

PROPOSED AMENDMENTS TO THE UNAA 2010 CONSTITUTION

Constitutional Review Committee



AUGUST 20, 2022

Acknowledgements

I would like to acknowledge and give my warmest thanks to my fellow members of the Constitutional Review Committee (CRC) whose tireless efforts and undivided dedication, made this undertaking possible. By the time these UNAA Governing Policies are presented to the Annual General Meeting for a vote, the CRC will have had over 150 plenary meetings on Sundays, without counting the Editorial meetings on Wednesdays and Fridays. It has been a 3-year journey like no other. We have developed a bond that will endure for a long time. Some of us became Parents, others became Grand Parents. One of us had to excuse himself and missed a couple of meetings so that he could entertain his great grandchildren. We had fun but there was also loss. A number of us had to share the loss of our loved ones, departed from our communities and families forever. In times of grief as in times of celebration, we remained together and committed. If it had been just work, we would not have made it to the end with such remarkable achievements; a revised Constitution, NEW Bylaws, NEW Leadership code of conduct, NEW Membership code of conduct and about 30 NEW standalone documents and guidelines.

The completion of this assignment would not have been accomplished without the support and encouragement of UNAA's leaders; the BoT that entrusted us with this assignment, the UNAA President and her Executive Committee, the Speaker and all members of the UNAA Council. We thank you all for your patience and understanding. You allowed us to work at our own pace. To crown it all, the UNAA Council voted unanimously to forward the amendments to the 2010 Constitution to the Annual General Meeting. That was a resounding endorsement of the work the CRC has done.

I am extremely grateful to all our caring, loving and supportive spouses and family members who have helped us in more ways than they know. Our meetings ended later than scheduled; many Friday Happy hours, soccer games and PTA meetings were missed. It was a great comfort to know that you were willing to manage the household activities while we completed this work. Kindly accept our heartfelt thanks.

It is our earnest hope and wish that all this hard work will not be in vain. That it will provide the guardrails needed in the governance of our communities that we cherish. That it will inspire the membership to participate more in the affairs of the association. That leaders will uphold the letter of this constitution in the highest regard and be accountable to the members. That we shall always strive for greatness and excellence.

For God and our Country

Nicholas Kissesi Wakou
UNAA CRC Chairman

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PREAMBLE

We, the members of the community of persons now living in North America (See Schedule A) who have roots in and ties to Uganda; recognize that we collectively share unique economic, social, and cultural needs that can be better served and fulfilled in our organization; and are desirous of pursuing and promoting those interests, realizing that the fulfillment of this desire is a function of our effort, resolve to come together to form a nonprofit organization the Ugandan North American Association (UNAA) to attain the objectives of this Constitution.

ARTICLE ONE: OBJECTIVES

The objectives of this organization shall be:

- a) To enable, stimulate and promote relationships, friendships, and unity among Ugandans in North America by promoting social and cultural activities and interaction within and among our local communities and across the continent. (See Schedule A).
- b) To address the needs and challenges unique to the members by promoting cooperative efforts and developing strategic partnerships with philanthropic, cultural, and other organizations.
- c) To increase awareness and facilitate access to the gainful exploitation of educational, entrepreneurial, and employment opportunities in North America through networking, training, and other innovative programs.
- d) To build partnerships with key stakeholders who will facilitate the advancement of cultural, technological, philanthropic, economic empowerment, and educational interests between the peoples of Uganda and North America.
- e) To promote and protect the unique Ugandan cultural identity through regular social and cultural activities.
- f) To encourage Uganda and North America business relationships and interactions through the UNAA Annual Convention, networking, business forums, think tanks, and other innovative programs.
- g) To counsel and advise relevant governments on policies and regulations affecting UNAA membership and advocate for members' social and economic well-being.
- h) To develop a better understanding of members' problems through research, discussion, and exchange of information.

ARTICLE TWO: ORGANIZATIONAL MATTERS

2.1: Organization Name

The official name of this nonprofit organization is the Ugandan North American Association (UNAA). This organization is called ‘the Association’ or ‘UNAA.’

2.2: Organization Purpose

The purpose of UNAA is to fulfill our members' unique economic, social, and cultural needs.

2.3: Organizational Structure

The Association shall be organized pursuant to the provisions of the nonprofit corporation code in Massachusetts, where it is [incorporated](#).

The Association shall be a two-tier organization consisting of:

- a) Members, who are the supreme organ of the Association; and
- b) Equal but separate leadership organs, namely, a UNAA Board of Trustees (hereinafter referred to as ‘BoT’), UNAA Executive Committee (hereinafter referred to as ‘UNAA Executive,’ and UNAA Council (hereinafter referred to as ‘Council’).

2.4: UNAA Governing Policies

The Association is governed by the nonprofit corporation code in the state of [Massachusetts](#), where it is incorporated. The Constitution and associated Bylaws, the Articles of Incorporation, the Membership Code of Conduct, and the Leadership Code of Conduct and Ethics shall collectively hereinafter be referred to as the UNAA governing policies.

- a) These UNAA governing policies are the supreme documents articulating the fundamental principles which govern the operation of UNAA. The Constitution shall prevail where a discrepancy or a contradiction arises due to the interpretation of language provided in the Bylaws, the Membership Code of conduct, and the Leadership Code of Conduct and Ethics.

- b) The UNAA Bylaws provide further definition to the Articles of the Constitution and prescribe specific procedures for operating the organization in an orderly manner.
- c) The Membership Code of Conduct provides formal guidelines on how all members of UNAA shall conduct themselves in accordance with all relevant governing policies of the association, to conduct themselves according to appropriate behavior, and treat others with respect while engaged in UNAA activities. UNAA members and individuals applying to become UNAA members shall sign a membership agreement declaring their understanding and agreement to comply with the standards of conduct prescribed in the association governing policies, the Constitution, the Bylaws, and the membership code of conduct.
- d) The Leadership Code of Conduct and Ethics provides formal guidelines on how UNAA Leaders shall comply with all applicable policies and regulations and how they conduct business in accordance with the letter and spirit of all relevant policies; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect.
- e) UNAA leaders shall not use their positions to derive personal profit or gain directly or indirectly from the Association.
- f) All elected and appointed leaders must take an oath of office and pledge to uphold all UNAA governing policies.
- g) Leaders shall be required to sign a statement acknowledging understanding and acceptance of the standards prescribed in the UNAA governing policies.
- h) UNAA leaders shall conduct themselves ethically and professionally while exercising their fiduciary duties in accordance with the UNAA governing policies.
- i) The timelines indicated henceforth as days in these UNAA governing policies shall be a reference to calendar days of the year.

2.5: Principal Office

The Association may have offices within North America as the Executive Committee may determine with the approval of the UNAA Council.

2.6: Registered Agent and Registered Office

The registered agent and office shall be determined by the Executive Committee of the Association with the approval of the UNAA Council. The registered agent shall be a legal resident of Massachusetts who maintains UNAA's physical address in Massachusetts.

2.7: Statement of Non-Discrimination

Eligibility for membership or appointed or elected officer positions may not be limited on the basis of race, religion, national origin, ethnicity, color, age, gender, gender identity, marital status, citizenship, sexual orientation, or disability. The organization shall have no rules or policies that discriminate on the basis of race, religion, national origin, ethnicity, color, age, gender, gender identity, marital status, citizenship, sexual orientation, or disability

The Association is non-denominational, non-sectarian, non-political, secular, and nonprofit.

2.8: Dissolution

The Association may be dissolved by two-thirds (2/3) of all members voting at the general meeting. In the event the Association is dissolved after all its liabilities and obligations have been discharged, any remaining assets may be distributed to any association or associations with similar objectives as designated by a majority of the UNAA Board of Trustees and the UNAA Council. The dissolution shall be performed in accordance with the laws governing nonprofit corporations in the state of Massachusetts.

ARTICLE THREE: MEMBERSHIP

3.1: Supremacy Clause

The Ugandan North American Association (UNAA) members are the Supreme Organ of the Association with full rights and privileges conferred upon them by this Constitution.

Members' eligibility and privileges shall be stipulated in the Association's governing policies; reviewed and updated periodically by the UNAA Executive Committee and approved by the UNAA Council; and, upon satisfying the membership requirements in 3.1 Bylaws; Articles 3.3, 3.4, and not encumbered by Article 3.6.

3.2: Transferability of Membership

Membership in UNAA is an individual member's personal and voluntary expression of association. It shall not be sold, assigned, or transferred to another person.

3.3: Membership Fees

All members shall be required to pay an annual membership fee. The membership fee shall be determined by the UNAA Executive Committee and approved by the UNAA Council; and in a manner and payment schedule as shall be prescribed in the Bylaws of the Association. Membership fees are nonrefundable. Nonpayment of the annual membership fees shall result in automatic termination of membership. Membership shall be reinstated upon the payment of the membership fees.

3.4: 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 as outlined in Article 3.1 herein, have not been suspended pursuant to Article 3.6 herein, and have paid membership fees under Article 3.3.

3.5: Withdrawal of Membership

Any member may withdraw or resign from the Association in writing at any time. However, paid membership dues and other membership related assessments shall be nonrefundable.

3.6: Suspension of Membership

The Board of Trustees shall recommend to the UNAA Council the suspension of membership of any member who, in the judgment of the Rules and Disciplinary Committee (RDC), has violated the UNAA governing policies; or whose conduct is deemed detrimental to the best interests of the Association; and has been accorded due process, in a fair and transparent process as prescribed in the UNAA governing policies.

3.7: Compensation

No dividend shall be paid, and no part of the income of the Association shall be distributed to the members. However, the Association may pay compensation for budgeted and approved services rendered as determined by the Executive Committee in accordance with UNAA governing policies

3.8: Proof of Membership

Upon fulfillment of membership requirements in Article 3.1 of the UNAA Constitution, each member in good standing shall be issued a one-time unique personal identification number or code.

3.9: Membership Code of Conduct

There shall be a Membership Code of Conduct to guide all UNAA members' conduct while participating in all UNAA-related activities.

The Membership Code of Conduct shall describe the appropriate behavior that shall be upheld and inappropriate conduct that shall be prohibited in UNAA for both potential and all members in good standing.

All UNAA members shall sign the Membership Code of Conduct declaration form acknowledging having read, understood, and agreed to adhere to its stipulations. Any member who violates the Membership Code of Conduct or other association governing policies shall be subjected to the disciplinary process described in [Article 11](#) (Rules and Disciplinary Committee-(RDC)).

3.10: Responsibility of UNAA Members

All UNAA members in good standing shall have the right to attend the Annual General Meeting (AGM) during the Labor Day Weekend and/or as convened by the Chairperson of the BOT and in accordance with UNAA governing policies.

3.11: Protection of UNAA Proprietary Information and Databases

UNAA information - including membership lists, databases, and associated software, are proprietary assets of UNAA.

In compliance with these UNAA governing policies, the Executive Committee shall at all times ensure the protection of UNAA's Proprietary Information and Databases – including the private information of UNAA members.

3.12. Members' Right of Access to UNAA Information

UNAA Members have a right to receive timely and accurate information that is pertinent to the day-to-day administration and general governance of the Association. The requested information shall include but not be limited to financial information, membership lists, UNAA programs, policies and guidelines, and disciplinary and conflict resolution actions.

Before a formal request for information is made, the member (information requester) is obligated first to ascertain that the information being requested is not readily available in the public domain and/or on UNAA official platforms – including the UNAA website, official UNAA online platforms, and official e-mails and/or other official correspondence to members.

The Association shall have clear Information Request Guidelines for members to request and receive UNAA information. The Association's leaders shall ensure that the UNAA Information Request Guidelines are well known to all UNAA members in accordance with the UNAA governing policies.

ARTICLE FOUR: UNAA CHAPTERS AND AFFILIATES

4.1: Introduction

Chapters and Affiliates are the building blocks on which UNAA stands. They are the partner associations from which UNAA sources most of its membership. As membership-based and non-profit organizations, Chapters and Affiliates are partners with UNAA in promoting and supporting community service activities, volunteer programs, and mutually beneficial cultural co-existence. These endeavors are consistent with the purpose and objectives of UNAA.

To strengthen this mutually beneficial relationship, UNAA shall establish and operate a community outreach program to assist Chapters and Affiliates in implementing their community development, emergency, and relief programs.

4.2: Local Chapter Definition

A UNAA Chapter is a Ugandan local community organization based in a region that is currently represented in the UNAA Council (*See Schedule A*) with a primary objective of advancing the interests and goals of UNAA and with the view of attaining the following:

- a) Promoting solidarity among Ugandans living in the region and encouraging nationwide acquaintance and fellowship with other members of UNAA in North America. Members should be encouraged to register for UNAA events and remain in good standing by renewing their annual membership.
- b) Serving as a forum for advancing members' interests and welfare through exchanging information, research, and discussion.
- c) Encouraging business relationships and interaction between Uganda and the local chapters located in North America.
- d) Advancing unity and friendship.
- e) Preserving, promoting, and advancing Uganda's history, cultures, art, and languages.

4.3: Chapter Formation

In communities that do not have an association registered per the UNAA governing policies, the Vice President shall work with the community to form and register an association with the local governing authorities before establishing a UNAA chapter. Any

association of Ugandans that is duly registered per the UNAA governing policies can apply to the UNAA Executive to become a chapter of UNAA. All chapters shall be formed with the approval of the UNAA Council, and their formation shall be reported to the BoT and the AGM. Chapters shall provide documentation required for the application and maintain their certification with UNAA with periodic reports in accordance with the Bylaws. Associations that become UNAA chapters shall periodically be issued with a *Certificate of Association* as per the UNAA governing policies.

4.4: Application Criteria for Admittance of a UNAA Chapter

- a) The association must be duly registered in North America with purpose, objectives, and activities that are legitimate and consistent with those of UNAA.
- b) The association shall be based in a region that is currently represented in the UNAA Council.
- c) The association must have at least 15 paid-up UNAA members in good standing.
- d) The leadership of the association shall be composed of democratically elected officials.

The association must, as needed, submit proof of its legal status, bylaws, constitution, and any other required documentation.

4.5: Chapter Suspension

Grounds for chapter suspension include:

- a) Failure by the chapter to maintain its registration with a government authority as required by the governing laws in North America.
- b) Failure to operate in a financially responsible manner and/or failure to provide UNAA with complete and accurate financial reports as required by the UNAA governing policies.
- c) Failure to provide periodic reports and documentation as required by the UNAA governing policies.

Any chapter failing to comply with the set criteria shall be notified by the UNAA Executive of the suspension of its *Certificate of Association*. The chapter shall be suspended by a majority vote of the Executive Committee and the UNAA Council at any regular or special meeting. The suspension shall be in effect until the chapter complies with the criteria under which it was suspended.

4.6: Chapter Reinstatement

A chapter may not be reinstated until it has corrected the circumstances which led to its suspension. These may include:

- a) The Executive Committee shall review compliance of a suspended chapter upon petition by the suspended chapter. The Executive Committee must review the petition and decide within 30 days.
- b) Any chapter which has been suspended for one year (12 months) shall be either terminated or reinstated by a majority vote in the Executive Committee and UNAA Council.
- c) UNAA shall have the right to terminate its relationship with the chapter for any reason with cause.

4.7: Definition of an Affiliate

An Affiliate of UNAA is a membership-based, nonprofit organization registered in North America. Affiliates are non-partisan organizations committed to advancing their members and the communities they serve.

The affiliate shall formalize a *Memorandum of Understanding* (MoU) to partner with UNAA in community outreach and empowerment activities, including but not limited to:

- a) Promoting solidarity among members and encouraging nationwide acquaintance and fellowship with other members of UNAA in North America.
- b) Serving as a forum for advancing members' interests and welfare through exchanging information, research, and discussion.
- c) Encouraging business relationships and interaction between Uganda and the affiliate located in North America.
- d) Advancing unity and friendship.
- e) Preserving, promoting, and advancing Uganda's history, cultures, art, and languages.
- f) A mediation and conciliation procedure.

4.8: Affiliate Admission to UNAA

An organization or association that qualifies as per provisions of the UNAA governing policies shall apply to the Executive Committee through the Office of the Vice President in accordance with the UNAA governing policies to become an affiliate of UNAA. The affiliate must agree to and sign the MoU with UNAA. The application and MoU shall be approved by the UNAA Council and reported to the BoT and AGM. Affiliates shall provide documentation required for the application and shall maintain their certification

with UNAA with periodic reports per the UNAA governing policies. Affiliates shall periodically be issued with a Certificate of Affiliation per UNAA governing policies.

4.9: Application Criteria for Admittance of UNAA Affiliate

- a) An association must be legally registered in North America as a nonprofit organization with purposes, objectives, and activities that are always consistent with those of UNAA.
- b) An association must have at least ten paid-up UNAA members in good standing.
- c) The leadership of the association shall be composed of democratically elected officials.

4.10: Affiliate Suspension

An affiliate shall be suspended for any of the following reasons:

- a) Failure to maintain its registration as a nonprofit organization in North America.
- b) Failure to provide periodic reports and documentation as required by the UNAA Constitution and Bylaws.
- c) Failure to comply with any part or the entirety of the MoU.

4.11: Notification of Suspension

Any affiliate failing to comply with Article 4.9 shall be notified by the UNAA Executive of the suspension of the *Certificate of Affiliation*.

The process of suspending an affiliate shall start with the Executive Committee; proceed to the Council, which shall report the final resolution to the BoT.

The affiliate shall be suspended by a majority vote of the Executive Committee and the UNAA Council at any regular or special meeting.

The suspension shall be in effect until the affiliate complies with the criteria under which it was suspended as defined in the Bylaws.

4.12: Affiliate Termination or Reinstatement

The following shall govern the termination or reinstatement of an affiliate's relationship with UNAA:

- a) An affiliate may not be reinstated until it has corrected the circumstances which led to its suspension.
- b) Compliance of a suspended affiliate shall be reviewed by the Executive Committee upon receipt of the petition from the suspended affiliate. The Executive Committee must review the petition and make a decision within 30 days.
- c) Any affiliate whose relationship with UNAA has been suspended for over one year (12 months) shall be terminated or reinstated by a majority vote in the Executive Committee and UNAA Council.
- d) Other grounds of termination shall be outlined in the *MoU*.

4.13: UNAA Community Outreach Programs

UNAA shall operate community outreach programs whose guidelines shall be specified in the bylaws. The programs shall include but not limited to the following:

a. Community Development Fund Program (CDFP)

UNAA shall have a Community Development Fund Program (CDFP) to receive and distribute funds donated to the Association to promote and support the Ugandan diaspora community organizations' social, cultural, and developmental community activities in North America. The CDFP shall be managed in a transparent and accountable manner per guidelines stipulated in the UNAA governing policies.

b. Community Emergency Fund (CEF)

UNAA shall have a Community Emergency Fund (CEF) to respond to community emergencies of UNAA Members, depending on the availability of resources. The CEF shall be a UNAA fundraising-driven program, managed by a Fundraising Task Force (CEF Task Force) composed of a combination of UNAA leaders and UNAA members; and in accordance with guidelines stipulated in the UNAA governing policies.

c. Group Life Insurance Program

UNAA shall have a Group Life Insurance Program to provide life insurance to the Ugandan communities in the Diaspora that need it. This program is for the un-

insured or those that need supplemental insurance to help with death expenses, funeral costs, and other related costs when a member passes on.

d. Repatriation Program

UNAA shall have a Repatriation Program for the Ugandan communities in the Diaspora that need it. This program assists with death expenses, funeral costs and other costs related to repatriation of the body when a member passes on.

ARTICLE FIVE: UNAA BOARD OF TRUSTEES

5.1: Composition of the UNAA Board of Trustees

There shall be a fully constituted UNAA Board of Trustees composed of seven (7) members, also called Trustees. At least two (2) of the Trustees shall be from Canada. All Trustees shall be elected through a process described in Article 9.4.

To be duly certified, all elected UNAA Trustees must take an oath of office in accordance with the stipulations in Article 2.4.

The President of the Association shall be an ex-officio non-voting member of the BoT. The duly constituted BoT shall elect among its members a Chairperson and a Secretary to the BoT according to the process defined in the bylaws.

A minimum of five (5) duly certified or interim Trustees shall be required to conduct the Association's business.

In the event the number of certified Trustees falls below five (5), or the entire BOT resigns, the BoT Search committee shall appoint interim BoT member(s) to fill the vacant position(s). The number of replacements shall not exceed the number that has left the board. Interim BoT members shall be UNAA members in good standing selected from a pool of former UNAA leaders (Presidents, Vice Presidents, Speakers, Deputy Speakers, and BoT members). They shall serve for not more than four months or until the BoT position(s) is/are filled as per Article 9.4, whichever comes first. Their appointments shall not be subject to UNAA Council approval. However, they shall be required to take an oath of office per Article 2.4.

5.2: Powers and Responsibilities of the UNAA Board of Trustees

The UNAA BoT shall:

Provide oversight over the Executive Committee of the Association.

- a) Be responsible for developing a mission and vision statement for UNAA with the approval of the UNAA Council.
- b) Be the overall custodians of the Association's mission, vision, and purpose.
- c) Be the custodians of the Association's repository, including history and records.

- d) Be the guardians of the UNAA Constitution, Bylaws, and Leadership Code of Conduct and Ethics.
- e) Convene the Annual General Meeting (AGM); the BoT Secretary shall be responsible for recording the minutes of the AGM.
- f) Ensure that all elected representatives and leaders are accountable to the members of the Association.
- g) Act as arbiters in resolving conflicts between the Association organs or among the association leaders and members.
- h) Recommend to the UNAA Council the suspension or impeachment with cause of any member of the Executive Committee or the BoT and to present the decision to the next Annual General Meeting for review and disposition.
- i) The BoT's role in the Rules and Disciplinary Committee (RDC) processes shall be to:
 - i. Review and act on the RDC's disciplinary recommendations in accordance with the RDC Bylaws.
 - ii. Suspend a UNAA member accused of violating the UNAA governing policies while the case against him/her is being investigated on the recommendation of the RDC.
 - iii. Suspend a UNAA officeholder immediately from holding their current UNAA office during the impeachment procedure for embezzlement or misuse of UNAA funds.
 - iv. Act as the final arbiter in the RDC appeal process.
- j) Recommend to the RDC the suspension or impeachment with cause of any member of the UNAA Council and present the decision to the general meeting of the UNAA members of the region represented by the Council Member for review and disposition.
- k) Appoint the chairperson and members of the UNAA Electoral Commission, Rules and Disciplinary Committee (RDC), and Constitutional Affairs Committee (CAC).
- l) Suspend or dismiss with cause any member of the Electoral Commission, Rules and Disciplinary Committee, and Constitutional Affairs Committee with the approval of the UNAA Council as per Article 11.

m) At all times, ethically conduct themselves, abide by the Constitution, Bylaws, and Leadership Code of Conduct and Ethics, and execute their duties diligently and fairly.

5.3: Annual Audit

The BoT shall present the audited financial report of the Association based on the financial activities of the previous financial year in accordance with the Bylaws.

5.4: Qualification

To be eligible for election as a Trustee, a person shall be a member of UNAA in good standing for at least three (3) consecutive years immediately preceding their election. They shall be a resident of North America, shall have attended at least three (3) AGMs in the last five (5) years before submitting their application for consideration, and shall not have engaged in activities at any time that may have undermined the interests of the Association. A Trustee is not eligible to contest for any other elected office of the Association.

5.5: Term of Office of Members of the UNAA Board of Trustees

A Trustee shall be eligible to serve for only two (2) consecutive terms. The term of office for each Trustee shall be three (3) years. No person shall be elected as a Trustee more than twice. The term of office of the chairperson of the Board of Trustees shall be two (2) years; renewable only once. A serving chairperson shall not be subject to the re-election process, per Article 9.4.

The members of the BoT shall have the powers to remove their elected leaders (Chairperson and Secretary), with cause, through a vote of no confidence – in accordance with the Bylaws.

5.6: Election

All Trustees shall be elected as described in Articles 5.5 and 9.4 of this Constitution and the associated Bylaws.

5.7 Election Framework for Members of the Board of Trustees

There shall be a standing committee known as the BoT Search Committee composed of five (5) members from the Executive Committee, UNAA Council, and the Electoral

Commission in accordance with Article 9.4. The Committee shall advertise vacant position(s), process applications, and conduct criminal background checks of candidates. They shall present a shortlist of eligible candidates to the UNAA Council for final vetting and election as defined in [Article 9.4](#).

5.8: Quorum

The presence of at least sixty percent (60%) of a fully constituted BoT shall constitute a quorum for the purpose(s) of conducting UNAA business.

5.9: Vote Required for Action

Unless otherwise required by this Constitution, any measure or motion to pass shall require the consent of at least a simple majority of BoT members who constitute a quorum as defined in [Article 5.8](#). In the event of a tie, the chairperson of the BoT shall cast the tie-breaking vote.

5.10: Removal

The BoT shall recommend to the Rules and Disciplinary Committee (RDC) the suspension or impeachment of a trustee for cause, and the RDC shall submit its recommendations to the UNAA Council for further action.

A member of the BoT, including the Chairperson, shall be removed from office for any of the following reasons:

- a) Upon impeachment for failure to attend three (3) consecutive BoT meetings without a written explanation to the Chairperson and Secretary of the BoT. Similar conduct by the BoT Chairperson must be explained to the entire BoT prior to impeachment proceedings being initiated against that Chairperson.
- b) Engaging in activities that undermine the interests of the Association. The Trustee shall be subject to impeachment and possible removal from office as determined by UNAA governing policies. The BoT shall present the final decision of the UNAA Council on impeachment proceedings of the trustee to the next Annual General Meeting for disposition.
- c) Any offense that violates UNAA governing policies as described in [Article 11](#).

5.11: Resignation from the UNAA Board of Trustees

Notice of resignation by a Trustee shall be in writing to the Chairperson of the BoT, who shall inform the President of UNAA and Speaker of the UNAA Council of the

resignation. The election of the new trustee shall follow the transition process as described in [Article 9.4](#) and associated Bylaws.

A Trustee whose term of office has expired shall temporarily stay in office for a transition period not exceeding four (4) months or until their replacement assumes office, whichever comes sooner.

ARTICLE SIX: EXECUTIVE COMMITTEE

6.1: Composition of the Executive Committee

There shall be four (4) elected members of the Executive Committee; President, Vice President, Executive Secretary, and Treasurer. The Executive Committee shall appoint, with the approval of the UNAA Council, four (4) Directors of; Development and Quality Assurance, Finance and Fund-Raising, Communications and Technology, and Youth and Children.

6.2: Qualifications for Elected Executive Committee Members

All individuals aspiring to be elected to UNAA Executive Committee positions (President, Vice President, Executive Secretary, and Treasurer) must:

- a) Be residents of North America (See Schedule A) and UNAA members in good standing (refer to Article 3 and associated Bylaws).
- b) Not have engaged in activities that undermined the Association's interests and have fulfilled all eligibility requirements as determined by the Electoral Commission guidelines and consistent with the UNAA governing policies.
- c) Have at least two years of verifiable non-profit leadership and community organization experience, preferably in North America.
- d) Have at least two consecutive years of active participation in UNAA activities or programs – including attending two (2) of the last three (3) UNAA Annual General Meetings (AGMs); and two (2) of the last three (3) UNAA Conventions.
- e) Be able to pass a criminal and financial background check.
- f) Be politically neutral and not engaged in active partisan political activities as stipulated in UNAA governing policies.
- g) Meet all the additional position-specific requirements, as stipulated in UNAA governing policies.

6.3: President

- a) The President shall be the Chief Executive Officer of the Association and shall oversee the business of the Association. They shall execute, with any other officer(s) under whose jurisdiction such activity falls, leases, contracts, or other instruments which may be lawfully executed on behalf of the Association as defined in the Governing policies.
- b) The President or their representative shall ensure that all orders, resolutions, and decisions of the UNAA Council are carried out. They shall receive quarterly and

annual reports from all members of the Executive Committee as defined in the Bylaws. The President or their representative shall present the Association's financial and progress reports to the UNAA Council every quarter.

- c) When the President's term of office ends (through elections or term limits), they shall hand over all assets and other instruments of power of the association to the newly elected President within sixty (60) days after the elections. During this transition period, the outgoing President shall hand over all Executive office ledgers, promissory notes, and account lists to be submitted to the Treasurer for a final account and budget reconciliation.
- d) As an ex-official and non-voting member of the UNAA Council, the President or their representative shall present an annual budget to UNAA Council for approval during the first month of the fiscal year; and any proposed emergency expenditures, quarterly and annual reports, including financial reports as defined in the Bylaws.
- e) They shall be ex-officio, non-voting members of the Board of Trustees (BoT) and shall report on the state of the Association at each regularly scheduled meeting of the BoT.
- f) Pursuant to Article 6.16 of this Constitution, for a vacancy on the Executive Committee, the President shall nominate a UNAA member in good standing within one (1) month to fill a vacant position on the Executive Committee. The UNAA Council shall consider the approval of the nominee within one (1) month of the Speaker of the Council receiving the official nomination notification.
- g) The nominated member shall be subjected to a criminal background check by the EC as defined in the Bylaws and the *Election Processes, Rules and Guidelines* developed by the EC (for the last election) and approved by the UNAA Council before assuming the vacant position.
- h) If the President resigns or is removed from office prior to the completion of their term, the Vice President shall become President of UNAA and shall nominate a replacement for the office of the Vice President within one month, subject to the approval of the UNAA Council.
- i) The President shall have the power to nominate UNAA Ambassadors with the approval of the UNAA Council in accordance with Article 6.12.
- j) The President may contract for professional services on behalf of UNAA with the approval of the UNAA Council.
- k) The President shall chair the Convention Host City Selection Committee pursuant to Article 9.6.

- l) The President shall appoint two (2) members of the Executive Committee to serve on the BoT Search Committee, of which one of them shall chair the search committee pursuant to Article 9.4.
- m) The President shall appoint at least four (4) members of the Executive Committee to the Convention Organizing Committee pursuant to Article 9.5.
- n) Serve on UNAA Standing and Ad hoc Committees as provided for in the governing policies.

6.4: Vice President

The Vice President shall:

- a) Be responsible for the overall advancement and development of the Association. They shall be responsible for community outreach; and developing relationships and partnerships with other organizations. In communities that do not have an association registered as per Bylaws, the Vice President shall work with the community to form and register an association with the local authorities - before its formal recognition as a UNAA Chapter, in accordance with Article 4 and associated Bylaws.
- b) Oversee the process of formalizing a *Memorandum of Understanding* (MoU) between UNAA and any UNAA Affiliate – on behalf of the Executive Committee as defined in Article 4.
- c) Supervise and oversee the activities of the Directors of Development and Quality Assurance and Youth and Children.
- d) Administer the Community Development Fund Program (CDFP) with the assistance of the Director of Development and Quality Assurance in accordance with the CDFP Guidelines approved by the Council.
- e) Be an ex officio, non-voting member of the UNAA Council except for casting a tie-breaking vote.
- f) Deputize the President – and in the absence of the President, preside over appropriate meetings. If the President resigns or is removed from office prior to the completion of their term, the Vice President shall become the President of the Association and shall nominate a replacement for the office of the Vice President within one (1) month, subject to the approval of the UNAA Council.
- g) Serve on UNAA Standing and Ad hoc Committees as provided for in the Constitution, Bylaws, and Leadership Code of Conduct and Ethics.
- h) Perform other duties as the President may assign to him/her - including serving on UNAA standing and ad hoc committees, as prescribed in the Constitution, Bylaws, and Leadership Code of Conduct and Ethics.

6.5: Executive Secretary

The Executive Secretary shall:

- a) Be responsible for the day-to-day administration of the association. They shall implement strategic programs approved by the Executive Committee and the UNAA Council, including organizing Annual General Meeting(s) and Convention(s).
- b) Chair the Convention Organizing Committee as defined in Article 9.5.
- c) Except for Annual General Meetings, the Executive Secretary shall oversee the recording of the proceedings of meetings of the Executive Committee and Special Meetings of the Association. They shall have the authority to give the notice required by UNAA governing policies.
- d) Be responsible for receiving, collecting, maintaining, and distributing all UNAA records and processing all association records into a repository under the custody of the BoT. They shall ensure the publication of the most up-to-date Bylaws, policies, procedures, and other documents of the Association.
- e) Keep the Association seal and records in accordance with Article 16.2 and may affix the corporate seal to any lawfully executed document as may be required it.
- f) The Director of Communication and Technology must provide the Electoral Commission (EC) access to and use the UNAA members' list database for creating, updating, maintaining, and publishing the voters' register.
- g) Give paid-up members access to their accounts on the UNAA website and a unique member identifier (ID) as prescribed in Article 3.8 and the Bylaws.
- h) Supervise and oversee the activities of the Director of Communication and Technology.
- i) In the absence of the President and the Vice President, the Executive Secretary shall preside over Executive Committee meetings.
- j) In the event that the President and the Vice President resign, are unable to execute duties of their offices, or otherwise are removed from office prior to the completion of their term of office, the Executive Secretary shall assume the office of the President and with the approval of the UNAA Council, shall nominate replacements for Vice President and Executive Secretary within one month subject to the approval of the UNAA Council.
- k) Serve on UNAA Standing and Ad hoc Committees as provided for in the governing policies.
- l) Perform additional duties as may be assigned by the President or Vice President – including serving on UNAA standing and ad hoc committees, as prescribed in the Constitution, Bylaws, and Leadership Code of Conduct and Ethics.

6.6: Treasurer

The Treasurer shall:

- a) Be responsible for the Association's finances, including budgeting and fundraising. They shall maintain compliance with the federal and state laws and shall be responsible for maintaining the Association's nonprofit status.
- b) Maintain compliance standards for donors and funding sources in line with the Association's governing policies.
- c) Receive, deposit, and maintain custody of all funds and donations to the Association. They shall disburse funds under the direction of the Executive Committee in accordance with the governing policies.
- d) Present to UNAA members the financial statements/reports of the Association in accordance with the Bylaws.
- e) Perform any other duties as may be assigned by the President or Vice President – including serving on UNAA standing and ad hoc committees, as prescribed in the governing policies.
- f) Be a member of the Convention Organizing Committee and the Convention Host City Selection Committee.
- g) The Treasurer shall preside over meetings in the absence of the President, Vice President, and Executive Secretary. In the event the President and the Vice President, and the Executive Secretary resign or are unable to execute the duties of their offices or are otherwise removed from office prior to the completion of their term of office, the Treasurer shall assume the office of President and, subject to the approval of the UNAA Council, shall nominate replacements for Vice President, Executive Secretary, and Treasurer within one month.

6.7: UNAA Directorships:

All nominees for UNAA Directorships or non-elected UNAA Executive Committee positions (Director of Finance and Fundraising, Director of Communications and Technology, Director of Development and Quality Assurance, and Director of Youth and Children) must be:

- a) UNAA members in good standing ([see Article 3](#))
- b) Be politically neutral and not engage in active partisan political activities; exercise good judgment; and pledge to remain apolitical and not to solicit and/or accept support (endorsements or funds) from political organizations that may influence their decision-making and neutrality while conducting UNAA business.
- c) Have at least three years of verifiable position-related experience and technical skills – as defined (for each Directorship) in the Bylaws.

6.8: Director of Finance and Fundraising.

The Director of Finance and Fundraising shall:

- a) Be appointed by the Executive Committee with the approval of the UNAA Council.
- b) Work under the supervision of the Treasurer.
- c) Be responsible for assisting the Treasurer, and the Executive Committee meet their financial stewardship responsibilities and reporting requirements – in accordance with the governing policies.
- d) Perform all other duties assigned by the Executive Committee – including serving on UNAA standing and ad hoc committees, as prescribed in the governing policies.

6.9: Director of Development and Quality Assurance

The Director of Development and Quality Assurance shall:

- a) Be appointed by the Executive Committee with the approval of the UNAA Council.
- b) Work under the supervision of the Vice President.
- c) Be responsible for developing and implementing strategies for community outreach; and building and enhancing relationships and partnerships among UNAA Chapters, affiliates, and other organizations.
- d) Work collaboratively with all UNAA stakeholders to develop risk-averse quality assurance strategies for all UNAA programs at the convention and other UNAA events.
- e) Perform all other duties as may be assigned by the Executive Committee of the Association – including serving on UNAA standing and ad hoc committees, as prescribed in the governing policies.

6.10: Director of Communications and Technology

The Director of Communications and Technology shall:

- a) Be appointed by the Executive Committee with the approval of the UNAA Council.
- b) Work under the supervision of the Executive Secretary.
- c) Be responsible for developing and maintaining the UNAA brand; managing UNAA's web presence, including discussion forums; managing the production of all marketing and communication materials and publications and serving as UNAA's spokesperson to the media and the public in accordance with the governing policies and as directed by either the Executive Committee, UNAA Council, or the Board of Trustees.
- d) Be responsible for maintaining state-of-the-art commercially available information systems and services for the Association.

- e) Provide the Electoral Commission access and use of the UNAA members 'list database for creating, updating, maintaining, and publishing the voters' register.
- f) Provide advice to UNAA organs about state-of-the-art technologies that can improve the Association's operations and service delivery to members.
- g) Perform all other duties as may be assigned by the Executive Committee of the Association – including serving on UNAA standing and ad hoc committees, as prescribed in the governing policies.

6.11: Director of Youth and Children

The Director of Youth and Children shall:

- (a) Be appointed by the Executive Committee with the approval of the UNAA Council.
- (b) Work under the supervision of the Vice President.
- (c) Encourage the development and establishment of infrastructure and programs directed at the social, cultural, and community needs of Ugandan youth and children in North America; and work towards realizing UNAA goals set by the Executive Committee.
- (d) Perform all other duties as may be assigned by the Executive Committee of the Association – including serving on UNAA standing and ad hoc committees, as prescribed in the governing policies.

6.12: UNAA Ambassadors

The Association may, from time to time, enlist reputable individuals as its ambassadors to promote its objectives.

6.12:1 Nomination and Approval of UNAA Ambassadors: The Executive Committee, with the approval of the UNAA Council, shall nominate UNAA Ambassadors to promote the objectives of the Association as defined in the governing policies.

6.12:2 Qualifications for UNAA Ambassadors: To qualify as a UNAA Ambassador, one must be an individual of good moral character, proven leadership qualities, and possess unique attributes and/or abilities to assist in the furtherance of UNAA's objectives.

6.12:3 Roles for UNAA Ambassadors: UNAA Ambassadors shall work collaboratively with elected UNAA officials at all levels to promote UNAA's initiatives and programs within their respective communities and in accordance with the governing policies.

UNAA Ambassadors shall not ordinarily perform duties performed by UNAA elected or appointed officers.

6.13: Term of Office for Members of the Executive Committee

The term of office for each member of the Executive Committee shall be two (2) years. No person shall be elected to the same office on the Executive Committee for more than three (3) terms. Any Member who had served one year of an incomplete term, shall be eligible to serve only two additional terms.

6.14: Elections of Executive Committee Members

Except for the four (4) Directors who are appointed by the Executive Committee with the approval of the UNAA Council, all members of the Executive Committee shall be elected by eligible members of the Association in accordance with the rules and guidelines that shall be determined by the Electoral Commission. Elections for the Executive Committee shall be held on the weekend of the Annual General Meeting.

6.15: Removal of a member from the Executive Committee

- a) The Board of Trustees (BoT) shall have the powers to recommend to the Rules and Disciplinary Committee (RDC) to conduct investigations into the conduct of any member of the Executive Committee and make recommendations to the BoT for review and referral to the UNAA Council for further consideration.
- b) The BoT shall have the power to recommend to the UNAA Council the suspension or impeachment with cause of any member of the Executive Committee based on recommendations from the RDC. Similar conduct by the UNAA President must be explained to both the Chairperson of the BoT and the Speaker of the UNAA Council to avoid impeachment proceedings being initiated against that President.
- c) If the UNAA Council upholds the suspension and/or impeaches the member of the Executive Committee, the BoT shall present the decision of the UNAA Council to the next Annual General Meeting (AGM) for final disposition.
- d) A member of the Executive Committee shall be removed from office through impeachment procedures and conviction for failure to attend three (3) consecutive Executive Committee meetings without a written explanation to the UNAA President and Executive Secretary.
- e) Any member of the Executive Committee accused of engaging in financial impropriety such as embezzlement of the Association funds, financial misconduct, and abuse of office shall be subject to impeachment procedures.
- f) A member of the UNAA Executive Committee who engages in activities that undermine the interests of the Association shall be subject to impeachment and

possible removal from office as determined by the RDC and or other organs as provided by the governing policies

- g) In case a member of the Executive Committee is found guilty by the UNAA Council of an impeachable offense for which they are accused, they shall be immediately suspended from holding office until the case is disposed of at the next AGM.
- h) A member of the Executive Committee convicted by the AGM shall be barred from running for any UNAA elective position or holding any official position in the Association.

6.16: Resignation by a Member of the Executive Committee

Notice of resignation by a member of the Executive Committee shall be in writing to the Chairperson of the BoT and the Executive Committee. The Chairperson of the BoT shall inform the Speaker of the UNAA Council and UNAA members of the resignation.

6.17: Filling Vacancies on the Executive Committee

Notification of a vacancy on the Executive Committee shall be communicated in writing by the President (on behalf of the Executive Committee) to the Chairperson of the BoT and the Executive Committee. The Chairperson of the BoT shall inform the Speaker of the UNAA Council and UNAA members of the resignation – in accordance with the Constitution, Bylaws, and Leadership Code of Conduct and Ethics. Vacancies arising on the Executive Committee during its term of office shall be filled by nomination by the President, with the approval of the UNAA Council.

An officer nominated and approved by the Council to fill a vacancy on the Executive Committee shall serve the remaining/unexpired term of office of their predecessor.

6.18: Transition Period

Immediately following elections, there shall be a transition period of not more than 60 (sixty) days during which:

- a) The outgoing UNAA Executive Committee shall continue running the day-to-day affairs of the Association.
- b) The outgoing Executive Committee shall not commit UNAA to new contractual obligations. Contractual obligations during the transition period shall be handled in accordance with the Budgeting Processes and Financial Transparency and Accountability in the UNAA Leadership Code of Conduct and Ethics.

- c) The outgoing Executive Committee shall efficiently and expeditiously transition and hand over to the incoming Executive Committee in accordance with the Bylaws of the Association.
- d) The Electoral Commission shall certify the election results as per Article 10.9.

The BoT shall swear in the incoming President and other elected members of the Executive Committee after the election results have been certified by the EC but no later than 60 (sixty) days after the election date. The incoming Executive Committee shall assume office in accordance with the Constitution and Bylaws of the Association.

6.19: UNAA Oath of Office

In accordance with Article 2.4(f), all UNAA members of the Executive Committee must take an oath of office and pledge to uphold all UNAA governing policies; and sign the organization's Leadership Code of Conduct and Ethics before they assume their respective offices.

The UNAA Oath of Office shall be administered by the Chairperson of the Board of Trustees.

ARTICLE SEVEN: THE UNAA COUNCIL

7.1: Composition of the UNAA Council

The UNAA Council shall be comprised of duly elected members (also known as Representatives) from the UNAA Regions; and Young Adult and Children Representatives from the United States and Canada, as described in *Schedule A* of the Constitution and Bylaws.

7.1.1: The President of UNAA shall be ex-officio, non-voting member of the UNAA Council.

7.1.2: The Vice President of UNAA shall be ex-officio, non-voting (except for the limited tie-breaking role expressed in Article 6) member of the UNAA Council.

7.2: Size of the UNAA Council

Following the adoption of this Amended Constitution, the current UNAA Council consisting of twelve (12) Council Members representing twelve (12) UNAA Regions of the United States of America and six (6) Council Members representing six (6) UNAA Regions of Canada; and four (4) Young Adult and Children Representatives representing the United States and Canada as detailed in *Schedule A* shall be the baseline (threshold). Thereafter, the Association shall adopt *Proportional Representation* as defined in [Article 7.2.2](#).

7.2.1: 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 of the Constitution and Bylaws.

7.2.2: Proportional Representation

Upon 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 the Bylaws

7.3: Qualifications for UNAA Council Members

7.3.1: Qualifications for UNAA Council Members from UNAA Regions

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

- (a) Be a full member in good standing in the Association.
- (b) Be a current resident of the region they seek to represent for a minimum of two (2) years. Proof of residency shall be a valid, non-expired state or province issued driver's license clearly showing the address of residence and at least three (3) secondments from UNAA members attesting to the same. In the event of a disputed residency for a UNAA Council Member, or a candidate for the UNAA Council, the above shall also be the only proof required.
- (c) Be an active member in their region or community and not be engaged in activities that undermine the interests of the Association.
- (d) Be required to physically attend the election year convention and Annual General Meeting (AGM).

7.3.2: 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:

- (a) Be a full member in good standing in the Association.
- (b) Be a current resident of the region they seek to represent for a minimum of two (2) years. Proof of residency shall be a valid/current state or province issued driver's license clearly showing the address of residence and at least three (3) secondments from UNAA members attesting to the same. In case of a disputed residency of a UNAA Council Member, or a candidate for the UNAA Council, the above shall also be the only proof required.
- (c) Be an active member of their region or community, and not be engaged in activities that undermine the interests of the Association.
- (d) Be of the same gender as the young adult and children category they seek to represent.
- (e) Be between 18 and 30 years old at the time of the election and elected by UNAA Members aged between 18 to 30 years who are residents of the United States of America; or

- (f) Be between 18 and 30 years old at the time of the election and elected by members aged between 18 to 30 years who are residents of Canada.
- (g) Be required to physically attend the election year convention and Annual General Meeting (AGM).

7.3.3: Qualifications for UNAA Council Leaders

In addition to fulfilling all the requisite qualifications of a UNAA Council member or Young Adult and Children Representative, UNAA Council Leaders shall:

- (a) Have at least two years of verifiable non-profit leadership and/or community organization experience, preferably in North America.
- (b) Have at least two consecutive years of active participation in UNAA – including attending two (2) of the last three (3) UNAA Annual General Meetings (AGMs); and two (2) of the last three (3) UNAA Conventions.
- (c) Be politically neutral and not engaged in active partisan political activities; able to exercise good judgment; and pledge to remain apolitical and not to solicit and/or accept support (endorsements or funds) from political organizations that may influence their decision-making and neutrality while conducting UNAA business.

7.4: Powers, Duties, and Responsibilities of the UNAA Council Members

7.4.1: Powers of the UNAA Council

The UNAA Council shall:

- (a) Be the legislative body of the Association.
- (b) Approve the Association’s annual budget and all extra-budgetary expenditures exceeding a threshold amount set periodically by the UNAA Council.
- (c) Approve policies and programs prior to implementation by the Executive Committee.
- (d) Approve all legally binding commitments of the Association.
- (e) Have the power of impeachment of any member of the Executive Committee or any member of the BoT. The BoT shall present such impeached member to an Annual General Meeting of the Association for disposition.
- (f) Periodically establish ad hoc committees to accomplish given tasks on behalf of the UNAA Council.

7.4.2: 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 attending a minimum number of local events, established periodically by the UNAA Council.
- (c) Submit Quarterly reports 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.

7.5: Term of Office of Members of the UNAA Council

7.5.1: The term of office of each UNAA Council Member shall be two (2) years from the official swearing-in of the new Council.

7.5.2: No person shall serve as a member of the UNAA Council for more than three (3) consecutive terms.

7.6: Election of UNAA Council Members

7.6.1: Members of the UNAA Council shall be elected by UNAA Members in their UNAA Region or by special representation categories (in the case of Young Adult and Children Representatives) as defined in Schedule A of this Constitution.

7.6.2: Elections for the UNAA Council shall be held at a place, time, and in a form that the UNAA Electoral Commission shall determine.

7.7: Election of UNAA Council Leaders

The Chairperson of the Board of Trustees shall convene the first meeting of the newly elected UNAA Council members to swear them in and elect the Speaker, Deputy Speaker, and the Secretary by a simple majority vote in accordance with the governing policies.

7.8: Time and Place of UNAA Council Meetings

The UNAA Council shall determine the time, place, and form of its regular meetings.

7.9: Frequency of UNAA Council Meetings

The UNAA Council shall meet a minimum of 4 (four) times a year.

7.10: Notice of UNAA Council Meetings

- (a) The Secretary of the UNAA Council shall communicate in writing to all members of the Council at least 14 days prior to a regular meeting of the UNAA Council.
- (b) Special and urgent meetings, including meetings for censure (reprimand) of UNAA Council Members, with cause, shall be called as necessary through the Speaker of the UNAA Council, and the period for notification to UNAA Council Members shall be at their discretion.
- (c) Meetings for Votes of No Confidence of UNAA Council Leaders (Speaker, Deputy Speaker, and Secretary), with cause, shall be called as necessary, through the UNAA Vice President, and in accordance with the associated Bylaws.

7.11: Quorum of UNAA Council Meetings

The presence of two-thirds (2/3) of the members of the UNAA Council shall constitute a quorum for conducting UNAA Council business. For voting in the UNAA Council, the Vice President shall cast the tie-breaking vote.

7.12: Vote Required for Action

7.12.1: Except for a motion to impeach or remove a member of the Executive Committee, BoT, or the UNAA Council, a simple majority of the UNAA Council present at the meeting shall be the act of the full Council.

7.12.2: A motion to impeach or remove a member of the Executive Committee, BoT, or the UNAA Council shall require the consent of at least a two-thirds (2/3) vote of the full UNAA Council.

7.13: Adjournment of UNAA Council Meetings

A meeting of the UNAA Council, whether a quorum is present or not, shall be adjourned by a majority vote of the members present. The meeting may later reconvene at a specific time and place as shall be determined by the Speaker of the UNAA Council. At 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.

7.14: 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 Council shall inform the President and Chairperson of the BoT of the resignation.

7.15: Filling Vacancies on the UNAA Council

7.15.1: Notification of a vacancy on the UNAA Council shall be communicated in writing by the Secretary of the Council to the Chairperson of the BoT, the President, and Chairperson of the Electoral Commission, who shall, in turn, communicate in writing to the entire membership in the region whose representation is vacant.

7.15.2: A vacancy on the UNAA Council shall be filled through a by-election by the members of the region where the vacancy exists. Such by-election shall be held no later than three (3) months after the seat has become vacant or at the next scheduled election, whichever comes first.

7.15.3: A vacancy in the office of any UNAA Council leader (Speaker, Deputy Speaker, Secretary) resulting from a vote of no confidence as per Article 7.16 or resignation of the officer or resignation from the UNAA Council as per Article 7.14 shall be filled through an election to be held at a meeting called by the Chairperson of the BoT within 14 days. In case the affected officer is the Speaker, the Deputy Speaker shall act as Speaker until a new Speaker is elected. If the affected officer is the Speaker and the Deputy Speaker or Secretary or both, the UNAA Council shall go into recess until elections are held by the BoT Chair within 14 days.

7.16: Vote of No Confidence, Censure (Reprimand)

- (a) Any UNAA Council Member can petition the UNAA Vice President to conduct a Vote of No Confidence, with cause, against any UNAA Council Leader (Speaker, Deputy Speaker, Secretary) in accordance with the Bylaws.
- (b) Any UNAA Council Member can petition the UNAA Council Speaker to conduct a Vote of Censure (Reprimand), with cause, against any UNAA Council member, including UNAA Council Leaders (Speaker, Deputy Speaker, Secretary), in accordance with the Bylaws.
- (c) The motion for a Vote of No Confidence against UNAA Council Leaders shall be successful if passed by at least two-thirds (2/3) of the UNAA Council members and in accordance with the associated Bylaws. UNAA Council Members who are not able to attend the meeting called to discuss the petition can vote by proxy. The affected leader shall vacate office immediately after a successful vote of no

confidence, and elections shall be held to fill the vacancy as provided in Article 7.15.3.

- (d) The Vice President of UNAA shall convene and preside over the meetings for Votes of No Confidence in the UNAA Council.
- (e) In addition to the stipulations in the UNAA governing policies, the UNAA Council shall have the power to establish internal processes and procedures for disciplining Council Members by a two-thirds 2/3 vote of the Council. However, the UNAA Council'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](#).

7.17: Removal from the UNAA Council

7.17.1: The BoT shall have the power to recommend to the UNAA Council the removal with cause of any Member of the Council, including the Speaker; and to present the UNAA Council's removal decision to a meeting of UNAA Members of their region for review and disposition, in accordance with the governing policies

Grounds for removal of a UNAA Council Member or Leader shall include but are not limited to:

- (a) Failure to attend three (3) consecutive Council meetings without a written explanation to the Speaker of the Council. Similar conduct by the Council Speaker must be explained to the chair of the BoT and the President to avoid removal proceedings being initiated against that Speaker.
- (b) Engaging in activities that undermine the interests of the Association.
- (c) Engaging in financial impropriety such as embezzlement of the Association funds, financial misconduct, and abuse of office.

7.17.2: Any Council Member or UNAA member in good standing may raise a case against a Council Member to the BoT. The BoT shall refer the matter to the Rules and Disciplinary Committee for investigation and determination.

7.17.3: When a Council Member is found guilty by the RDC of offenses that warrant removal, they shall be immediately suspended from the Council until their case is disposed of by the UNAA Members of the region the council member represents.

7.17.4: The removal of a UNAA Council Member shall be in accordance with [Article 11](#).

7.18: Transition Period

There shall be a transition period immediately following elections of not more than 60 days during which:

- (a) The outgoing UNAA Council shall continue the legislative functions of the Association.
- (b) The outgoing UNAA Council shall efficiently and expeditiously transition and hand over to the incoming Council in accordance with the Bylaws of the Association.
- (c) The Electoral Commission shall certify the election results as per Article 10.9.
- (d) The BoT Chair shall convene the first Council meeting to swear-in the incoming Council members and shall preside over the election of the new Council leadership of the Speaker, Deputy Speaker, and Secretary as defined in **Article 7.7** after the election results have been certified by the EC, and within 60 days after the election date. The newly elected UNAA Council shall assume office immediately thereafter.

ARTICLE EIGHT: MEMBERSHIP MEETINGS

8.1: Annual General Meetings

An Annual General Meeting (AGM) of the Association shall be held during the Canadian and United States of America Labor Day weekend.

The AGM shall be the supreme decision-making body of UNAA. It shall be attended by all members in good standing who shall be eligible to vote on any matter as prescribed in Article 3.10 and other pertinent UNAA governing policies. UNAA Members vying for elective office in the Association shall be required to have attended a specific number of AGMs before they are nominated, as per UNAA governing policies.

The AGM shall have powers and responsibilities to:

- i. Approve the UNAA constitution.
- ii. Approve all amendments to the UNAA constitution.
- iii. Ratify and approve verdicts/outcomes of all impeachment proceedings passed by the UNAA Council.
- iv. Review, approve, and/or overturn/veto any decision made by any of the three co-equal organs of UNAA.
- v. Dissolve the association as defined in article 16.8 of the constitution and in accordance with the laws governing nonprofit organizations in the state where UNAA is incorporated.

The date and time of the meeting shall be determined by the Chairperson of the Board of Trustees, in consultation with the Executive Committee and Convention Organizing Committee, and communicated to the members beginning with the month of February preceding the meeting.

The Chairperson of the BoT shall preside over the AGM. The Chair of the BoT shall present the annual audited financial report of the association as defined in Article 5.3 and pertinent UNAA governing policies.

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 and Treasurer are unable to attend the AGM, they shall send a representative to present their reports.

Where the BoT fails to call an AGM as required by this Article, any full member in good standing may petition the Executive Committee to convene such a meeting to be held. In the event the Executive Committee fails to convene such a meeting, the AGM shall automatically be held at 10:00 AM. on the Saturday of the Labor Day weekend and shall be chaired by the Speaker of the UNAA Council.

Failure by the responsible leader(s) to convene or facilitate the AGM and/or present the annual reports shall result in disciplinary action as defined in Article 11 and pertinent Bylaws.

In the event that the Chairperson of BoT fails to call an AGM, they shall be liable and subject to impeachment proceedings.

8.2: Special Meetings

Special meetings of the general membership, other than the AGM, may be held at the call of the Executive Committee, by the BoT, or by the UNAA Council. Special meetings can additionally be called by one-third (1/3) of the full members of the Association. Special meeting requests shall be made in writing to the Executive Secretary, who shall notify the membership of any Special Meeting of the Association at least thirty (30) calendar days prior to the meeting. The notice shall include an agenda and the UNAA Leadership organ or member convener of the meeting.

8.3: Venue of Membership Meetings

All AGMs of the Association 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, on a date, time, and place as determined by the Executive Committee.

8.4: Proxy Voting at Membership Meetings

Any member of UNAA may delegate their voting right to another UNAA member provided the request is made in writing to the Chair 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.’

8.5: Quorum of Membership Meetings

All members attending the meeting in person and/or virtually (remote) using electronic (tele or video) conferencing will determine the quorum present. Authorized proxies, as per Bylaws, count towards the quorum of the meeting.

8.6: Voting at Membership Meetings

Voting at the AGM and Special Meetings shall be limited to full members in good standing as specified in Article 3, with one vote for each member. Additionally, all members comprising the quorum participating in the AGM will be eligible to vote.

Any question or issue except for an amendment to the Constitution shall be determined by a simple majority vote of the quorum present.

Any motion or resolution presented and debated at the AGM must have been placed on the agenda and circulated to all members at least seven (7) working days before the AGM is held.

Any motion or resolution presented at the AGM that is not on the agenda shall not be determined/resolved until the next AGM

Voting on amendments to the constitution shall be in accordance to the laws of the state where the association is incorporated.

Matters that qualify as ‘association-emergency’ as deemed by the Chair BoT and presented before the AGM shall receive emergency attention and mitigating emergency support. Emergency matters that require long-term solutions shall be deferred to the next AGM.

All decisions approved and adopted by the AGM shall be final and shall not be appealed

The BoT may elect to submit any questions to the general membership except for the amendments to the Constitution and Bylaws. Votes on such questions shall be returned within thirty (30) days of the submission of the question to the entire membership.

8.7: Meeting Minutes

The Secretary of the BoT shall record and keep minutes of all Annual Meetings. They shall forward a copy of the minutes of the AGM Meetings to the membership within thirty (30) days after the meeting.

The Executive Secretary shall record and keep minutes of all Special Meetings. They shall forward a copy of the minutes of the Special Meetings to the membership within thirty (30) days after the meeting.

8.8: Order of Business

The Chairperson of the BoT shall determine the agenda for the AGM. The agenda for the Special Meetings shall be determined by the UNAA organ calling the meeting. The agenda shall be submitted to the Executive Secretary for circulation to members in accordance with [Articles 8.1](#) and 8.2.

ARTICLE NINE: COMMITTEES

The following types of committees shall be established to conduct UNAA's affairs.

9.1: Executive Committee

There shall be an Executive Committee charged with managing the day-to-day affairs of the Association as defined in Article 6.

9.2: Ad hoc Committees

The Executive Committee, Board of Trustees, UNAA Council, or a combination thereof may from time to time establish temporary committees to accomplish a given task on behalf of the Association's organs. The life of each committee shall continue until the specific assignments are completed. The functions covered by an Ad hoc committee shall not be those covered by a standing committee or organ of the Association. Each Ad hoc committee shall consist of at least three (3) or more Members selected from the Executive Committee, trustees, UNAA Council Representatives, or general membership or a combination thereof. Members of the ad hoc committee shall act on behalf of the appointing organ in the management of the specific business and affairs of the Association, except as otherwise provided in this Constitution and Bylaws.

9.2.1: Terms of Reference for Ad hoc Committees

The Executive Committee, BoT, or UNAA Council shall define the terms of reference of each appointed ad hoc committee.

9.2.2: Meetings, Records, and Rules of Procedure

Each ad hoc committee shall call and hold meetings, adopt rules of procedure, maintain records of its proceedings and report said proceedings to the Executive Committee, BoT, or UNAA Council in accordance with the committee's terms of reference that the appointing organ shall define.

All proceedings of such committees shall be subject to revision or alteration by a majority vote of the appointing organ. No modification or alteration of the proceedings shall be done if an action has been taken pursuant to or in reliance upon such proceedings.

9.3: Standing Committees

- (a) The Standing Committees shall be permanent committees of UNAA established by articles of the Constitution to provide functions of a continuous or recurring nature.
- (b) Each Standing committee shall consist of members selected from the Executive Committee, Trustees, UNAA Council Representatives, or general membership, or a combination thereof.
- (c) A Standing committee shall act in accordance with the UNAA governing policies in the management of the specific business and affairs of the Association.
- (d) All members appointed by the BOT and approved by the UNAA Council to serve on standing committees shall take an oath of office before assuming a position on the committees. Only members who have been sworn in by the BoT or a designee of the BoT shall be considered Certified members of a standing committee.
- (e) Standing committees may have subcommittees as appropriate and as defined in the Bylaws. Each Standing Committee shall have at least a chairperson and a secretary. The committee secretary shall keep all records of the committee proceedings and submit copies to the Executive Secretary.
- (f) Standing Committee members shall, with cause, relieve an elected official of office (on a standing committee) by a simple majority vote.
- (g) The majority of the Committee members shall petition, with cause, the BOT in writing against the Chairperson of the standing committee for failing to lead the committee according to its terms of reference. The BOT shall respond to the petition within seven days and initiate a process to resolve the leadership conflict within 21 days as described in the Bylaws.
- (h) There shall be nine (9) Standing Committees, including Executive Committee, BoT Search Committee, Convention Organizing Committee, Convention Host City Selection Committee, Electoral Commission (EC), Rules and Disciplinary Committee (RDC), Constitutional Affairs Committee (CAC), UNAA Awards Committee, and Reconciliation and Mediation Committee.

9.3.1: Terms of Reference

The terms of reference of each appointed Standing Committee shall be as stated in the governing policies. They shall exercise operational independence without interference from other UNAA organs but within the confines of the governing policies.

9.3.2: Meeting Procedures and Record Keeping

Each committee shall call and hold meetings, adopt rules of procedure, maintain records of its proceedings, and report the proceedings to the appointing organ(s).

9.3.3: Quorum for UNAA Standing Committees

The presence of 50% of the certified members of a UNAA standing committee shall constitute a quorum for conducting business.

9.3.4: Voting:

Any measure or motion to pass shall require the consent of at least a simple majority of members of a committee who constitute the quorum. Any abstentions shall be considered votes in opposition (No) to the measure or motion. The chairperson shall cast the tie-breaking vote.

9.3.5: Conflict of Interest

Any standing committee member with a conflict of interest in any matter before the committee shall disclose such conflict of interest and recuse themselves from the proceedings over the matter.

9.4: The BoT Search Committee

There shall be a standing committee, the BoT Search Committee, composed of five (5) members selected from the Executive Committee, UNAA Council, and the Electoral Commission. The Committee shall advertise vacancies or positions, process applications, and conduct criminal background checks of candidates. They shall present a shortlist of eligible candidates to the UNAA Council for final vetting and election.

9.4.1: Composition

The BoT Search Committee shall be composed of five (5) members, including:

- a) Two (2) members from the Executive Committee, one of whom shall be the Executive Secretary of UNAA. The President of UNAA shall appoint one (1) of the two (2) members to serve as the chairperson of the search committee.
- b) Two (2) members from the UNAA Council appointed by the Speaker of the UNAA Council.
- c) One (1) person appointed by the Chairperson of the Electoral Commission shall serve as the secretary of the Search Committee.

9.4.2: Functions of the BoT Search Committee

The BoT Search Committee shall be responsible for:

- a) Advertising vacant positions on the BoT, reviewing applications and assessing the eligibility of candidates for the position(s).
- b) Shortlisting and checking the criminal backgrounds of candidates and presenting the shortlisted candidates to the UNAA Council for final vetting and election in accordance with Article 5.7.

9.4.3: Voting

Voting for BoT members in the UNAA Council shall occur once for candidates vying for the vacant position(s). The candidate(s) with the highest number of votes shall be declared winner(s) for the vacant position(s).

9.4.4: Announcement and Posting of Vacancies

The Search Committee shall announce and advertise vacancies on the BoT to the UNAA general membership in North America (*See Schedule A*).

A phased- three (3) month period of announcing and posting vacancies on the BoT for identifying eligible candidates from the United States and Canada shall separately target UNAA members resident in the two countries.

A. : Election for the Five Board of Trustees from the United States

- i. The BoT Search Committee shall announce and advertise vacancies on the BoT to the UNAA general membership in the United States for one month.
- ii. In the event that the Search Committee does not identify an eligible candidate(s) at the end of one (1) month, the announcement shall be extended up to two (2) Months at one-month intervals.
- iii. In the event that BOT Search Committee has identified no eligible candidate after the phased three (3) months search period, the Search Committee shall notify the President, who shall nominate within one month a UNAA member to fill the vacant position(s) subject to the process of the Search Committee and with the approval of the UNAA Council.

B: Election for the Two Board of Trustees from Canada

The process for electing BOT representatives from Canada shall be conducted in accordance with procedures described in Article 9.4.4. A.

- i. In the event that the Search Committee has identified no eligible candidate from Canada after the phased three (3) months search period, the position(s) on the BoT

shall be opened for an extra period of one month for all interested UNAA members in North America (*See Schedule A*) to apply.

- ii. In the event that the Search Committee has not identified eligible candidate(s) for the vacant position(s) after the open-application one-month period, the committee shall notify the President, who shall nominate within one month a UNAA member to fill the position(s) subject to the process of the BoT Search Committee and with the approval of the UNAA Council.

9.4.8: Notification of Vacancies on the BoT

In the event BoT positions become vacant due to formal resignations, impeachments, or death of a trustee(s), the BoT Chairperson shall notify the Search Committee within three (3) weeks.

In the event BoT positions become vacant due to term limits, the BoT Chairperson shall notify the Search Committee three (3) months prior to the expiration of a trustee's term of office.

9.4.9: Filling Vacancies on the BOT

The BoT Search Committee shall be given one (1) month upon receipt of a notification to organize an election or by-election to fill a vacant position on the BOT.

9.4.10: Transition Period

A Trustee whose term of office has expired shall temporarily stay in office for a transition period not exceeding four (4) months or until their replacement assumes office, whichever comes sooner.

9.5: Convention Organizing Committee

There shall be a Convention Organizing Committee that shall work with the Executive Committee to run the convention.

9.5.1: Composition of the Convention Organizing Committee

The Convention Organizing Committee shall be composed of at least thirteen (13) members and Chaired by the Executive Secretary. It shall be composed of the following:

- a) At least four (4) members of the Executive Committee are appointed by the President; two (2) of the members shall be the Executive Secretary and the Treasurer.

- b) At least two (2) UNAA Board of Trustee (BoT) members are appointed by the Chairperson of the BoT; at least three (3) members of the UNAA Council are appointed by the Speaker, one of whom shall be the Regional Representative of the area where the convention will be held.
- c) At least four (4) members of the Executive Committee of the host city. The host city shall provide the secretary to the convention committee.

The local UNAA Chapter leaders shall be those who are representative of the local community, those elected by the Ugandan community in the host city, and or host City Convention applicants if there is no active local chapter.

9.5.2: Terms of Reference

The Convention Organizing Committee shall:

- a) Implement decisions of the Executive Committee regarding the convention.
- b) Short-list suitable venues for the Executive Committee to consider for hosting the convention.
- c) Provide logistics information.
- d) Conduct an onsite inspection of the hotel.
- e) Promote local sponsorship and business participation.
- f) Participate in the budget process of the convention as stipulated in the Bylaws.
- g) Ensure that the AGM is facilitated and held during the convention.
- h) Develop incentives to encourage membership attendance at the AGM and Convention - through sponsorships and other innovative ways.

9.6: The Convention Host City Selection Committee

There shall be a Convention Host City Selection Committee chaired by the President of UNAA. The committee shall be composed of nine (9) members, including the four (4) elected members of the Executive Committee; two (2) members of the Board of Trustees, the chair and secretary; three (3) members of the UNAA Council (Speaker, Deputy Speaker, and Secretary). The Executive Secretary will serve as the secretary for the committee.

9.6.1: Terms of Reference.

- (a) The committee shall manage the selection process for the UNAA convention host city.
- (b) After the adoption of the Amended Constitution, during its first meeting, the Host City Selection Committee shall be constituted to select four (4) convention host cities for the next four (4) years.
- (c) The committee shall add one (1) convention host city each year so that at any given time, there are four host cities selected to host the next four consecutive UNAA conventions.

9.6.2: Convention Host City Selection Criteria

The criteria for selecting a convention host city will include, among others; the location of the city, the UNAA members in the city/region, the potential sponsorship for UNAA activities in the area, the availability of suitable hotels with adequate accommodation and meeting rooms for the convention, transportation, and rotation.

- a) Rotation: A rotational format that favors no city over the other(s) shall be adopted during the selection process to provide equal opportunities to all applicants to host the convention.
- b) Transportation: The host city shall have a reliable and convenient transport (air/road/water) system that is easy to access and use during the convention.

9.7: The UNAA Awards Committee

The UNAA Awards Committee shall be composed of thirteen (13) members. The committee shall be chaired by the Chairperson of the Board of Trustees (BOT); the Speaker of the UNAA Council shall be the Vice Chairperson, and the UNAA Executive Secretary shall be the Secretary.

Other members of the committee shall include:

- (a) The four (4) elected members of the Executive Committee (President, Vice President, Executive Secretary, and Treasurer);
- (b) Two (2) members of the Board of Trustees (the Chairperson and Secretary);
- (c) Three (3) members of the UNAA Council (Speaker, Deputy Speaker, and Secretary); and
- (d) Four (4) members of UNAA in good standing selected from the general UNAA membership.

9.7.3: Selection of UNAA Member's to the Awards Committee

A three (3) person sub-committee comprising of the Executive Secretary, the secretary of the BOT, and the secretary to the UNAA Council shall solicit nominations from the UNAA membership to propose names of members to serve on the Awards Committee.

The sub-committee shall review the nominated members' credentials and submit the eligible candidates' names to the UNAA Council to elect the four (4) to serve on the Awards Committee for three years only.

9.7.4: Term of Office of Members of the Awards Committee

The term of office for members of the Awards Committee shall be 3 (three) years, renewable only once except for the four selected from the general UNAA membership.

Elected UNAA officials serving on the Awards Committee shall automatically lose their membership once they cease holding the UNAA office to which they were elected.

Nominations for new members from the general membership shall be solicited, processed, and elected following the process described in Article 9.7.3.

9.7.5: Terms of Reference

The UNAA-Awards Committee shall be responsible for soliciting, receiving, evaluating, and selecting a nominated member(s) from the UNAA general membership who have/has exhibited exemplary conduct and/or performance that enhanced the objectives and purposes of UNAA as a nonprofit organization.

Members of the UNAA Awards Committee shall conduct themselves in a professional manner and exhibit impartiality in the vetting and selection process of award nominees.

The awards shall be presented to the winners during the banquet at the annual UNAA convention during the Labor Day weekend.

9.7.6: Selection Criteria for Award Recipients

- a) The UNAA Awards Committee shall develop eligibility criteria for consideration, vetting, and selection of award recipient(s) based on provisions in Section A of this Membership Code of Conduct and other governing policies of the association.
- b) The community service/volunteer records to other nonprofit and or humanitarian organizations by nominees shall be considered by the Awards Committee during the vetting and selection process.

9.7.7: Awards to Non UNAA Members

The consideration for the UNAA Award shall also be extended to non-UNAA members for the outstanding community service and volunteerism work that may have advanced the purpose and objectives of UNAA.

9.8: Reconciliation and Mediation Committee (RMC)

The Reconciliation and Mediation Committee (RMC) shall be established to handle conflicts involving 3 UNAA organs (BoT, Executive, and UNAA Council) and standing committees.

9.8.1: Composition OF RMC

The RMC shall be composed of 11 members:

- a) Six current leaders from the 3 UNAA organs (President, Vice President, Speaker, Deputy Speaker, Chairperson BoT, Secretary BoT). Any official(s) acting in the position of the elected leader(s) shall be eligible to serve on the RMC.
- b) Five members from a pool of past leaders; Presidents, Vice Presidents, Chairs of the BoT, Speakers, and Deputy Speakers

The BoT shall convene and chair the first meeting of the RMC within 30 days after the approval of these constitutional amendments or within 14 days whenever the RMC has no Chairperson. At its first meeting, the RMC shall elect a Chairperson and Secretary from a pool of past leaders as specified in 9.8.1(b)

9.8.2: Terms of Reference

The RMC shall receive, examine and adjudicate Inter-organ conflicts and conflicts between elected leaders within an organ and across organs. This includes any matter(s) that is deadlocked between the UNAA Organs and/or Committees and has not been successfully resolved by the BoT.

The RMC shall not:

- a) Handle conflicts' that are violations or breaches of the UNAA governing policies.
- b) Handle matters assigned to the RDC, the BOT, Council, regions, and the AGM by the UNAA governing policies.

9.8.3: Powers of the Reconciliation and Mediation Committee

The RMC shall have powers to:

- a) Summon any leader(s) of the affected organ/committee to appear before it.
- b) Direct the leader(s) appearing to the committee to produce books, documents, or any other items in their possession, custody, or control of the leader(s) as long as such items are deemed relevant to the matter before the committee
- c) Permit and ensure that the affected organ(s)/committee(s) can bring witnesses of their choice or documentation to substantiate their claims.
- d) Render a decision it deems appropriate to give effect to its recommendations.
- e) Adjourn the hearing of the proceedings from time to time with sufficient cause
- f) Refer to the Rules and Disciplinary committee for disciplinary action any leader or member of UNAA who fails to appear before or cooperate with the RMC during the investigation as per [Article 11.5](#).

9.8.4: Term of Office

- a) The Six (6) elected leaders from the 3 UNAA organs shall serve on the RMC for as long as they hold the positions to which they were elected.
- b) The five past leaders appointed by the BoT shall serve for only a single (1), 2-year term. They shall not serve for two or more consecutive terms. They may be reappointed after two years after they cease to serve on the committee.
- c) The BoT shall, within one month, fill a vacant position on the RMC. The new member(s) shall be picked from past eligible leaders

9.8.5: Termination of Appointment

- a) An officer (Chairperson, Secretary) may resign their office upon giving notice of one month in writing to the Chair of the BoT.
- b) Any member may resign their office upon giving notice of one month in writing to the Chair of the RMC.
- c) An officer (Chair or Sec) may be removed from office by a vote of no confidence passed by 2/3 of the members of RMC.
- d) Any member of the RMC shall be removed subject to disciplinary proceedings as defined in 11.5. Reasons for removal include but are not limited to:
 - i. Incompetence—the inability of an officer to perform the functions of their office
 - ii. Failure to attend three (3) consecutive RMC meetings without a written explanation to the Chair of the RMC. Similar conduct by the Chair of

RMC must be explained to the Chairperson of the BoT to avoid removal proceedings being initiated against that Chair.

- iii. Misbehavior or misconduct.
- iv. Abuse of office.

9:8:6: Decision of the RMC

- (a) The committee shall, as soon as practicable, decide in writing after the hearing has been completed and state the reasons for their decision.
- (b) The Committee shall, within seven days of making a decision, avail it to the BOT, the leader(s)/parties to the reconciliation and mediation proceedings, and any other person the committee deems fit.

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. The members of the Electoral Commission shall be full Members of the Association in good standing and high ethical standards.

10.1: Independence of the Electoral Commission

Once the members of the EC have been appointed by the BoT and approved by the UNAA Council, they shall exercise operational independence without interference from other UNAA organs but within the confines of the UNAA governing policies.

The EC shall formulate and submit its own budget as part of the annual UNAA budget that is presented to and approved by the UNAA Council.

The EC Treasurer shall be the official responsible for budgeting, all accounting, and financial record keeping, as well as management and administration of EC funds.

10.2: Composition of the EC

There shall be a minimum of thirteen (13) members of the EC. The quorum of the EC shall be the presence of 50%, as prescribed in [Article 9.3.3](#)

10.3: Structure of the EC

The fully constituted EC shall include a Chairperson appointed by the BoT; and a Vice Chairperson, Secretary, Treasurer, and any other officers elected by the members of the EC.

10.4: Term of Office of the EC

Each member of the EC shall serve a three (3) year term renewable only once. Unless otherwise communicated by the BoT, the term of UNAA Electoral Commissioners shall renew automatically. Likewise, the term of office of an EC member who has served two consecutive terms shall automatically expire after the second term. The BoT, with cause, shall have the power to remove the Chairperson or any member of the EC.

In the event of the resignation of the Chairperson or Commissioner of the EC, the BoT shall appoint a new Chairperson or Commissioner within days.

The BoT shall not make a new appointment to the electoral commission within 30 days before an election. However, if the Chairperson of the EC resigns or vacates the position within 30 days to an election, the BoT shall appoint a replacement from the sitting commissioners.

10.5: Functions and Powers of the EC

The Electoral Commission (EC) shall:

- a) Consult the other leadership organs of the Association (Board of Trustees, Executive Committee, and UNAA Council), and then develop and periodically update the *Election Processes, Rules, and Guidelines* to be approved by the UNAA Council as part of the Association's Bylaws.
- b) Ensure that Election Processes, Rules, and Guidelines are approved by December 31st of the year preceding the election. If new guidelines are not approved by the Council, the guidelines from the previous election cycle shall prevail.
- c) Conduct elections for the Executive Committee and the UNAA Council on the weekend of the AGM convention as indicated in Article 6.14, Article 7.6.2, and Article 7.15.2, and the associated Bylaws, and *Election Procedures, Rules, and Guidelines*.
- d) Have access to the database of UNAA members in good standing (from the UNAA Executive Secretary) to compile, update, maintain, and publish the voters' register.
- e) Enforce the cutoff date (deadline) for registration for voting as set in the *Election Processes, Rules, and Guidelines*; no later than 42 days (Six weeks) prior to the election.
- f) Publish the election schedule and any deadlines, including the provisional voters' register, four (4) weeks before the elections for members to verify their information on the register and to enable the EC to update the register before publishing the final voters register 14 days (two weeks) before the Election Day.
- g) Have full ownership, accountability, and documentation of the voters' register and UNAA candidates' list during the elections.
- h) Accept nominations and vet candidates for the various elective positions.
- i) Determine the method (e.g., onsite and/or offsite) and format (e.g., electronic or paper ballot) of conducting elections as shall be described in the *Election Processes, Rules, and Guidelines*.
- j) Have the powers to vet and accredit election monitors, observers, and candidate agents according to a process described in the Bylaws and/or *Election Processes, Rules and Guidelines*.

- k) Conduct elections and by-elections and transparently tally the results in accordance with the UNAA governing policies.
- l) Be responsible for announcing election results in accordance with the UNAA governing policies.

10.6: Candidates' Registration Fees

The fees shall be determined by the EC in consultation with the three (3) organs of UNAA, as described in the *Election Processes, Rules, and Guidelines* approved by the UNAA Council.

10.7: Conflict of Interest

A sitting member of the EC shall not be eligible for election to any UNAA elective office. A member of the EC who does not serve the entire term of office shall not be eligible to be a candidate for any office in the election immediately following their departure.

10.8: Arbitration

All election disputes shall be filed with the EC within 14 days after the election for resolution. Any election disputes not resolved by the EC shall be referred to the BoT for arbitration and resolution. A party dissatisfied with the EC ruling shall appeal to the BoT within seven days, and the BoT shall dispose of the appeal within 14 days. The BoT decision shall be final.

10.9: Election Certification

The EC shall formally certify the election within 50 days after the election results have been announced. During that (50-day) election certification period, the EC shall:

- a) Perform an audit of the election results as per *Election Processes, Rules and Guidelines*, and the Bylaws.
- b) Receive all election disputes within 14 days after the election results have been announced as per Article 10.8.
- c) Resolve or refer election disputes to the BoT within 21 days after election results have been announced.
- d) Perform a recount of very close election results, within 1% separating the two (2) top candidates, when requested by the affected candidate(s).

ARTICLE ELEVEN: RULES AND DISCIPLINARY COMMITTEE

There shall be a standing and independent Rules and Disciplinary Committee (RDC) appointed by the UNAA Board of Trustees and approved by the UNAA Council - to handle disciplinary matters and cases involving members' violation of the UNAA constitution and governing policies. The Rules and Disciplinary Committee members shall be full Members of the Association in good standing and of high ethical standards.

11.1: Independence of the Rules and Disciplinary Committee (RDC)

Upon appointment by the BoT and approval by the UNAA Council, the fully constituted Rules and Disciplinary Committee (RDC) shall exercise operational independence without interference from other UNAA organs but within the confines of the UNAA governing policies.

11.2: Structure and Composition of the Rules and Disciplinary Committee

The Board of Trustees, with approval of the UNAA Council, shall appoint a minimum of eleven (11) UNAA members in good standing, in accordance with [Article 3](#) of this Constitution and Bylaws, to serve on the RDC). The BoT shall appoint the Chairperson of the RDC from among the eleven (11) members submitted to the Council for approval. Once approved, members of the RDC shall internally elect the vice chair, secretary, and any other official as needed. The secretary to the RDC shall keep all records of the committee's proceedings.

The fully constituted Rules and Disciplinary Committee (RDC) shall include a Chairperson appointed by the BoT, a Vice Chairperson, and any other officers elected by the members of the RDC.

11.3: Term of Office

Members of the RDC shall serve a three (3) year term that may be renewed once

11.4: Powers of the Rules and Disciplinary Committee (RDC)

The powers to investigate and recommend disciplinary action within UNAA shall be vested with the Rules and Disciplinary Committee (RDC). The RDC shall review all disciplinary matters that may lead to the imposition of sanctions against any member, including the suspension of any member from the Association. Any member of UNAA in

good standing may register a complaint with the RDC to investigate, adjudicate and make recommendations on its findings to the BoT for review and referral to another organ of UNAA for further consideration and disposition.

The RDC shall deliberate and make recommendations on any matters regarding disciplinary action of any representative, officer, trustee, or member of UNAA. The RDC shall serve to accomplish each disciplinary and impeachment review within a scheduled timeframe as stipulated in the bylaws.

In impeachment proceedings for 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 to either commence impeachment proceedings against the elected official or reject the recommended impeachment action. All impeachment proceedings against the leaders of the UNAA Council (Speaker, Deputy Speaker, and Secretary) shall be chaired by the Vice President of UNAA.

If the impeachment procedure is against a member of the BoT, the RDC shall make recommendations directly to the UNAA Council for further consideration and disposition of the case. In impeachment cases involving members of the BOT and the Executive Committee, the verdict (sanction) approved by the council shall be ratified by the AGM at its earliest sitting.

11.5: Terms of Reference

The Rules and Disciplinary Committee shall:

- (a) Have the powers to investigate all disciplinary matters, abuse of office, impeachment, and other Association violations.
- (b) Initiate investigations of complaints brought against any representative, officer, trustee, or any member of UNAA who engages in activities that undermine the interests of the Association.
- (c) Operate professionally, fairly, and independently in all its decision-making processes.
- (d) Have the discretion and powers to hear and make recommendations on disciplinary matters/cases brought before it.

- (e) Have the powers to investigate all complaints brought against any representative, officer, trustee, or another member of UNAA.

11.6: Disciplinary Offenses

Disciplinary offenses include behaviors or actions that have damaged or could have damaged the reputation and interests of UNAA or UNAA's relationship with its members, named stakeholders, and other organizations. They are violations of the UNAA Governing policies and conduct deemed detrimental to the Association's best interests.

Disciplinary offenses that fall within the scope of the Rules and Disciplinary Committee procedure include:

11.6.1: Abusive Behavior includes but is not limited to:

- a) Creating or sharing materials such as videos, photographs, and clips on social media meant to undermine UNAA.
- b) Use of inappropriate language in person or by telephone, text, or social media intended to undermine UNAA.
- c) Repeated unwanted and unsolicited contact with UNAA officials by telephone, text message, or social and other media.
- d) Abusive or offensive comments directed at UNAA and its officials and members expressed in person or by telephone, text message, or social and other media.

11.6.2: Causing damage to UNAA property and property under UNAA's care includes but is not limited to:

- a) Act or omission that caused safety hazards or affected member attendance or participation at UNAA convention sites.
- b) Misuse or unauthorized use of UNAA property such as user accounts, ID cards, and computers.
- c) Unauthorized use of UNAA name.
- d) Act or omission that has caused severe harm and safety concerns during UNAA activities.
- e) Taking property belongings of UNAA without permission.
- f) Engaging in actions that caused or caused disruption in UNAA's use of its assets, inclusive of bank accounts, credit cards, and websites
- g) Disseminating vexatious materials or information to the public meant to damage the reputation of UNAA.
- h) Damaging UNAA property and property under the care of UNAA

11.6.3: Fraud and Dishonesty disciplinary offenses include, but are not limited to:

- a) Fraudulent use of UNAA name, logo, or UNAA bank accounts or fraudulently claiming Association with a UNAA official.
- b) Unauthorized use of UNAA property, including its documents.
- c) Fraudulent production or misinterpretation of UNAA documents such as letters, bank records, and reports.
- d) Submission of fraudulent or dishonest information, documents, and personal statements to support activities that caused harm to UNAA
- e) Making an unreasonable and unfounded allegation against a UNAA member or official and causing that person distress in performing UNAA duties.
- f) Fraudulent representation as a UNAA official.

11.6.4: Obstruction of UNAA activities and damage to UNAA reputation offenses include, but are not limited to:

- a) Interference with activities of the Electoral Commission.
- b) Interference with official activities of the UNAA Executive.
- c) Interference with official activities of the UNAA Council.
- d) Interference with official activities of the UNAA Board of Trustees.
- e) Interference with official activities of the Standing Committees.
- f) Interference with official activities of UNAA anywhere, including its convention sites.
- g) Disruption of functions, duties, or activities of any UNAA member or official or any authorized visitor to UNAA activities.
- h) Disruption of normal change and transition in UNAA leadership.
- i) Participation in activities that caused or could have caused a threat to the existence of UNAA
- j) Behaviors or activities that have caused severe damage or had the potential to damage the reputation of UNAA or UNAA's relationships with its members, stakeholders, and other organizations.
- k) Actions that have caused or caused financial harm to UNAA are conducted in person, through text messages, phone calls, or any social and other media.

11.7: Impeachable Offenses

The RDC may recommend disciplinary sanctions and/or impeachment for UNAA leaders and elected officers who have failed to carry out their duties as specified in the Constitution, violated the Governing Policies or whose conduct has been deemed detrimental to the Association as defined in the Constitution. Impeachable offenses include:

- a) Embezzlement, Corruption, and Bribery.

- b) Misappropriation of UNAA funds.
- c) Failure to attend UNAA official meetings.
- d) Failure to present Financial Statements and other mandatory reports at the AGM.
- e) Failure to abide by the Leadership Code of Conduct and Ethics.
- f) Failure to appear or cooperate with the Reconciliation and Mediation Committee or any of the UNAA Committees in any matter referred to such committee in accordance with the UNAA Governing Policies.
- g) Failure to convene the Annual general meeting.
- h) Failure to have complied with Article 6.2(e) before being elected.

11.8: Disciplinary Sanctions

For members, who, in the judgment 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.

- (a) Reprimand/Warning: A Disciplinary action that involves a verbal or written warning to a member or elected official whose infringement of the Constitution, Bylaws, Membership Code of Conduct, and/or Leadership Code of Conduct and Ethics is deemed to be minor.
- (b) Suspension: There shall be two types of suspensions:
 - i. Temporary suspension during Investigation: On the recommendation of the RDC, a UNAA member accused of violating the Association's Constitution, Bylaws, and/or Leadership Code of Conduct and Ethics shall be suspended by the BoT while the case against him/her is being investigated.
 - ii. Suspension of membership: This is the maximum disciplinary action imposed upon any UNAA member who is found guilty of having violated the UNAA governing policies whose conduct has been deemed detrimental to the Association. An individual upon whom this sanction is imposed shall cease to be a member of UNAA (member in good standing)

for a period not exceeding four (4) years, determined by the BoT and approved by the UNAA Council upon recommendation of the RDC.

- iii. Termination: Any member who has served two suspensions, and upon the AGM upholding the 3rd suspension, shall be terminated from the Association.
- c) Impeachment - For elected members, under impeachment proceedings on the recommendation of the RDC, based on the evidence available, the BoT shall suspend an elected member from holding their current UNAA office during the impeachment proceedings in the UNAA Council through to the AGM. With respect to a member of the UNAA Council, the suspension shall remain until the constituents resolve their case in the region they represent in the UNAA Council.
- d) If the elected official is acquitted by the UNAA Council during the impeachment proceeding, their temporary suspension shall be lifted.
- e) For elected officials, the suspension of membership may last up to four (4) years.
- f) Reinstatement: A member is deemed reinstated after serving the period of suspension while their case was being investigated or after performing the suspension period of their membership.
- g) Restitution: The RDC may recommend to the BoT to compel an elected official who has embezzled or misuse Association's funds to pay back the money. At the same time, removal procedures from office through impeachment are underway.
- h) For elected leaders, the RDC may recommend removal from office through impeachment and other disciplinary actions above.
- i) Any elected official who is convicted through impeachment shall be removed from office and all committees and be barred from ever holding office in UNAA.
- j) When the RDC ascertains that a violation has been committed and recommends legal action against any elected official of UNAA and the BoT initiates a suit against such a member in the courts of law, the accused elected member shall remain suspended until the case is settled in court. Whenever the legal process gets underway, the impeachment procedures against the accused elected official shall proceed simultaneously with the court case.

- k) The RDC may recommend a combination of sanctions against any member found guilty of violating the UNAA Constitution, Bylaws, Membership Code of Conduct, or Leadership Code of Conduct and Ethics, depending on the seriousness of the violation.
- l) Where an officer has been found guilty of an impeachable offense involving embezzlement or misuse of UNAA funds, the BoT shall immediately suspend the officer and relieve him/her of all UNAA duties. The convicted officer shall henceforth be barred from holding any official UNAA position.

11.9: Appeal Process

Officers impeached from UNAA cannot appeal their impeachment. Members found guilty of non-impeachable offenses suspended from UNAA shall have 30 days to file an appeal with any new evidence to the BoT. The BoT shall have up to 60 days to review the appeal and make a final decision. The BoT, at its discretion, may consider or deny the appeal, render a decision, or refer the matter back to the RDC for reconsideration if new information is presented. The BoT decision is final and cannot be appealed.

ARTICLE TWELVE: CONSTITUTIONAL AFFAIRS COMMITTEE

12.1: The Constitutional Affairs Committee

There shall be a standing Constitutional Affairs Committee (CAC) appointed by the UNAA Board of Trustees and approved by the UNAA Council. The members of the Constitutional Affairs Committee shall be full Members of the Association in good standing and high ethical standards.

The Constitutional Affairs Committee (CAC) shall be responsible for interpreting the association's governing laws, the Constitution, Bylaws, membership code of conduct, and Leadership Code of Conduct and Ethics.

12.2: Composition of the CAC

The CAC shall be composed of a minimum of 9 (nine) UNAA members appointed by the Board of Trustees and approved by the UNAA Council. The fully constituted CAC shall include a Chairperson appointed by the BoT; and a Vice Chairperson, Secretary, and any other officers elected by the CAC members.

Once the members of the CAC have been appointed by the BoT and approved by the UNAA Council, they shall exercise operational independence without interference from other UNAA organs but within the confines of UNAA governing policies.

12.3: Term of Office

Each member of the CAC shall serve a three (3) year term renewable only once. The BoT, with cause, shall have the power to remove the Chairperson or any member of the CAC.

In the event of the resignation of the Chairperson or member of the CAC, the BoT shall appoint a new Chairperson or member within 30 days.

12.4: Terms of Reference

The CAC shall:

- (a) Be responsible for assisting and advising the BOT - in researching, clarifying, and interpreting all matters of the UNAA Constitution and other UNAA governing policies.
- (b) Review, and compile amendments to UNAA governing policies as necessary.
- (c) Operate independently in its decision-making processes, but report its recommendations to the BoT and the other Association organs where applicable.
- (d) Work with all the organs of the Association and the entire membership to encourage and foster a culture of constitutionalism within the activities of the Association.

When the CAC has been tasked to recommend amendments to the Constitution, the BoT and the executive committee shall review the recommendations of the CAC and, where necessary, make non-binding recommendations for consideration in the formulation of its final report.

The constitutional amendments included in the final CAC report shall require approval by a two-thirds (2/3) majority of the UNAA Council and then a two-thirds of UNAA members present at an Annual General Meeting. Notice of such a purpose shall have been given to members in accordance with the UNAA governing policies and the laws governing nonprofits in the state of Massachusetts, where UNAA is incorporated.

12.5: Initiation of Action to Amend the Constitution or Bylaws

Any member of UNAA in good standing, the Board of Trustees, the Executive Committee, the UNAA Council, the Membership, or the Constitutional Affairs Committee, shall have the power to initiate action to repeal or amend the constitution or amend and/or repeal a Bylaw(s) or adopt new Bylaws.

Any action initiated to repeal or amend the constitution or amend and/or repeal a bylaw(s) or adopt new Bylaws shall be submitted in writing by the proposer to the CAC using a form described in the bylaws.

ARTICLE THIRTEEN: AMENDMENTS

13.1: Amendments

The UNAA Council, Board of Trustees, Executive committee, Membership, and Constitutional Affairs Committee shall have the power to initiate action to amend and/or repeal the Constitution. Action to amend, revoke, or adopt the Constitution shall first be approved by a two-thirds (2/3) majority of the UNAA Council. To comply with the state Massachusetts A laws and UNAA governing policies, two-thirds of members present at an Annual General Meeting shall approve any contemplated action to amend, repeal, or adopt the Constitution, having been given prior notice.

The UNAA Council, Board of Trustees Executive Committee, Membership, or Constitutional Affairs Committee shall have the power to initiate action to amend and/or repeal the Constitution, except that any such amendment, repeal, or adoption shall first be approved by a two-thirds (2/3) majority of the UNAA Council and then a two thirds (2/3) majority of members present at an Annual General Meeting, concerning which notice of such purpose shall have been given to members.

13.2: The CAC shall receive, process, and draft all proposed amendments to the Constitution and forward them to the UNAA Council.

13.3: Amendment or Repeal of Bylaws

The Board of Trustees, the Executive Committee, the UNAA Council, the Membership, and the Constitutional Affairs Committee shall each have the power to initiate action to amend and adopt and repeal a Bylaw(s) or adopt new Bylaws.

The BoT and the executive committee shall review and make recommendations on the proposed amendments and repeal or adoption of a Bylaw(s) and forward such recommendation to the CAC to draft the final amendment. The CAC shall present the final draft amendment to the UNAA Council for debate and approval by a simple majority vote.

ARTICLE FOURTEEN: NOTICE AND WAIVER

14.1: Procedure

Except as otherwise specifically provided for in the UNAA governing policies, whenever notice is required to be given to any representative, member, officer, or trustee, it shall be sent by electronic communication addressed to the representative, member, officer, or trustee to such address on the records of the Association, as kept by the Executive Secretary.

Other means of delivery shall include personal and postal deliveries, with the letter being deposited in a North American post office or letterbox in prepaid postage sealed envelope addressed to the representative, member, officer, or trustee using their address on the record(s) of the Association, as kept by the Executive Secretary. Such notice shall be deemed to have been given at the time when the same shall be transmitted or mailed.

14.2: Waiver of Notice

Whenever any notice is required to be given to any representative, member, officer, or trustee by the Articles of Incorporation, this Constitution, or Bylaws, a waiver of said notice, in writing signed by the person or persons responsible for such notice, whether before, at, or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE FIFTEEN: INDEMNIFICATION

15.1: Fiduciary

Any representative (i.e., member, trustee, officer), at all times, while acting for or on behalf of UNAA, shall do so in a fiduciary capacity.

15.2: Indemnification

Any person (i.e., member, trustee, or officer) who in good faith and exercising due diligence serves or has served as a representative of UNAA, or in such capacity at the request of the UNAA for any other person, partnership, joint venture, trust, enterprise, or other legal entity, shall have a right to be indemnified by UNAA to the fullest extent permitted by law against:

- (a) Reasonable expenses, including attorneys' fees, actually and necessarily incurred in defending against any threatened, pending, or resolved legal action, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of UNAA or by a third party seeking to hold such person personally liable because of having so acted in such capacity.
- (b) Reasonable payments made by such person in avoidance or satisfaction of any judgment, fine, penalty, or settlement arising from any transaction conducted in such capacity.

UNAA shall annually budget for and buy a good insurance policy to cover its indemnification obligations to its representatives for transacting authorized activities.

15.3: Scope of Indemnification

Nothing in this Article shall shield any person from being held personally liable for conduct engaged in by such person outside the scope of the authority entrusted in such person by the UNAA governing policies

15.4: Reasonableness of Indemnity

The Executive Committee shall take any action, in consultation with the BoT, as it deemed necessary and appropriate to authorize the Association to pay the indemnification required by the governing policies, including without limitation and to the extent needed,

making a good faith evaluation of how the claimant for indemnity acted and of the reasonableness of the amount of indemnity due.

ARTICLE SIXTEEN: MISCELLANEOUS PROVISIONS

16.1: Fiscal Year

Unless otherwise determined by the Board of Trustees, the fiscal year of the Association shall be from the first day of October (10/01) through the last day of September (09/30) of the following calendar year.

16.2: Association Seal

The Association Seal shall be in such form as the Executive Committee may determine from time to time. The Seal shall be and remain in the custody of the Executive Secretary.

16.3: Association Bank Accounts

The Association shall have a primary business account with a major US nationwide bank. It may open bank accounts in other locations, as determined by the Executive Committee. The opening, closure, or changes to any bank accounts shall be made with the approval of the BoT.

All Association funds shall be received and controlled by the Treasurer. Issuance of credit/debit cards by the Treasurer shall require prior approval by the Executive Committee and shall be subject to spending limits established within the budget approved by the UNAA Council.

Such cards shall be issued in the names of the individuals who assume liability until they submit complete reimbursable expense reports.

16.4: Signatories to the Association's Bank Accounts

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.

All financial transactions shall require completing a requisition form as defined in the Bylaws.

16.5: Recruitment and Contracts

Recruitment to any paid position shall be based on the merit and fitness of the candidate and conducted through a fair, ethical, and openly competitive process. All contracts, leases, and other instruments involving financial commitments shall be competitively procured. Vendors shall be selected based on merit, ability to provide the best value, competitive pricing, and their demonstrable experience providing similar services. All awards should be consistent with UNAA governing policies.

16.6: Duty and Care of Loyalty

In exercise of their fiduciary duties, for and on behalf of the Association, each representative, member, officer, or trustee shall act in good faith and with due diligence, care, and skill which prudent persons would exercise under similar circumstances and like positions in accordance with the UNAA governing policies.

All persons selected by any UNAA organ to render services to the Association shall be held to the same standard, duty of care, and loyalty to the Association.

16.7: Breach of Trust

Where a representative of the Association is found to have breached the trust of UNAA, whether financial or otherwise, the Association shall impose sanctions under Article 11 including legal action, according to applicable local, state, provincial, federal, or international law(s).

Any contract or other employment agreement between the Association and an employee or agent(s) who breaches their trust shall be terminated without advance notice.

SCHEDULE A:**UNAA COUNCIL MEMBERSHIP BY REGION****(I) CANADA**

1. ATLANTIC REGION – Newfoundland & Labrador, Nova Scotia, Prince Edward Island, New Brunswick, Greenland, Saint Pierre et Miquelon
2. CENTRAL REGION 1 – Quebec, Eastern Ontario
3. CENTRAL REGION 2- Southern Ontario, Southwestern Ontario, Northern Ontario
4. PRAIRIES REGION – Manitoba, Saskatchewan, Nunavut, North West Territories, Yukon
5. MOUNTAIN REGION – Alberta
6. PACIFIC REGION – British Columbia
7. Female Representative for Young Adults and Children in Canada
8. Male Representative for Young Adults and Children in Canada

(II) THE UNITED STATES

9. NEW ENGLAND REGION – Massachusetts, Vermont, New Hampshire, Maine, and Rhode Island
10. MID-ATLANTIC REGION 1—New York, New Jersey, Connecticut
11. MID-ATLANTIC REGION 2 – Pennsylvania, Delaware, Maryland, Washington DC, Virginia, West Virginia
12. SOUTH EAST REGION—North Carolina, South Carolina, Kentucky, Mississippi, Georgia, Alabama, Tennessee, Florida, Puerto Rico & all Caribbean Islands.
13. SOUTH-WEST REGION 1 – Southern Texas, Louisiana, Belize, Costa Rica, Cuba, El Salvador, Guatemala, Honduras, Mexico, Nicaragua, and Panama.
14. SOUTH-WEST REGION 2 —Northern Texas, Oklahoma, Arkansas
15. GREAT LAKES REGION —Illinois, Indiana, Michigan, Ohio, Wisconsin, Minnesota
16. CENTRAL PLAINS REGION—Nebraska, Kansas, Iowa, Missouri
17. ROCKY MOUNTAINS REGION – New Mexico, Colorado, Wyoming, Utah, South Dakota, North Dakota, Montana
18. NORTH PACIFIC REGION—Washington, Oregon, Idaho, Alaska
19. SOUTH PACIFIC REGION 1- Northern California, Northern Nevada
20. SOUTH PACIFIC REGION 2- Southern California, Southern Nevada, Arizona, Hawaii

21. Female Representative for Young Adults and Children in the USA
22. Male Representative for Young Adults and Children in the USA

CONSTITUTION REVIEW COMMITTEE

1. Mr. Nicholas Kissesi Wakou.....	Chairperson
2. Mr. Tendo Kaluma.....	Vice Chairperson
3. Dr. Samuel Muwanguzi.....	Secretary
4. Mr. Albert Bakasara.....	Member
5. Prof. Johnson Wagona Makoba.....	Member
6. Mr. Fred Byabagye.....	Member
7. Ms. Charity N Miti-Kavuma.....	Member
8. Mr. Ocheng Jany.....	Member
9. Dr. Moses Kanya.....	Member
10. Mr. Joshua Mugerwa.....	Member
11. Ms. Georgina Kirunda.....	Member
12. Prof. Dr. Alexzander Asea.....	Member
13. Mr. Damiano Kigoye.....	Member