

**CONSTITUTION AND BYLAWS**

**OF**

**THE UGANDAN NORTH AMERICAN**  
**ASSOCIATION**



**(UNAA)**

**SEPTEMBER 5, 2010**

## TABLE OF CONTENTS

PREAMBLE: .....	10
ARTICLE ONE.....	11
ORGANIZATIONAL MATTERS .....	11
1.1: Association Name:.....	11
1.2: Organizational Structure:.....	11
1.3: Principal Office:.....	11
1.4: Registered Agent and Registered Office: .....	11
1.5: Governing Laws: .....	11
ARTICLE TWO.....	11
PURPOSE .....	11
2.1: Organization: .....	11
2.2: Programs: .....	12
2.3: Statement of Non-discrimination Intent: .....	12
2.4: Duration: .....	12
2.5: Voluntary Dissolution by Members: .....	12
ARTICLE THREE.....	13
MEMBERSHIP RIGHTS AND BENEFITS.....	13
3.1 QUALIFICATION AND CATEGORIES OF MEMBERSHIP .....	13
3.1 (a): Full Membership: .....	13
3.1 (b): Associate Membership:.....	13

3.1 (c): Student Membership: .....	13
3.2 Transferability:.....	13
3.3 Dues: .....	13
3.3.1: .....	14
3.4: Withdrawal: .....	14
3.5: Members in Good Standing:.....	14
3.6: Suspension or Termination:.....	14
3.7: Compensation: .....	15
3.8: Privileges: .....	15
3.9: Proof of Membership:.....	15
ARTICLE FOUR .....	15
MEMBERSHIP MEETINGS .....	15
4.1: General Membership Meetings: .....	15
4.2: Special Meetings:.....	16
4.3: Notice of Meeting:.....	16
4.4: Quorum of Members: .....	16
4.5: Venue of Membership Meetings: .....	16
ARTICLE FIVE .....	17
UNAA BOARD OF TRUSTEES .....	17
5.1: Composition of UNAA Board of Trustees:.....	17
5.2: Powers and responsibilities of the UNAA Board of Trustees:.....	17
5.3: Qualification: .....	18

5.4: Term of Office of members of the UNAA Board of Trustees: .....	18
5.5: Election: .....	18
5.6: b): Frequency of Meetings: .....	18
5.7: Notice of Meetings: .....	18
5.8: Quorum: .....	18
5.9: Vote Required for Action: .....	18
5.10: Action by Trustees without a Meeting: .....	18
5.11: Adjournment: .....	19
5.12: Resignation: .....	19
5.13: Removal: .....	19
5.14: Filling Vacancies: .....	19
ARTICLE SIX .....	19
EXECUTIVE COMMITTEE .....	19
6.1: Composition of the Executive Committee: .....	19
6.2: President: .....	20
6.3: Vice President: .....	20
6.4: Secretary: .....	21
6.5: Treasurer: .....	21
6.7: Director of Finance: .....	22
6.8: Director of Development: .....	22
6.9: Director of Communications: .....	22
6.10: Immediate Past President: .....	23

6.11: Qualification: .....	23
6.12: Term of Office and term limit for members of the Executive Committee:.....	23
6.13: Election: .....	23
6.14: Time, place and frequency of Meetings: .....	24
6.14 (a): Time and place of Meetings:.....	24
6.14: b): Frequency of Meetings: .....	24
6.15: Notice of Meetings: .....	24
6.16: Quorum: .....	24
6.17: Vote Required for Action: .....	24
6.18: Action by the Executive Committee without a Meeting: .....	24
6.19: Adjournment: .....	24
6.20: Resignation: .....	24
6.21: Removal: .....	25
6.22: Filling Vacancies: .....	25
ARTICLE SEVEN .....	25
THE UNAA COUNCIL .....	25
7.1: Composition of the UNAA Council: .....	25
7.2: Powers, Duties and Responsibilities of the UNAA Council and Council Members: .....	26
7.2: a): Powers of the UNAA Council:.....	26
7.2: b): Duties and responsibilities of Members of the UNAA Council: .....	26
7.2: c): UNAA Council Members for Young Adults: .....	26
7.3: Qualification: .....	26

7.4: Term of Office of members of the UNAA Council: .....	27
7.5: Election: .....	27
7.6: Number and size of regions: .....	27
7.7: Time and place of Meetings: .....	27
7.8: Frequency of Meetings: .....	27
7.9: Notice of Meetings: .....	27
7.10: Quorum: .....	28
7.11: Vote Required For Action: .....	28
7.12: Action by the UNAA Council without a Meeting:.....	28
7.13: Adjournment: .....	28
7.14: Resignation: .....	28
7.15: Removal: .....	28
7.16: Filling Vacancies: .....	29
ARTICLE EIGHT .....	29
COMMITTEES .....	29
8.1: Appointment of Committees: .....	29
8.2: Meetings, Records and Rules of Procedure:.....	29
8.3: Terms of Reference: .....	30
8.4: Appointment of a Constitution Review Committee:.....	30
8.5: Appointment of the Electoral Commission: .....	30
8.6: Appointment of a Rules and Disciplinary Committee: .....	30
8.7: Alternate Members: .....	31

ARTICLE NINE .....	31
ELECTORAL COMMISSION.....	31
9.1: Electoral Commission:.....	31
9.2: Independence of the Electoral Commission:.....	31
9.3: Number of Members of the Electoral Commission: .....	31
9.4: Structure:.....	31
9.5: Term of office: .....	31
9.6: Functions & Powers of the Electoral Commission: .....	31
9.7: Candidate Registration Fees: .....	32
9.8: Conflict of Interest: .....	32
9.9: Arbitration:.....	32
ARTICLE TEN .....	32
NOTICE AND WAIVER .....	32
10.1: Procedure: .....	32
10.2: Waiver of Notice: .....	33
ARTICLE ELEVEN .....	33
MISCELLANEOUS PROVISIONS.....	33
11.1: Fiscal Year: .....	33
11.2: Association Seal: .....	33
11.3: Bank: .....	33
11.4: Signatories to the Association’s Bank Accounts:.....	33
11.5: Audits.....	34

11.6: Annual Statements of Account:	34
11.7: Inspection of Books and Records:	34
11.8: Protection of Private Information:	34
11.9: Registration with Secretary of State:	34
11.10: Code of Conduct and Ethics:	34
11.11: Recruitment and Contracts:	34
11.12: Duty and Care of Loyalty:	34
11.13 Breach of trust:	35
11.14: Arbitration:	35
11.15: Disassociation of affiliated organizations:	35
11.16: Dissolution:	36
ARTICLE TWELVE	36
INDEMNIFICATION	36
12.1: Fiduciary:	36
12.2: Indemnification:	36
12.3: Scope:	37
12.4: Reasonableness of Indemnity:	37
12.5: Insurance:	37
ARTICLE THIRTEEN	37
AMENDMENTS	37
13.1: Power to Amend Bylaws:	37
SCHEDULE A:	38



UNAA COUNCIL MEMBERSHIP BY REGION .....38  
(I) CANADA .....38  
(II) UNITED STATES.....38



## **PREAMBLE:**

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

- a) To enable, stimulate and promote acquaintance, friendship and unity among Ugandans in North America by promoting social and cultural activities and interaction within and between our local communities and across the continent.
- b) To address the needs and challenges peculiar to our members by promoting co-operative efforts and developing strategic partnerships with philanthropic, cultural, educational, economic empowerment and other social service organizations.
- c) To increase awareness and facilitate access to the gainful exploitation of educational, entrepreneurial and employment opportunities in North America through better networking, training and other innovative programs.
- d) To build partnerships with key stakeholders that will facilitate the growth of cultural, philanthropic, economic and educational interests between the peoples of Uganda and North America.
- e) To promote and protect our unique Ugandan cultural identity through regular social and cultural activities.
- f) To counsel and advise relevant governments on policies and regulations affecting UNAA membership.

## ARTICLE ONE

### ORGANIZATIONAL MATTERS

1.1: **Association Name:** Ugandan North American Association (UNAA), a not-for-profit Organization which shall hereinafter be called ‘the Association’ and or ‘UNAA’ and both shall represent and have the same meaning.

1.2: **Organizational Structure:** The Association shall be organized pursuant to the provisions of the State of Texas Not-for-Profit Corporation Code. The Association shall be a two-tier organization consisting of:

- a) Members, who are the supreme organ of the Association;
- b) Equal but separate leadership organs, namely, a UNAA Council, UNAA Board of Trustees and UNAA Executive Committee.

1.3: **Principal Office:** The Association may have offices at such place or places within North America as the Executive Committee may, from time to time determine with the advice and consent of the UNAA Council or the business of the corporation may require or make desirable.

1.4: **Registered Agent and Registered Office:** The registered agent and registered office shall be determined by the Executive Committee of the Association.

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

## ARTICLE TWO

### PURPOSE

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

Hence, the objectives of the Association are:

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

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

**2.3: Statement of Non-discrimination Intent:** The Association is an equal opportunity organization. It does not discriminate, for membership purposes, on the basis of race, color, religion, political affiliation, gender, age, handicap, marital status, sexual orientation, nationality or ethnicity.

The Association is nondenominational, non-sectarian, non-political, secular and not-for-profit. In these Bylaws, or in the Articles of Incorporation, and henceforth, in any official writing of the Association or public address, wherever reference is made to a masculine gender, reference will also be made to a feminine gender; thus he/she; his/hers.

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

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

## ARTICLE THREE

### MEMBERSHIP RIGHTS AND BENEFITS

#### 3.1 QUALIFICATION AND CATEGORIES OF MEMBERSHIP

3.1 (a): **Full Membership:** Full membership shall be limited to a natural person 18 years or older who shall be a Ugandan by birth or descent (or a spouse of such person), who resides in North America or a citizen/permanent resident of a North American country regardless of where he or she lives and pays an annual membership fee. Full membership rights and benefits include the right to hold office and to vote, upon satisfying the requirements stipulated in articles 3.3 and 3.5 of these Bylaws.

3.1 (b): **Associate Membership:** Associate membership shall be open to a natural person 18 years or older who does not qualify for Full Membership. Associate Membership shall exclude the ability to hold elected office and the right to vote.

3.1 (c): **Student Membership:** Student membership shall be limited to a natural person 18 years or older as described in 3.1(a) and 3.1(b) and is a registered student at a recognized academic institution. Proof of eligibility will be required. Student members shall pay a discounted membership fee that shall be determined, from time to time, by the UNAA Executive Committee.

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

3.3 **Dues:** All Members shall be required to pay annual membership dues as designated by the UNAA Executive Committee with the advice and consent of the UNAA Council. Such membership dues, which shall be payable whether or not one attends the Annual General Meeting/Annual Convention of the Association, shall be separate from any convention registration fees and other costs of participating in activities of the Association.

The amount of membership dues and due date shall be determined by the UNAA Executive Committee with the advice and consent of the UNAA Council. Failure to pay dues shall nullify membership.

Membership shall be reinstated upon payment of the membership dues that shall be determined from time to time by the UNAA Executive with the advice and consent of the UNAA Council. The Association shall neither waive nor pay membership fees for any individual.

3.3.1: Membership dues paid in a current fiscal year shall be valid for membership for the following fiscal year.

3.4: **Withdrawal:** Any Member may withdraw or resign from the association in writing at any time. However, membership dues and assessments shall be non-refundable.

3.5: **Members in Good Standing:** Members in ‘Good Standing’ in the Association (collectively referred to herein as the ‘Members’ and individually as a ‘Member’) shall be those persons meeting the requirements for eligibility for membership in the Association set forth in **Article 3.1** herein, who have applied for membership in the Association pursuant to requirements established by the UNAA Council from time to time; have been admitted to membership in the Association by action of the President acting on behalf of the Association; have not been suspended or terminated pursuant to **Article 3.6** herein and are current in the payment of all dues to the Association.

3.6: **Suspension or Termination:** The Board of Trustees may recommend to the UNAA Council the suspension or termination of membership of any Member who, in the judgment of the Rules and Disciplinary Committee, has violated the Bylaws or whose conduct is deemed detrimental to the best interests of the Association.

Written notice of intent to recommend the suspension or termination of a Member shall be mailed to the Member concerned at least twenty (20) days prior to the effective date of the termination or suspension. Such notice shall include the reasons for the proposed action, and a disclosure statement regarding the Member’s right to request a hearing by the UNAA Council, or resign in lieu of suspension or termination.

**3.7: Compensation:** No dividend shall be paid and no part of the income or profit of the Association shall be distributed to the Members. However, the Association may pay compensation in a reasonable amount that may be determined by the Executive Committee, with the advice and consent of the UNAA Council, for services rendered to the Association.

**3.8: Privileges:** All Members who are in good standing are entitled to all rights and privileges of the Association, upon payment of membership dues established by the Executive Committee with the advice and consent of the UNAA Council.

**3.9: Proof of Membership:** The Executive Committee, at its discretion, shall issue a renewable Identity Card with a unique number evidencing membership in the Association signed by the President and Treasurer. Only Members satisfying the conditions of membership as stipulated in **Article 3.1** of these Bylaws shall be eligible to receive proof of Membership.

## **ARTICLE FOUR**

### **MEMBERSHIP MEETINGS**

**4.1: General Membership Meetings:** Annual General Meetings of the Members of the Association, with a set agenda that shall include an annual financial report, shall be held during the Canadian and United States Labor Day weekend. The exact date, time, place and agenda of the meeting shall be determined by the Chairperson of the UNAA 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 UNAA Board of Trustees shall be the chairperson of the Annual General Meeting. The President and Treasurer shall attend the Annual General Meeting in person and present their annual reports, including an audited financial report and the Association's budget for the next year. Where the President or Treasurer is unable to attend the annual general meeting, he or she shall send a representative to present his or her report.

Where the Executive Committee fails to call an Annual General Meeting as required by this Article, any Full Member in good standing may petition the UNAA Board of Trustees to cause such a meeting to be held. Should the UNAA Board of Trustees fail to cause such a meeting to be held, an Annual General Meeting shall be automatically held at 10:00 a.m. on the Saturday of the Labor Day weekend.

**4.2: Special Meetings:** Special meetings of members for any purpose or purposes may be called from time to time by the Executive Committee or by the UNAA Board of Trustees or by the UNAA Council or may be requested in writing to the Secretary of the Association by one-third (1/3) of the full members of the Association. The notice of such a meeting shall state the purpose or purposes thereof, and the initiator (s) of the meeting.

**4.3: Notice of Meeting:** A formal notice of an Annual General Meeting shall be issued to all full Members in good standing no later than the last day of the month of February preceding the meeting. A formal notice of a special meeting of members shall be issued to all Members in good standing at least fourteen (14) business days prior to such a meeting. The said notice shall be communicated by personal delivery, electronic mail, telefax, or postal mail deposited in a North American post office or letter box, in a prepaid postage and sealed envelope addressed to the Member at such address as appears on the books of the Association as kept by the Secretary. Such notice shall be deemed to be given at the time when the same shall be transmitted or mailed. The notice shall also be published on the Association's Web Site.

**4.4: Quorum of Members:** At all general meetings of Members of the Association which shall have been called and about which notice shall have been given in accordance with this Constitution, the presence of forty per cent (40%) of the members registered to attend the meeting shall constitute a quorum. Such quorum shall not be broken by the subsequent absence or removal of Members during the meeting.

**4.5: Venue of Membership Meetings:** All general and special meetings 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 UNAA Board of Trustees or as otherwise specified in this Constitution.



## ARTICLE FIVE

### UNAA BOARD OF TRUSTEES

**5.1: Composition of UNAA Board of Trustees:** There shall be seven (7) members of the UNAA Board of Trustees. All Trustees shall be nominated by the UNAA Executive Committee and confirmed with the advice and consent of the UNAA Council.

At least two (2) of the Trustees shall be from Canada, and nominations of Trustees shall reflect every aspect of Ugandan demographics. The President of the Association shall be an ex-officio, non-voting member of the Board of Trustees. The fully constituted Board of Trustees shall elect a Chairperson and a Secretary to the Board of Trustees.

**5.2: Powers and responsibilities of the UNAA Board of Trustees:** The UNAA Board of Trustees shall:

- a) Provide oversight over the Executive Committee of the Association;
- b) Be the custodians of the history, records, mission and purpose of UNAA;
- c) Be the guardians and interpreters of the Constitution of UNAA;
- d) Ensure that all elected representatives and leaders are accountable to the members of the Association;
- e) Act as arbiters in conflicts between the Association's organs or among the Association's leaders and members;
- f) Recommend to the UNAA Council the suspension or impeachment with cause any member of the Council, Executive Committee or the Board of Trustees, and to present the decision of the Council to the next Annual General Meeting for review and final disposition;
- g) Appoint the Chairperson and members of the UNAA Electoral Commission who shall be confirmed with the advice and consent of the UNAA Council.
- h) Appoint the Chairperson and members of a Rules and Disciplinary Committee;
- i) Appoint the Chairperson and members of a Constitution Review Commission;
- j) Suspend or dismiss with cause any member of the Electoral Commission;
- k) At all times conduct themselves in an ethical manner, abide by the constitution and execute their duties diligently and fairly.

**5.3: Qualification:** To be eligible for nomination to be a Trustee, a person shall be a member of UNAA in good standing for at least 5 consecutive years immediately preceding his or her nomination; shall be a resident of North America; shall have been an active participant in the affairs of the Association for at least 5 years immediately preceding his or her nomination; and shall not have engaged in activities at any time that may have undermined or have had the potential to undermine the interests of the Association. A Trustee shall be automatically disqualified from being a candidate for any elected office of the Association.

**5.4: Term of Office of members of the UNAA Board of Trustees:** A Trustee shall be eligible to serve for only two consecutive (2) terms. The term of office for each Trustee shall be three (3) years. No person shall be nominated a Trustee more than twice. The term of office of the Chairperson of the Board of Trustees shall be two-years.

**5.5: Election:** All Trustees shall be nominated by the Executive Committee and shall be confirmed with the advice and consent of the UNAA Council.

**5.6: B): FREQUENCY OF MEETINGS:** The Trustees shall meet at least 2 (two) times a year, including one face to face meeting at the Annual General Meeting.

**5.7: Notice of Meetings:** The Secretary of the Board of Trustees shall communicate to all Trustees in writing at least 30 days prior to a regular meeting. Special or urgent meetings shall be called through the Chairperson and Secretary of the Board of Trustees and the required period for notification of Trustees shall be at the discretion of the Chairperson of the Board of Trustees.

**5.8: Quorum:** The presence of forty per cent (40%) of the 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 two-thirds (2/3) of the Trustees.

**5.10: Action by Trustees without a Meeting:** Any action required or permitted to be taken, at any meeting of the Board of Trustees, may be taken without a meeting if a written consent thereto shall have been signed by two-thirds (2/3) of the Trustees. Such written consent shall be filed with the Secretary of the

Trustees, along with minutes of the proceedings of the meetings. Such consent shall have the same force and effect as the regular vote of the Board of Trustees.

**5.11: Adjournment:** A meeting of the Board of Trustees, whether or not a quorum is present, may be adjourned by a majority of the Trustees present. The meeting may later reconvene at a specific time and place as shall be determined by the Chairperson of the Board of Trustees. 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.

**5.12: Resignation:** Notice of resignation by a Trustee shall be in writing and mailed to the Chairperson of the Board of Trustees, with a copy to the Secretary of the Board of Trustees. Within forty-eight (48) hours of receiving such notice of resignation by a Trustee, the Chairperson of the Board of Trustees shall inform, in writing, the President of the Association and the Speaker of the UNAA Council. Notice of resignation by the Chairperson of the Board of Trustees shall be in writing to the President of the Association with a copy to the Speaker of the UNAA Council.

**5.13: Removal:** The Board of Trustees shall recommend to the UNAA Council the suspension or impeachment with cause of a Trustee, and present the decision of the UNAA Council to the next Annual General Meeting for review and final disposition.

**5.14: Filling Vacancies:** Notification of a vacancy on the Board of Trustees shall be communicated in writing to the President of the Association by the Chairperson of the Board of Trustees, with a copy to the Speaker of the UNAA Council. Vacancies on the Board of Trustees shall be filled through nomination by the Executive Committee, subject to confirmation with the advice and consent of the UNAA Council.

## **ARTICLE SIX**

### **EXECUTIVE COMMITTEE**

**6.1: Composition of the Executive Committee:** There shall be an Executive Committee which shall be comprised of a universally elected President, a

universally elected Vice President, a universally elected Secretary, a universally elected Treasurer, and three appointed Directors of Development, Finance and Communications.

**6.2: President:** The President shall be the Chief Executive Officer of the Association and shall supervise the business and affairs of the Association. He/she shall execute, with any other proper Officer under whose jurisdiction such activity falls, certificates of membership, if any, leases, contracts, or other instruments which may be lawfully executed on behalf of the Association.

The President or his/her designate 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. He/she shall present the Association's financial and progress reports at every regular meeting of the UNAA Council.

As an ex officio, non-voting member of the UNAA Council, the President shall present an annual budget and any other proposed emergency expenditure to the UNAA Council for approval, and shall present quarterly and annual reports, including financial reports, to the UNAA Council. He/she shall be an ex officio, non-voting member of the Board of Trustees and shall report on the state of the Association to each meeting of the Board of Trustees.

The President shall have the power, in consultation with the Executive Committee and with the advice and consent of the UNAA Council, to appoint ambassadors to represent the interests of UNAA.

The President shall have the power, in consultation with the Executive Committee and in accordance with **Article 12:10**, to appoint a duly qualified executive assistant, with the advice and consent of the UNAA council, to assist the Executive Committee in executing their administrative responsibilities. Such executive assistant, who shall report to and work under the supervision of the Secretary of the Association, shall be paid a salary which shall be determined by the Executive Committee with the advice and consent of the UNAA Council.

**6.3: Vice President:** The Vice President shall be responsible for the overall advancement and development of the Association. He/she shall be responsible for developing relationships and partnerships with other organizations. He/she shall work with UNAA Council to establish and develop local chapters or other local organs of the Association.

The Vice President shall, in the absence of the President, preside at appropriate meetings. Should the President resign or otherwise be removed from office prior to the completion of his/her term, the Vice President shall assume the office of President and, with the advice and consent of the UNAA Council, shall appoint a replacement as Vice President of the Association.

The Vice President shall perform whatever duties the President may from time to time assign to him/her. The Vice President shall also be an ex officio, non-voting member of the UNAA Council.

**6.4: Secretary:** The Secretary shall 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 organization of the Annual General Meeting and Convention.

The Secretary shall 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 and of the Annual General Meeting of the Association. He/she shall ensure maintenance of the corporate records and the seal of the Association. He/she shall have authority to give notice required by law or by these Bylaws. He/she shall be the custodian of the Association's books, records, contracts, seal and other documents.

The Secretary shall oversee and ensure the publication of the most up-to-date bylaws, policies, procedures and other documents of the Association. He/she may affix the corporate seal to any lawfully executed document requiring it and shall perform whatever additional duties the President or Vice President may, from time to time, assign to him/her.

In the absence of the President and the Vice President, the Secretary shall preside at appropriate meetings. Should the President and the Vice President resign or be unable to execute their offices or otherwise be removed from office prior to the completion of their term of office, the Secretary shall assume the office of President and, with the advice and consent of the UNAA Council, shall appoint replacements as Vice President and Secretary.

**6.5: Treasurer:** The Treasurer shall be responsible for the Association's finances including budgeting and fundraising. He/she shall maintain compliance standards

for donors and funding sources in line with the Association's code of conduct and ethics and the Association's **501(c) (3)** status, whichever is more restrictive.

The Treasurer shall receive, deposit and maintain custody of all funds and securities belonging to the Association. He/she shall disburse funds under the direction of the Executive Committee.

In the absence of the President and Vice President and Secretary, the Treasurer shall preside at appropriate meetings. Should the President and the Vice President and the Secretary resign or be unable to execute their offices or otherwise be removed from office prior to the completion of their term of office, the Treasurer shall assume the office of President and, with the advice and consent of the UNAA Council, shall appoint a replacement as Vice President, Secretary and Treasurer.

The Treasurer shall present a comprehensive audited annual financial report to the Annual General Meeting of the Association, and shall perform any other duties that the President or Vice President may from time to time assign to him/her.

**6.7: Director of Finance:** The Director of Finance shall be appointed by the Executive Committee with the advice and consent of the UNAA Council. He/she shall work under the direction of the Treasurer and shall lead the development and oversight of the financial affairs of the Association, including production of internal and external financial reports as required.

The Director of Finance shall perform all other duties as may be assigned to him/her, from time to time, by the Treasurer.

**6.8: Director of Development:** The Director of Development shall be appointed by the Executive Committee with the advice and consent of the UNAA Council. Working under the supervision of the Vice President, the Director of Development shall be responsible for developing and implementing strategies for building and enhancing relationships and partnerships with other organizations.

He/she shall perform all other duties as may be assigned to him/her, from time to time, by the Vice President of the Association.

**6.9: Director of Communications:** The Director of Communications shall be appointed by the Executive Committee with the advice and consent of the UNAA Council. He/she shall 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 line with the Bylaws, the code of conduct and as directed by the UNAA President or Vice President or the UNAA Council or the Board of Trustees.

He/she shall be responsible for maintaining state of the art commercially available information systems and services for the Association, adhering to universally acceptable regulations and standards.

The Director of Communications shall perform his/her duties under the direct oversight of the Secretary.

**6.10: Immediate Past President:** The Immediate Past President shall stay on as an ex officio member of the Executive Committee for the first 3 (three) months following the election of a new Executive Committee. He/ she shall advise and provide continuity between the outgoing and incoming Executive Committees.

However, the Immediate Past President may be a member of a special or ad-hoc committee of the Executive Committee and in this capacity shall have the same voting privileges as any other member of such committee.

**6.11: Qualification:** To be eligible for election to the Executive Committee, a person shall be a member of UNAA in good standing; shall be a resident of North America; shall fulfill all requirements that shall be determined by the Electoral Commission; and shall not have engaged in activities at any time that have undermined or had the potential to undermine the interests of the Association.

**6.12: Term of Office and term limit for members of the Executive Committee:** The term of office of 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] times, and no person who has served more than one [1] year of a term to which some other person was elected to that office on the Executive Committee shall be elected to the same office more than twice.

**6.13: Election:** Except for the Director of Finance, the Director of Development and the Director of Communications who shall be appointed by the Executive Committee with the advice and consent 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: Time, place and frequency of Meetings:

6.14 (A): TIME AND PLACE OF MEETINGS: The Executive Committee shall determine the time and place of their regular meetings.

6.14: B): FREQUENCY OF MEETINGS: The Executive Committee shall meet at least once every month, including a minimum of two face to face meetings.

6.15: Notice of Meetings: The Secretary of the Association shall communicate to all members of the Executive Committee in writing at least seven (7) days prior to a regular meeting. Special or urgent meetings shall be called by the President or the Secretary of the Association or by any three (3) members of the Executive Committee.

6.16: Quorum: The presence of two-thirds (2/3) of the members of the Executive Committee shall constitute a quorum for purposes of conducting business. Where there is an even number of members present at a meeting, the President shall cast the tie-breaker.

6.17: Vote Required for Action: Unless otherwise required by this Constitution, the act of a simple majority of the Executive Committee at a meeting at which a quorum is present shall be the act of the full Executive Committee.

6.18: Action by the Executive Committee without a Meeting: Any action required or permitted to be taken, at any meeting of the Executive Committee, may be taken without a meeting if a written consent thereto shall have been signed by a number constituting the quorum of the Executive Committee. Such written consent shall be filed with the Secretary of the Association, along with minutes of the proceedings of the meetings of the Executive Committee. Such consent shall have the same force and effect as the regular vote of the Executive Committee.

6.19: Adjournment: A meeting of the Executive Committee, whether or not a quorum is present, may be adjourned by a majority of the Executive Committee members present. The meeting may later reconvene at a specific time and place as shall be determined by the President of the Association. 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.

6.20: Resignation: Notice of resignation by the President of the Association shall be in writing and mailed to the Chairperson of the Board of Trustees, with



copies to all members of the Executive Committee and the Speaker of the UNAA Council.

Notice of resignation by all other members of the Executive Committee shall be in writing and mailed to the President of the Association with copies to the Chairperson of the Board of Trustees and the Speaker of the UNAA Council.

**6.21: Removal:** The Board of Trustees shall have the power to recommend to the UNAA Council the suspension or impeachment with cause any member of the Executive Committee and to present the decision of the UNAA Council to the next Annual General Meeting for review and final disposition.

**6.22: Filling Vacancies:** 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 advice and consent of the UNAA Council. An officer nominated to fill a vacancy shall serve the unexpired term of such officer's predecessor in office.

## ARTICLE SEVEN

### THE UNAA COUNCIL

**7.1: Composition of the UNAA Council:** There shall be an elected UNAA Council consisting of:

- a) Members (also known as "Representatives") elected by regions as defined in **Schedule A** of this Constitution;
- b) Two Representatives for Young Adults elected by members aged 18 to 30 years resident in Canada;
- c) Two Representatives for Young Adults elected by members aged 18 to 30 years resident in the United States of America;
- d) The President of UNAA (ex officio, non-voting);
- e) The Vice President of UNAA (ex officio, non-voting).

The UNAA Council shall elect a Speaker, Deputy Speaker and Secretary by a simple majority.

## 7.2: Powers, Duties and Responsibilities of the UNAA Council and Council Members:

7.2: A): 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 from time to time 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 Board of Trustees and present such member to an Annual General Meeting of the Association for a final decision.

7.2: B): DUTIES AND RESPONSIBILITIES OF MEMBERS OF THE UNAA COUNCIL: Each Member of the UNAA Council shall 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 from time to time by the UNAA Council.

Each Representative shall present a quarterly report of his or her activities and the activities of UNAA in his or her region to the Speaker of the UNAA Council. A member of the UNAA Council shall fulfill his or her governance and fiduciary responsibilities in a timely and professional manner.

7.2: C): UNAA COUNCIL MEMBERS FOR YOUNG ADULTS: There shall be two Members, one of each gender, representing young adults in Canada, and two Members, one of each gender, representing young adults in the United States of America. These Members shall be elected by young adult members of UNAA in their respective jurisdictions.

Each UNAA Council Member for Young Adults shall be responsible for mobilization, outreach and support of young adult members in his or her region and shall fulfill his or her governance and fiduciary responsibilities in a timely and professional manner

**7.3: Qualification:** To be eligible for membership of the UNAA Council, a person shall be a full member in good standing in the Association; shall have lived in the region he/she seeks to represent for a minimum of two (2) years; shall have

been an active member of his/her region or community; and shall not have engaged in activities at any time that have undermined or have had the potential to undermine the interests of the Association.

**7.4: Term of Office of members of the UNAA Council:** The term of office of each member of the UNAA Council shall be two [2] years. No person shall serve as a member of the UNAA Council for more than three [3] consecutive terms.

**7.5: Election:** Each Member of the UNAA Council shall be elected by full members of the Association in his or her region as defined in **Schedule A** of this Constitution. The Representatives for Young Adults in Canada shall be elected by members aged 18 to 30 years resident in Canada. The Representatives for Young Adults in the United States of America shall be elected by members aged 18 to 30 years resident in the United States of America. Elections for the UNAA Council shall be held at a place and time that shall be determined by the UNAA Electoral Commission.

**7.6: Number and size of regions:** Following the adoption of this amended Constitution, the UNAA Council shall consist of six [6] members representing 6 regions of Canada; twelve [12] members representing 12 regions of the United States of America and four [4] representatives of Young Adults as detailed in **Schedule A** of this Constitution. A UNAA Region which fails to elect a Representative shall remain unrepresented on the UNAA Council until such time that it elects one.

The number and size of regions which shall elect members of the UNAA Council shall be reviewed from time to time by the Executive Committee which shall propose changes subject to confirmation by a two-thirds majority vote of a regularly scheduled meeting of the UNAA Council called for the purpose.

**7.7: Time and place of Meetings:** The UNAA Council shall determine the time and place of its regular meetings.

**7.8: Frequency of Meetings:** The UNAA Council shall meet a minimum of 4 (four) times a year, including at least one face to face meeting.

**7.9: Notice of 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 or urgent meetings shall be called through the Speaker and Secretary of the Council and the required period for notification of

Council Members shall be at the discretion of the Speaker in consultation with the Vice President of the Association.

**7.10: Quorum:** The presence of two-thirds (2/3) of the Members of the UNAA Council shall constitute a quorum for purposes of conducting business. Where there is an even number of Council Members at a meeting, the Vice President shall cast the tie-breaker.

**7.11: Vote Required For Action:** Except for a motion to impeach or remove an Officer, Trustee or Member of 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.

A motion to impeach or remove an Officer, Trustee or Member of the UNAA Council shall require the consent of at least two-thirds (2/3) of the full Council.

**7.12: Action by the UNAA Council without a Meeting:** Any action required or permitted to be taken, at any meeting of the UNAA Council, may be taken without a meeting if a written consent thereto shall have been signed by a number constituting the quorum of the UNAA Council. Such written consent shall be filed with the Secretary of the UNAA Council, along with minutes of the proceedings of the meetings of the Council. Such consent shall have the same force and effect as the regular vote of the UNAA Council.

**7.13: Adjournment:** A meeting of the UNAA Council whether or not a quorum is present, may be adjourned by a majority 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:** Notice of resignation by a member of the UNAA Council shall be in writing and mailed to the Speaker of the Council, with copies to the President of the Association, the Vice-President, the Chairperson of the Board of Trustees and the full members of the Association resident in the region that the Council Member represents.

**7.15: Removal:** The UNAA Board of Trustees shall have the power to recommend to the UNAA Council the suspension or impeachment with cause any member of the Council and to present the Council's decision to a meeting of the

full members of the Region that is represented by the impeached Member prior to presenting the decision to the next Annual General Meeting of the Association for review and final disposition.

**7.16: Filling Vacancies:** Notification of a vacancy on the UNAA Council shall be communicated in writing by the Secretary of the Council to the Chairperson of the UNAA Electoral Commission, who shall in turn communicate in writing to the full members in the Region whose representation is vacant. A vacancy on the UNAA Council shall be filled through a by-election by the members of the Region where the vacancy exist. Such by-election shall be held no later than three (3) months after the seat has become vacant or at the next Annual General Meeting of the Association, whichever comes first.

## **ARTICLE EIGHT**

### **COMMITTEES**

**8.1: Appointment of Committees:** Except for the Constitution Review Committee, the Electoral Commission and the Rules and Disciplinary Committee, the Executive Committee, by resolution adopted by a majority of the full Executive Committee, may from time to time designate one or more special or ad hoc committees.

Each committee shall consist of three (3) or more Members, Trustees, Officers, or a mix of Members, Trustees and Officers. Such Members, Trustees, Officers or a mix of Members, Trustees and Officers on the committee shall have such a name, or names, and shall have and exercise such powers of the Executive Committee in the management of the business and affairs of the Association, except as otherwise provided by law, as may be determined, from time to time, by resolution of the Executive Committee.

**8.2: Meetings, Records and Rules of Procedure:** Each of such committees shall call and hold meetings, adopt rules of procedure, maintain records of its proceedings and report said proceedings to the Executive Committee, in accordance with the committee's terms of reference that shall be defined by the Executive Committee.

Except for the recommendations of the Constitution Review Committee, THE Rules and Disciplinary Committee and the Electoral Commission, all proceedings of such committees shall be subject to revision or alteration by a majority vote of the Executive Committee, except to the extent that action shall have been taken pursuant to, or in reliance upon such proceedings, prior to any such revision or alteration.

**8.3: Terms of Reference:** The Executive Committee shall determine the terms of reference of each appointed committee.

**8.4: Appointment of a Constitution Review Committee:** When necessary, a Constitution Review Committee, consisting of a minimum of thirteen (13) UNAA members at large in good standing, shall be appointed by the UNAA Board of Trustees.

The Constitution Review Committee shall serve to accomplish a specific task and within a scheduled timeframe as stipulated in the Terms of Reference determined by the Board of Trustees.

The Board of Trustees shall review the recommendations of a Constitution Review Committee and, where necessary, make non-binding recommendations for consideration by the Constitution Review Committee in the formulation of its final report. Such report shall require approval by two-thirds [2/3] majority of the UNAA Council and then a simple majority of UNAA members present at an Annual General Meeting, with respect to which Notice of such purpose shall have been given to members.

**8.5: Appointment of the Electoral Commission:** The Electoral Commission, composed of UNAA members at large and in good standing, shall be appointed by the UNAA Board of Trustees, with the advice and consent of the UNAA Council, as provided for in these Bylaws.

**8.6: Appointment of a Rules and Disciplinary Committee:** The UNAA Board of Trustees shall when deemed necessary appoint from UNAA members in good standing and in accordance with Article 3 of this Constitution a Rules and Disciplinary Committee (RDC) consisting of a minimum of eleven (11) UNAA members.

The Rules and Disciplinary Committee shall deliberate on assigned issues regarding disciplinary action of any Representative, Officer, Trustee or any other member of UNAA. The Rules and Disciplinary Committee shall serve to

accomplish a specific task and within a scheduled timeframe as stipulated in the Terms of Reference determined by the Board of Trustees.

**8.7: Alternate Members:** Except for the Constitution Review Committee and the Electoral Commission, the Executive Committee, by resolution adopted in accordance with **Section 8.1**, may designate one or more Officers or Trustees as alternate members of any special or ad hoc committee, who may act in the place of any absent member or members at any meeting of such committees.

## ARTICLE NINE

### ELECTORAL COMMISSION

**9.1: Electoral Commission:** There shall be a standing and independent Electoral Commission appointed by the UNAA Board of Trustees and confirmed with the advice and consent of the UNAA Council. The members of the Electoral Commission shall be full Members of the Association in good standing and of high ethical standards and shall represent all the demographics of the Association.

**9.2: Independence of the Electoral Commission:** Once the members of the Electoral Commission have been appointed by the UNAA Board of Trustees and confirmed by the UNAA Council, they shall operate independently of all UNAA organs.

**9.3: Number of Members of the Electoral Commission:** There shall be a minimum of thirteen (13) members of the Electoral Commission.

**9.4: Structure:** The fully constituted Electoral Commission shall include a Chairperson appointed by the UNAA Board of Trustees, and a Vice Chairperson, Secretary and any other officers who shall be elected by the Electoral Commission as needed.

**9.5: Term of office:** Each member of the Electoral Commission shall serve a four (4) year term.

**9.6: Functions & Powers of the Electoral Commission:** The Electoral Commission shall:



- create and/or update the Election Guidelines;
- maintain and update the voters' register;
- accept nominations and vet candidates;
- determine candidates' registration fees;
- manage voting logistics;
- set the deadline for registration for voting, which shall be no later than thirty (30) days prior to the election;
- conduct elections;
- publish the election schedule and any deadlines;
- announce election results.

**9.7: Candidate Registration Fees:** All candidate registration fees shall be paid directly to the UNAA Treasurer.

**9.8: Conflict of Interest:** A member of the Electoral Commission who resigns before the end of his/ her current term of office shall not be eligible to be a candidate for any office in the election immediately following his or her resignation.

**9.9: Arbitration:** Any electoral complaint that is not resolved by the Electoral Commission shall be referred to UNAA Board of Trustees for arbitration and resolution within four (4) weeks or before the elections, whichever comes first.

## ARTICLE TEN

### NOTICE AND WAIVER

**10.1: Procedure:** Except as otherwise specifically provided for in these Bylaws, whenever under the provisions of these Bylaws notice is required to be given to any Representative, Member, Officer or Trustee, it shall be given by electronic mail or telefax addressed to the Representative, Member, Officer or Trustee at such address or fax number as appears on the books of the Association, as kept by the Secretary.

Other means shall include personal and postal delivery, with the letter being deposited in a North American post office or letter box in a



postage paid sealed envelope addressed to the Representative, member, Officer or Trustee at such address as appears on the books of the Association, as kept by the Secretary. Such notice shall be deemed to be given at the time when the same shall be transmitted or mailed.

**10.2: Waiver of Notice:** Whenever any notice is required to be given to any Representative, Member, Officer or Trustee by the Articles of Incorporation, or by these Bylaws, a waiver of said notice, in writing signed by the person or persons entitled to such notice, whether before, at or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

## **ARTICLE ELEVEN**

### **MISCELLANEOUS PROVISIONS**

**11.1: Fiscal Year:** Unless otherwise determined by the UNAA Board of Trustees, the fiscal year of the Association shall be from the first day of January through the last day of December of the same year.

**11.2: Association Seal:** The Association Seal shall be in such form as the Executive Committee may, from time to time, determine.

**11.3: Bank:** The Association shall have a primary business account with a major nationwide bank, and at a location, as may be determined by the Executive Committee. Closure or any changes to such an account shall be approved by the Board of Trustees.

All Association funds shall be received and controlled by the Treasurer. Issuance of credit cards by the Treasurer shall require prior approval by the Executive Committee. Such cards shall be issued in the names of the individual who shall assume liability until he or she submits a reimbursable expense report.

**11.4: Signatories to the Association's Bank Accounts:** The Treasurer and either the President or the Secretary shall be signatories to the Association's bank accounts, and to the disbursement or issuance of checks thereof. Two signatures shall be required for any and all transactions. No person other than the officers named in this Article may withdraw or disburse the Association's funds.

**11.5: Audits.** The Association's books, accounts and all financial records shall be audited annually by an independent, certified auditing firm selected by the UNAA Board of Trustees.

**11.6: Annual Statements of Account:** Not later than one (1) month after the close of the fiscal year, and in any event, prior to the next meeting of the members for the year immediately following the said fiscal year, the Association, through the Treasurer, shall prepare and shall deliver to the Annual General Meeting an audited Financial Report for the fiscal year. Upon receipt of a written request, the Secretary shall promptly mail to any Member in Good Standing a copy of the most recent audited Financial Report.

**11.7: Inspection of Books and Records:** The books and records of the Association shall be open to inspection by any Member in Good Standing upon written request submitted to the Secretary. The Secretary shall acknowledge receipt of the request no later than 30 days from the date of the written request. The inspections should occur under the direct supervision of the Secretary and at a location reasonably convenient and acceptable to the same.

**11.8: Protection of Private Information:** In pursuance of these by-laws, the Executive Committee shall at all times ensure the protection of the private information of UNAA members.

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

**11.10: Code of Conduct and Ethics:** All Officers, Trustees, Representatives and Members acting on behalf of UNAA shall be subjected to the Association's Code of Conduct, as outlined in a separate document by the same name.

**11.11: Recruitment and Contracts:** Recruitment to any paid position shall follow standard advertising and interview procedures in North America.

All contracts, leases and other instruments involving financial commitments shall follow standard procurement procedures in North America which, at a minimum, shall include openly advertising for bids by qualified service or material providers.

**11.12: Duty and Care of Loyalty:** In exercise of their duties, for and on behalf of the Association, each Representative, Member, Officer or Trustee shall be held

to fiduciary standards, act in good faith, and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like position.

In the discharge of his/her fiduciary duties, a Representative, Member, Officer or Trustee shall not use his/her position of power or influence to cause the Association to act, or to refrain from acting, primarily to the benefit of the Representative, Member, Officer or Trustee rather than the Association and its Members.

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

**11.13 Breach of trust:** Where a Representative, Trustee, Officer, Member, employee or other agent of the Association is found to have breached his or her trust, whether financial or otherwise, the Association shall pursue legal action against the Representative, Trustee, Officer, Member, employee or other agent of the Association, according to applicable local, state, provincial, federal or international law(s).

Such Representative, Trustee or Officer shall also be subjected to the impeachment proceedings and other disciplinary measures of the Association.

Any contract or other employment agreement between the Association and an employee or other agent who breaches his or her trust shall be terminated without notice.

**11.14: Arbitration:** In the event of a dispute concerning the interpretation of provisions of these Bylaws, all attempts shall be made by the UNAA Board of Trustees to resolve the dispute through arbitration before court intervention is sought.

**11.15: Disassociation of affiliated organizations:** The Association may terminate its association with any organization by simple majority votes of both the full UNAA Council and the full Board Trustees. The decision to terminate association with any organization may be reversed by a simple majority vote of the Members present at an Annual General Meeting of the Association.

Any organization or local chapter of the Association may terminate its relationship with the Association through writing. Notice of such termination shall be submitted to the President of the Association.

**11.16: Dissolution:** Upon dissolution, all of the Association's assets shall, after all of its liabilities and obligations have been discharged or adequate provision made there for, be distributed to any association or associations organized for purposes similar to the purpose of the Association as may be designated by a majority of both the UNAA Board of Trustees and the UNAA Council then holding office.

## **ARTICLE TWELVE**

### **INDEMNIFICATION**

**12.1: Fiduciary:** Each Representative, Member, Trustee, Officer and Member, at all times while acting for or on behalf of the Association, shall do so in a fiduciary capacity.

**12.2: Indemnification:** Any person who in good faith and exercising due diligence serves or has served as a Representative, Member, Trustee or Officer, or agent 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, and;
- 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.

**12.3: Scope:** 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 these bylaws.

**12.4: Reasonableness of Indemnity:** The Executive Committee shall take any action it deems necessary and appropriate to authorize the Association to pay the indemnification required by this Bylaw, 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.

**12.5: Insurance:** The Executive Committee may by resolution purchase and maintain insurance on behalf of any person acting as a Representative, , Trustee, or Officer, employee or agent of the Association, against any liability which could be asserted against such person by reason of acting for the Association in such capacity.

## **ARTICLE THIRTEEN**

### **AMENDMENTS**

**13.1: Power to Amend Bylaws:** The Membership or the UNAA Council or the Executive Committee shall have the power to initiate action to alter, amend and/or repeal these Bylaws or adopt new Bylaws, except that any such alteration, amendment, repeal or adoption shall first be approved by 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.

## 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 in Canada
8. Male Representative for Young Adults 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 in USA
  22. Male Representative for Young Adults in USA
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September 5<sup>th</sup> 2010 – WASHINGTON DC