

**UNAA—CRC 2022_DRAFT BYLAWS FOR THE PROPOSED AMENDMENTS TO
UNAA CONSTITUTION- JULY 2022**

ARTICLE ONE: OBJECTIVES, No Bylaws

ARTICLE TWO: ORGANIZATIONAL MATTERS

UNAA Governing Policies

UNAA Constitution

UNAA Bylaws

UNAA Membership Code of Conduct

Leadership Code of Conduct and Ethics

UNAA Oath of Office

UNAA Information Disclosure Agreement

ARTICLE THREE: MEMBERSHIP--BYLAWS

3.1 UNAA Membership Categories and Eligibility Requirements

In addition to membership category specific requirements, all UNAA Membership applicants shall provide current and valid personal information.

The information shall include:

- (a) A current home address (Street No. and Name, City, State/Province Country, and Zip Code).
- (b) A valid and current email address.
- (c) A valid and current phone number.

It is the responsibility of the member to keep this information up to date.

Membership in UNAA is an individual decision. Bundling multiple members under a single email address, and/or phone number is NOT ALLOWED.

3.1(a) Full Membership:

Full membership in UNAA shall be limited to a natural person, 18 years of age or older, who shall be a Ugandan citizen by birth or naturalization (or a spouse of such a person) and who resides in a North American country or territory as defined in Schedule A.

Full Members of UNAA shall enjoy ALL rights and privileges of the Association, and fulfill all membership responsibilities of the Association, as prescribed in the UNAA governing policies. Full Members of UNAA shall have the right to vote and/or hold elective or other leadership positions in UNAA – in accordance with UNAA governing policies.

3.1(b) Associate Membership:

Associate membership shall be availed to an individual or an entity that is a friend and/or well-wisher of UNAA, pays membership fees and other related charges, as proposed by the UNAA executive Committee, and approved by the UNAA Council.

Membership rights and privileges for Associate Membership in UNAA shall exclude the right to vote and/or hold elective office.

3.1(c) Student Membership:

Student membership shall be limited to a natural person, 18 years or older, as described in 3.1(a), and is a registered student at a recognized academic institution in North America.

Persons seeking to be recognized under this membership category shall show proof of eligibility to be admitted under this membership category.

The eligibility requirements for Student Membership shall include proof of enrollment at a recognized North American institution of learning; and two (2) of the following three (3) identification items:

- i. A government issued residency identification (Passport, Birth Certificate, Green Card, etc.) see Schedule A for the complete list of nations and territories.
- ii. A Student Identification Card/Document
- iii. A State/Territory-issued Driver's License - see Schedule A for the complete list of nations and territories.

Student members shall pay a discounted membership fee that shall be determined, from time to time, by the UNAA Executive Committee, and approved by the UNAA Council.

Student Members of UNAA shall have the right to vote and/or hold elective or non-elective office in UNAA – in accordance with the pertinent UNAA governing policies.

3.2 Additional Rights, and Privileges for UNAA Members:

Addition rights and privileges of the different categories of UNAA members in good standing, shall be determined, periodically, by the UNAA Executive Committee and approved by the UNAA Council.

UNAA Members in good standing, shall have certain rights, and privileges which include but are not limited to the right to:

- (a) **Access to Members Meetings:** Members shall have free access to all members meetings of the Association. Notification shall be via a formal notice, from the UNAA Executive Secretary to all UNAA members in good standing, as prescribed in Article 8 of the Constitution, and in accordance with the not-for-profit organization laws of the Commonwealth of Massachusetts.
- (b) **Fair and reasonable due process:** All UNAA Members are entitled to a fair and reasonable due process before any disciplinary action is taken against them – especially,

before losing their UNAA membership. A UNAA member may not be disciplined or suspended, except pursuant to Articles 3.6 and 11.5 and associated By-laws.

- (c) **Amendment of the Constitution and Bylaws:** The powers to amend the UNAA Governing Policies are vested with UNAA Members. Members can initiate an action to amend and/or repeal the UNAA Governing Policies as prescribed in Article 15.
- (d) **Right to Vote and to Stand for UNAA Elective Office:** All UNAA full members in good standing have a right to vote and/or to stand for UNAA elective offices, as provided for in Articles 3 and 8 of the UNAA Constitution and all associated Bylaws, and the Laws of the Commonwealth of Massachusetts.
- (e) **Receive an Annual Audited Financial Report:** UNAA members have a right to receive audited annual financial reports, management reports, in accordance with Articles 5.3 and 8.1 of the UNAA Governing Policies.
- (f) **Access UNAA Records:** UNAA members in good standing may request access UNAA information in accordance with the process and guidelines in Bylaw 3.12.
- (g) **Administrative Questions:** Members of UNAA have a right to question the policies of UNAA leaders. A UNAA member shall file an inquiry with the BOT. The BOT shall respond to the member within 20 business days. If the BOT cannot respond in that time frame, the member must be given a reasonable explanation and new timeline when the BOT will respond. If there are no answers, and/or reasonable explanation after the initial 20 business days, or after the promised new timeline, the member may appeal to the Reconciliation and Mediation Committee (RMC).
- (h) **Right to seek redress of grievances outside UNAA organizational structures:** After exhausting due processes within UNAA, UNAA members shall have a right to seek redress of grievances outside UNAA organizational structures without fear of retaliation.
- (i) **Approve the UNAA stated purpose and objectives:** UNAA members have a right to approve and/or amend, in accordance with constitutional amendment processes, as prescribed in this Constitution and associated By-Laws, and the Commonwealth of Massachusetts.

3.3 Membership Dues:

All Members of the Association shall be required to pay the Annual Membership dues designated by the UNAA Executive Committee with the approval of the UNAA Council.

The annual membership fee (currently, \$50) shall be for a duration of one year - from October 1st to September 30th, or as otherwise determined by the UNAA Executive Committee with the approval of the UNAA Council. The initial and subsequent annual membership fees shall be the same for all UNAA members.

3.4: Withdrawal

Any Member may withdraw or resign from the association in writing at any time. However, membership dues and assessments SHALL NOT be refundable.

And such a communication should be addressed to the Secretary of the Association (on behalf of the Executive); and communicated to the Secretary of the UNAA Council (on behalf of the Council); and the Secretary of UNAA BoT (on behalf of the UNAA BoT).

3.5: Members in Good Standing

Members in ‘Good Standing’ in the Association (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 Association set forth in Article 3.1 herein, who have applied for membership in the Association pursuant to requirements established by the UNAA Council - from time to time; have not been suspended pursuant to Article 3.6 herein and are current in the payment of all dues to the Association.

Application for membership in the Association shall be an individual (not collective) act - expressed by a written or electronic request, from the prospective member (the process currently requires an online payment form), accompanied by a payment in full of the current Association Annual Membership Dues - for the corresponding membership category - as stipulated in 3.1(a), (b), or (c); and in accordance with Articles 3.3 and 3.6, and associated By-Laws.

3.6: Suspension

For members, who in the judgement of the RDC are found to have violated the Constitution, Bylaws, the Membership Code of Conduct, or the Leadership Code of Conduct and Ethics, or whose conduct has been deemed detrimental to the Association, the RDC shall recommend sanctions that include but not limited to, written warning or reprimand, suspension, legal action, restitution, and for elected officers, censure or removal from office through impeachment – as stipulated in Article 11.

3.7: 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 for services rendered to the Association, budgeted expenses, and/or reimbursements for budgeted or pre-approved UNAA expenses of a reasonable amount - determined by the Executive Committee and approved by the UNAA Council.

3.8 Proof of Membership

Upon fulfillment of Membership requirements in Article 3.1, UNAA Members in good standing, shall be issued one-time unique personal identification numbers or codes. The process shall be managed by the Director of Communications and supervised by the UNAA Executive Secretary.

3.9: Membership Code of Conduct

UNAA Members in good standing, shall adhere to the [UNAA Membership Code of Conduct](#) have certain responsibilities. UNAA members who violate the Membership Code of Conduct and/or other association governing policies shall be subjected to the Rules and Disciplinary Committee (RDC) process described in [Article 11](#).

Before payment of annual membership fees, the UNAA member must acknowledge to have and understood the UNAA Membership Code of Conduct and agree to comply with the same in its entirety.

3.10: Responsibility of UNAA Members

3.10(a): Attending the UNAA AGM

All UNAA members must attend the Annual General Meeting (AGM) during the Labor Day Weekend and/or wherever/whenever convened by the chairperson of the BOT, and in accordance with the pertinent UNAA governing policies.

After the AGM, the Executive Secretary shall forward copies of the list of UNAA members in attendance to the Chairperson of UNAA BoT, and Chairperson of the Electoral Commission (EC).

3.10(b): Paying Annual Membership Fees

UNAA members are required to pay UNAA Annual membership fees.

3.11. Members Right to UNAA Information, and Information Request Guidelines

UNAA shall have clear bylaws/guidelines for members to request information, and UNAA leaders shall ensure that the UNAA Information Request Guidelines are well known to all UNAA members.

The following stipulations shall guide UNAA's information request process:

- (a) The request for UNAA's information shall be addressed to the Chairperson of the Board of Trustees (BoT). The request must be in writing and reasonably describe the specific information being requested, the purpose why the information is sought, and the expected timeline to receive the requested information.
- (b) The Chairperson shall immediately acknowledge receipt of request and pass it on to the relevant UNAA leader(s) and/or UNAA leadership organ.
- (c) Upon receiving the information request from the Chairperson of the BoT, the concerned UNAA leader(s) and/or leadership organ, shall have up to 30 calendar days to provide the requested information, or an explanation why the request is being denied. That communication (to the 'information requester') shall be in writing and copied to the Chairperson of the BoT.
- (d) When more time is needed to respond and/or evaluate the request, the member (information requester) shall be notified accordingly and given a reasonable new timeline

of when the requested information shall be provided. The new timeline shall not exceed 60 calendar days from the date the initial request for information was received.

- (e) The information provided shall be solely owned by UNAA. Care must be taken to redact UNAA's and third party confidential and proprietary information.
- (f) The information provided to the member shall not jeopardize ongoing disciplinary and conflict resolution processes. But, when the disciplinary and conflict resolution process is completed, that information shall be provided to the member/requester.
- (g) The Chairperson of the BoT shall keep a log of 'Active UNAA Information Requests' – and annually report to the members (at the AGM), how many information requests were received in the year, how many were processed, and how many are still pending.

ARTICLE FOUR: UNAA CHAPTERS AND AFFILIATES

1. Application to Become a UNAA Chapter
2. Application to Become a UNAA Affiliate
3. Memorandum of Understanding (MoU) Between UNAA & Affiliate
4. Community Emergency Fund (CEF)
5. Community Development Fund Program (CDFP)
6. Application for CDFP Grants
7. Formula for Disbursing the CDFP Grants/Funds

ARTICLE FIVE: UNAA BOARD OF TRUSTEES

5.1: Roles and Responsibilities of UNAA BoT Leaders

5.1.1: Chairperson of the Board of Trustees

In addition to fulfilling the other UNAA Board of Trustees responsibilities in Article 5, the Chairperson of the UNAA Board of Trustees shall have added leadership responsibilities. They shall:

- (a) Lead and set the strategic direction and vision of the BoT.
- (b) Lead the BoT in conflict resolution matters presented for arbitration or disciplinary action.
- (c) Represent the BoT and/or assign Trustees to represent the BoT on other UNAA Standing, and/or Ad hoc committees in accordance with the UNAA governing policies.
- (d) Present the annual BoT performance report at the AGM.
- (e) Ensure that BoT members are accountable to UNAA governing policies.
- (f) Ensure and promote cohesion and discipline within the BoT.
- (g) Ensure professional and cordial working relationships and promote responsible actions by BoT members, and within other UNAA leadership organs.
- (h) Regularly check for changes in UNAA's 501c (3) status to ensure that the organization is up to date.

- (i) Present the audited version of the report to the UNAA members at the annual general meeting (AGM). In years where the fully external audit is not possible, not later than three months before the AGM, the BoT shall seek the approval of the UNAA Council to present an electronic audit.

5.1.2: Secretary of the BoT

The Secretary of the BoT shall:

- (a) Coordinate the BoT Agenda and Calendar - for meetings, hearings, and oversight activities.
- (b) Be responsible for maintaining the organizations' s repository.
- (c) Ensure the periodical review and maintenance of a good and reliable repository system.
- (d) Formulate a plan for collecting mission critical records of the organization.

Perform any other duties as assigned by the Chairperson of the BoT.

5.2: Powers and Responsibilities of the UNAA Board of Trustees

5.2(a): Oversight of the Executive Committee

As part of their oversight role, the BoT shall:

- (a) Require that the Executive Committee furnishes the BoT with all planned activities for each fiscal year, through the bi-annually/quarterly reports - or by request – where such shall be produced within 30 days.
- (b) Assess the organization's programs, to keep track of how they are being implemented, by whom and at what cost.
- (c) Periodically evaluate implemented UNAA programs.
- (d) Ensure that the Executive Committee implements, or acts on approved action plans of the organization, in accordance with the UNAA governing policies.

5.2(b): Vision and Mission Statement of the Association

As part of their oversight role, the BoT shall be responsible for developing a mission and vision statement for UNAA with the approval of the UNAA Council.

Upon the adaption of this UNAA Constitution, the BoT shall formulate a mission statement that expresses the Association's values, vision, and goals that embody the objectives of the association; and when needed and in collaboration with other UNAA leadership organs.

5.2(c): Custodians of UNAA Official Records

The BoT Shall:

- (a) Keep and maintain the Association's information repository; including but not limited to minutes of meetings, and artifacts and memorabilia.

- (b) Determine and respond to reasonable requests for information from other organs, and members as per Article 3.12 and Associated Bylaws.
- (c) Keep and maintain the membership register for purposes of proportional representation – in accordance with Article 7.2 and associated Bylaws.

5.2(d): Guardians of the UNAA Governing Policies

The BoT shall be the guardians of the UNAA Governing Policies (Constitution, Bylaws, Leadership Code of Conduct, and Ethics and Membership Code of Conduct).

The BoT shall interpret the Constitution and the UNAA governing policies using the following guidelines:

- (a) Strictly adhere to UNAA governing policies as written.
- (b) Refer matters of constitutional interpretation to the CAC for investigation and advice.
- (c) Seek professional/legal counsel in complex UNAA constitutional matters.
- (d) Ensure that UNAA governing policies are consistent with State and Federal laws.
- (e) Utilize a combination of some, or all the above guidelines.

5.2(e): Convene the Annual General Meeting (AGM)

The BoT shall be responsible for convening and chairing the Annual General Meeting (AGM).

The Secretary of the BoT shall be responsible for recording the minutes of the AGM.

5.2(f): Hold UNAA Leaders and Representatives Accountable

The BoT shall ensure that all elected representatives and leaders are accountable to the members of the Association by:

- (a) Requiring reports from UNAA leaders and representatives on the UNAA programs/activities in their communities.
- (b) Conducting periodical surveys on membership satisfaction, and impact of UNAA community activities.

5.2(g): Arbitration and Conflict Resolution

The BoT shall act as arbiters in resolving conflicts between the Association organs, or among the Association leaders, and members in accordance with Article 9.8, and associated Bylaws.

Where there is a conflict directly involving the BoT, or when the conflict has not been resolved within 30 days, the matter/conflict shall be referred to the Reconciliation and Mediation Committee for arbitration in accordance with Article 9.8, and associated Bylaws.

5.3: Internal Election of BoT Leaders

The UNAA President shall convene the first meeting of the newly elected UNAA BoT members to swear them in and elect the leaders (Chairperson, Secretary, and any other leader of the BoT). By a simple majority, BoT members shall vote on the mode of election of the BoT leaders. In case of vote tie in BoT meetings to elect leaders, the President of UNAA shall cast the tie-

breaking vote(s). The BoT members filling a vacancy on BoT as per article 9.4.8 of the Constitution shall be sworn in by the Chairperson of the BoT.

5.4: Vote of No Confidence in UNAA BoT Leaders, and Reprimand of UNAA BoT Members

- (a) Any UNAA BoT member can petition the UNAA President to conduct a Vote of No Confidence against any BoT Leader.
- (b) Any UNAA BoT Member can petition the UNAA BoT Chairperson to conduct a Vote of Censure (Reprimand), with cause, against any BoT member, including BoT Leaders in accordance with the disciplinary processes established by the BoT as per article 5.4(e) of the Bylaws.
- (c) The petition for reprimand of BoT members shall be in writing and addressed to the chairperson of the BoT. The chairperson of the BoT shall respond to the petitioner(s) within 7 business days of receipt of the petition and schedule a meeting and vote on the petition within 30 calendar days. A successful petition against a member of the UNAA BoT shall require a two-thirds (2/3) vote of the fully constituted BoT.
- (d) The motion for a Vote of No Confidence against UNAA BoT Leaders shall be successful if passed by at least two-thirds (2/3) of BoT members attending a meeting called for this purpose and that meets the quorum requirements of article 5.8 of the Constitution.
- (e) If a petition for a vote of no confidence is upheld by the BoT, the UNAA BoT leader shall immediately vacate their leadership position on the UNAA BoT, and all responsibilities and positions on UNAA committees - held by virtue of their BoT leadership. They shall retain their Trustee position on the BoT. The UNAA President shall convene a meeting for the election of the replacement within 7 calendar days.
- (f) In addition to the stipulations in the UNAA governing policies, the UNAA BoT shall have the power to establish internal processes and procedures for disciplining BoT Members by a two-thirds (2/3) vote of the fully constituted BoT. However, the UNAA BoT's disciplinary procedures shall only serve to complement and not supplant or supersede the stipulations in the UNAA governing policies, including the RDC's processes as prescribed in [Article 11](#).

5.5: Removal of UNAA BoT Members

- (a) Any UNAA BoT member including any BoT Leader can be removed from the BoT pursuant to and following the process specified in Article 5.10 of the UNAA Constitution.
- (b) The removal of UNAA BoT members shall not require a vote in the UNAA BoT; and shall be forwarded to the RDC – and, handled in accordance with the disciplinary processes stipulated in [Article 11](#) and associated Bylaws.
- (c) A BoT member whose membership is suspended pursuant to Article 11.8(b) shall lose their position on the BoT for the duration of their suspension. If the suspension is longer than the time remaining on their term of office, they shall lose their position on

the BoT and the position shall be declared vacant as per Article 9.4.8 of the Constitution.

- (d) A BoT member undergoing impeachment proceedings as per article 11.7 of the Constitution may lose their position on the BoT pursuant to Article 11.8(e)

ARTICLE SIX: THE EXECUTIVE COMMITTEE

6.1: Education Qualifications for Elected Executive Committee Members

In addition to fulfilling the qualification requirements for all elected UNAA Executive Committee positions in [Article 6.2](#), candidates for UNAA Executive Committee (President, Vice President, Executive Secretary, and Treasurer) positions shall have attained an education level of at least a bachelor's degree from an accredited university; or have a combination of an associate degree and two years of non-profit leadership, with verifiable organizational and strategic management skills and supervisory experience.

6.2: President

6.2.1: Financial Reporting Duties and Schedule: The President of UNAA shall ensure that the UNAA annual budget, and quarterly and annual financial reports of the Association are reported on time – following the schedule below:

- (a) A budget of the Association for the next fiscal year shall be presented to the UNAA members at annual general meeting (at the Convention or whenever/wherever the annual general meeting is held); and to the UNAA Council within 30 days of the closing of the fiscal year on September 30th. The first quarter financial report for the UNAA fiscal year, shall be presented to the UNAA Council no later than October 31st.
- (b) The annual financial report of the Association for the just concluded UNAA fiscal year (including the budget reconciliation report/closeout of the convention), shall be presented to the UNAA Council and BoT within 60 days of the closing of the fiscal year on September 30th, and no later than November 30th.
- (c) After the UNAA Council review and within 30 days, the annual financial report shall be posted on the UNAA website or sent to UNAA members by December 31st.
- (d) Except for the 4th quarter financial report, which shall be included in the just concluded UNAA fiscal year (including the budget reconciliation report/closeout of the convention), the quarterly financial reports of the Association shall be presented to the UNAA Council within 30 days of the closing of each quarter. The first quarter report for ending on December 31st, shall be presented to the UNAA Council no later than January 31st, the second quarter report not later than April 30th; and the third quarter report no later than July 31st.

6.2.2: Contents of the Report to the BOT and the UNAA Council:

The President shall report on the state of the Association at each regularly scheduled meeting of the BoT. The reporting shall include but not be limited to:

- (a) Status of Accounts of the Association –
- (b) New major liabilities – especially, changes since the last reporting)
- (c) Executive Committee proposed and/or Council-approved programs and/or contracts and agreements entered on behalf of the Association.
- (d) Other financial matters pertinent to the BoT’s supervisory role of the Executive Committee.

6.2.3: Adherence to the Financial Reporting Schedules

Failure to adhere to the financial reporting schedules in Bylaws 6.1.2 and contents of the report in Bylaws 6.1.3 above, shall be immediately reported to the BOT. The BOT shall initiate the necessary investigations and may refer the matter to the RDC.

6.3: Vice President

The Vice President of UNAA shall deputize the UNAA President – and in the absence of the President, carry out their responsibilities as outlined in article 6.1.2 of the Bylaws.

6.4: Executive Secretary

6.4.1: Executive Secretary Role on the Convention Organizing Committee

The Executive Secretary shall be the Chairperson of the Convention Organizing Committee (composed of thirteen (13) members to organize the annual UNAA convention) charged with the duties of running the convention in accordance with [Article 9.5](#). The Executive Secretary:

- (a) May delegate his/her authority to another member of the Convention Organizing Committee.
- (b) Shall organize/convene at least four (4) meetings of the Convention Organizing Committee annually, or before the convention.

6.4.2: Taking minutes or Recording of the Proceedings of UNAA meetings:

- (a) The Executive Secretary shall record or oversee the minuting or recording of the proceedings of meetings of the Executive Committee and Special Meetings of Association; and shall have authority to give notice of the same as required by law, and UNAA governing policies.
- (b) Draft copies of minutes of these meetings shall be circulated to the attendees within seven (7) days of the meetings’ occurrence – but, not more than 30 days after the meeting; and attendees shall be given an opportunity to correct the record.
- (c) For UNAA meetings, the Executive Secretary shall forward to the BoT all official UNAA meeting minutes/recordings within fourteen (14) days of the meetings’ occurrence – but, not more than 30 days after the meeting.

6.4.3: The Role of the Executive Secretary in keeping UNAA Important Records and Timelines

The Executive Secretary's guidelines in carrying their responsibility of keeping UNAA Important Records and Timelines shall include but not limited to:

- (a) The schedule for processing of the Association records by the Executive Secretary into the official UNAA Records Repository (under the custody of the BoT), shall be on a case-by-case (record-by-record) basis, as per UNAA governing policies.
- (b) The list of UNAA members in good standing shall be updated quarterly – without any exceptions. At the end of each quarter, the Executive Secretary shall update the record of UNAA members in good standing and forward the list of record to the Chairperson of the BoT, and the Chairperson of the Electoral Commission. This information shall also be reflected in the quarterly financial reports. Any edits/changes to the submitted record(s) shall be communicated to the BoT, the UNAA Council, and to the EC; and must be accompanied with a detailed explanation and/or justification.
- (c) The Association's Tax filings and other legally binding records such as important contracts must be forwarded to the BoT within seven (7) calendar days of being submitted/filed/signed.
- (d) The Association's annual financial records must be forwarded to the BoT within 60 days of the closing of the fiscal year on September 30th.
- (e) The approved policies, guidelines, and resolutions on financial matters, and/or matters affecting UNAA members rights and privileges communicated to Executive Secretary, shall be forwarded to the BoT within fourteen (14) calendar days; and to the UNAA membership within thirty (30) days.
- (f) The Executive Secretary - through the Director of Communication and Technology must provide the Electoral Commission (EC) access to and use of the database of the UNAA members' list for purposes of creating, updating, maintaining, verifying, and publishing the voters' register.
- (g) The Executive Secretary shall recuse himself/herself from all matters related to the UNAA members voters' register – including creating, updating, maintaining, verifying, and publishing the voters' register.

6.5: UNAA Treasurer

6.5.1: Budget and Financial Reports

The UNAA Treasurer shall submit an annual budget, annual financial statement(s), and quarterly financial reports to the President and the Executive Committee in a timely manner, and in accordance with timelines as prescribed in the UNAA governing policies.

6.5.2: The UNAA Tax Reporting and Filing Requirements

The UNAA Treasurer shall be responsible for the Association's tax reporting and filing requirements including the timely filing of the annual federal government and state tax returns and pertinent and/or required documents; maintenance of the Association's federal 501(3)(c) status, and the state tax exempt status; and reporting of the same (Tax returns and association's

compliance status) to the President and the Executive Committee, and the BoT for safe keeping in the Association's records repository.

6.5.3: UNAA Financial Reports

The Treasurer shall prepare, and upon the direction of the President, present the following financial statements/reports:

- (a) A financial report of the current fiscal year – including quarterly financial reports for the past three quarters, and the projected 4th quarter spend plan/expenditures report.
- (b) An annual budget for the next fiscal year (This is the annual budget that will be submitted to the Council by October 31st). At a minimum, the preliminary annual budget shall include projected expenses for the next Annual Convention, major contracts (Boat Cruise, Entertainment, etc.,) and recurring expenses (Auditing Costs, executive travel, etc.,).
- (c) The Treasurer must ensure professional bookkeeping practices using electronic accounting tools like QuickBooks etc. that enable efficient and verifiable report generation.

6.7: UNAA Directorships

The general qualification requirements for all appointed Directorships are stipulated in [Article 6.7](#). In addition to fulfilling the general qualification requirements for all appointed Directorships or non-elected UNAA Executive Committee positions, UNAA Directors shall also fulfill specific qualification requirements for their Directorships.

6.7.1: Director of Finance and Fundraising

The Director of Finance and Fundraising shall:

- (a) Have at least three (3) years of Financial Management/ Accounting experience.
- (b) Have attained an education level of at least a bachelor's degree in Business Management or Accounting from an accredited university/college.
- (c) Have a Certified Public Accountant (CPA) certification or an equivalent. Knowledge of non-profit financial management is preferred, but not required.
- (d) Possess demonstrable experience in leading or participating in community fundraising programs, community outreach programs, and/or related experience in sales or event/program promotions.
- (e) Pass a criminal background check as defined in the UNAA governing policies.

When a suitable candidate for the Director of Finance and Fundraising position has been identified, the Executive Committee shall coordinate and facilitate the criminal and financial background check process – including paying the associated fees; and only after the candidate is cleared, shall the nominee's name be forwarded to the UNAA Council.

For the financial background check, the credit scores shall be checked and ranked according to the Election Procedures, Rules and Guidelines developed by the EC (and approved the UNAA Council) for the last election.

6.7.2: Director of Development and Quality Assurance

The Director of Development and Quality Assurance shall:

- (a) Have attained an education level of at least a bachelor's degree in any academic or equivalent discipline of study from an accredited university/college.
- (b) Have at least three (3) years of Leadership experience in a Business/Nonprofit organization.
- (c) Have at least three (3) years of customer service, and/or public relations experience.
- (d) Have funding proposal/grant writing experience.
- (e) Have experience in program monitoring and evaluation.

6.7.3: Director of Communications and Technology

The Director of Communications and Technology must:

- (a) Have attained an education level of at least a bachelor's degree in information systems/technology or equivalent from an accredited university/college.
- (b) Have at least three (3) years of experience in information technology (IT) products and services – including but not limited to web-design, database management, and informatics.
- (c) Possess excellent verbal and written communication skills.
- (d) Have experience in customer service and/or public relations.

6.7.4: The Director of Youth and Children

The Director of Youth and Children must:

- (a) Have attained an education level of at least a bachelor's degree in any relevant academic discipline of study including but not limited to social work, psychology, and counseling from an accredited university/college.
- (b) Have at least three (3) years of leadership experience in organizing/promoting youth and/or children's programs.

6.8: UNAA Ambassadors

- (a) UNAA Ambassadors must sign the leadership code of conduct.
- (b) Reappointed UNAA Ambassadors, shall not be subjected to approval by the UNAA Council.
- (c) Nominees for the UNAA Ambassador shall be submitted to UNAA Council for approval; and the Council shall act within 30 calendar days. If the Council fails to act within 60 days, the nominated individuals shall be considered approved and commence their ambassadorial responsibilities.

6.9: Term of Office for Members of the Executive Committee

All appointed leaders on the Executive Committee shall seek a fresh mandate from the new executive - if the one which appointed the non-elected officials ceases to hold office.

6.10: Resignation A Member of the Executive Committee

Notice of resignation by a member of the Executive Committee shall be via a formal written communication from the President (on behalf of the Executive Committee) to Chairperson of the BoT and the Executive Committee. The Chairperson of the BoT shall inform the Speaker of the Council and UNAA members of the resignation.

Both resignations shall be communicated within fourteen (14) days of the principals receiving the official communication.

6.11: Filling Vacancies on the Executive Committee

An officer nominated and approved by the Council to fill a vacancy on the Executive Committee shall only exercise the core constitutional responsibilities of the position – unless otherwise assigned formally, the extra roles of his/her predecessor.

For assignments and representation to Standing and/or Ad hoc committees, the President shall formally inform the Chairpersons of those respective committees.

6.12: Transition Period

In transition years where the election of the member(s) of Executive Committee is contested, and the matter remains unresolved beyond the 60 days provided for in this constitution, the position(s) shall remain vacant until all the appeals have been concluded; and the incumbent (outgoing Executive Member(s)) shall handover the office(s) to the next-in-line Executive Committee members, as prescribed in the UNAA governing policies.

If there is no next-in-line Executive Committee member to handover to, the handover of the UNAA office(s) shall be to the Chairman of the BoT; within 60 days, in writing, and copied to the Speaker of the UNAA Council.

ARTICLE SEVEN: THE UNAA COUNCIL

7.1: Elections and Composition of the UNAA Council

- (a) The elections of UNAA Council Representatives shall be conducted at a place, and in a manner as prescribed in Article 10 of the UNAA governing policies.
- (b) The ex-officio role and powers of the President and Vice President in the UNAA Council are nontransferable.
- (c) The presence/attendance of either the President or the Vice President SHALL NOT be counted towards the mandated Council Quorum in [Articles 7.11 and 7.12](#).
- (d) The President of UNAA shall not cast any votes in the UNAA Council meetings.
- (e) The Vice President of UNAA shall not cast any votes in the UNAA Council meetings – except for the limited tie-breaking role expressed in Articles 6 and 7.11.

7.2: Changes to the Number and Size of UNAA Council Regions

The number and size of UNAA Regions from which UNAA Council Members are elected shall be periodically reviewed by the Executive Committee, which shall propose changes for approval by a two-thirds (2/3) majority vote of the UNAA Council, and in accordance with the [Proportional Representation](#) requirements in the UNAA Governing policies.

7.3: Proportional Representation

Following the election proceeding the adoption of this UNAA Constitution, to elect UNAA Council Members/Representatives, the Association shall utilize a Proportional Representation format based on changes in UNAA membership, as prescribed in these Bylaws:

- (a) Proportional Representation in the UNAA Council shall be based on the number of UNAA members in good standing, in a particular region, for a period of three (3) consecutive years.
- (b) A UNAA region that has maintained an average of One hundred plus (100+) UNAA members in good standing for three (3) consecutive years, shall be eligible to have an additional Regional Representative in the UNAA Council.
- (c) A UNAA Region that has gained an extra Representative - through Proportional Representation, will lose the same at the next UNAA general elections, if it is determined that the Region no longer meets the above (One hundred plus (100+) UNAA members in good standing) eligibility requirement.
- (d) At the end of each UNAA Fiscal Year on September 30th, and no later than 30 days after the end of the UNAA Fiscal Year on October 31st, the Executive Secretary of UNAA, the Treasurer, and the Electoral Committee Secretary shall reconcile the UNAA membership list of the previous fiscal year (October 1st to September 30th) and submit a copy to the UNAA Board of Trustees for record keeping. An official copy of the reconciled list of UNAA members in good standing for the concluded year, shall also be published by the Executive Secretary on the UNAA website.
- (e) After the membership lists reconciliation exercise, if a UNAA Region has met the eligibility criteria for additional representation, the Executive Secretary of UNAA shall formally notify, in writing, the Chairperson of the Electoral Commission of the development; and copy the leaders of the three leadership organs of UNAA - the President, the Chairman of the BoT, and the Speaker of the UNAA Council.
- (f) The Electoral Commission shall also send a notification to the UNAA membership within 60 calendar days after the reconciliation exercise, and no later than November 30th.

7.4: Qualifications for UNAA Council Members from UNAA Regions

To be eligible for election and service on the UNAA Council, a person shall:

Be a current resident of the region he/she seeks to represent for a minimum of two (2) years.
Proof of residency shall be a valid state or province issued driver's license clearly showing the

address of residence, and at least three (3) attestations from UNAA members in good standing in the same region.

7.5: Qualifications for UNAA Council Young Adult and Children Representatives

To be eligible for election and service on the UNAA Council as a Young Adult and Children Representative, a person shall:

Be a current resident of the region he/she seeks to represent for a minimum of two (2) years. Proof of residency shall be a valid state or province issued driver's license clearly showing the address of residence, and at least three (3) attestations from UNAA members in good standing in the same region.

7.6: Qualifications for UNAA Council Leaders

7.7: Powers of the UNAA Council

The UNAA Council shall:

- (a) Approve policies and programs prior to implementation by the Executive Committee. UNAA policies and programs proposed by the Executive Committee shall be reviewed by the BoT – before presentation to the Council for approval. UNAA policies and programs proposed by the UNAA Council shall be presented to, and approved by both the Executive Committee and BoT, before being approved by the UNAA Council.
- (b) Approve all legally binding commitments of the Association. The UNAA Council shall review and vote on all binding commitments of the Association – including contracts and memorandums of understanding (MoUs). The UNAA Council shall have up to 30 days to approve time-sensitive matters (as defined by the submitting organ) presented before it.
- (c) Have the power to impeach any member of the UNAA Council, Executive Committee, or BoT – as per the process described in [Article 11](#) of this Constitution, and accompanying UNAA governing policies.
- (d) Establish UNAA ad hoc committees to accomplish given tasks on behalf of the UNAA Council. The Council ad hoc committees shall not have powers beyond those vested in the UNAA Council.

7.8: Duties and Responsibilities of Members of the UNAA Council

All UNAA Council Members shall:

- (a) Fulfill their governance and fiduciary responsibilities in a timely and professional manner in accordance with the UNAA governing policies.
- (b) Be responsible for outreach, support, and mobilization of UNAA members and/or member organizations in their respective regions, including attendance of a minimum number of local events, established periodically by the UNAA Council.
- (c) Submit a Quarterly Report of UNAA activities in their regions to the Speaker of the UNAA Council.

- (d) Serve on designated UNAA Committees as specified in [Article 9](#).
- (e) Work with and/or support the UNAA Chapters and Affiliates in their UNAA Regions.

7.9: Term of Office of Members of the UNAA Council

- (a) The term of office of each UNAA Council Member shall be two (2) years from the official swearing-in of the new UNAA Council, as provided for in the Article 10.9 (Election Certification) of the Constitution and associated Bylaws.
- (b) No person shall serve as a member of the UNAA Council for more than three (3) consecutive terms.

7.10: Election of UNAA Council Members

Except for special elections, and byelections as those that shall occur from vacancies after elections, elections for UNAA Council Members shall be held at same place, time, and in a similar form as those of the UNAA Executive Officers, as per the process prescribed in Article 10, and associated Bylaws.

7.11: Election of UNAA Council Leaders

- (a) Within fourteen (14) Calendar days, after the certification of a UNAA general election for both UNAA Executive and UNAA Council Members, the Chairperson of the UNAA BoT shall convene a meeting of all the duly elected UNAA Council Members/Representatives, for the purpose of electing the three UNAA Council leaders (the Speaker, the Deputy Speaker, and the Council Secretary).
- (b) While conducting the UNAA Council leadership, the Chairperson of the BoT will be assisted by the Secretary of Electoral Commission (EC). The duo shall first ascertain that the nominated Council leaders meet all the qualifications for UNAA Council Leaders prescribed in the UNAA governing policies.
- (c) The election of the UNAA Council leaders shall be completed on the same day – with ballots/votes cast, tallied, and results announced at the same meeting.
- (d) Two thirds (2/3) of the certified UNAA Council Members shall constitute a quorum for the purpose of electing UNAA Council Leaders; but the decision(s) shall be determined by a simple majority.
- (e) Vote ties in the elections for UNAA Council Leaders shall be broken by the UNAA Vice President. In the absence the certified UNAA Vice President, the Chairperson of the BOT, shall vote to break the tie(s).
- (f) Disputed UNAA Council leadership elections shall be resolved by the UNAA BoT – within fourteen (14) calendar days.

7.12: Duties of UNAA Council Leaders

In addition to fulfilling UNAA Council duties and responsibilities in [Article 7.4.2](#), UNAA Council Leaders shall have added duties and responsibilities.

7.12.1: Speaker of the Council

The Speaker shall:

- (a) Set and manage the Council Agenda and Calendar - for meetings, debates, and votes.
- (b) Lead and/or assign another Council leader or representative to lead council meetings - except for impeachment, and special and/or urgent meetings - or as otherwise provided for in this Constitution and Bylaws.
- (c) Represent the Council and/or assign Council members on other UNAA Standing and Ad hoc committees.
- (d) Present the annual UNAA Council performance report (CPR) at the AGM.
- (e) Enforce the agreed upon Council rules and maintain Council cohesion and discipline - by holding Council members accountable to the UNAA governing policies.
- (f) Ensure professional and cordial working relationships - within the Council, and with other UNAA leadership organs.

7.12.2: Deputy Speaker of the Council

The Deputy Speaker of the UNAA Council shall deputize and assist the Speaker in the above additional Council leadership responsibilities and perform any other duties that are assigned to him/her by the Speaker of the Council.

7.12.3: Secretary of the UNAA Council

The Secretary of the UNAA Council shall:

- (a) Be responsible for maintaining the UNAA Council's official records – including but not limited to taking and recording minutes of UNAA Council meetings and disseminating the same to UNAA Council members.
- (b) Coordinate and announce the meetings of the UNAA Council.
- (c) Report vacancies on the UNAA Council to the UNAA Electoral Commission (EC).
- (d) Perform any other duties as assigned by the Speaker of the UNAA Council.

7.14: Notice of UNAA Council Meetings

- (a) A special and/or urgent meeting may be called at any time, and for any UNAA Council business, provided two thirds (2/3) of UNAA Council Members petition the Speaker for the same.
- (b) The petitioners shall collect two thirds (2/3) of the signatures of the Council members and submit in writing the special and/or urgent meeting request and agenda to the Speaker.
- (c) The Speaker shall set a place the meeting, and the minutes and/or resolutions of such a meeting, shall be filed with the Council Secretary, and effectively become part of the UNAA Council record.

7.15: Resignation from the UNAA Council

Notice of resignation by a member of the UNAA Council shall be in writing to the Speaker and Secretary of the Council. The Speaker of the UNAA Council shall inform the President and

Chairperson of the BoT of the resignation, within fourteen (14) calendar days of being notified of the vacancy on the UNAA Council.

ARTICLE EIGHT: MEMBERSHIP MEETINGS

8.1: Annual General Meetings

There shall be an Annual General Meeting of the Association, held during the Canadian and United States Labor Day weekend. The exact date and time of the meeting shall be determined by the Chairperson of the Board of Trustees, in consultation with the Executive and Convention Organizing Committees, and communicated to the members at beginning of the month of February preceding the meeting. UNAA leadership and/or candidates vying for elective offices will be expected to fulfill the following:

- (a) The Chairperson of the BoT shall circulate at least 3 follow-up notices of the exact date, time, venue, and agenda of the annual general meeting.
- (b) All leaders (members of the Executive, BoT and UNAA Council leaders) shall attend the AGM.
- (c) All candidates vying for offices in UNAA shall attend the AGM.
- (d) In case a leader as specified in 8.1(b) is not able to attend, he/she should notify the Chairperson of the BoT of the failure to attend, in writing with reasons, at least 7 days prior to the meeting.
- (e) Failure for any elected UNAA leader as specified in 8.1(b) to attend the AGM without notifying the Chairperson of the BoT, may lead to disciplinary action as per article 11.7.
- (f) If a UNAA leader who is required by the bylaws to attend the AGM as in 8.1(b), and who must present a required report cannot attend the AGM, he/she must notify the Chairperson of the BoT of the designee who will present his/her report.
- (g) The Executive committee shall ensure that the AGM is allocated a convenient timeslot with no competing activities at the UNAA convention, and to the extent possible, must facilitate the meeting including providing incentives for members to attend.

8.1.1: Presiding Over the AGM

The Chairperson of the BoT shall preside over the AGM. The President and Treasurer shall attend the AGM and present their annual reports, and the Association's budget for the next year. In the event the President or Treasurer is unable to attend the AGM, they shall send a representative to present their reports.

8.1.2: AGM Reports

All reports must be presented in a widely accessible format (MSOffice, PDF, Google Workspaces) as shall be determined by the BoT. A copy of the following reports must be availed to the Chairperson of the BoT ahead of the AGM:

- (a) The annual report on the state of the association to be presented by President.
- (b) The financial report of the current year and a budget of the next financial year – to be presented the Treasurer.
- (c) The audited financial report of the association based on the financial activities of the previous financial year, to be presented by the BOT.

If the BoT chairperson fails to call the AGM, any UNAA full member in good standing may petition the Executive Committee to convene the AGM. The Executive shall call the AGM, and notify the membership at least 21 days before the annual UNAA convention.

The BoT will be considered to have failed to call an AGM, if the BoT:

- (a) Fails to issue notice of the meeting as per Art. 8.1; and
- (b) Fails to issue a follow-up notice at least 1 month ahead of the UNAA AGM; and
- (c) Fails to provide the agenda of the AGM in a timely manner as per Art. 8.1

If the Executive fails to convene and/or chair the AGM, the Speaker of the UNAA Council shall convene and chair the AGM as per Article 8.1.

If the Chairperson of BoT fails to call an AGM, he/she shall be subjected to the impeachment process per Article 11.7.

8.2: Special Meetings

Special meetings of the general membership, other than the AGM may be called by any one of the three UNAA leadership organs (Executive Committee, BoT, UNAA Council), or by a petition of one-third (1/3) of the full membership of the Association.

If requested by members, a petition requesting a special meeting shall be submitted in writing to the Executive Secretary. The Secretary of a UNAA leadership organ can request the Executive Secretary of UNAA for the Special Meeting in writing after a simple majority vote approval within that organ.

8.3: Venue of Membership Meetings

All AGMs shall be held on-site at the conference venue or via electronic conferencing, or a combination of on-site/in person and electronic conferencing at a time that shall be determined by the Chairperson of the BoT.

Special meetings shall be held in a form determined by the Executive Committee that shall include any or a combination of:

- (a) Electronic conference calls (Audio/Video)
- (b) In-person (physically present)
- (c) By proxy as per Article 8.4.

8.4: Proxy Voting at Membership Meetings

8.4.1: Proxy Voting

In accordance with Article 8.4 of the UNAA Constitution, any member of UNAA may delegate his/her voting right to another UNAA member provided the request is made in writing to the Chairperson of the meeting at least 7 (seven) days before the meeting. The member requesting the proxy will be referred to as a Principal, and the individual who will exercise the right is the Proxy. Requests for proxy voting should be limited and will be allowed only under the following conditions:

- (a) Medical emergency. The Principal will be unable to attend due to health reasons or to his/her (or a person under their care) scheduled medical procedure.
- (b) Family emergency. The Principal will be unavailable due to a family emergency (e.g., funeral).
- (c) Travel. The Principal will be travelling and will be barred from and/or unable to use electronic communications.
- (d) Civic duty requirement. The Principal will be unavailable due to civic duty requirements like Jury duty, local elections etc.
- (e) The Proxy powers are not transferrable.

8.4.2: Proxy Process

- (a) The Principal shall request for a proxy in writing to the Chairperson of the meeting at least seven (7) days in advance. The request should clearly identify the individual who will exercise the proxy, and the limits of the proxy (specific issue (agenda item) or question communicated a priori or meeting session). The proxy request will include the reason and proof of why the Principal cannot attend using the available conferencing methods. The proxy will be limited to 1 meeting session and expires after the meeting is adjourned.

- (b) The Chairperson of the BoT will respond to the Principal at least 48 hours before the meeting, granting the request or stating why the proxy request was denied.
- (c) The Principal notifies the Proxy within at least 24hrs before the meeting.
- (d) At the start of the meeting, the Chair shall request for and announce the proxies, if any, that have been authorized and who will be exercising them.
- (e) Not more than 10% of members contributing to the quorum of the meeting shall be allowed to vote as proxies; based on attendance time, on a first-come, first-serve basis. If after quorum has been established, the chair of the meeting determines that the Proxies are more than 10% of the attendees, he/she shall select and announce the Proxies that can participate with preference based on the order the Proxies entered the meeting.

8.5: Quorum of Membership Meetings

8.5.1: Quorum of Annual General Meeting (AGM)

The presence of the higher of ten per cent (10%) of, or 40 members of the association in good standing shall constitute a quorum. Such quorum shall not be broken by the subsequent absence or removal of Members during the meeting.

The quorum present will be determined by all members attending the meeting in person and/or virtually (remote) using electronic (tele or video) conferencing. Authorized proxies as per Bylaws count towards the quorum of the meeting.

In case quorum is not attained at the general meeting of members called in accordance with the UNAA governing policies, a second meeting during the Labor Day weekend with a quorum requirement of the higher of five percent (5%) or 40 members shall be called within 24 hours. The Chairperson of the meeting shall notify members not less than 6hrs of the second meeting.

In case the annual general meeting fails to convene during the Labor Day weekend, an electronic meeting with a quorum requirement of 40 members shall be called within one (1) month.

8.5.1: Quorum of Special Meetings

The quorum for special meetings of membership shall be ten percent (10%) of full members of the Association in good standing. If quorum of the special meeting is not realized, the meeting will be called off.

In accordance with Robert's Rules, quorum is the minimum number of members qualified to vote who must be present at a general meeting of members of the Association which shall have been called and about which notice shall have been given in accordance with the Constitution.

ARTICLE NINE: COMMITTEES

9.1: Removal of An Elected Leader of a Committee

Any member of a UNAA standing committee appointed by the BoT may initiate the removal of an elected leader of that committee. The committee shall have the right to remove the committee leader(s) for cause, after notice and a hearing before the committee. A two-thirds (2/3) majority is required for the removal of committee leaders. The chairperson(s) shall preside over leadership removal proceedings.

If the majority of a standing committee petitions the BoT against the chairperson of a standing committee for their failure to lead the committee according to the terms of reference, the BOT shall respond to the petition from the committee within 14 days. The BOT shall initiate a 30-day-reconciliation process between the chairperson and the committee members by:

- a) Asking the committee chairperson to address the grievances/complaints against them as raised in the petition within seven days.
- b) Convening a committee meeting to discuss and resolve the differences between the chairperson and the committee members.

If the differences between the chairperson and the majority of the committee members are irreconcilable, the BoT may:

- a) Ask the chairperson of the committee to resign; or
- b) Relieve the chairperson of their position(s); and appoint a new chairperson within seven (7) days.

9.2: Standing Subcommittees

9.2.1: Standing Subcommittees Composition

According to UNAA Constitution Article 9.3, Standing Committees may establish subcommittees as appropriate and as defined in these Bylaws.

Each subcommittee shall:

- (a) Consist of at least three (3) members of the Committee or UNAA members in good standing.
- (b) Have at least a chairperson and a secretary selected by the appointing committee chairperson
- (c) Call and hold meetings, adopt rules of procedure, maintain records of its proceedings, and report the said proceedings to the appointing committee secretary.

9.2.2: Standing Subcommittees Proceedings

All proceedings of subcommittees shall be subject to revision or alteration by a majority vote of the appointing committee.

9.2.3: Standing Subcommittees Quorum

- (a) The presence of 50% of the certified members of a subcommittee shall constitute a quorum for purposes of conducting business
- (b) Any measure or motion to pass shall require the consent of at least a simple majority of members of the subcommittee who constitute the quorum

9.2.4: Standing Subcommittees Powers

Subcommittees shall only exercise the powers vested in the appointing standing committee.

9.3: Selection of UNAA Members to the Awards Committee

Under UNAA Constitution Article 9.7, the Executive Committee shall make nominations to the Awards Committee. This bylaw outlines the Process for posting job notices.

9.3.1: Position Notice and Candidate Selection

- a) The Award Committee vacant positions shall be advertised on UNAA social media sites and website. Eligible candidates shall be UNAA members in good standing.
- b) The three-person sub-committee composed of the three secretaries of UNAA leadership organs shall review the credentials and vote on the candidates vying for the Award Committee vacant positions. The candidates with the highest number of votes ranked by votes attained shall be shortlisted and sent to the UNAA Council. The UNAA Council shall elect four members from the list to serve on the Awards Committee.

9.3.2: Selection and Eligibility Criteria for Award Recipients

In determining eligibility, the Awards Committee will evaluate the members' unique contributions to the UNAA's objectives and purpose. The committee will consider nominations of UNAA members in good standing that have:

- a) Not been sanctioned for violation of UNAA Governing policies
- b) Not committed impeachable offenses
- c) Not faced disciplinary action by the RDC
- d) Served UNAA with distinction
- e) Been role models for the youth in their regions
- f) Excelled in their trades or professions
- g) Attained extraordinary achievements
- h) Rendered exemplary community service for the advancement of Ugandans in the Americas.

ARTICLE TEN: ELECTORAL COMMISSION

There shall be a standing and independent Electoral Commission (EC) appointed by the UNAA Board of Trustees and approved by the UNAA Council

10.1: Independence of the Electoral Commission

Once the [*Election Processes, Rules, and Guidelines*](#) have been approved by the UNAA Council as per article 10.5 of the UNAA Constitution, the Electoral Commission (EC) shall have operational independence – including:

- (a) Formulating and submitting its budget as part of the annual UNAA budget that is presented to and approved by the UNAA Council. The annual EC budget shall be itemized and aligned with UNAA Financial Year and submitted no later than July 31st – to be included in the UNAA Annual Budget - as stipulated in Article 6.6 of the Bylaws.
- (b) Ensuring that the EC Treasurer works as the official responsible for budgeting, all accounting, and financial record keeping, as well as management and administration of EC funds.
- (c) Having independent access to the membership database to compile the voters' register.

A standard Payment Requisition Form shall be used to track all EC purchases required to run an election (e.g., computers, software, etc.). Sample Form to be included.

10.2: Number of members and Quorum of the EC

There shall be a minimum of thirteen (13) members of the EC. The quorum of the EC shall be prescribed in Articles 9.3.3 and 9.3.4 of the Bylaws, which require a 50% quorum and a simple majority for passing a motion.

10.3: Structure of the EC

In addition to the elected and appointed leaders, the EC can create subcommittees to facilitate different functions of the EC (Voter Register, Finance, Background check, IT, etc.).

10.4: Functions and Powers of the EC

The Electoral Commission (EC) shall consult the other organs of the Association (Board of Trustees, Executive Committee, and UNAA Council) to develop and periodically update the *Election Processes, Rules, and Guidelines* which shall be subject to approval by the UNAA Council as part of the Association's Bylaws.

10.5: Election Monitors

The EC shall vet and accredit election monitors (observers, and candidate agents) to monitor UNAA elections.

The overarching objective of election monitoring is to enhance the effective participation of all UNAA members in the democratic governance of the association in accordance with UNAA's governing policies. In that respect, credible election monitors play a key role in shaping perceptions about the quality and legitimacy of electoral processes.

The EC shall hold at least one (1) orientation session with the Election Monitors ahead of the elections to articulate the respective roles and expectations of the monitors clearly. UNAA There shall be two categories of election monitors:

10.5.1 : Election Monitors

Election Observers and Candidate's Agents shall be the two categories of election monitors.

10.5.2 Observers

There shall be at least three volunteer observers vetted and accredited by the EC from interested and willing:

- a) Full UNAA members in good standing
- b) Registered UNAA chapters or affiliates
- c) Associations or organizations with objectives like those of UNAA

The EC shall invite individuals and entities interested in serving as UNAA election observers to apply for the positions. At the same time, the EC calls for nominations for candidates to contest in the UNAA elections.

The EC shall vet and accredit the election observers using a procedure developed by the EC. Election observers are expected to commence their work during the candidates' nomination exercise through to the conclusion of the election process when they submit their report to the EC and other UNAA organs.

Election observers shall:

- a) Act independently of the EC.
- b) Submit an impartial report to the EC and other UNAA organs not later than 30 days after the conclusion of the election process.
- c) Provide details on the entire election process and offer insights into how the EC can improve the quality of future elections.
- d) Always maintain impartiality. Must not express or exhibit any bias or preference in relation to any candidate.
- e) Not conduct any activity that could be reasonably perceived as favoring a candidate or group of candidates.
- f) Refrain from making personal comments to the public or media before the EC makes pronouncements on the election outcomes.

Observers who fail to observe the EC guidelines could face disciplinary action and or disqualification from future participation in compliance with the election observer agreement provided on the [UNAA website](#)

Election observers shall be availed a desk within the voting center.

10.5.3: Candidate's Agents

The EC shall vet and accredit a pool of candidates' agents from whom three (3) shall be allowed access to the voting room/area on a rotational basis throughout the voting period.

All individuals nominated to serve as candidate's agents shall be full UNAA members in good standing and shall be subject to a vetting and accreditation process by the electoral commission (EC). All individuals accredited as candidate's agents shall be subjected to all UNAA governing policies.

Candidates' agents are accredited to represent the interests of their candidates following the guidelines below:

- a) Each candidate contesting for a position on the executive committee (President, Vice President, Secretary, and Treasurer) shall nominate and submit two names to the EC for vetting and accreditation to serve as a candidate's agent.
- b) Candidates contesting for UNAA Council positions shall nominate and submit one name to the EC for vetting and accreditation.
- c) The EC shall provide guidelines and regulate the presence and number of candidate agents in the voting room.
- d) The EC shall have the power to approve or reject a person nominated to serve as a candidate agent. The EC shall explain why a nominated individual has been denied serving as a candidate's agent.

The EC shall designate a desk within the voting center for at least three (3) Candidates' Agents. In case space at the desk is limited, the EC shall specify how long each agent can be seated at the desk on a rotational basis.

While candidates' agents are not expected to be impartial/neutral, they shall:

- a) Conduct themselves in a professional manner
- b) Refrain from making personal comments to the public or media before the EC makes pronouncements on the elections.
- c) Comply with all EC guidelines as failure to do so could lead to disciplinary action and or disqualification from future participation in compliance with the candidate agent agreement form as provided on the [UNAA website](#).

10.6: Election Certification

The EC shall formally certify the election within 50 days after the election results have been announced as per article 10.9 of the UNAA Constitution and the *Election Processes, Rules, and Guidelines*.

10.7: Election Audit

An election audit is any review conducted after the elections to determine whether the votes were counted accurately (a results audit), and whether proper procedures were followed (a process audit), or both.

The checklist of processes and activities performed during an audit shall be prescribed in the [Election Processes, Rules, and Guidelines](#) approved by the UNAA Council and shall ensure that:

- a) The UNAA election audit shall include processes and actions before and after the election. The EC shall go over the election process with the candidates. The entire election process shall also be available to candidates via the UNAA website, at least six (6) months prior to elections.
- b) Members have an opportunity to correct errors on the voter register (to verify region, address, etc.) before election day.
- c) On Election Day, the voters' list of members who signed in (entering the voting room before voting) is compared with the list of those that signed out (after voting on exiting the voting room). The two lists are then compared with those generated by the voting method (computer, paper ballot, etc.). The 3 different counts should align and should be verified by the election monitors. Any discrepancy should be resolved before announcing the results.
- d) The EC Chairman and the EC Secretary shall be the custodians of the UNAA equipment (such as computers and printers) used for the elections. The computers shall have the latest anti-virus software. They should be closely guarded before and during elections to prevent tampering/hacking.
- e) The results of the audit shall be shared with the candidates and the entire UNAA membership.

ARTICLE ELEVEN: RULES AND DISCIPLINARY COMMITTEE (RDC)

11.1: Guidelines on Procedures for Disciplinary and Impeachment Processes

11.1.1: Submission of a Complaint

- (a) Any member of UNAA in good standing may initiate a complaint against another member of UNAA.
- (b) The person or persons that the complaint is directed at (i.e., respondent or defendant or the accused) is presumed innocent until proved otherwise, and the burden of proof shall rest on the party initiating the complaint (i.e., the complainant, accuser, or plaintiff). Members must submit complaints in writing. Oral submissions shall not be accepted.
- (c) The complainant shall not suffer any retaliation or recrimination for initiating the complaint in good faith; however, the complaint shall be dismissed by the BOT on recommendation by the RDC if the RDC determines that it was originated without merit.
- (d) The complainant shall submit the complaint in writing via email to the RDC and shall send a copy to the Secretary of the Board of Trustees

- (e) The letter may be copied to the Secretary of the UNAA organ whose duties and functions are related to the complaint. The obligations and tasks of each of these organs are stated in the UNAA constitution and bylaws.
- (f) Upon receiving the complaint sent by email, the BOT secretary shall immediately notify the BOT members acknowledging receipt of the complaint letter.
- (g) The BOT secretary may send the complaint to the appropriate UNAA organ if needed.

11.1.2: Contents of a Letter of Complaint

- (a) A complaint shall be submitted in writing and shall include:
- (b) The complainant's name, mailing address, phone number, and proof of UNAA membership.
- (c) The respondent's name, email address, and phone number.
- (d) A clear statement of the problem(s) or issues of concern regarding the specific member's behavior.
- (e) The relevant UNAA Governing Law section(s) the respondent has violated.
- (f) Previous attempts to resolve the complaint informally with the party or parties involved and the outcome of such actions.
- (g) Supporting documents.
- (h) A clear statement of the complainant's position about specific remedial actions to resolve the complaint.
- (i) Any other information related to the complaint in the context of UNAA Governing policies.

11.2: Actions by the Rules and Disciplinary Committee

Upon receiving a complete complaint letter, the Rules and Disciplinary Committee shall notify the BOT Secretary, complainant, and respondent within five (5) days of receipt of the complaint

Before the RDC meets, the RDC Chair or Secretary shall:

- (a) Notify the complainant and respondent by email of the date and time when the RDC will meet to consider the complaint. The notification shall contain a brief description of the procedure and potential sanctions that could be imposed.
- (b) Notify the respondent and the complainant that they can be present or not be present at the RDC meeting and whether they wish to appear before the committee.
- (c) The committee may request the respondent and the complainant to appear before the committee and may contact other members of the Association, including representatives of the UNAA regions involved, to obtain information and documents related to the case in preparation for the meeting.

11.3: RDC Meeting Procedures

The following procedure shall be followed during the RDC meeting, but the committee reserves the right to modify them as needed. In matters where the respondent is an active UNAA member

serving as a Trustee, the BOT role in these proceedings shall be performed by the UNAA Council:

- (a) The RDC chair shall take a roll call to determine if a quorum exists to commence the meeting
- (b) The RDC chair shall read the complaint letter and present all documents to the committee.
- (c) If present, the complainant(s) and the respondent(s) shall be informed that they may be asked questions as needed. The complainant may be asked to give an oral report to explain their complaint. The respondent shall have the opportunity to respond to the complainant. However, after questioning, they will leave the meeting. The final decision about the complaint shall be made in their absence.
- (d) Following deliberations and questioning, the committee shall vote to reach a judgment regarding whether the person against whom the complaint was submitted violated the said UNAA governing laws or if their said conduct was detrimental to the best interests of UNAA. Only members of the committee who have not recused themselves and are not parties to the complaint may vote on the decision.
- (e) A simple majority shall be used in determining a judgment. In case of a tie, the RDC chair shall vote. The outcome of the vote cannot be appealed. The opinion supported by most votes shall be the decision of the committee.
- (f) If the committee reaches the judgment that the person against whom the complaint was submitted violated UNAA governing laws and or if their conduct was detrimental to the best interests of UNAA, then it shall recommend sanctions to the UNAA BOT.
- (g) If no violations or misconduct were found to have occurred, the RDC should dismiss the case.

Upon receiving a judgment report from the RDC, the BOT shall meet to review the RDC report within 30 days. At this point, the BOT shall have these options:

- (a) Accept the recommendations – If the BOT accepts the recommendations, it shall forward its decision and RDC report to the UNAA council within 30 days. If the BOT fails to send the report within 30 days, the RDC will send the report to the UNAA Council for final disposition.
- (b) Reject the RDC's recommendations – If the BOT disagrees with the RDC recommendation, they will send the report back with supporting documentation for new recommendations. The RDC shall review the latest information and propose new recommendations. If the BOT accepts the revised recommendations, the BOT shall follow the process described in (a).
- (c) Send recommendations to RMC - If the RDC and BOT fail to reach a consensus, the BOT will send both the RDC report and their (BOT) recommendation to the RMC. The RMC will have 30 days to review the RDC report and the BOT recommendations and

send their decision to the UNAA Council. The Council has 30 days to review and issue a final decision.

- (d) If the UNAA council does not issue a decision within 30 days, the BOT shall render a decision and handle the final disposition of the matter.
- (e) The BOT Secretary shall immediately inform the parties to the complaint of the judgment in writing.
- (f) The report sent to the Council may or may not be redacted. A report summary shall be shared with the UNAA membership via the official UNAA website.

11.4: Impeachment Recommendations Procedures

- (a) In impeachment proceedings against any member of the UNAA Executive Committee and the UNAA Council, the RDC shall make recommendations to the BoT for consideration and referral to the UNAA Council.
- (b) In impeachment proceedings against a member of the BoT, the RDC shall make recommendations directly to the UNAA Council for further consideration and disposition of the case.
- (c) Upon receipt of the BoT or RDC recommendation, the UNAA Council shall either commence impeachment proceedings or reject the recommended impeachment action against the accused elected official.
- (d) All impeachment and censure proceedings against the leaders of the UNAA Council (Speaker, Deputy Speaker, and Secretary) shall be chaired by the Vice President of UNAA.
- (e) In impeachment cases involving members of the BOT and the Executive Committee, the verdict (sanction) approved by the Council shall be ratified by the members at the AGM immediately following the impeachment proceedings
- (f) Form for filing a Complaint to the Rules and Disciplinary Committee (RDC)

ARTICLE TWELVE: CONSTITUTIONAL AFFAIRS COMMITTEE (CAC)

12.4: Terms of Reference

The CAC shall:

- (a) Assist and advise the Board of Trustees (BOT) in researching, clarifying, and interpreting all matters of the UNAA Constitution and other UNAA governing policies referred to the committee from or through the BOT.
- (b) Provide written recommendations any constitutional matter and other UNAA governing policies as reports to the BOT for consideration.
- (c) Receive, review, and regularly compile amendments to the constitution and other UNAA governing policies as proposed by UNAA members in good standing.

- (d) Provide constant feedback to proposers of amendments to the constitution and other UNAA governing laws on the status of their proposals.

12.4.1: Fostering a Culture of Constitutionalism within UNAA

Following the promulgation of this constitution and the establishment of the Constitutional Affairs Committee (CAC), the committee shall:

- (a) Develop a schedule of training sessions for all the organs, committees, and the entire membership of UNAA.
- (b) Conduct orientation trainings for all elected UNAA leaders; the BOT, Executive Committee members (including directors), and UNAA Council Representatives within 30 days after the CAC is fully constituted.
- (c) Provide training sessions to orient members of the respective UNAA standing committees about UNAA governing policies within 30-60 days after they are constituted
- (d) Collaborate with UNAA Council representatives and UNAA chapter leaders to conduct trainings on UNAA governing policies for UNAA members in their respective local communities.
- (e) Encourage UNAA affiliates to sensitize their members about the UNAA governing policies and how they impact their relationship with UNAA.
- (f) Create open communication channels to directly interact with the entire UNAA membership on matters related to the UNAA governing policies and how to comply with them.
- (g) Request the executive committee, via the BOT to include a slot for a constitution forum in the schedule of the annual UNAA convention.
- (h) Ensure that all elected and appointed UNAA leaders and the entire membership receive relevant and applicable constitution-related information as an ongoing endeavor.

12.5: Initiation of Action to Amend the Constitution or Bylaws

12.5.1: Right to Amend or Repeal Constitution or Bylaws.

The CAC shall recognize that any member of UNAA in good standing, the Board of Trustees, the Executive Committee, the UNAA Council, and the Constitutional Affairs Committee is eligible to initiate action to amend the constitution or amend and/or repeal a bylaw(s) or adopt new Bylaws

12.5.2: Submission of Amendments

Any member of UNAA who initiates action to amend an article(s) of the Constitution or Bylaw(s) shall submit his/her proposed amendment in writing to the CAC using an Amendment Form provided on the UNAA Website.

12.6: CAC Procedures for Reviewing and Compiling Amendments to the Constitution and Bylaws

- (a) Members shall submit amendments in writing. Oral submissions shall not be accepted.

- (b) the amendment shall be rejected by the BOT on recommendation by the CAC if the CAC determines that it had no merit.
- (c) The proposer shall submit the amendment via email to the CAC and shall send a copy to the Secretary of the Board of Trustees
- (d) The form (letter) may be copied to the Secretary of the UNAA organ whose duties and functions are affected by the amendment.
- (e) Upon receipt of the proposed amendment, the BOT secretary shall immediately notify the BOT members acknowledging receipt of the proposed amendment letter.
- (f) The BOT secretary may send the proposed amendment to the appropriate UNAA organ if needed.

12.7: Contents of the Proposed Amendment(s)

The amendment shall be submitted in writing and shall include:

- (a) The proposers' name, mailing address, phone number, and proof of UNAA membership.
- (b) A clear statement of the problem(s) of concern regarding the specific article of the constitution or Bylaw.
- (c) The relevant UNAA Governing policy; article, section/clause, or provision that needs to be amended or repealed
- (d) A clear statement of the proposer's suggestion as to how the amendment to the article, section/clause, and or provision of the constitution/bylaw should read.
- (e) Attachment of any document (information) to support the viability of the proposed amendment.
- (f) Attachment of any other information related to the amendment in the context of UNAA Governing policies.

12.8: Action by the Constitutional Affairs Committee (CAC)

Upon receipt of the complete amendment form (letter), the Chairperson of the CAC shall notify the BOT Secretary, proposer of the amendment, and the UNAA membership within five (5) days of receipt of the proposed amendment.

Before the CAC holds its first meeting to consider the proposed amendment, the Chair or Secretary shall:

- (a) Notify the proposer and the entire UNAA membership by email of the date and time when the CAC will meet to consider the amendment. The notification shall include a brief description of the procedure and alternative outcome of the CAC process; acceptance to review the proposed amendment or a rejection of the proposed amendment if it is found to have no merit.
- (b) Notify the proposer and any other interested parties as to whether they would be invited to appear before the committee to defend the amendment or oppose it. The committee may contact other members of the Association to obtain information and documents related to the amendment

- (c) Have the right to request leaders of the concerned organ to appear before the committee to defend their proposed amendment, whenever a proposed amendment originates from any of the three UNAA organs (i.e., Executive, BoT, or UNAA Council).
- (d) At the first sitting of the CAC to consider the amendment, the CAC Chairperson shall read the amendment form (letter) and present all documents to the committee meeting before the review of the proposed amendment commences.

12.9: CAC Meetings & Procedures

- (a) Not all committee meetings shall be open to the public.
- (b) The CAC reserves the right to modify the committee procedures as needed.
- (c) After a thorough review of the proposed amendment by the CAC, the committee shall compile a report to submit, within sixty (60) days, to the BOT and the Executive Committee for their review and recommendations.
- (d) The recommendations of the BOT and the Executive committee are non-binding; the CAC may or may not adopt them.
- (e) The CAC shall compile the final report and submit it to the council for debate.

12.10: Amendment to the Constitution

- a) If the proposed amendment is intended to amend the constitution, the council shall debate, pass or reject the amendment with a 2/3 majority of the vote.
- b) The approved amendment by the UNAA Council shall then be presented to the AGM by the BOT at the immediate AGM held the same year.
- c) The AGM shall debate and either ratify (approve) or reject the amendment by a 2/3 majority vote one year after the amendment was presented to the AGM.

12.11: Amendments to the Bylaws

If the amendment is aimed to change a bylaw, the CAC shall send the report to the BOT and the executive to review and make recommendation within 30 days. The BOT and Executive Committee recommendations shall not be binding; the CAC may adopt or reject the recommendations.

- a) The CAC shall then compile a final report and present it to the council for final debate and disposition by a simple majority vote.

ARTICLE THIRTEEN: AMENDMENTS

The bylaws presented for article 12 (Constitutional Affairs Committee-CAC) shall serve to operationalize the provisions in article 13 (Amendments).

ARTICLE FOURTEEN: NOTICES AND WAIVERS-No Bylaws

ARTICLE FIFTEEN: INDEMNIFICATION No Bylaws

ARTICLE SIXTEEN: MISCELLANEOUS PROVISIONS

16.4: Signatories to UNAA Bank Accounts and Completion of Payments

(a) There shall be three (3) signatories to UNAA bank accounts, the Treasurer, the President, and the Executive Secretary. The Treasurer and either the President or Executive Secretary shall be signatories for the disbursement or issuance of checks thereof.

(b) All financial transactions shall require the completion of a Payment Requisition Form provided on the UNAA website and approved by the responsible officers of the respective organ or committee.

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