



**DRAFT REPORT1 OF THE REVISED UNAA 2010 CONSTITUTION
(02.22.2021)**



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PREAMBLE

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

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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 co-operative 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 social and economic well-being of members.
- (h) To develop through research, discussion, and exchange of information a better understanding of problems facing members.

ARTICLE TWO: ORGANIZATIONAL MATTERS

2.1: Organization Name

Ugandan North American Association (UNAA), a nonprofit Organization which shall hereinafter be referred to as ‘the Association’ and/or ‘UNAA’ and both shall represent and have the same meaning.

2.2: Organization Purpose

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

2.3: Organizational Structure

The Association shall be organized pursuant to the nonprofit corporation laws in the state 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: Principal Office

The Association may have offices at such place or places within North America as the Executive Committee may determine with the approval of the UNAA Council.

2.5: Registered Agent and Registered Office

The registered agent and registered office shall be determined by the Executive Committee of the Association with approval of the UNAA Council.

2.6: Statement of Non-Discrimination

The Association is an equal opportunity organization. It shall not discriminate for membership purposes, on the basis of race, color, religion, political affiliation, gender, age, disability, marital status, sexual orientation, nationality, or ethnicity.

The Association is nondenominational, non-sectarian, non-political, secular, and nonprofit. In this Constitution or Bylaws and henceforth, in any official writing of the Association or public address, wherever reference is made to a masculine gender, reference shall also be made to a feminine gender; thus he/she; his/hers.

2.7: Governing Laws

The Association is governed by this Constitution, its Bylaws, the Articles of Incorporation, and the Leadership Code of Conduct.

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ARTICLE THREE: MEMBERSHIP

3.1: Supremacy Clause

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

The Association membership categories will include: Full Members; Associate Members; and Student Members, with eligibility, and privileges as shall be stipulated in the Association Bylaws and reviewed by UNAA Executive Committee with the approval of the UNAA Council; and, in accordance with and/or upon satisfying the membership requirements in Articles 3.3 and 3.4, and not encumbered by Article 3.6.

3.2: Transferability of Membership

Membership in UNAA is personal and voluntary expression of association by an individual member. It shall not be sold, assigned, or otherwise transferred in any manner from one person to another.

3.3: Membership Dues

All members shall be required to pay annual membership dues as designated by the UNAA Executive Committee with the approval of the UNAA Council; and in a manner and payment schedule as shall be prescribed, in the Bylaws of the Association.

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 set forth in Article 3.1 herein, have not been suspended pursuant to Article 3.6 herein, and are current in the payment of all dues to the Association.

3.5: Withdrawal of Membership

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

3.6: Suspension of Membership

The Board of Trustees (hereinafter referred to as the 'BoT') shall recommend to the UNAA Council the suspension of membership of any member, who, in the judgment of the Rules and Disciplinary Committee (hereinafter referred to as the 'RDC'), has violated this Constitution, Bylaws, and or Leadership Code of Conduct of the Association; 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 Constitution, Bylaws, and Leadership Code of Conduct.

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

3.8: Proof of Membership

Upon fulfillment of membership requirements in Article [3.1](#), UNAA members in good standing shall be issued a one-time unique personal identification number or code.

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ARTICLE FOUR: UNAA CHAPTERS AND AFFILIATES

4.1: Local Chapter Definition

A UNAA Chapter is a Uganda 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 annual membership.
- (b) Serving as a forum for advancement of members' interests and welfare, through the exchange of 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 the history, cultures, art, and languages of Uganda.

4.2: Chapter Formation

In communities that do not have an association registered as per the Constitution and Bylaws, the Vice President shall work with the community to form and register an association with the local governing authorities before establishment as a UNAA chapter. Any association of Ugandans that is duly registered as per the Constitution and Bylaws 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 Constitution and the Bylaws.

4.3: Application Criteria for Admittance of a UNAA Chapter

- (a) The association must be legally 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 periodically and as needed submit proof of its legal status, bylaws, constitution, and any other required documentation.

4.4: 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 Constitution and Bylaws.
- (c) Failure to provide periodic reports and documentation as required by the Constitution and Bylaws.

Any chapter failing to comply 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.

4.5: Chapter Reinstatement

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

- (a) Compliance of a suspended chapter shall be reviewed by the Executive Committee upon petition by the suspended chapter. The Executive Committee must review the petition and make a decision within 30 days.
- (b) Any chapter which has been suspended for at most 1 year (12 months) must be either terminated or reinstated by a majority vote of the Executive Committee and UNAA Council.
- (c) UNAA shall have the right to terminate relationship with the chapter for any reason with cause.

4.6: Formal Definition of an Affiliate

An Affiliate of UNAA is a membership based, nonprofit organization registered in North America. Affiliates are non-partisan organizations and are committed to the advancement of 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 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 advancement of members' interests and welfare, through the exchange of 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 the history, cultures, art, and languages of Uganda.

4.7: Affiliate Admission to UNAA

An organization or association that qualifies as per provisions of this Constitution and Bylaws shall apply to the Executive Committee through the Office of the Vice President in accordance with the Constitution and Bylaws to become an affiliate of UNAA. The affiliate must agree to and sign the MoU with UNAA. The application and MoU must 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 as per Bylaws. Affiliates shall periodically be issued with a *Certificate of Affiliation* as per Constitution and the Bylaws.

4.8: 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 10 paid- up UNAA members in good standing.
- (c) The leadership of the association shall be composed of democratically elected officials.

4.9: Affiliate Suspension

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

- (a) Failure by the affiliate 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 by the affiliate to comply with the MoU.

4.10: Notification of Suspension

Any affiliate failing to comply with clause 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.

4.11: 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 petition by 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 1 year (12 months) must be either terminated or reinstated by a majority vote of the Executive Committee and UNAA Council.

(d) Other grounds of termination shall be outlined in the *Memorandums of Understanding*.

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ARTICLE FIVE: UNAA BOARD OF TRUSTEES

5.1: Composition of the UNAA Board of Trustees

There shall be seven (7) members of the UNAA Board of Trustees also referred to as Trustees. All Trustees shall be elected through a process described in Article 9.4. At least two (2) of the Trustees shall be from Canada.

The President of the Association shall be ex-officio, a non-voting member of the BoT. The fully constituted BoT shall elect among its members a Chairperson and a Secretary to the BoT.

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.
- (e) Ensure that all elected representatives and leaders are accountable to the members of the Association.
- (f) Act as arbiters in resolving conflicts between the Association organs or among the Association leaders and members.
- (g) Recommend to the UNAA Council the suspension or impeachment with cause any member of the Executive Committee or the BoT, and to present the decision to the next Annual General Meeting for review and disposition.
- (h) Recommend to the RDC the suspension or impeachment with cause 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.
- (i) Appoint the chairperson and members of the UNAA Electoral Commission, Rules and Disciplinary Committee (RDC) and Constitutional Affairs Committee (CAC)
- (j) 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.

- (k) At all times conduct themselves in an ethical manner, abide by the Constitution, Bylaws, and Leadership Code of Conduct, and execute their duties diligently and fairly.

5.3: Annual Audit

The UNAA Board of Trustees shall select an independent and certified auditing firm to conduct an annual audit of all the Association's books, accounts, and all financial records. The audit shall be presented to the members Annual General Meeting in accordance with this Constitution and Bylaws. Funds for the annual audit shall be budgeted for in the UNAA annual budget and approved by the UNAA Council.

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 his/her election. He/she shall be a resident of North America; shall have attended three (3) conventions in the last five (5) years before submitting his/her application for consideration; and shall not have engaged in activities at any time that may have undermined the interests of the Association. A Trustee shall be automatically disqualified from being a candidate 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 re-election.

5.6: Election

All Trustees shall be elected as described in Article 9.4 of this Constitution and the 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 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 in accordance with Article 9.4.

5.8: Quorum

The presence of sixty per cent (60%) of the seated Trustees shall constitute a quorum for purposes of conducting 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 members who constitute quorum as defined in Article 5.8, shall cast votes for binding decisions.

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 Chair, 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.
- (b) Similar conduct by the BoT Chairperson must be explained to the entire BoT prior to impeachment proceedings being initiated against that Chairperson.
- (c) A member of the BoT 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 Rules and Disciplinary Committee, this Constitution, Bylaws, and Leadership Code of Conduct. The BoT shall present the final decision to the UNAA Council on impeachment proceedings of the trustee to the next Annual General Meeting for disposition.

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. The Chairperson of the BoT shall inform the President and Speaker of the UNAA Council of the resignation.

ARTICLE SIX: EXECUTIVE COMMITTEE

6.1: Composition of the Executive Committee

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

6.2: President

- (a) The President shall be the Chief Executive Officer of the Association and shall supervise the business of the Association. He/she shall execute, with any other proper 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 Constitution, Bylaws, and Leadership Code of Conduct.
- (b) The President or his/her representative shall ensure that all orders, resolutions, and decisions of the UNAA Council are carried out. He/she shall receive quarterly and annual reports from all members of the Executive Committee as defined in the Bylaws. The President or his/her or representative shall present the Association's financial and progress reports at every regular meeting of the UNAA Council.
- (c) As an ex-official, nonvoting member of the UNAA Council, the President or his/her representative shall present an annual budget to UNAA Council for approval during the first month of the fiscal year; shall present any proposed emergency expenditures, quarterly and annual reports including financial reports, to the UNAA Council as defined in the Bylaws.
- (d) He/she shall be ex-officio, non-voting member of the Board of Trustees and shall report on the state of the Association to each regularly scheduled meeting of the BoT.
- (e) Pursuant to [Article 6.16](#) of this Constitution, the President shall nominate a UNAA member in good standing within one month to fill a vacant position on the Executive Committee. The UNAA Council shall consider approval of the nominee within one month.
- (f) The nominated member shall be subjected to a criminal background check by the EC as defined in Bylaws and the Election Guidelines developed by the EC and approved by the Council before assuming the vacant position.
- (g) In the event that the President resigns or is otherwise removed from office prior to the completion of his/her 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.
- (h) The President shall have the power to nominate UNAA Ambassadors with the approval of the UNAA Council.
- (i) The President may contract and or appoint as needed, professional services on behalf of UNAA with the approval of the UNAA Council.

- (j) The President shall chair the Convention Host City Selection Committee pursuant to Article 9.6.
- (k) 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.
- (l) The President shall appoint at least four (4) members of the Executive Committee to the Convention Organizing Committee pursuant to Article 9.5.

6.3: Vice President

The Vice President shall:

- (a) Be responsible for the overall advancement and development of the Association. He/she shall be responsible for developing relationships and partnerships with other organizations.
- (b) Work with communities that do not have an association registered according to UNAA Constitution to form and register UNAA Chapters in accordance with Article 4.
- (c) Oversee the process of formalizing a *Memorandum of Understanding* (MoU) between UNAA and any UNAA Affiliates behalf of the Executive Committee as defined in Article 4.
- (d) Supervise and oversee the activities of the Directors of Development and Quality Assurance, and Youth and Children.
- (e) 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.
- (f) Be an ex officio, non-voting member of the UNAA Council except for casting a tie breaking vote.
- (g) In the absence of the President, preside over appropriate meetings. If the President resigns or otherwise is removed from office prior to the completion of his/her 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 month subject to the approval of the UNAA Council.
- (h) Perform other duties the President may assign to him/her.

6.4: Executive Secretary

The Executive Secretary shall:

- (a) Be responsible for the day-to-day administration of the Association. He/she shall implement strategic programs, as approved by the Executive Committee and the UNAA Council, including organizing of Annual General Meetings and Conventions.
- (b) Chair the Convention Organizing Committee composed of thirteen (13) members to organize the annual UNAA convention as defined in Article 9.5.
- (c) Be the chairperson of the Convention Organizing Committee charged with the duties of running the convention in accordance with Article 9.5 and may delegate his/her authority.
- (d) Be responsible for the Association's records. He/she shall be responsible for overseeing the recording of the proceedings of meetings of the Executive Committee, Annual General Meetings

and Special Meetings of the Association. He/she shall have authority to give notice required by law, this Constitution, and the Bylaws.

- (e) Be responsible for receiving, collecting, maintaining, and distributing of all UNAA's records and process all Association records into a repository under the custody of the BoT. He/she shall ensure the publication of the most up-to-date Bylaws, policies, procedures, and other documents of the Association.
- (f) Keep the Association seal and records in accordance with Article 16.2 and may affix the corporate seal to any lawfully executed document requiring it.
- (g) Through the Director of Communication and Technology must provide the Electoral Commission (EC) access to and use of the database of the UNAA members' list for purposes of creating, updating, maintaining, and publishing the voters' register.
- (h) 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.
- (i) Supervise and oversee the activities of the Director of Communication and Technology.
- (j) In the absence of the President and the Vice President, the Executive Secretary shall preside over Executive Committee meetings.
- (k) In the event that the President and the Vice President resign, or 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.
- (l) Perform additional duties assigned by the President or Vice President.

6.5: Treasurer

The Treasurer shall:

- a. Be responsible for the Association's finances including budgeting and fundraising. He/she 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 Constitution, Bylaws and Leadership Code of Conduct.
- c. Receive, deposit, and maintain custody of all funds and donations belonging to the Association. He/she shall disburse funds under the direction of the Executive Committee in accordance with the Constitution and Bylaws.
- d. Present a comprehensive audited annual financial report at the Annual General Meeting of the Association and shall perform any other duties assigned by the President or Vice President.
- e. Be a member of the Convention Organizing Committee and the Convention Host City Selection Committee.
- f. In the absence of the President, Vice President, and Executive Secretary, the Treasurer shall preside over meetings. 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 approval of the UNAA Council, shall nominate within one-month replacements for Vice President, Executive Secretary and Treasurer.

6.6: 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 and shall be responsible for developing a strategic fundraising plan for the association to guide and coordinate all fundraising activities.
- c. Perform all other duties assigned by the Executive Committee.

6.7: 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 and shall be responsible for developing and implementing strategies for building and enhancing relationships and partnerships among UNAA Chapters, affiliates, and other organizations.
- c. Work collaboratively with all UNAA stakeholders to develop risk averse quality assurance strategies to be applied to all UNAA programs at the convention and other UNAA events.
- d. Perform all other duties as may be assigned, by the Executive Committee of the Association.

6.8: 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. He/she shall perform his/her duties assigned by the Executive Secretary.
- b. 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 Constitution, Bylaws, and Leadership Code of Conduct, and as directed by either the Executive Committee, UNAA Council, or the Board of Trustees.
- c. Be responsible for maintaining state-of-the-art commercially available information systems and services for the Association.
- d. Provide the Electoral Commission access and use of the database of UNAA members 'list for purposes of creating, updating, maintaining, and publishing the voters' register.
- e. Provide advice to UNAA organs about state-of-the-art technologies that can improve the Association's operations.

6.9: The 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. He/she shall work under the direct supervision of the Vice President.
- (b) Encourage the development and establishment of infrastructure and programs directed at social, cultural, and community needs of Ugandan youth and children in North America; and work towards the realization of UNAA goals set by the Executive Committee.

6.10: UNAA Ambassadors

The Executive Committee with the approval of the UNAA Council shall nominate UNAA Ambassadors to promote objectives of the Association as defined in this Constitution, Bylaws, and Leadership Code of Conduct.

To qualify as a UNAA Ambassador, one must be an individual of good moral character and proven leadership qualities.

UNAA Ambassador shall work collaboratively with elected UNAA officials at all levels to promote UNAA's initiatives and programs within their respective communities.

6.11: Qualifications

- (a) To be eligible for election to the Executive Committee, a person shall be a resident of North America (*See Schedule A*), and a member of UNAA in good standing. He/she shall not have engaged in activities that would have undermined the interests of the Association and would have fulfilled all eligibility requirements as determined by the Electoral Commission.
- (b) Any member nominated to fill a vacant position of the Treasurer and Director of Finance and Fundraising shall have his/her credit scores checked and ranked according to the *Election Guidelines* developed by the EC and approved the UNAA Council.

6.12: 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 more than three (3) terms. Any Member who had served one year of an incomplete term, shall be eligible to serve only 2 additional terms.

6.13: Elections

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.

6.14: Removal of a member from the Executive Committee

- (a) The Board of Trustees shall have the power to recommend to the UNAA Council the suspension or impeachment with cause of any member of the Executive Committee and to present the decision of the UNAA Council to the next Annual General Meeting for review and disposition.
- (b) The BoT shall have the power to recommend to the Rules and Disciplinary Committee (RDC) the suspension or impeachment with cause of any member of the Executive Committee and recommend its decision to the UNAA Council for further consideration.
- (c) The BoT shall present the decision of the UNAA Council to the next Annual General Meeting (AGM) for disposition.
- (d) A member of the Executive Committee shall be removed from office upon impeachment for failure to attend three (3) consecutive Executive Committee meetings without a written explanation to the UNAA President and Executive Secretary.
- (e) Similar conduct by the UNAA President must be explained to both the Chairperson of the BoT and the Speaker of the UNAA Council upon pain of impeachment proceedings being initiated against that President.
- (f) 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.
- (g) 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 this Constitution, Bylaws and Leadership Code of Conduct.
- (h) In case a member of the Executive Committee is found guilty by the UNAA Council of an impeachable offense for which he/she is accused, he/she shall be immediately suspended from holding office until the case is disposed of at the next AGM.
- (i) A member of the Executive Committee convicted by the AGM shall be barred from standing in future for any UNAA elective position or to hold any official position in the Association.

6.15: Resignation A Member of the Executive Committee

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

6.16: Filling Vacancies on the Executive Committee

Notification of a vacancy on the Executive Committee shall be communicated in writing by the President to the Chairperson of the Board of Trustees, the Speaker of the UNAA Council and to all the

members of the Association. 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 to fill a vacancy shall serve the unexpired term of such officer's predecessor in office.

6.17: Transition Period

There shall be a transition period of not more than 60 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 efficiently and expeditiously transition and handover to the incoming Executive Committee in accordance with the Bylaws of the Association.
- (c) 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 days after the election date. The incoming Executive Committee shall assume office in accordance with the Constitution and Bylaws of the Association.

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 United States and Canada as detailed in Schedule A shall be the baseline (threshold); and thereafter, the Association shall adopt *Proportional Representation* as defined in Constitution and Bylaws.

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

Following the election proceeding the adoption of this UNAA Constitution, to elect UNAA Council Members/Representatives, the Association shall utilize a *Proportional Representation* format based on changes in UNAA membership, as prescribed in 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 he/she seeks to represent for a minimum of two (2) years.
- (c) Be an active member in his/her region or community and not be engaged in activities that undermine the interests of the Association.

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 he/she seeks to represent for a minimum of two (2) years.
- (c) Be an active member of his/her 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 he/she seeks to represent.
- (e) Be between 18 and 30 years old (at the time of 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 election) and elected by members aged between 18 to 30 years who are residents of Canada.

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 that will be 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 Constitution, Bylaws, and Leadership Code of Conduct.

- (b) Be responsible for outreach, support, and mobilization of UNAA members and or member organizations in their respective regions, including attendance of a minimum number of local events, established periodically by the UNAA Council.
- (c) Submit a Quarterly Report of UNAA activities in their regions to the Speaker of the UNAA Council.
- (d) Serve on designated UNAA Committees as specified in Article 9.
- (e) Work with and or support the UNAA Chapters and Affiliates in their UNAA Regions.

7.5: 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 UNAA Council Members

7.6.1: Each member of the UNAA Council shall be elected by UNAA Members in his/her UNAA Region, or category (in the case for Young Adult 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 shall be determined by the UNAA Electoral Commission.

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 to elect the Speaker, Deputy Speaker, and the Secretary by a simple majority vote in accordance with Constitution and Bylaws.

7.8: Time and Place of UNAA Council Meetings

The UNAA Council shall determine the time and 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

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 Council. Special and urgent meetings shall be called through the Speaker and Secretary of the Council, and the period for notification of Council Members shall be at the discretion of the Speaker.

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 purposes of conducting UNAA Council business. Where there is an even number of Council Members at a meeting, 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, the act of a simple majority of the UNAA Council present at a meeting at which a quorum is present 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 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 Electoral Commission, who shall in turn communicate in writing to the full members 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.

7.16: Vote of No Confidence, Censure, and Reprimand

The UNAA Council shall have the power to establish, by a 2/3 vote of the Council, internal processes, and procedures for disciplining Council Members or Council leaders. Such disciplinary actions shall include but are not limited to a vote of no confidence, censure, and reprimand.

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 any Member of the Council including the Speaker; and to present the UNAA Council's removal decision to a meeting of UNAA Members of his/her region for review and disposition, and in accordance with this Constitution, Bylaws, and the Leadership Code of Conduct.

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 on pain of 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 any UNAA member in good standing can 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, he/she shall be immediately suspended from the Council until his/her case is disposed of by the UNAA Members of the region the council member represents.

7.17.4: Once a Council Member is removed, he/she shall be barred from standing in the future for any UNAA elective position or hold any official position in the Association.

ARTICLE EIGHT: MEMBERSHIP MEETINGS

8.1: Annual General Meetings

There shall be an Annual General Meeting of the Association, held during the Canadian and United States Labor Day weekend. The exact date, and time of the meeting shall be determined by the Chairperson of the Board of Trustees, in consultation with the Executive Committee and communicated to the members no later than the last day of the month of February preceding the meeting.

The Chairperson of the BoT shall preside over the AGM. The President and Treasurer shall attend the AGM and present their annual reports, including an audited financial report and the Association's budget for the next year. In the event the President or 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.

8.2: Special Meetings

Special meetings of the general membership, other than the AGM may be held at the call of the Executive Committee, or by the BoT, or by the UNAA Council. Special meetings can be called via a request in writing to the Executive Secretary of the Association by one-third (1/3) of the full members of the Association. The Executive Secretary 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 caller of the meeting.

8.3: Venue of Membership Meetings

All AGMs of the members of the Association shall be held at a place or in a form and 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. Conducting meetings via conference call or other telecommunications is acceptable when feasible and applicable.

8.4: Meeting Minutes

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

8.5: Voting

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.

Any question or issue other than an amendment to the Constitution and Bylaws shall be determined by a simple majority vote of the quorum present.

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.

8.6: Order of Business

The agenda for the AGM shall be determined by the Chairperson of the BoT. The agenda for the Special Meetings shall be determined by the UNAA organ that is calling the meeting. The agendas shall be submitted to the Executive Secretary for circulation to members within the prescribed time in 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 one covered by a standing committee or a function of one of the organs 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 shall be defined by the appointing organ.

All proceedings of such committees shall be subject to revision or alteration by a majority vote of the appointing organ. No revision 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

The Standing Committees shall be permanent committees of UNAA established by articles of the Constitution to provide functions of a continuous or recurring nature.

Each Standing committee shall consist of members selected from the Executive Committee, Trustees, UNAA Council Representatives or general membership, or a combination thereof.

A Standing committee shall act in accordance with the Constitution, the Bylaws, and the Leadership Code of Conduct in the management of the specific business and affairs of the Association.

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.

There shall be seven (7) Standing Committees including: Executive Committee, BoT Search Committee, Convention Organizing Committee, Convention Host City Selection Committee, Electoral Commission (EC), Rules and Disciplinary Committee (RDC), and Constitutional Affairs Committee (CAC).

9.3.1: Terms of Reference

The terms of reference of each appointed Standing Committee shall be as stated in this Constitution, Bylaws, and the Leadership Code of Conduct.

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 said proceedings to the appointing organ(s).

9.4: The BoT Search Committee

There shall be a standing committee known as 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 chair 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 Chair 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 take place 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 a period of 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 no eligible candidate has been identified by the BOT Search Committee 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. A.

- i. In the event that no eligible candidate from Canada has been identified by the Search Committee 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 that BoT positions become vacant from formal resignations, impeachments, or death of a trustee(s), the BoT Chairperson shall notify the Search Committee within three (3) weeks.

In the event that BoT positions become vacant as a result of 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 his/her 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 13 members chaired by the Executive Secretary. It shall be composed of the following:

- (a) Four (4) members of the Executive Committee appointed by the President, two (2) of the members shall be the Executive Secretary and the Treasurer.
- (b) Two (2) UNAA Board of Trustee (BoT) members appointed by the Chairperson of the BoT; three (3) members of the UNAA Council appointed by the Speaker, one of whom shall be the Regional Representative of the area where the convention will be held.
- (c) 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 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.

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).

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 one time, there are 4 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.

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.

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.

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 of 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 operate independently without interference from other UNAA organs but within the confines of the Constitution and the Bylaws.

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

10.2: Number of Members of the EC

There shall be a minimum of thirteen (13) members of the EC. The quorum of the EC shall be prescribed in the Bylaws.

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 who shall be 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 that is renewable only once. 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 30 days.

The majority of the EC shall have the powers to relieve an incompetent elected official of the Commission by a simple majority vote.

The BoT shall not make a new appointment to the electoral commission within 30 days before an election.

10.5: Functions and Powers of the EC

The Electoral Commission (EC) shall:

- (a) Jointly with the other organs of the Association (Board of Trustees, Executive Committee, and UNAA Council), the EC shall develop and periodically update the *Election Guidelines* to be approved by the UNAA Council as part of the Association's Bylaws.
- (b) Conduct elections for the Executive Committee on the weekend of the AGM convention as indicated in Article 6.14 (Elections), Bylaws and *Election Guidelines*.
- (c) Have access to the database of the UNAA member list from the UNAA Executive Secretary to compile, update, maintain, and publish the voters register.
- (d) Enforce the cutoff date (deadline) for registration for voting as set in the *Election Guidelines*; no later than 42 days (Six weeks) prior to the election.
- (e) 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.
- (f) Have full ownership, accountability, and documentation of the voters' register and UNAA candidates' list during the elections.
- (g) Accept nominations and vet candidates for the various elective positions.
- (h) Determine the method (e.g., onsite and/or offsite) and format (e.g., electronic or paper ballot) of conducting elections as part of the *Election Guidelines*.
- (i) Conduct elections and by-elections and tally the results in a transparent manner in accordance with the *Election Guidelines* and Bylaws.
- (j) Be charged with announcing the election results in accordance with the *Election Guidelines* and Bylaws.

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 *Elections Guidelines* that shall be 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 out the entire term of office shall not be eligible to be a candidate for any office in the election immediately following his/her departure.

10.8: Arbitration

All election disputes shall be filed with the EC within 14 days after the election for resolution. Any election dispute that is not resolved by the EC shall be referred to BoT for arbitration and resolution. An appeal by a party dissatisfied with the EC ruling shall be made to the BoT within 7 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 Guidelines* and 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 election results that are very close; within 1% separating the 2 top candidates and if requested for by the affected candidate(s).

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ARTICLE ELEVEN: RULES AND DISCIPLINARY COMMITTEE

11.1: Rules and Disciplinary Committee

The powers to investigate and recommend disciplinary action shall be vested with the Rules and Disciplinary Committee (RDC). 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 final disposition or submission to another organ of UNAA for further consideration.

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

In impeachment proceedings for any member of the UNAA Executive Committee and the UNAA Council, the RDC shall make recommendations to the BoT for further consideration and final disposition of the case. If the impeachment procedure is against a member of the BoT, the RDC shall make recommendations to the UNAA Council for further consideration and disposition of the case.

11.2: Appointment of Members 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).

11.3: Term of Office

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

11.4: Terms of Reference

The Rules and Disciplinary Committee shall:

- (a) Operate professionally and independently in all its decision-making processes.
- (b) Have the discretion and powers to hear and make recommendations on disciplinary matters/cases brought before it.
- (c) Be the starting point for investigating all disciplinary matters, abuse of office, impeachment, and other Association violations.
- (d) Have the powers to investigate all complaints brought against any representative, officer, trustee, or any other member of UNAA.

- (e) Review all disciplinary matters that may lead to the suspension of any member from the Association.
- (f) 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.
- (g) Through the Secretary, shall keep all records of the disciplinary proceedings.

11.5: Disciplinary Sanctions

For members, who in the judgement of the RDC are found to have violated the Constitution, Bylaws, or the Leadership Code of Conduct, or whose conduct has been deemed detrimental to the Association, the RDC may recommend sanctions that include but not limited to, legal action, reprimand, restitution, and for elected officers, removal from office by impeachment.

- (a) Suspension—There shall be two types of suspensions:
 - i. Temporary suspension during Investigation: On recommendation of the RDC, a UNAA member accused of infringing on the Association’s Constitution, Bylaws, and Leadership Code of Conduct 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 Constitution, Bylaws, or Leadership Code of Conduct or 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 4 four years, determined by the BoT upon recommendation of the RDC.
- (b) For elected members, under impeachment proceedings on the recommendation of the RDC, based on evidence available, the BoT shall suspend an elected member from holding his/her current UNAA office during the impeachment procedure in the UNAA Council through to the AGM. With respect to a member of the UNAA Council, the suspension shall be imposed until his/her case is resolved by the constituents in the region he/she represents in the UNAA Council.
- (c) If the elected official is acquitted by the UNAA Council during the impeachment proceeding, his/her suspension shall be lifted.
- (d) For elected officials, the suspension of membership may last up to four (4) years.
- (e) Reinstatement: A member is deemed reinstated after serving the period of suspension while his/her case was being investigated or after serving the period of suspension of his/her membership.

- (f) Reprimand: A Disciplinary action that involves a verbal or written warning to a member or elected official whose infringement of the Constitution, Bylaws and or Leadership Code of Conduct is deemed to be minor.
- (g) Restitution: The RDC may recommend to the BoT to compel an elected official who has embezzled the Association's funds to pay back the money while removal procedures from office through impeachment are underway.
- (h) For elected leaders, the RDC may recommend removal from office through impeachment in addition to other disciplinary actions above.
- (i) Any elected official who is impeached shall automatically be removed from office and committees and be barred from ever holding office in UNAA.
- (j) When the RDC ascertains that a crime 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 concurrently until the court case is resolved.
- (k) The RDC may recommend a combination of sanctions against any member found guilty of infringement of the UNAA, Constitution, Bylaws or Leadership Code of Conduct depending on the seriousness of the offense committed.
- (l) Where an officer has been found guilty of an impeachable offense involving embezzlement or misappropriation of UNAA funds, the BoT shall immediately suspend the officer and relieve him/her of all UNAA duties until the BoT by a two thirds (2/3) majority vote, reverses the suspension. Those individuals shall be barred from holding officer positions for the terms immediately following their suspension.

11.6: Appeal Process

Officers impeached from UNAA cannot appeal their impeachment. Members found guilty of non-impeachable offences 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: There shall be a Constitutional Affairs Committee responsible (CAC) for the interpretation of the Constitution, Bylaws, and Leadership Code Conduct. The CAC shall consist of a minimum of 9 (nine) UNAA members in good standing, appointed by the Board of Trustees.

12.2: Term of Office

Members of the CAC shall serve a three (3) year term that is renewable only once.

12.3: Terms of Reference

The CAC shall:

- (a) Be responsible for interpreting the Constitution, Bylaws, and Leadership Code of Conduct.
- (b) Review, and compile amendments to the Constitution and Bylaws and Leadership Code of Conduct, as necessary.
- (c) Operate independently in its decision-making processes but report its recommendations to the BoT, and to the other organs of the Association 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 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 simple majority of UNAA members in good standing present at an Annual General Meeting. A notice of such a purpose shall have been given to members in accordance with the laws governing nonprofits in the state UNAA is incorporated.

ARTICLE THIRTEEN: NOTICE AND WAIVER

13.1: Procedure

Except as otherwise specifically provided for in this Constitution, Bylaws, and Leadership Code of Conduct, 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 letter box in a prepaid postage sealed envelope addressed to the representative, member, officer, or trustee using his/her 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.

13.2: 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 FOURTEEN: INDEMNIFICATION

14.1: Fiduciary

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

14.2: 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 the Association, or in such capacity at the request of the Association for any other person, partnership, joint venture, trust, enterprise, or other legal entity, shall have a right to be indemnified by the Association 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 the Association or by a third party seeking to hold such person personally liable by reason 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 an insurance policy to cover its indemnification obligations to its representatives for transacting authorized activities.

14.3: 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 Constitution, Bylaws and Leadership Code of Conduct.

14.4: 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 this Constitution and Bylaws including without limitation and to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonableness of the amount of indemnity due.

ARTICLE FIFTEEN: AMENDMENTS

15.1: Amendments

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

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

15.3: Amendment or Repeal of Bylaws

The Board of Trustees, Executive Committee, UNAA Council, Membership, and the Constitutional Affairs Committee shall have the power to initiate action to alter, amend and/or repeal a bylaw(s) or adopt new Bylaws, except that any such alteration, amendment, repeal or adoption of a Bylaw(s) shall first be approved by both the BoT and the Executive Committee by simple majority and then approved by a two-thirds (2/3) majority vote of the UNAA Council.

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 next calendar year.

16.2: Association Seal

The Association Seal shall be in such form as the Executive Committee may, from time to time, determine. The Seal shall be 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, and may open bank accounts in other locations, as may be 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 shall 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 the completion of a requisition form approved by two (2) signatories as defined in the Bylaws.

16.5: Recruitment and Contracts

Recruitment to any paid position shall be based on 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 should be chosen based on merit, ability to provide best value, competitive pricing, and their demonstrated experience providing similar services. All awards should be consistent with the Constitution, Bylaws, and Leadership Code of Conduct.

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 Leadership Code of Conduct.

Any other person or persons nominated or appointed by the UNAA Council, BoT. or Executive Committee to render services to the Association shall be held to the same standard and duty of care and loyalty to the Association.

16.7: Breach of Trust

Where a representative, of the Association is found to have breached his/her trust, whether financial or otherwise, the Association shall impose sanctions pursuant to 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 his/her trust shall be terminated without prior notice.

16.8: Dissolution

The Association may be dissolved by a vote of a 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 assets remaining 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 where the Association is incorporated. registered.

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) 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, 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 USA
22. Male Representative for Young Adults and Children in USA

COMMITTEE MEMBERS

- | | |
|--|--|
| 1. Nicholas Wakou (<i>Chairperson</i>) | 10. Joshua Mugerwa |
| 2. Tendo Kaluma (<i>Vice Chairperson</i>) | 11. Charity N Miti-Kavuma |
| 3. Samuel Muwanguzi (<i>Secretary</i>) | 12. David Makumbi |
| 4. Albert Bakasara (<i>Representative Mid-Atlantic Region</i>) | Georgina Kirunda (<i>Representative South East Region</i>) |
| 5. Johnson Makoba | 13. Alexzander Asea |
| 6. Fred Byabagye | 14. Damiano Kigoye |
| 7. Ocheng Jany | 15. Gilbert Mulaabi |
| 8. Moses Kanya | 16. Richard Muhunde |
| 9. Michael Kimbugwe | 17. Monica Tindimubona |