Registered Agent and Registered Office: The registered agent and registered office shall be determined by the national Board of Directors.

1.5: Governing Laws: The Association is governed by these bylaws and Articles of Incorporation.

ARTICLE TWO PURPOSE

2.1: Organization: The organization is a not-for-profit corporation predicated on the premise that, we, the members living in North America have unique economic, social, and cultural needs that can be served better and fulfilled in our own organization. Hence, the objectives of the Association are:

- (a) To stimulate and encourage nationwide acquaintance and fellowship among members in North America.
- (b) To develop through research, discussion and exchange of information a better understanding of problems facing members.
- (c) To encourage business relationships and interaction.
- (d) To promote unity and friendship.
- (e) To promote and foster social, cultural, economic, and philanthropic activities and share the same with North Americans or other groups.
- (f) To address needs peculiar to members of the Association

2.2: Programs: The Association may achieve its objectives through regular conferences and meetings, networking activities, professional and business development seminars and workshops, theatrical productions on positive values, fund raising activities to supplement operating capital, and newsletters.

2.3: Statement of Non-discrimination Intent: The organization is an equal opportunity association. It does not discriminate, for membership purposes, on the basis of race, color, religion, sex, age, handicap, marital status, national origin, ethnic or tribal affiliation. The Association is nondenominational, non-sectarian, non-partisan, secular and not-for-profit. In these bylaws, or in the Articles of Incorporation, and henceforth, in any official writing of the Association or public address, whenever reference is made to a masculine gender, reference will also be made to a feminine gender; thus he/she; his/hers.

2.4: Duration: The Association shall have perpetual duration, unless dissolved by the members.

2.5: Voluntary Dissolution by Members: The corporate existence of the Association may be terminated by a vote of, or written petition of 2/3 of all membership, or by the Secretary of State if and when the existence of the Association ceases to be legal.

ARTICLE THREE MEMBERSHIP RIGHTS AND BENEFITS

3.1: Eligibility: Membership in the Association is open to a natural person who is 18 years or older, pays a membership fee and supports the objectives of the Association.

3.2: Transferability: Membership is personal to the individual member. It shall not be sold, assigned or otherwise transferred in any manner or form from one person to another.

3.3: Dues: All members are required to pay membership dues, annually, in their respective chapters. The amount of membership dues and when they should be paid will be determined by the Local Chapter Boards. The Local Chapter shall contribute financial support towards the activities of the Association, such as annual conventions. A percentage of the membership dues and/or convention registration fees, as determined by the National Board, shall be paid by the Chapter to treasury of the National Association.

3.4: Withdrawal: Any member may withdraw or resign his/her membership at any time. However, membership dues and assessments are non-refundable.

3.5: Termination: Membership shall be maintained for as long as any member continues to be in good standing, provided that a person who is issued a certificate of membership by the National Board or pays a membership fee to a local Chapter or pays a registration fee at the convention or annual meeting shall be deemed a member in good standing for the period intervening between two conventions or annual meetings.

3.6: Compensation: No dividend shall be paid and no part of the income or profit of the Association shall be distributed to the members. However, the Association may pay compensation

in a reasonable amount that may be determined by the Board of Directors, for services rendered to the Association. Approval by the Board of Directors is required prior to the rendition of the said service, in order to be compensable.

3.8: Privileges: All members who are in good standing are entitled to all rights and privileges of the Association as stated in the Membership policy.

3.9: Voting: Members of the Association shall have voting rights so long as they are in good standing and present at the Convention.

3.10: Certificate of Membership: The National Board of Directors at its discretion may issue certificates evidencing membership in the Association.

ARTICLE FOUR MEMBERSHIP MEETINGS

4.1: Regular Meeting: Meetings shall be held regularly, at a place and time, to be determined by the Board of Directors.

4.2: Special Meetings: Special meetings of members and/or the Board may be called by the Board, at anytime, as the Board deems necessary.

4.3: Notice of Meeting: A written or printed notice of each membership meeting, stating the place, day, and hour of the meeting shall be delivered to all members in good standing, either personally or by mail, by the Secretary of the Association. Said notice shall be printed in the Association's official newsletter. If mailed, the notice shall be sent to each member in good standing, at his/her address as it appears on the registration books of the Association, as kept and maintained by the Secretary. In the case of regular meetings, the notice of the meeting shall state the purpose of the meeting and agenda. In the case of special meetings, the notice of the meeting shall state the purpose, or purposes, for which the meeting is called.

All meetings will be conducted in accordance with Robert's Rules of Order.

ARTICLE FIVE THE BOARD OF DIRECTORS

5.1: General Powers: The business affairs of the Association shall be managed by the Board of Directors or by such executive committees as may be established pursuant to these bylaws.

5.2: Qualification: Members of the Board and officers shall be elected from members of the Association who are in good standing, willing, and able to serve.

5.3: Term of office: Each Board member and officer shall serve for a period of three years and shall be eligible for reelection. In case of death, resignation, disqualification, or removal, the Board shall nominate a replacement to complete the unfinished term until a successor has been elected. There shall be no term limits for Board Members but the President and Vice President shall only serve for 2 terms only if re-elected after the first term.

5.4: Election: Members of the Board shall be elected by the affirmative vote of a majority of the members present at a duly scheduled meeting, for which the notice of meeting specifically listed such election of Directors on the agenda; members shall be nominated or sponsored by other members. Voting shall be by secret ballot. The nine (9) officers of the national Board shall be elected during the national convention. An Elections Commission appointed by the Board shall serve as the Nominations committee for a period of five years.

5.5: Resignation: Notice shall be in writing and mailed to the Secretary at least 15 days prior to the next meeting.

5.6: Removal: Any Director may be removed from office by a majority vote of the members present at any general meeting whenever, in the judgment of said members, the best interest of the Association will be served thereby.

5.7: Filling Vacancies: Except for the natural expiration of Board member's term, any vacancy occurring on the Board of Directors, by reason of death, resignation, disqualification or removal shall be filled by appointment by the remaining members of the Board until the next general meeting.

ARTICLE SIX MEETINGS OF THE BOARD OF DIRECTORS

6.1: Time: The time and place of regular meetings of the Board of Directors shall be determined by the Board.

6.2: Special Meetings: Special meetings of the Board of Directors may be called by the President or in his absence, by the Vice President or by the Secretary of the Association if both the President and Vice President are absent, or by any three (3) Directors in office at the time.

6.3: Notice of Meetings: No extra notice shall be required for any regularly scheduled meeting of the Directors of the Association. Unless waived as contemplated in Section 8.2, the President or Secretary of the Association or any Director thereof shall give notice to each Director of each and every special purpose or purposes of the meeting. Such notice shall be given by mailing a notice of the meeting at least thirty (30) days before the date of the meeting, or by telephone at least twenty-five (25) days before the date of the meeting. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting unless if such attendance is for the express purpose of protesting the convening of such a meeting.

6.4: Quorum: At meetings of the Board of Directors, at least fifty one percent (51%) of Members of the Board of Directors then in office shall be necessary to constitute a quorum for the transaction of business.

6.5: Vote Required for Action: Except as otherwise provided in the Section 2.5 or by law, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors; except the vote of two-thirds (2/3) of all Directors is required to recommend the adoption of a resolution for dissolving the corporation. Such a recommendation shall then be presented to the general membership for action. Adoption, amendment and repeal of a bylaw or bylaws is provided for in Article XI of these bylaws.

Vacancies on the Board of Directors may be filled as provided for in **Section 5.7** of these bylaws.

6.6: Action by Directors Without a Meeting: Any action required or permitted to be taken, at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if a written consent thereto shall be signed by a number constituting the quorum of the Directors or members of such committee, as the case may be, and such written consent is filed with the Secretary of the Association with the minutes of the proceedings of the Board or the committee. Such consent shall have the same force and effect as a unanimous vote of the Board or committee.

6.7: Adjournments: A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority vote of the Directors present. The meeting may later reconvene at a specific time and place. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

ARTICLE SEVEN COMMITTEES

7.1: Appointment of Committees: The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may from time to time, designate one or more committees, each to consist of three (3) or more Members, Directors, Officers, or a mix of Members, Directors and Officers. Such Members, Directors, Officers or a mix of Members, Officers and Directors on the committee shall have such a name, or names, and shall have and may exercise such powers of the Board of Directors in the management of the business and affairs of the Association, except as otherwise provided by law, as may be determined, from time to time, by resolution of the Board of Directors. Each of such committees shall call and hold meetings, adopt rules of procedure, maintain records of its proceedings, and shall report said proceedings to the Board of Directors at the next Board meeting held after said records have been taken, or at the next scheduled regular meeting of the members of the Association, whichever of these two meetings shall occur first, counting from the date of said records of proceedings. All such proceedings of the Association shall be subject to revision or alteration by a majority vote of the Board of Directors, except to the extent that action shall have been taken pursuant to, or in reliance upon such proceedings, prior to any such revision or alteration.

7.1 (a): Major Committees: On a permanent basis, the Board will work with the following committees and will appoint their members as it deems necessary:
- The Electoral Commission, the Auditing Commission, Conventions Committee and the Membership Commission. Guidelines and responsibilities of these committees shall be separate

instruments or documents as approved by the Board of Directors and will annex documents to the UNAA Constitution. The Auditing Commission will act as UNAA's ethical body and it is entrusted with ensuring that all UNAA officials (including committee members) sign and abide by a UNAA Code of Conduct statement.

7.2: Vote Required for Action: All committees designated or appointed by the Board of Directors shall act by a majority vote of their members.

7.3: Alternative Members: The Board of Directors, by resolution adopted in accordance with Section 7.1, may designate one or more Directors as alternate members of any such committee, who may act in the place of any absent-member or members at any meeting of such committees.

ARTICLE EIGHT NOTICE AND WAIVER

8.1: Procedure: Except as otherwise specifically provided in these bylaws, whenever under the provisions of these bylaws notice is required to be given to any member or Director, it may be given by personal delivery, email, telefax, or by mail, by depositing the same in a post office or letter box, in a postage prepaid sealed envelope addressed to the member or Director at such address as appears on the books of the Association, as kept by the Secretary, and such notice shall be deemed to be given at the time when the same shall be transmitted or mailed.

8.2: Waiver of Notice: Whenever any notice is required to be given to any member or Director by the Articles of Incorporation, or by these bylaws, a waiver of said notice, in writing signed by the person or persons entitled to such notice, whether before, at or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE NINE AUTHORITY AND DUTIES OF OFFICERS

9.1: President: The President shall be the Chief Executive Officer of the Association and shall have general supervision of the business and affairs of the Association. He/she may execute, with any other proper Officer, certificates of membership, if any, leases, contracts, or other instruments which may be lawfully executed on behalf of the Association. He/she or his/her designee shall ensure that all orders and resolutions of the Board of Directors are carried into effect, and shall perform such other duties as may from time to time be delegated to him/her by the Board of Directors.

9.2: Vice President: The Vice President shall, in the absence, disability, or direction of the President of the Board of Directors, perform the duties and exercise the powers of the President, including the execution of contracts and agreements. The Vice President shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign to him/her.

9.3: Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of members, Directors and Committees of Directors. He/she shall have authority to give notices required by law or by the bylaws. He/she shall be the custodian of the Association's books, records, contracts, seal and other documents. The Secretary may affix the corporate seal to any lawfully executed document requiring it and shall perform whatever additional powers the Board of Directors may, from time to time, assign to him/her.

9.4: Treasurer: The Treasurer shall have custody of all funds and securities belonging to the Association and shall receive, deposit or disburse the same under the direction of the Board of Directors and President upon request. The Treasurer shall perform all duties, as may be assigned to him/her, from time to time, by the Board.

9.5: Immediate Past President, Vice President, Secretary and Treasurer: The Immediate Past President, Vice President, Secretary and Treasurer shall stay on as ex-officio members of the National Committee as advisors and to provide continuity between the out-going and incoming governing Board. The Immediate Past President shall have no vote during regular Board meetings. However, he/she may be part of a committee and in this capacity shall have the same voting privileges as any other committee member.

9.6: Code of Conduct:

All Officers and Members acting on behalf of UNAA shall be subjected to a Code of Conduct (a separate document).

ARTICLE TEN MISCELLANEOUS PROVISIONS

10.1: Fiscal Year: Unless otherwise determined by the Board of Directors, the fiscal year of the Association shall be from April 1 through March 31 of the next year.

10.2: Association Seal: The Association Seal shall be in such form as the Board of Directors may, from time to time, determine.

10.3: Bank: The Association shall have a business checking account with a bank, and at a location, as may be determined by the Board of Directors. The Association may have any other type or types of accounts, as may be determined by the Board of Directors.

10.4: Signatories to Association Bank Account: The Treasurer, the President and the Secretary of the Association shall be signatories to the Association's bank accounts, and to the disbursement or issuance of checks thereof; two signatures to be required for any and all transactions. However, other officers of the Association may be signatories on the Association's bank accounts if so authorized, in writing, by the Board.

10.5: Annual Statements of Account: Not later than one (1) month after the close of the fiscal year, and in any event, prior to the next meeting of the members for the year immediately following the said fiscal year, the Association, through the Treasurer, shall prepare and shall deliver to each registered member, in good standing, a brief summary of the Income and Expenditure Statement for the fiscal year. The statement shall also indicate the account balance as

of the close of the fiscal year. Upon receipt of a written request, the Secretary shall promptly mail to any registered member a copy of the most recent such Statement of Account.

10.6: Inspection of Books and Records: The books and records of the Association shall be open to inspection by members upon written request and reasonable notice submitted to the Secretary.

10.7: Registration with Secretary of State: The Association will remain registered with the state of Texas in accordance with all applicable laws at all times during its life.

10.8: Duty and Care of Loyalty: In exercise of their duties, for and on behalf of the Association, each Officer and/or Director shall be held to fiduciary standards, act in good faith, and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like position. Moreover, in the discharge of his/her fiduciary duties, an Officer and/or Director shall not use his/her position of power or influence to cause the Association to act, or to refrain from acting, primarily to the benefit of the Officer or Director rather than the Association and its members. Any other person or persons nominated or appointed by the Board of Directors to render services to the Association shall be held to the same duty of care and loyalty to the Association.

10.9: Disassociation of Member Organizations: Any member organization may dissolve its association, with the national organization by way of a majority vote of its membership in attendance at a regularly scheduled general meeting. A local chapter's membership in the national organization may be terminated by a majority vote of members, in attendance at a general meeting during the annual convention.

ARTICLE ELEVEN AMENDMENTS

11.1: Power to Amend Bylaws: The membership or the Board of Directors shall have power to initiate action to alter, amend and/or repeal these Bylaws or adopt new Bylaws, except that any such alteration, amendment, repeal or adoption must first be approved by an affirmative vote of a majority of members present at a regular meeting, with respect to which notice of such purpose has been given to members.

*Adopted 1993
Amended September 3, 1995, Chicago Illinois
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