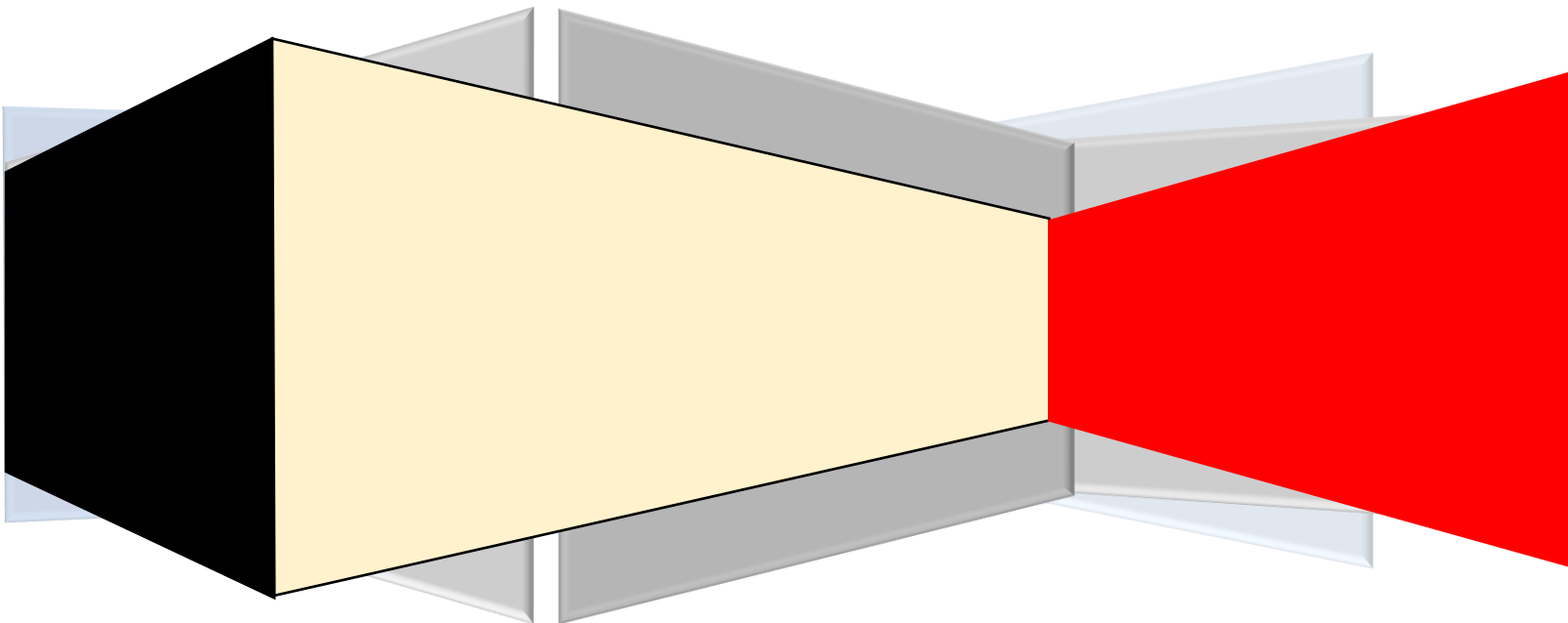


THE UGANDAN NORTH AMERICAN ASSOCIATION

Governing Policies



ADOPTED SATURDAY SEPTEMBER 02, 2023

Acknowledgements

On behalf of the UNAA Constitutional Review Committee (CRC), I would like to acknowledge and give my warmest appreciation to the 13-member Constitutional Review Committee whose tireless efforts and undivided dedication, made this undertaking possible. By the time these UNAA Governing Policies were presented to the Annual General Meeting for a vote on Saturday September 02, 2023, the CRC had held over 150 plenary meetings on Sundays, without counting the Editorial meetings on Wednesdays and Fridays.

I want, therefore, to take this opportunity to wholeheartedly salute the members of UNAA who defied all odds by voting with their feet to attend the Annual General Meeting (AGM) and overwhelmingly voted to approve and adopt the amendments to the 2010 constitution. UNAA Members, you did the 35-year-old association proud. The Ugandan-North American Association (UNAA), as of Saturday September 02, 2023, proclaimed a new constitutional order!

Moreover, the completion of the constitutional review assignment would not have been attained without the support and encouragement of UNAA's leaders; the Board of Trustees (BoT) that entrusted us with this task, the UNAA President and her Executive Committee, the Speaker and all members of the UNAA Council, who, on two separate occasions endorsed the direction and progress of our work. We thank you all for your patience and understanding. You allowed us to work at our own pace. To crown it all, the UNAA Council voted unanimously to forward the amendments to the 2010 Constitution to the Annual General Meeting. That was a resounding endorsement of the work the CRC had done. The AGM, to its credit, reciprocated with an unequivocal stamp of approval.

For the CRC, It was a 3-year journey like no other. We developed a bond that will endure for a long time. Some of us became Parents, others became Grand Parents. One of us had to excuse himself and missed a couple of meetings so that he could entertain his great grandchildren. We had fun but there was also loss. A number of us had to share the loss of our loved ones, departed from our communities and families forever. In times of grief as in times of celebration, we remained together and committed. We bonded. If it had been just working, we would not have made it to the end with such remarkable achievements; a revised Constitution, NEW Bylaws, NEW Leadership code of conduct, NEW Membership code of conduct and about 30 NEW standalone documents and guidelines.

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

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

United we stand!

Nicholas Kissesi Wakou

UNAA CRC Chair

UNAA GOVERNING POLICIES

- 1.UNAA CONSTITUTION 2023
- 2.UNAA BYLAWS 2023
- 3.UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS
- 4.UNAA MEMBERSHIP CODE OF CONDUCT
- 5.UNAA ELECTION COMMISSION PROCESSES, RULES, AND GUIDELINES
- 6.UNAA ELECTION CANDIDATE's AGENT AGREEMENT
- 7.UNAA ELECTION OBSERVER's AGREEMENT
- 8.UNAA COMMUNITY DEVELOPMENT FUND PROGRAM (CDFP) GUIDELINES
- 9.UNAA CDFP DISTRIBUTIONS FORMULA
- 10.APPLICATION FORM FOR THE UNAA COMMUNITY DEVELOPMENT FUND PROGRAM
- 11.UNAA COMMUNITY EMERGENCY FUND GUIDELINES
- 12.UNAA MEMORANDUM OF UNDERSTANDING (MOU) WITH AFFILIATES
- 13.UNAA APPLICATION FORM FOR AFFILIATES
- 14.UNAA APPLICATION FORM FOR CHAPTERS
- 15.UNAA GROUP LIFE INSURANCE PROGRAM GUIDELINES
- 16.UNAA REPATRIATION PROGRAM GUIDELINES
- 17.UNAA CAC AMENDMENT FILING FORM
- 18.UNAA RULES AND DISCIPLINARY COMMITTEE (RDC) COMPLAINT FILING FORM
- 19.UNAA PAYMENT REQUISITION FORM
- 20.UNAA NON-DISCLOSURE AGREEMENT
- 21.UNAA OATH OF OFFICE FOR THE PRESIDENT
- 22.UNAA OATH OF OFFICE FOR THE VICE PRESIDENT
- 23.UNAA OATH OF OFFICE FOR THE EXECUTIVE SECRETARY
- 24.UNAA OATH OF OFFICE FOR THE TREASURER
- 25.UNAA OATH OF OFFICE FOR THE DIRECTOR OF COMMUNICATION AND TECHNOLOGY
- 26.UNAA OATH OF OFFICE FOR DIRECTOR OF DEVELOPMENT AND QUALITY ASSURANCE
- 27.UNAA OATH OF OFFICE DIRECTOR OF FINANCE AND FUNDRAISING
- 28.UNAA OATH OF OFFICE FOR DIRECTOR OF YOUTH AND CHILDREN
- 29.UNAA OATH OF OFFICE FOR THE CHAIRPERSON BOARD OF TRUSTEES
- 30.UNAA OATH OF OFFICE FOR THE SECRETARY BOARD OF TRUSTEES
- 31.UNAA OATH OF OFFICE FOR MEMBER BOARD OF TRUSTEES
- 32.UNAA OATH OF OFFICE FOR THE SPEAKER UNAA COUNCIL
- 33.UNAA OATH OF OFFICE FOR THE DEPUTY SPEAKER UNAA COUNCIL
- 34.UNAA OATH OF OFFICE FOR THE SECRETARY UNAA COUNCIL
- 35.UNAA OATH OF OFFICE FOR THE REPRESENTATIVE UNAA COUNCIL
- 36.UNAA OATH OF OFFICE FOR COMMITTEE MEMBER

CONSTITUTION OF THE UGANDAN NORTH AMERICAN ASSOCIATION



(UNAA)

ADOPTED SATURDAY SEPTEMBER 02, 2023

UNAA CONSTITUTION 2023

TABLE OF CONTENTS

PREAMBLE	2
ARTICLE ONE: OBJECTIVES	3
ARTICLE TWO: ORGANIZATIONAL MATTERS	4
ARTICLE THREE: MEMBERSHIP	7
ARTICLE FOUR: UNAA CHAPTERS AND AFFILIATES	10
ARTICLE FIVE: UNAA BOARD OF TRUSTEES	15
ARTICLE SIX: EXECUTIVE COMMITTEE	19
ARTICLE SEVEN: THE UNAA COUNCIL	29
ARTICLE EIGHT: MEMBERSHIP MEETINGS	36
ARTICLE NINE: COMMITTEES	39
ARTICLE TEN: ELECTORAL COMMISSION	49
ARTICLE ELEVEN: RULES AND DISCIPLINARY COMMITTEE	52
ARTICLE TWELVE: CONSTITUTIONAL AFFAIRS COMMITTEE	58
ARTICLE THIRTEEN: AMENDMENTS	60
ARTICLE FOURTEEN: NOTICE AND WAIVER	61
ARTICLE FIFTEEN: INDEMNIFICATION	62
ARTICLE SIXTEEN: MISCELLANEOUS PROVISIONS	63
SCHEDULE A:	65
CONSTITUTION REVIEW COMMITTEE	66

UNAA CONSTITUTION 2023

PREAMBLE

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

UNAA CONSTITUTION 2023

ARTICLE ONE: OBJECTIVES

The objectives of this organization shall be:

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

UNAA CONSTITUTION 2023

ARTICLE TWO: ORGANIZATIONAL MATTERS

2.1: Organization Name

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

2.2: Organization Purpose

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

2.3: Organizational Structure

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

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

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

2.4: UNAA Governing Policies

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

- a) These UNAA governing policies are the supreme documents articulating the fundamental principles which govern the operation of UNAA. The Constitution shall prevail where a discrepancy or a contradiction arises due to the interpretation of language provided in the Bylaws, the Membership Code of conduct, and the Leadership Code of Conduct and Ethics.
- b) The UNAA Bylaws provide further definition to the Articles of the Constitution and prescribe specific procedures for operating the organization in an orderly manner.
- c) The Membership Code of Conduct provides formal guidelines on how all members of UNAA shall conduct themselves in accordance with all relevant governing policies of the association, to conduct themselves according to appropriate behavior, and treat others with respect while engaged in UNAA activities. UNAA members and individuals applying to become UNAA members shall sign a membership agreement declaring their

UNAA CONSTITUTION 2023

understanding and agreement to comply with the standards of conduct prescribed in the association governing policies, the Constitution, the Bylaws, and the membership code of conduct.

- d) The Leadership Code of Conduct and Ethics provides formal guidelines on how UNAA Leaders shall comply with all applicable policies and regulations and how they conduct business in accordance with the letter and spirit of all relevant policies; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect.
- e) UNAA leaders shall not use their positions to derive personal profit or gain directly or indirectly from the Association.
- f) All elected and appointed leaders must take an oath of office and pledge to uphold all UNAA governing policies.
- g) Leaders shall be required to sign a statement acknowledging understanding and acceptance of the standards prescribed in the UNAA governing policies.
- h) UNAA leaders shall conduct themselves ethically and professionally while exercising their fiduciary duties in accordance with the UNAA governing policies.
- i) The timelines indicated henceforth as days in these UNAA governing policies shall be a reference to calendar days of the year.

2.5: Principal Office

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

2.6: Registered Agent and Registered Office

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

2.7: Statement of Non-Discrimination

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

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

UNAA CONSTITUTION 2023

2.8: Dissolution

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

UNAA CONSTITUTION 2023

ARTICLE THREE: MEMBERSHIP

3.1: Supremacy Clause

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

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

3.2: Transferability of Membership

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

3.3: Membership Fees

All members shall be required to pay an annual membership fee. The membership fee shall be determined by the UNAA Executive Committee and approved by the UNAA Council; and in a manner and payment schedule as shall be prescribed in the Bylaws of the Association.

Membership fees are nonrefundable. Nonpayment of the annual membership fees shall result in automatic termination of membership. Membership shall be reinstated upon the payment of the membership fees.

3.4: Members in Good Standing

Members in 'Good Standing' in the Association (collectively referred to herein as the 'Members' and individually as a 'Member') shall be those persons meeting the requirements for eligibility for membership in the Association as outlined in Article 3.1 herein, have not been suspended pursuant to Article 3.6 herein, and have paid membership fees under Article 3.3.

3.5: Withdrawal of Membership

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

3.6: Suspension of Membership

The Board of Trustees shall recommend to the UNAA Council the suspension of membership of any member who, in the judgment of the Rules and Disciplinary Committee (RDC), has violated the UNAA governing policies; or whose conduct is deemed detrimental to the best interests of

UNAA CONSTITUTION 2023

the Association; and has been accorded due process, in a fair and transparent process as prescribed in the UNAA governing policies.

3.7: Compensation

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

3.8: Proof of Membership

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

3.9: Membership Code of Conduct

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

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

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

3.10: Responsibility of UNAA Members

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

3.11: Protection of UNAA Proprietary Information and Databases

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

UNAA CONSTITUTION 2023

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

3.12. Members' Right of Access to UNAA Information

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

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

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

UNAA CONSTITUTION 2023

ARTICLE FOUR: UNAA CHAPTERS AND AFFILIATES

4.1: Introduction

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

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

4.2: Local Chapter Definition

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

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

4.3: Chapter Formation

In communities that do not have an association registered per the UNAA governing policies, the Vice President shall work with the community to form and register an association with the local governing authorities before establishing a UNAA chapter. Any association of Ugandans that is duly registered per the UNAA governing policies can apply to the UNAA Executive to become a chapter of UNAA. All chapters shall be formed with the approval of the UNAA Council, and their formation shall be reported to the BoT and the AGM. Chapters shall provide documentation required for the application and maintain their certification with UNAA with periodic reports in

UNAA CONSTITUTION 2023

accordance with the Bylaws. Associations that become UNAA chapters shall periodically be issued with a *Certificate of Association* as per the UNAA governing policies.

4.4: Application Criteria for Admittance of a UNAA Chapter

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

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

4.5: Chapter Suspension

Grounds for chapter suspension include:

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

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

4.6: Chapter Reinstatement

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

- a) The Executive Committee shall review compliance of a suspended chapter upon petition by the suspended chapter. The Executive Committee must review the petition and decide within 30 days.

UNAA CONSTITUTION 2023

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

4.7: Definition of an Affiliate

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

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

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

4.8: Affiliate Admission to UNAA

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

UNAA CONSTITUTION 2023

4.9: Application Criteria for Admittance of UNAA Affiliate

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

4.10: Affiliate Suspension

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

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

4.11: Notification of Suspension

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

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

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

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

4.12: Affiliate Termination or Reinstatement

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

- a) An affiliate may not be reinstated until it has corrected the circumstances which led to its suspension.
- b) Compliance of a suspended affiliate shall be reviewed by the Executive Committee upon receipt of the petition from the suspended affiliate. The Executive Committee must review the petition and make a decision within 30 days.

UNAA CONSTITUTION 2023

- c) Any affiliate whose relationship with UNAA has been suspended for over one year (12 months) shall be terminated or reinstated by a majority vote in the Executive Committee and UNAA Council.
- d) Other grounds of termination shall be outlined in the MoU.

4.13: UNAA Community Outreach Programs

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

a. Community Development Fund Program (CDFP)

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

b. Community Emergency Fund (CEF)

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

c. Group Life Insurance Program

UNAA shall have a Group Life Insurance Program to provide life insurance to the Ugandan communities in the Diaspora that need it. This program is for the un-insured or those that need supplemental insurance to help with death expenses, funeral costs, and other related costs when a member passes on.

d. Repatriation Program

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

UNAA CONSTITUTION 2023

ARTICLE FIVE: UNAA BOARD OF TRUSTEES

5.1: Composition of the UNAA Board of Trustees

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

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

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

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

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

5.2: Powers and Responsibilities of the UNAA Board of Trustees

The UNAA BoT shall:

Provide oversight over the Executive Committee of the Association.

- a) Be responsible for developing a mission and vision statement for UNAA with the approval of the UNAA Council.
- b) Be the overall custodians of the Association's mission, vision, and purpose.
- c) Be the custodians of the Association's repository, including history and records.
- d) Be the guardians of the UNAA Constitution, Bylaws, and Leadership Code of Conduct and Ethics.
- e) Convene the Annual General Meeting (AGM); the BoT Secretary shall be responsible for recording the minutes of the AGM.

UNAA CONSTITUTION 2023

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

5.3: Annual Audit

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

UNAA CONSTITUTION 2023

5.4: Qualification

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

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

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

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

5.6: Election

All Trustees shall be elected as described in Articles 5.5 and [9.4](#) of this Constitution and the associated Bylaws.

5.7 Election Framework for Members of the Board of Trustees

There shall be a standing committee known as the BoT Search Committee composed of five (5) members from the Executive Committee, UNAA Council, and the Electoral Commission in accordance with Article 9.4. The Committee shall advertise vacant position(s), process applications, and conduct criminal background checks of candidates. They shall present a shortlist of eligible candidates to the UNAA Council for final vetting and election as defined in [Article 9.4](#).

5.8: Quorum

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

5.9: Vote Required for Action

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

UNAA CONSTITUTION 2023

5.10: Removal

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

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

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

5.11: Resignation from the UNAA Board of Trustees

Notice of resignation by a Trustee shall be in writing to the Chairperson of the BoT, who shall inform the President of UNAA and Speaker of the UNAA Council of the resignation. The election of the new trustee shall follow the transition process as described in [Article 9.4](#) and associated Bylaws.

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

UNAA CONSTITUTION 2023

ARTICLE SIX: EXECUTIVE COMMITTEE

6.1: Composition of the Executive Committee

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

6.2: Qualifications for Elected Executive Committee Members

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

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

6.3: President

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

UNAA CONSTITUTION 2023

their representative shall present the Association's financial and progress reports to the UNAA Council every quarter.

- c) When the President's term of office ends (through elections or term limits), they shall hand over all assets and other instruments of power of the association to the newly elected President within sixty (60) days after the elections. During this transition period, the outgoing President shall hand over all Executive office ledgers, promissory notes, and account lists to be submitted to the Treasurer for a final account and budget reconciliation.
- d) As an ex-official and non-voting member of the UNAA Council, the President or their representative shall present an annual budget to UNAA Council for approval during the first month of the fiscal year; and any proposed emergency expenditures, quarterly and annual reports, including financial reports as defined in the Bylaws.
- e) They shall be ex-officio, non-voting members of the Board of Trustees (BoT) and shall report on the state of the Association at each regularly scheduled meeting of the BoT.
- f) Pursuant to Article 6.16 of this Constitution, for a vacancy on the Executive Committee, the President shall nominate a UNAA member in good standing within one (1) month to fill a vacant position on the Executive Committee. The UNAA Council shall consider the approval of the nominee within one (1) month of the Speaker of the Council receiving the official nomination notification.
- g) The nominated member shall be subjected to a criminal background check by the EC as defined in the Bylaws and the Election Processes, Rules and Guidelines developed by the EC (for the last election) and approved by the UNAA Council before assuming the vacant position.
- h) If the President resigns or is removed from office prior to the completion of their term, the Vice President shall become President of UNAA and shall nominate a replacement for the office of the Vice President within one month, subject to the approval of the UNAA Council.
- i) The President shall have the power to nominate UNAA Ambassadors with the approval of the UNAA Council in accordance with Article 6.12.
- j) The President may contract for professional services on behalf of UNAA with the approval of the UNAA Council.
- k) The President shall chair the Convention Host City Selection Committee pursuant to Article 9.6.
- l) The President shall appoint two (2) members of the Executive Committee to serve on the BoT Search Committee, of which one of them shall chair the search committee pursuant to Article 9.4.

UNAA CONSTITUTION 2023

- m) The President shall appoint at least four (4) members of the Executive Committee to the Convention Organizing Committee pursuant to Article 9.5.
- n) Serve on UNAA Standing and Ad hoc Committees as provided for in the governing policies.

6.4: Vice President

The Vice President shall:

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

6.5: Executive Secretary

The Executive Secretary shall:

UNAA CONSTITUTION 2023

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

6.6: Treasurer

The Treasurer shall:

UNAA CONSTITUTION 2023

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

6.7: UNAA Directorships:

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

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

6.8: Director of Finance and Fundraising.

The Director of Finance and Fundraising shall:

UNAA CONSTITUTION 2023

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

6.9: Director of Development and Quality Assurance

The Director of Development and Quality Assurance shall:

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

6.10: Director of Communications and Technology

The Director of Communications and Technology shall:

- a) Be appointed by the Executive Committee with the approval of the UNAA Council.
- b) Work under the supervision of the Executive Secretary.
- c) Be responsible for developing and maintaining the UNAA brand; managing UNAA's web presence, including discussion forums; managing the production of all marketing and communication materials and publications and serving as UNAA's spokesperson to the media and the public in accordance with the governing policies and as directed by either the Executive Committee, UNAA Council, or the Board of Trustees.
- d) Be responsible for maintaining state-of-the-art commercially available information systems and services for the Association.
- e) Provide the Electoral Commission access and use of the UNAA members 'list database for creating, updating, maintaining, and publishing the voters' register.
- f) Provide advice to UNAA organs about state-of-the-art technologies that can improve the Association's operations and service delivery to members.

UNAA CONSTITUTION 2023

- g) Perform all other duties as may be assigned by the Executive Committee of the Association – including serving on UNAA standing and ad hoc committees, as prescribed in the governing policies.

6.11: Director of Youth and Children

The Director of Youth and Children shall:

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

6.12: UNAA Ambassadors

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

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

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

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

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

6.13: Term of Office for Members of the Executive Committee

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

UNAA CONSTITUTION 2023

6.14: Elections of Executive Committee Members

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

6.15: Removal of a member from the Executive Committee

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

UNAA CONSTITUTION 2023

- h) A member of the Executive Committee convicted by the AGM shall be barred from running for any UNAA elective position or holding any official position in the Association.

6.16: Resignation by a Member of the Executive Committee

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

6.17: Filling Vacancies on the Executive Committee

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

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

6.18: Transition Period

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

- a) The outgoing UNAA Executive Committee shall continue running the day-to-day affairs of the Association.
- b) The outgoing Executive Committee shall not commit UNAA to new contractual obligations. Contractual obligations during the transition period shall be handled in accordance with the Budgeting Processes and Financial Transparency and Accountability in the UNAA Leadership Code of Conduct and Ethics.
- c) The outgoing Executive Committee shall efficiently and expeditiously transition and hand over to the incoming Executive Committee in accordance with the Bylaws of the Association.
- d) The Electoral Commission shall certify the election results as per Article 10.9.

The BoT shall swear in the incoming President and other elected members of the Executive Committee after the election results have been certified by the EC but no later than 60 (sixty)

UNAA CONSTITUTION 2023

days after the election date. The incoming Executive Committee shall assume office in accordance with the Constitution and Bylaws of the Association.

6.19: UNAA Oath of Office

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

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

UNAA CONSTITUTION 2023

ARTICLE SEVEN: THE UNAA COUNCIL

7.1: Composition of the UNAA Council

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

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

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

7.2: Size of the UNAA Council

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

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

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

7.2.2: Proportional Representation

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

7.3: Qualifications for UNAA Council Members

7.3.1: Qualifications for UNAA Council Members from UNAA Regions

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

- (a) Be a full member in good standing in the Association.
- (b) Be a current resident of the region they seek to represent for a minimum of two (2) years. Proof of residency shall be a valid, non-expired state or province issued driver's

UNAA CONSTITUTION 2023

license clearly showing the address of residence and at least three (3) secondments from UNAA members attesting to the same. In the event of a disputed residency for a UNAA Council Member, or a candidate for the UNAA Council, the above shall also be the only proof required.

- (c) Be an active member in their region or community and not be engaged in activities that undermine the interests of the Association.
- (d) Be required to physically attend the election year convention and Annual General Meeting (AGM).

7.3.2: Qualifications for UNAA Council Young Adult and Children Representatives

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

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

7.3.3: Qualifications for UNAA Council Leaders

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

UNAA CONSTITUTION 2023

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

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

7.4.1: Powers of the UNAA Council

The UNAA Council shall:

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

7.4.2: Duties and Responsibilities of Members of the UNAA Council

All UNAA Council Members shall:

- (a) Fulfill their governance and fiduciary responsibilities in a timely and professional manner in accordance with the UNAA governing policies.
- (b) Be responsible for outreach, support, and mobilization of UNAA members and/or member organizations in their respective regions, including attending a minimum number of local events, established periodically by the UNAA Council.
- (c) Submit Quarterly reports of UNAA activities in their regions to the Speaker of the UNAA Council.
- (d) Serve on designated UNAA Committees as specified in Article 9.
- (e) Work with and/or support the UNAA Chapters and Affiliates in their UNAA Regions.

UNAA CONSTITUTION 2023

7.5: Term of Office of Members of the UNAA Council

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

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

7.6: Election of UNAA Council Members

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

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

7.7: Election of UNAA Council Leaders

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

7.8: Time and Place of UNAA Council Meetings

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

7.9: Frequency of UNAA Council Meetings

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

7.10: Notice of UNAA Council Meetings

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

7.11: Quorum of UNAA Council Meetings

UNAA CONSTITUTION 2023

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

7.12: Vote Required for Action

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

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

7.13: Adjournment of UNAA Council Meetings

A meeting of the UNAA Council, whether a quorum is present or not, shall be adjourned by a majority vote of the members present. The meeting may later reconvene at a specific time and place as shall be determined by the Speaker of the UNAA Council. At such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

7.14: Resignation from the UNAA Council

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

7.15: Filling Vacancies on the UNAA Council

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

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

7.15.3: A vacancy in the office of any UNAA Council leader (Speaker, Deputy Speaker, Secretary) resulting from a vote of no confidence as per Article 7.16 or resignation of the officer or resignation from the UNAA Council as per Article 7.14 shall be filled through an election to be held at a meeting called by the Chairperson of the BoT within 14 days. In case the affected

UNAA CONSTITUTION 2023

officer is the Speaker, the Deputy Speaker shall act as Speaker until a new Speaker is elected. If the affected officer is the Speaker and the Deputy Speaker or Secretary or both, the UNAA Council shall go into recess until elections are held by the BoT Chair within 14 days.

7.16: Vote of No Confidence, Censure (Reprimand)

- (a) Any UNAA Council Member can petition the UNAA Vice President to conduct a Vote of No Confidence, with cause, against any UNAA Council Leader (Speaker, Deputy Speaker, Secretary) in accordance with the Bylaws.
- (b) Any UNAA Council Member can petition the UNAA Council Speaker to conduct a Vote of Censure (Reprimand), with cause, against any UNAA Council member, including UNAA Council Leaders (Speaker, Deputy Speaker, Secretary), in accordance with the Bylaws.
- (c) The motion for a Vote of No Confidence against UNAA Council Leaders shall be successful if passed by at least two-thirds (2/3) of the UNAA Council members and in accordance with the associated Bylaws. UNAA Council Members who are not able to attend the meeting called to discuss the petition can vote by proxy. The affected leader shall vacate office immediately after a successful vote of no confidence, and elections shall be held to fill the vacancy as provided in [Article 7.15.3](#).
- (d) The Vice President of UNAA shall convene and preside over the meetings for Votes of No Confidence in the UNAA Council.
- (e) In addition to the stipulations in the UNAA governing policies, the UNAA Council shall have the power to establish internal processes and procedures for disciplining Council Members by a two-thirds 2/3 vote of the Council. However, the UNAA Council's disciplinary procedures shall only serve to complement and not supplant or supersede the stipulations in the UNAA governing policies, including the RDC's processes as prescribed in [Article 11](#).

7.17: Removal from the UNAA Council

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

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

UNAA CONSTITUTION 2023

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

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

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

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

7.18: Transition Period

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

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

UNAA CONSTITUTION 2023

ARTICLE EIGHT: MEMBERSHIP MEETINGS

8.1: Annual General Meetings

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

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

The AGM shall have powers and responsibilities to:

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

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

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

The President and Treasurer shall attend the AGM and present their annual reports and the Association's budget for the next year. In the event the President and Treasurer are unable to attend the AGM, they shall send a representative to present their reports.

Where the BoT fails to call an AGM as required by this Article, any full member in good standing may petition the Executive Committee to convene such a meeting to be held. In the event the Executive Committee fails to convene such a meeting, the AGM shall automatically be

UNAA CONSTITUTION 2023

held at 10:00 AM. on the Saturday of the Labor Day weekend and shall be chaired by the Speaker of the UNAA Council.

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

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

8.2: Special Meetings

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

8.3: Venue of Membership Meetings

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

Special Meetings shall be held in a form, on a date, time, and place as determined by the Executive Committee.

8.4: Proxy Voting at Membership Meetings

Any member of UNAA may delegate their voting right to another UNAA member provided the request is made in writing to the Chair of the meeting at least 7 (seven) days before the meeting. The member requesting the proxy will be referred to as a 'Principal,' and the individual who will exercise the right is the 'Proxy.'

8.5: Quorum of Membership Meetings

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

UNAA CONSTITUTION 2023

8.6: Voting at Membership Meetings

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

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

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

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

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

Matters that qualify as ‘association-emergency’ as deemed by the Chair BoT and presented before the AGM shall receive emergency attention and mitigating emergency support.

Emergency matters that require long-term solutions shall be deferred to the next AGM.

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

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

8.7: Meeting Minutes

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

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

8.8: Order of Business

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

UNAA CONSTITUTION 2023

ARTICLE NINE: COMMITTEES

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

9.1: Executive Committee

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

9.2: Ad hoc Committees

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

9.2.1: Terms of Reference for Ad hoc Committees

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

9.2.2: Meetings, Records, and Rules of Procedure

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

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

9.3: Standing Committees

- (a) The Standing Committees shall be permanent committees of UNAA established by articles of the Constitution to provide functions of a continuous or recurring nature.
- (b) Each Standing committee shall consist of members selected from the Executive Committee, Trustees, UNAA Council Representatives, or general membership, or a combination thereof.

UNAA CONSTITUTION 2023

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

9.3.1: Terms of Reference

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

9.3.2: Meeting Procedures and Record Keeping

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

9.3.3: Quorum for UNAA Standing Committees

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

UNAA CONSTITUTION 2023

9.3.4: Voting:

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

9.3.5: Conflict of Interest

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

9.4: The BoT Search Committee

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

9.4.1: Composition

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

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

9.4.2: Functions of the BoT Search Committee

The BoT Search Committee shall be responsible for:

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

UNAA CONSTITUTION 2023

9.4.3: Voting

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

9.4.4: Announcement and Posting of Vacancies

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

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

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

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

B: Election for the Two Board of Trustees from Canada

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

- i. In the event that the Search Committee has identified no eligible candidate from Canada after the phased three (3) months search period, the position(s) on the BoT shall be opened for an extra period of one month for all interested UNAA members in North America (See Schedule A) to apply.
- ii. In the event that the Search Committee has not identified eligible candidate(s) for the vacant position(s) after the open-application one-month period, the committee shall notify the President, who shall nominate within one month a UNAA member to fill the position(s) subject to the process of the BoT Search Committee and with the approval of the UNAA Council.

UNAA CONSTITUTION 2023

9.4.8: Notification of Vacancies on the BoT

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

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

9.4.9: Filling Vacancies on the BOT

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

9.4.10: Transition Period

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

9.5: Convention Organizing Committee

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

9.5.1: Composition of the Convention Organizing Committee

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

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

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

UNAA CONSTITUTION 2023

9.5.2: Terms of Reference

The Convention Organizing Committee shall:

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

9.6: The Convention Host City Selection Committee

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

9.6.1: Terms of Reference.

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

9.6.2: Convention Host City Selection Criteria

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

UNAA CONSTITUTION 2023

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

9.7: The UNAA Awards Committee

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

Other members of the committee shall include:

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

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

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

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

9.7.4: Term of Office of Members of the Awards Committee

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

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

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

UNAA CONSTITUTION 2023

9.7.5: Terms of Reference

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

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

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

9.7.6: Selection Criteria for Award Recipients

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

9.7.7: Awards to Non UNAA Members

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

9.8: Reconciliation and Mediation Committee (RMC)

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

9.8.1: Composition OF RMC

The RMC shall be composed of 11 members:

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

The BoT shall convene and chair the first meeting of the RMC within 30 days after the approval of these constitutional amendments or within 14 days whenever the RMC has no Chairperson. At

UNAA CONSTITUTION 2023

its first meeting, the RMC shall elect a Chairperson and Secretary from a pool of past leaders as specified in 9.8.1(b)

9.8.2: Terms of Reference

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

The RMC shall not:

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

9.8.3: Powers of the Reconciliation and Mediation Committee

The RMC shall have powers to:

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

9.8.4: Term of Office

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

9.8.5: Termination of Appointment

UNAA CONSTITUTION 2023

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

9:8:6: Decision of the RMC

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

UNAA CONSTITUTION 2023

ARTICLE TEN: ELECTORAL COMMISSION

There shall be a standing and independent Electoral Commission (EC) appointed by the UNAA Board of Trustees and approved by the UNAA Council. The members of the Electoral Commission shall be full Members of the Association in good standing and high ethical standards.

10.1: Independence of the Electoral Commission

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

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

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

10.2: Composition of the EC

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

10.3: Structure of the EC

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

10.4: Term of Office of the EC

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

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

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

UNAA CONSTITUTION 2023

10.5: Functions and Powers of the EC

The Electoral Commission (EC) shall:

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

UNAA CONSTITUTION 2023

- l) Be responsible for announcing election results in accordance with the UNAA governing policies.

10.6: Candidates' Registration Fees

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

10.7: Conflict of Interest

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

10.8: Arbitration

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

10.9: Election Certification

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

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

UNAA CONSTITUTION 2023

ARTICLE ELEVEN: RULES AND DISCIPLINARY COMMITTEE

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

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

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

11.2: Structure and Composition of the Rules and Disciplinary Committee

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

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

11.3: Term of Office

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

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

The powers to investigate and recommend disciplinary action within UNAA shall be vested with the Rules and Disciplinary Committee (RDC). The RDC shall review all disciplinary matters that may lead to the imposition of sanctions against any member, including the suspension of any member from the Association. Any member of UNAA in good standing may register a complaint with the RDC to investigate, adjudicate and make recommendations on its findings to the BoT for review and referral to another organ of UNAA for further consideration and disposition.

The RDC shall deliberate and make recommendations on any matters regarding disciplinary action of any representative, officer, trustee, or member of UNAA. The RDC shall serve to

UNAA CONSTITUTION 2023

accomplish each disciplinary and impeachment review within a scheduled timeframe as stipulated in the bylaws.

In impeachment proceedings for any member of the UNAA Executive Committee and the UNAA Council, the RDC shall make recommendations to the BoT for consideration and referral to the UNAA Council to either commence impeachment proceedings against the elected official or reject the recommended impeachment action. All impeachment proceedings against the leaders of the UNAA Council (Speaker, Deputy Speaker, and Secretary) shall be chaired by the Vice President of UNAA.

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

11.5: Terms of Reference

The Rules and Disciplinary Committee shall:

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

11.6: Disciplinary Offenses

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

UNAA CONSTITUTION 2023

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

11.6.1: Abusive Behavior includes but is not limited to:

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

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

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

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

- a) Fraudulent use of UNAA name, logo, or UNAA bank accounts or fraudulently claiming Association with a UNAA official.
- b) Unauthorized use of UNAA property, including its documents.
- c) Fraudulent production or misinterpretation of UNAA documents such as letters, bank records, and reports.
- d) Submission of fraudulent or dishonest information, documents, and personal statements to support activities that caused harm to UNAA.

UNAA CONSTITUTION 2023

- e) Making an unreasonable and unfounded allegation against a UNAA member or official and causing that person distress in performing UNAA duties.
- f) Fraudulent representation as a UNAA official.

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

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

11.7: Impeachable Offenses

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

- a) Embezzlement, Corruption, and Bribery.
- b) Misappropriation of UNAA funds.
- c) Failure to attend UNAA official meetings.
- d) Failure to present Financial Statements and other mandatory reports at the AGM.
- e) Failure to abide by the Leadership Code of Conduct and Ethics.
- f) Failure to appear or cooperate with the Reconciliation and Mediation Committee or any of the UNAA Committees in any matter referred to such committee in accordance with the UNAA Governing Policies.
- g) Failure to convene the Annual general meeting.

UNAA CONSTITUTION 2023

- h) Failure to have complied with Article 6.2(e) before being elected.

11.8: Disciplinary Sanctions

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

- (a) Reprimand/Warning: A Disciplinary action that involves a verbal or written warning to a member or elected official whose infringement of the Constitution, Bylaws, Membership Code of Conduct, and/or Leadership Code of Conduct and Ethics is deemed to be minor.
- (b) Suspension: There shall be two types of suspensions:
 - i. Temporary suspension during Investigation: On the recommendation of the RDC, a UNAA member accused of violating the Association's Constitution, Bylaws, and/or Leadership Code of Conduct and Ethics shall be suspended by the BoT while the case against him/her is being investigated.
 - ii. Suspension of membership: This is the maximum disciplinary action imposed upon any UNAA member who is found guilty of having violated the UNAA governing policies whose conduct has been deemed detrimental to the Association. An individual upon whom this sanction is imposed shall cease to be a member of UNAA (member in good standing) for a period not exceeding four (4) years, determined by the BoT and approved by the UNAA Council upon recommendation of the RDC.
 - iii. Termination: Any member who has served two suspensions, and upon the AGM upholding the 3rd suspension, shall be terminated from the Association.
- c) Impeachment - For elected members, under impeachment proceedings on the recommendation of the RDC, based on the evidence available, the BoT shall suspend an elected member from holding their current UNAA office during the impeachment proceedings in the UNAA Council through to the AGM. With respect to a member of the UNAA Council, the suspension shall remain until the constituents resolve their case in the region they represent in the UNAA Council.
- d) If the elected official is acquitted by the UNAA Council during the impeachment proceeding, their temporary suspension shall be lifted.
- e) For elected officials, the suspension of membership may last up to four (4) years.

UNAA CONSTITUTION 2023

- f) Reinstatement: A member is deemed reinstated after serving the period of suspension while their case was being investigated or after performing the suspension period of their membership.
- g) Restitution: The RDC may recommend to the BoT to compel an elected official who has embezzled or misuse Association's funds to pay back the money. At the same time, removal procedures from office through impeachment are underway.
- h) For elected leaders, the RDC may recommend removal from office through impeachment and other disciplinary actions above.
- i) Any elected official who is convicted through impeachment shall be removed from office and all committees and be barred from ever holding office in UNAA.
- j) When the RDC ascertains that a violation has been committed and recommends legal action against any elected official of UNAA and the BoT initiates a suit against such a member in the courts of law, the accused elected member shall remain suspended until the case is settled in court. Whenever the legal process gets underway, the impeachment procedures against the accused elected official shall proceed simultaneously with the court case.
- k) The RDC may recommend a combination of sanctions against any member found guilty of violating the UNAA Constitution, Bylaws, Membership Code of Conduct, or Leadership Code of Conduct and Ethics, depending on the seriousness of the violation.
- l) Where an officer has been found guilty of an impeachable offense involving embezzlement or misuse of UNAA funds, the BoT shall immediately suspend the officer and relieve him/her of all UNAA duties. The convicted officer shall henceforth be barred from holding any official UNAA position.

11.9: Appeal Process

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

UNAA CONSTITUTION 2023

ARTICLE TWELVE: CONSTITUTIONAL AFFAIRS COMMITTEE

12.1: The Constitutional Affairs Committee

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

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

12.2: Composition of the CAC

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

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

12.3: Term of Office

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

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

12.4: Terms of Reference

The CAC shall:

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

UNAA CONSTITUTION 2023

- (d) Work with all the organs of the Association and the entire membership to encourage and foster a culture of constitutionalism within the activities of the Association.

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

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

12.5: Initiation of Action to Amend the Constitution or Bylaws

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

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

UNAA CONSTITUTION 2023

ARTICLE THIRTEEN: AMENDMENTS

13.1: Amendments

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

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

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

13.3: Amendment or Repeal of Bylaws

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

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

UNAA CONSTITUTION 2023

ARTICLE FOURTEEN: NOTICE AND WAIVER

14.1: Procedure

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

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

14.2: Waiver of Notice

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

UNAA CONSTITUTION 2023

ARTICLE FIFTEEN: INDEMNIFICATION

15.1: Fiduciary

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

15.2: Indemnification

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

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

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

15.3: Scope of Indemnification

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

15.4: Reasonableness of Indemnity

The Executive Committee shall take any action, in consultation with the BoT, as it deemed necessary and appropriate to authorize the Association to pay the indemnification required by the governing policies, including without limitation and to the extent needed, making a good faith evaluation of how the claimant for indemnity acted and of the reasonableness of the amount of indemnity due.

UNAA CONSTITUTION 2023

ARTICLE SIXTEEN: MISCELLANEOUS PROVISIONS

16.1: Fiscal Year

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

16.2: Association Seal

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

16.3: Association Bank Accounts

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

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

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

16.4: Signatories to the Association's Bank Accounts

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

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

16.5: Recruitment and Contracts

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

UNAA CONSTITUTION 2023

16.6: Duty and Care of Loyalty

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

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

16.7: Breach of Trust

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

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

UNAA CONSTITUTION 2023

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, Northwest Territories, Yukon
5. MOUNTAIN REGION – Alberta
6. PACIFIC REGION – British Columbia
7. Female Representative for Young Adults and Children in Canada
8. Male Representative for Young Adults and Children in Canada

(II) THE UNITED STATES

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

UNAA CONSTITUTION 2023

CONSTITUTION REVIEW COMMITTEE 2021-2023

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

2.UNAA BYLAWS 2023

**BYLAWS
OF
THE UGANDAN NORTH AMERICAN ASSOCIATION**



ADOPTED SATURDAY SEPTEMBER 2, 2023

UNAA BYLAWS 2023

ARTICLE ONE: OBJECTIVES	2
ARTICLE TWO: ORGANIZATIONAL MATTERS	2
ARTICLE THREE: MEMBERSHIP--BYLAWS	2
ARTICLE FOUR: UNAA CHAPTERS AND AFFILIATES	7
ARTICLE FIVE: UNAA BOARD OF TRUSTEES	7
ARTICLE SIX: THE EXECUTIVE COMMITTEE	11
ARTICLE SEVEN: THE UNAA COUNCIL.....	17
ARTICLE EIGHT: MEMBERSHIP MEETINGS	22
ARTICLE NINE: COMMITTEES	26
ARTICLE TEN: ELECTORAL COMMISSION	28
ARTICLE ELEVEN: RULES AND DISCIPLINARY COMMITTEE (RDC)	32
ARTICLE TWELVE: CONSTITUTIONAL AFFAIRS COMMITTEE (CAC)	35
ARTICLE THIRTEEN: AMENDMENTS	39
ARTICLE FOURTEEN: NOTICES AND WAIVERS	39
ARTICLE FIFTEEN: INDEMNIFICATION.....	39
ARTICLE SIXTEEN: MISCELLANEOUS PROVISIONS	39

UNAA BYLAWS 2023

BYLAWS OF THE UGANDAN NORTH AMERICAN ASSOCIATION 2023

ARTICLE ONE: OBJECTIVES

No Bylaws

ARTICLE TWO: ORGANIZATIONAL MATTERS

1. UNAA GOVERNING POLICIES
2. UNAA CONSTITUTION
3. UNAA BYLAWS
4. UNAA Membership Code of Conduct
5. Leadership Code of Conduct and Ethics
6. UNAA Oath of Office
7. UNAA Information Disclosure Agreement

ARTICLE THREE: MEMBERSHIP--BYLAWS

3.1 UNAA Membership Categories and Eligibility Requirements

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

The information shall include:

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

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

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

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

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

UNAA BYLAWS 2023

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

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

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

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

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

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

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

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

3.2 Additional Rights, and Privileges for UNAA Members:

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

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

- (a) **Access to Members Meetings:** Members shall have free access to all members meetings of the Association. Notification shall be via a formal notice, from the UNAA Executive Secretary to all UNAA members in good standing, as prescribed in [Article 8](#) of the

UNAA BYLAWS 2023

Constitution, and in accordance with the not-for-profit organization laws of the Commonwealth of Massachusetts.

- (b) **Fair and reasonable due process:** All UNAA Members are entitled to a fair and reasonable due process before any disciplinary action is taken against them – especially, before losing their UNAA membership. A UNAA member may not be disciplined or suspended, except pursuant to Articles 3.6 and 11.5 and associated By-laws.
- (c) **Amendment of the Constitution and Bylaws:** The powers to amend the UNAA Governing Policies are vested with UNAA Members. Members can initiate an action to amend and/or repeal the UNAA Governing Policies as prescribed in Article 15.
- (d) **Right to Vote and to Stand for UNAA Elective Office:** All UNAA full members in good standing have a right to vote and/or to stand for UNAA elective offices, as provided for in Articles 3 and 8 of the UNAA Constitution and all associated Bylaws, and the Laws of the Commonwealth of Massachusetts.
- (e) **Receive an Annual Audited Financial Report:** UNAA members have a right to receive audited annual financial reports, management reports, in accordance with Articles 5.3 and 8.1 of the UNAA Governing Policies.
- (f) **Access UNAA Records:** UNAA members in good standing may request access UNAA information in accordance with the process and guidelines in Bylaw 3.12.
- (g) **Administrative Questions:** Members of UNAA have a right to question the policies of UNAA leaders. A UNAA member shall file an inquiry with the BOT. The BoT shall respond to the member within 20 business days. If the BoT cannot respond in that time frame, the member must be given a reasonable explanation and new timeline when the BoT will respond. If there are no answers, and/or reasonable explanation after the initial 20 business days, or after the promised new timeline, the member may appeal to the Reconciliation and Mediation Committee (RMC).
- (h) **Right to seek redress of grievances outside UNAA organizational structures:** After exhausting due processes with in UNAA, UNAA members shall have a right to seek redress of grievances outside UNAA organizational structures without fear of retaliation.
- (i) **Approve the UNAA stated purpose and objectives:** UNAA members have a right to approve and/or amend, in accordance with constitutional amendment processes, as prescribed in this Constitution and associated By-Laws, and the Commonwealth of Massachusetts.

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

UNAA BYLAWS 2023

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

3.4: Withdrawal

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

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

3.5: Members in Good Standing

Members in 'Good Standing' in the Association (collectively referred to herein as the 'Members' and individually as a 'Member') shall be those persons meeting the requirements for eligibility for membership in the Association set forth in Article [3.1](#) herein, who have applied for membership in the Association pursuant to requirements established by the UNAA Council - from time to time; have not been suspended pursuant to Article [3.6](#) herein and are current in the payment of all dues to the Association.

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

3.6: Suspension

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

3.7: Compensation

No dividend shall be paid, and no part of the income or profit of the Association shall be distributed to the Members. However, the Association may pay compensation for services

UNAA BYLAWS 2023

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

3.8 Proof of Membership

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

3.9: Membership Code of Conduct

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

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

3.10: Responsibility of UNAA Members

3.10(a): Attending the UNAA AGM

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

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

3.10(b): Paying Annual Membership Fees

UNAA members are required to pay UNAA Annual membership fees.

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

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

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

UNAA BYLAWS 2023

- (a) The request for UNAA's information shall be addressed to the Chairperson of the Board of Trustees (BoT). The request must be in writing and reasonably describe the specific information being requested, the purpose why the information is sought, and the expected timeline to receive the requested information.
- (b) The Chairperson shall immediately acknowledge receipt of request and pass it on to the relevant UNAA leader(s) and/or UNAA leadership organ.
- (c) Upon receiving the information request from the Chairperson of the BoT, the concerned UNAA leader(s) and/or leadership organ, shall have up to 30 calendar days to provide the requested information, or an explanation why the request is being denied. That communication (to the 'information requester') shall be in writing and copied to the Chairperson of the BoT.
- (d) When more time is needed to respond and/or evaluate the request, the member (information requester) shall be notified accordingly and given a reasonable new timeline of when the requested information shall be provided. The new timeline shall not exceed 60 calendar days from the date the initial request for information was received.
- (e) The information provided shall be solely owned by UNAA. Care must be taken to redact UNAA's and third party confidential and proprietary information.
- (f) The information provided to the member shall not jeopardize ongoing disciplinary and conflict resolution processes. But, when the disciplinary and conflict resolution process is completed, that information shall be provided to the member/requester.
- (g) The Chairperson of the BoT shall keep a log of 'Active UNAA Information Requests' – and annually report to the members (at the AGM), how many information requests were received in the year, how many were processed, and how many are still pending.

ARTICLE FOUR: UNAA CHAPTERS AND AFFILIATES

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

ARTICLE FIVE: UNAA BOARD OF TRUSTEES

5.1: Roles and Responsibilities of UNAA BoT Leaders

5.1.1: Chairperson of the Board of Trustees

UNAA BYLAWS 2023

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

- (a) Lead and set the strategic direction and vision of the BoT.
- (b) Lead the BoT in conflict resolution matters presented for arbitration or disciplinary action.
- (c) Represent the BoT and/or assign Trustees to represent the BoT on other UNAA Standing, and/or Ad hoc committees in accordance with the UNAA governing policies.
- (d) Present the annual BoT performance report at the AGM.
- (e) Ensure that BoT members are accountable to UNAA governing policies.
- (f) Ensure and promote cohesion and discipline within the BoT.
- (g) Ensure professional and cordial working relationships and promote responsible actions by BoT members, and within other UNAA leadership organs.
- (h) Regularly check for changes in UNAA's 501c(3) status to ensure that the organization is up to date.
- (i) Present the audited version of the report to the UNAA members at the annual general meeting (AGM). In years where the fully external audit is not possible, not later than three months before the AGM, the BoT shall seek the approval of the UNAA Council to present an electronic audit.

5.1.2: Secretary of the BoT

The Secretary of the BoT shall:

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

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

5.2: Powers and Responsibilities of the UNAA Board of Trustees

5.2(a): Oversight of the Executive Committee

As part of their oversight role, the BoT shall:

- (a) Require that the Executive Committee furnishes the BoT with all planned activities for each fiscal year, through the bi-annually/quarterly reports - or by request – where such shall be produced within 30 days.

UNAA BYLAWS 2023

- (b) Assess the organization's programs, to keep track of how they are being implemented, by whom and at what cost.
- (c) Periodically evaluate implemented UNAA programs.
- (d) Ensure that the Executive Committee implements, or acts on approved action plans of the organization, in accordance with the UNAA governing policies.

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

Be responsible for developing a mission and vision statement for UNAA with the approval of the UNAA Council.

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

5.2(c): Custodians of UNAA Official Records

The BoT Shall:

- (a) Keep and maintain the Association's information repository; including but not limited to minutes of meetings, and artifacts and memorabilia.
- (b) Determine and respond to reasonable requests for information from other organs, and members as per [Article 3.12](#) and Associated Bylaws.
- (c) Keep and maintain the membership register for purposes of proportional representation – in accordance with [Article 7.2](#) and associated Bylaws.

5.2(d): Guardians of the UNAA Governing Policies

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

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

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

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

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

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

UNAA BYLAWS 2023

5.2(f): Hold UNAA Leaders and Representatives Accountable

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

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

5.2(g): Arbitration and Conflict Resolution

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

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

5.10: Petitions for Removal, Vote of No Confidence, and Reprimand of UNAA BoT Leaders and Members

- (a) Any UNAA BoT member may file a petition for Removal, Vote of No Confidence, or Reprimand, with cause, against another BoT member or leader.
- (b) Petitions for Removal of UNAA BoT members or leaders shall not require a vote in the UNAA BoT; and shall be forwarded directly to the RDC – and, handled in accordance with the disciplinary processes stipulated in [Article 11](#) and associated Bylaws.
- (c) The petition for reprimand of BoT members (excluding UNAA BoT leaders) shall be in writing and addressed to the chairperson of the BoT. The chairperson of the BoT shall respond to the petitioner(s) within 7 business days of receipt of the petition and schedule a meeting and vote on the petition within 30 calendar days. A successful petition against a member of the UNAA BoT shall require a two-thirds (2/3) vote of the fully constituted BoT.
- (d) Petitions for a vote of no confidence or reprimand against the UNAA BoT leaders (chairperson and secretary) shall be in writing, require signatures from two-thirds (2/3) of the fully constituted BoT, and follow the same timelines as in Article 5.10(c); but shall be addressed to the RDC. After investigations, the RDC findings shall be reported, in writing, to the UNAA Council within 60 days of the receipt of the petition.

UNAA BYLAWS 2023

- (e) If a petition for a vote of no confidence is upheld by the RDC, the UNAA BoT leader shall immediately vacate their leadership position on the UNAA BoT, and all responsibilities and positions on UNAA Standing and Ad hoc committees - held by virtue of their BoT leadership position on the UNAA BoT.

Unless otherwise recommended by the RDC, the UNAA leader shall remain a member of the BoT.

The Speaker of the UNAA Council shall convene a meeting of the BoT to announce the findings of the RDC; and where applicable, preside over the election of the replacement UNAA BoT leader(s) within 30 calendar days from receipt of the RDC findings.

- (f) In addition to the stipulations in the UNAA governing policies, the UNAA BoT shall have the power to establish internal processes and procedures for disciplining BoT Members by a two-thirds (2/3) vote of the fully constituted BoT. However, the UNAA BoT's disciplinary procedures shall only serve to complement and not supplant or supersede the stipulations in the UNAA governing policies, including the RDC's processes as prescribed in [Article 11](#).

ARTICLE SIX: THE EXECUTIVE COMMITTEE

6.1: Education Qualifications for Elected Executive Committee Members

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

6.2: President

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

- (a) A budget of the Association for the next fiscal year shall be presented to the UNAA members at annual general meeting (at the Convention or whenever/wherever the annual general meeting is held); and to the UNAA Council within 30 days of the closing of the fiscal year on September 30th. The first quarter financial report for the UNAA fiscal year, shall be presented to the UNAA Council no later than October 31st.

UNAA BYLAWS 2023

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

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

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

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

6.2.3: Adherence to the Financial Reporting Schedules

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

6.3: Vice President

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

6.4: Executive Secretary

6.4.1: Executive Secretary Role on the Convention Organizing Committee

UNAA BYLAWS 2023

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

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

6.4.2: Minuting or Recording of the Proceedings of UNAA meetings:

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

6.4.3: The Executive Secretary's Role in UNAA Important Records and Timelines

The Executive Secretary's Role in UNAA Important Records and Timelines include but not limited to the following:

- (a) The schedule for processing of the Association records by the Executive Secretary into the official UNAA Records Repository (under the custody of the BoT), shall be on a case-by-case (record-by-record) basis, as per UNAA governing policies.
- (b) The list of UNAA members in good standing shall be updated quarterly – without any exceptions. At the end of each quarter, the Executive Secretary shall update the record of UNAA members in good standing and forward the list of record to the Chairperson of the BoT, and the Chairperson of the Electoral Commission. This information shall also be reflected in the quarterly financial reports. Any edits/changes to the submitted record(s) shall be communicated to the BoT, the UNAA Council, and to the EC; and must be accompanied with a detailed explanation and/or justification.
- (c) The Association's Tax filings and other legally binding records such as important contracts must be forwarded to the BoT within seven (7) calendar days of being submitted/filed/signed.

UNAA BYLAWS 2023

- (d) The Association's annual financial records must be forwarded to the BoT within 60 days of the closing of the fiscal year on September 30th.
- (e) The approved policies, guidelines, and resolutions on financial matters, and/or matters affecting UNAA members rights and privileges communicated to Executive Secretary, shall be forwarded to the BoT within fourteen (14) calendar days; and to the UNAA membership within thirty (30) days.
- (f) The Executive Secretary - through the Director of Communication and Technology must provide the Electoral Commission (EC) access to and use of the database of the UNAA members' list for purposes of creating, updating, maintaining, verifying, and publishing the voters' register.
- (g) The Executive Secretary shall recuse himself/herself from all matters related to the UNAA members voters' register – including creating, updating, maintaining, verifying, and publishing the voters' register.

6.5: UNAA Treasurer

6.5.1: Budget and Financial Reports

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

6.5.2: The UNAA Tax Reporting and Filing Requirements

The UNAA Treasurer shall be responsible for the Association's tax reporting and filing requirements including the timely filing of the annual federal government and state tax returns and pertinent and/or required documents; maintenance of the Association's federal 501(3)(c) status, and the state tax exempt status; and reporting of the same (Tax returns and association's compliance status) to the President and the Executive Committee, and the BoT for safe keeping in the Association's records repository.

6.5.3: UNAA Financial Reports

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

- (a) A financial report of the current fiscal year – including quarterly financial reports for the past three quarters, and the projected 4th quarter spend plan/expenditures report.
- (b) An annual budget for the next fiscal year (This is the annual budget that will be submitted to the Council by October 31st). At a minimum, the preliminary annual budget shall include projected expenses for the next Annual Convention, major contracts (Boat

UNAA BYLAWS 2023

Cruise, Entertainment, etc.,) and recurring expenses (Auditing Costs, executive travel, etc.,).

- (c) The Treasurer must ensure professional bookkeeping practices using electronic accounting tools like QuickBooks etc. that enable efficient and verifiable report generation.

6.7: UNAA Directorships

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

6.7.1: Director of Finance and Fundraising

The Director of Finance and Fundraising shall:

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

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

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

6.7.2: Director of Development and Quality Assurance

The Director of Development and Quality Assurance shall:

- (a) Have attained an education level of at least a bachelor's degree in any academic or equivalent discipline of study from an accredited university/college.

UNAA BYLAWS 2023

- (b) Have at least three (3) years of Leadership experience in a Business/Nonprofit organization.
- (c) Have at least three (3) years of customer service, and/or public relations experience.
- (d) Have funding proposal/grant writing experience.
- (e) Have experience in program monitoring and evaluation.

6.7.3: Director of Communications and Technology

The Director of Communications and Technology must:

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

6.7.4: The Director of Youth and Children

The Director of Youth and Children must:

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

6.8: UNAA Ambassadors

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

6.9: Term of Office for Members of the Executive Committee

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

6.10: Resignation A Member of the Executive Committee

UNAA BYLAWS 2023

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

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

6.11: Filling Vacancies on the Executive Committee

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

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

6.12: Transition Period

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

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

ARTICLE SEVEN: THE UNAA COUNCIL

7.1: Elections and Composition of the UNAA Council

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

UNAA BYLAWS 2023

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

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

7.3: Proportional Representation

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

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

7.4: Qualifications for UNAA Council Members from UNAA Regions

UNAA BYLAWS 2023

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

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

7.5: Qualifications for UNAA Council Young Adult and Children Representatives

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

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

7.6: Qualifications for UNAA Council Leaders

7.7: Powers of the UNAA Council

The UNAA Council shall:

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

7.8: Duties and Responsibilities of Members of the UNAA Council

All UNAA Council Members shall:

UNAA BYLAWS 2023

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

7.9: Term of Office of Members of the UNAA Council

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

7.10: Election of UNAA Council Members

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

7.11: Election of UNAA Council Leaders

- (a) Within fourteen (14) Calendar days, after the certification of a UNAA general election for both UNAA Executive and UNAA Council Members, the Chairperson of the UNAA BoT shall convene a meeting of all the duly elected UNAA Council Members/Representatives, for the purpose of electing the three UNAA Council leaders (the Speaker, the Deputy Speaker, and the Council Secretary).
- (b) While conducting the UNAA Council leadership, the Chairperson of the BoT will be assisted by the Secretary of Electoral Commission (EC). The duo shall first ascertain that the nominated Council leaders meet all the qualifications for UNAA Council Leaders prescribed in the UNAA governing policies.
- (c) The election of the UNAA Council leaders shall be completed on the same day – with ballots/votes cast, tallied, and results announced at the same meeting.

UNAA BYLAWS 2023

- (d) Two thirds (2/3) of the certified UNAA Council Members shall constitute a quorum for the purpose of electing UNAA Council Leaders; but the decision(s) shall be determined by a simple majority.
- (e) Vote ties in the elections for UNAA Council Leaders shall be broken by the UNAA Vice President. In the absence the certified UNAA Vice President, the Chairperson of the BOT, shall vote to break the tie(s).
- (f) Disputed UNAA Council leadership elections shall be resolved by the UNAA BoT – within fourteen (14) calendar days.

7.12: Duties of UNAA Council Leaders

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

7.12.1: Speaker of the Council

The Speaker shall:

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

7.12.2: Deputy Speaker of the Council

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

7.12.3: Secretary of the UNAA Council

The Secretary of the UNAA Council shall:

- (a) Be responsible for maintaining the UNAA Council's official records – including but not limited to taking and recording minutes of UNAA Council meetings and disseminating the same to UNAA Council members.

UNAA BYLAWS 2023

- (b) Coordinate and announce the meetings of the UNAA Council.
- (c) Report vacancies on the UNAA Council to the UNAA Electoral Commission (EC).
- (d) Perform any other duties as assigned by the Speaker of the UNAA Council.

7.14: Notice of UNAA Council Meetings

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

7.15: Resignation from the UNAA Council

Notice of resignation by a member of the UNAA Council shall be in writing to the Speaker and Secretary of the Council. The Speaker of the UNAA Council shall inform the President and Chairperson of the BoT of the resignation, within fourteen (14) calendar days of being notified of the vacancy on the UNAA Council.

ARTICLE EIGHT: MEMBERSHIP MEETINGS

8.1: Annual General Meetings

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

- (a) The Chairperson of the BoT shall circulate at least 3 follow-up notices of the exact date, time, venue, and agenda of the annual general meeting.
- (b) All leaders (members of the Executive, BoT and UNAA Council leaders) shall attend the AGM.
- (c) All candidates vying for offices in UNAA shall attend the AGM.

UNAA BYLAWS 2023

- (d) In case a leader as specified in 8.1(b) is not able to attend, he/she should notify the Chairperson of the BoT of the failure to attend, in writing with reasons, at least 7 days prior to the meeting.
- (e) Failure for any elected UNAA leader as specified in 8.1(b) to attend the AGM without notifying the Chairperson of the BoT, may lead to disciplinary action as per [Article 11.7](#).
- (f) If a UNAA leader who is required by the bylaws to attend the AGM as in 8.1(b), and who must present a required report cannot attend the AGM, he/she must notify the Chairperson of the BoT of the designee who will present his/her report.
- (g) The Executive committee shall ensure that the AGM is allocated a convenient timeslot with no competing activities at the UNAA convention, and to the extent possible, must facilitate the meeting including providing incentives for members to attend.

8.1.1: Presiding Over the AGM

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

8.1.2: AGM Reports

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

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

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

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

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

UNAA BYLAWS 2023

(c) Fails to provide the agenda of the AGM in a timely manner as per Art. 8.1

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

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

8.2: Special Meetings

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

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

8.3: Venue of Membership Meetings

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

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

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

8.4: Proxy Voting at Membership Meetings

8.4.1: Proxy Voting

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

UNAA BYLAWS 2023

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

8.4.2: Proxy Process

- (a) The Principal shall request for a proxy in writing to the Chairperson of the meeting at least seven (7) days in advance. The request should clearly identify the individual who will exercise the proxy, and the limits of the proxy (specific issue (agenda item) or question communicated a priori or meeting session). The proxy request will include the reason and proof of why the Principal cannot attend using the available conferencing methods. The proxy will be limited to 1 meeting session and expires after the meeting is adjourned.
- (b) The Chairperson of the BoT will respond to the Principal at least 48 hours before the meeting, granting the request or stating why the proxy request was denied.
- (c) The Principal notifies the Proxy within at least 24hrs before the meeting.
- (d) At the start of the meeting, the Chair shall request for and announce the proxies, if any, that have been authorized and who will be exercising them.
- (e) Not more than 10% of members contributing to the quorum of the meeting shall be allowed to vote as proxies; based on attendance time, on a first-come, first-serve basis. If after quorum has been established, the chair of the meeting determines that the Proxies are more than 10% of the attendees, he/she shall select and announce the Proxies that can participate with preference based on the order the Proxies entered the meeting.

8.5: Quorum of Membership Meetings

8.5.1: Quorum of Annual General Meeting (AGM)

UNAA BYLAWS 2023

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

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

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

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

8.5.1: Quorum of Special Meetings

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

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

ARTICLE NINE: COMMITTEES

9.1: Removal of An Elected Leader of a Committee

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

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

UNAA BYLAWS 2023

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

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

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

9.2: Standing Subcommittees

9.2.1: Standing Subcommittees Composition

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

Each subcommittee shall:

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

9.2.2: Standing Subcommittees Proceedings

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

9.2.3: Standing Subcommittees Quorum

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

9.2.4: Standing Subcommittees Powers

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

9.3: Selection of UNAA Members to the Awards Committee

UNAA BYLAWS 2023

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

9.3.1: Position Notice and Candidate Selection

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

9.3.2: Selection and Eligibility Criteria for Award Recipients

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

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

ARTICLE TEN: ELECTORAL COMMISSION

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

10.1: Independence of the Electoral Commission

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

- (a) Formulating and submitting its budget as part of the annual UNAA budget that is presented to and approved by the UNAA Council. The annual EC budget shall be

UNAA BYLAWS 2023

itemized and aligned with UNAA Financial Year and submitted no later than July 31st – to be included in the UNAA Annual Budget - as stipulated in Article 6.6 of the Bylaws.

(b) Ensuring that the EC Treasurer works as the official responsible for budgeting, all accounting, and financial record keeping, as well as management and administration of EC funds.

(c) Having independent access to the membership database to compile the voters' register.

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

10.2: Number of members and Quorum of the EC

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

10.3: Structure of the EC

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

10.4: Functions and Powers of the EC

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

10.5: Election Monitors

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

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

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

UNAA BYLAWS 2023

10.5.1 : Election Monitors

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

10.5.2 Observers

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

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

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

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

Election observers shall:

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

Observers who fail to observe the EC guidelines could face disciplinary action and or disqualification from future participation.

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

10.5.3: Candidate's Agents

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

All individuals nominated to serve as candidate's agents shall be full UNAA members in good standing and shall be subject to a vetting and accreditation process by the electoral commission

UNAA BYLAWS 2023

(EC). All individuals accredited as candidate's agents shall be subjected to all UNAA governing policies.

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

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

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

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

- a) Conduct themselves in a professional manner.
- b) Refrain from making personal comments to the public or media before the EC makes pronouncements on the elections.
- c) Comply with all EC guidelines as failure to do so could lead to disciplinary action and or disqualification from future participation.

10.6: Election Certification

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

10.7: Election Audit

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

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

- a) The UNAA election audit shall include processes and actions before and after the election. The EC shall go over the election process with the candidates. The entire

UNAA BYLAWS 2023

election process shall also be available to candidates via the UNAA website, at least six (6) months prior to elections.

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

ARTICLE ELEVEN: RULES AND DISCIPLINARY COMMITTEE (RDC)

11.1: Guidelines on Procedures for Disciplinary and Impeachment Processes

11.1.1: Submission of a Complaint

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

UNAA BYLAWS 2023

- (f) Upon receiving the complaint sent by email, the BOT secretary shall immediately notify the BOT members acknowledging receipt of the complaint letter.
- (g) The BOT secretary may send the complaint to the appropriate UNAA organ if needed.

11.1.2: Contents of a Letter of Complaint

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

11.2: Actions by the Rules and Disciplinary Committee

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

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

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

11.3: RDC Meeting Procedures

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

UNAA BYLAWS 2023

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

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

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

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

UNAA BYLAWS 2023

- (c) Send recommendations to RMC - If the RDC and BOT fail to reach a consensus, the BOT will send both the RDC report and their (BOT) recommendation to the RMC. The RMC will have 30 days to review the RDC report and the BOT recommendations and send their decision to the UNAA Council. The Council has 30 days to review and issue a final decision.
- (d) If the UNAA council does not issue a decision within 30 days, the BOT shall render a decision and handle the final disposition of the matter.
- (e) The BOT Secretary shall immediately inform the parties to the complaint of the judgment in writing.
- (f) The report sent to the Council may or may not be redacted. A report summary shall be shared with the UNAA membership via the official UNAA website.

11.4: Impeachment Recommendations Procedures

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

ARTICLE TWELVE: CONSTITUTIONAL AFFAIRS COMMITTEE (CAC)

12.4: Terms of Reference

The CAC shall:

- (a) Assist and advise the Board of Trustees (BOT) in researching, clarifying, and interpreting all matters of the UNAA Constitution and other UNAA governing policies referred to the committee from or through the BOT.

UNAA BYLAWS 2023

- (b) Provide written recommendations any constitutional matter and other UNAA governing policies as reports to the BOT for consideration.
- (c) Receive, review, and regularly compile amendments to the constitution and other UNAA governing policies as proposed by UNAA members in good standing.
- (d) Provide constant feedback to proposers of amendments to the constitution and other UNAA governing laws on the status of their proposals.

12.4.1: Fostering a Culture of Constitutionalism within UNAA

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

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

12.5: Initiation of Action to Amend the Constitution or Bylaws

12.5.1: Initiation of Amendments

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

UNAA BYLAWS 2023

12.5.2: Submission of Amendments

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

- (a) The Constitution Amendment Form
- (b) The Bylaw Amendment Form

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

- (a) Members shall submit amendments in writing. Oral submissions shall not be accepted.
- (b) the amendment shall be rejected by the BOT on recommendation by the CAC if the CAC determines that it had no merit.
- (c) The proposer shall submit the amendment via email to the CAC and shall send a copy to the Secretary of the Board of Trustees
- (d) The form (letter) may be copied to the Secretary of the UNAA organ whose duties and functions are affected by the amendment.
- (e) Upon receipt of the proposed amendment, the BOT secretary shall immediately notify the BOT members acknowledging receipt of the proposed amendment letter.
- (f) The BOT secretary may send the proposed amendment to the appropriate UNAA organ if needed.

12.5.4: Contents of the Proposed Amendment(s)

The amendment shall be submitted in writing and shall include:

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

UNAA BYLAWS 2023

12.5.5: Action by the Constitutional Affairs Committee (CAC)

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

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

- (a) Notify the proposer and the entire UNAA membership by email of the date and time when the CAC will meet to consider the amendment. The notification shall include a brief description of the procedure and alternative outcome of the CAC process; acceptance to review the proposed amendment or a rejection of the proposed amendment if it is found to have no merit.
- (b) Notify the proposer and any other interested parties as to whether they would be invited to appear before the committee to defend the amendment or oppose it. The committee may contact other members of the Association to obtain information and documents related to the amendment.
- (c) Whenever a proposed amendment originates from any of the three organs, the CAC may contact leaders of the concerned organ to appear before the committee to defend their proposed amendment.
- (d) At the first sitting of the CAC to consider the amendment, the CAC Chairperson shall read the amendment form (letter) and present all documents to the committee meeting before the review of the proposed amendment commences.

12.5.6: Access of CAC Meetings

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

12.5.7: Amendment to the Constitution

If the proposed amendment is intended to amend the constitution, the council shall debate, pass or reject the amendment with a 2/3 majority of the vote.

UNAA BYLAWS 2023

The approved amendment by the UNAA Council shall then be presented to the AGM by the BOT at the immediate AGM held the same year.

The AGM shall debate and either ratify(approve) or reject the amendment by a 2/3 majority vote one year after the amendment was presented to the AGM.

12.5.8: Amendments to the Bylaws

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

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

ARTICLE THIRTEEN: AMENDMENTS

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

ARTICLE FOURTEEN: NOTICES AND WAIVERS

No Bylaws

ARTICLE FIFTEEN: INDEMNIFICATION

No Bylaws

ARTICLE SIXTEEN: MISCELLANEOUS PROVISIONS

16.4: Signatories to UNAA Bank Accounts and Completion of Payments

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

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

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

BYLAWS OF THE UGANDAN NORTH AMERICAN ASSOCIATION 2023

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

1. Introduction

As a matter of fundamental principle, UNAA shall adhere to the highest ethical standards - because it is the right thing to do. And as a matter of pragmatic self-interest, the Association shall do so because membership and community trust in UNAA Leaders' performance is the bedrock of the Association's legitimacy. Members, donors, and volunteers support UNAA because they believe in the mission of the Association, and trust that the Leadership will carry out activities that support the stated mission of the Association, be good stewards of the Association's resources, and uphold the relevant Federal, State, and local government nonprofit laws. That, furthermore, the leaders will follow the Association's governing policies (The Constitution and Bylaws, the Membership Code of Conduct, and the Leadership Code of Conduct and Ethics).

UNAA leaders will strive to constantly demonstrate commitment to the core values of integrity, honesty, fairness, openness, respect, and responsibility.

This UNAA Leadership Code of Conduct and Ethics reinforces the principle that UNAA Leaders' adherence to the UNAA governing policies is the minimum standard of expected behavior. As a membership and community-oriented nonprofit organization, UNAA shall always operate in accordance with the organization's governing policies. UNAA leaders shall also embrace the spirit of these governing policies, going beyond the legal requirements and making sure what they do is consistent with purpose of the association. Transparency, openness, and responsiveness to the members and UNAA communities' concerns must be integral to UNAA leaders' conduct.

2. UNAA Statement of Values

The values that will inform and guide the UNAA leaders' actions shall include:

- a) Commitment to the UNAA members and UNAA Communities' empowerment.
- b) Accountability to the Association's members.
- c) Commitment beyond the constitution and bylaws.
- d) Respect for UNAA members and leaders.
- e) Equity and diversity.
- f) Transparency, integrity, and honesty.

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

- g) Responsible stewardship of UNAA resources.
- h) Respect for the confidentiality of sensitive information.
- i) Competence and commitment to excellence and maintaining the membership and community trust.

3. *Ethical Leadership*

I. Professional Integrity

UNAA shall promote a professional working environment that values respect, fairness, and integrity. All elected and non-elected leaders of UNAA shall act professionally - with honesty, integrity, and openness in all their dealings as leaders and representatives of the association.

II. Objectives and Purpose

UNAA has clearly stated objectives and a purpose, approved by the members as part of the constitution of the Association ([Article 1](#) and [Article 2.2](#)). All UNAA's programs and projects shall support those objectives and purpose; and all leaders who work for and/or represent the Association shall be expected to fully understand and be loyal to the objectives and purpose of the Association.

III. Governance

The Association shall always have active leadership organs (pursuant to the UNAA governing policies) that are responsible for setting the strategic direction of the Association and oversight of the finances, operations, and policies and programs of the Association.

In addition to fulfilling their constitutional mandates, the UNAA leaders shall hold each other accountable by ensuring:

- a) The UNAA Board of Trustees have the requisite skills and experience to carry out their oversight duties; and all Executive Committee members, and UNAA Council representatives, understand and fulfill their governance duties for the benefit of the organization and its objectives and purpose.
- b) Strictly following the conflict-of-interest policy – making sure that any conflicts of interest, or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means provided for in Section V of this Leadership Code of Conduct and Ethics.
- c) The UNAA President and CEO, and other relevant officers of the Association

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

provide timely and comprehensive constitutionally mandated reports and information - so that the relevant UNAA organs can effectively carry out their duties.

- d) The organization conducts all transactions and dealings with transparency, integrity, and honesty.
- e) Promotion good working relationships – based on of mutual respect, fairness, and openness, amongst themselves and within all UNAA leadership organs.
- f) The Association is fair and inclusive in all its practices – especially, in its contracts award processes, and community and volunteer programs.
- g) The policies and changes to the policies of the association are in writing, clearly articulated and officially adopted and publicized.
- h) The resources of the Association are responsibly and prudently managed.
- i) The Association has the capacity to carry out its programs effectively.

IV. Legal Compliance

The Association leaders shall endeavor to become conversant with federal, state, and local government laws, rules, and regulations governing nonprofit organizations.

V. Responsible Stewardship

UNAA leaders shall manage the financial resources of the Association responsibly and prudently. This should include the following:

- a) Spending the UNAA's finances on programs that in pursuance of the Association's stated objectives and purpose.
- b) Budgeting for and spending adequate financial resources on administrative expenses, to ensure the Association has effective accounting systems, proper internal controls, competent contractors, and other expenditures critical to professional management.
- c) Ensuring the Association compensates service providers (vendors, contractors, etc.) reasonably, timely, and appropriately – in accordance with the UNAA governing policies.
- d) Ensuring the Association has reasonable fundraising costs; prudently follow clear accountability guidelines; and draw from donor funds only reasonable amounts to support the stated objectives purposes of the Association.

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

- e) Ensure that all the Association's financial reports are factually accurate, complete, and timely.

VI. Openness/Transparency

UNAA leaders shall provide comprehensive and timely information to the members, communities, and all stakeholders, and shall be responsive in a timely manner to reasonable requests for information from the same – in accordance with the UNAA governing policies. The information shared by UNAA leaders shall fully and honestly reflect the policies and practices of the Association. In the interest of transparency, basic information about the Association, such as the Federal (IRS) and State mandated annual Tax filings, annual and quarterly financial reports, and/or reviews, and audited financial statements shall be posted on the organization's website or otherwise available to the public.

UNAA leaders shall ensure that all the Association's solicitation materials are consistent with the Associations governing policies, and accurately represent the Association's processes and practices.

VII. Disclosure and Confidentiality

UNAA leaders shall exercise the highest degree of confidentiality when handling the Association's confidential and/or sensitive information. For clarity, confidential and/or sensitive information shall be designated as such by the UNAA leadership organ/committee that disseminates it, and in accordance with the Association's governing policies. Furthermore, in case of a disagreement on the 'confidential' designation of UNAA information, the UNAA BoT shall be the final arbiter. UNAA leaders shall not disseminate to the public, confidential and/or sensitive information that is acquired because of their positions and/or during UNAA leadership deliberative processes.

VIII. UNAA Information Request Guide

UNAA leaders must be responsive to members' request for information. UNAA Members are entitled to receive timely and accurate information that is pertinent to the day-to-day administration and general governance of the Association. Requested information shall include but is not limited to financial information; membership lists; UNAA programs, policies, and guidelines; and disciplinary and conflict resolution actions.

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

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

UNAA leaders shall ensure that this UNAA Information Request Guide is known to all UNAA members.

The following shall guide UNAA's information request process:

- (a) The request for UNAA's information shall be addressed to the Chairperson of the Board of Trustees (BoT). The request must be in writing and reasonably describe the specific information being requested, the purpose why the information is sought, and the expected timeline to receive the requested information.
- (b) The Chairperson of the BoT shall immediately acknowledge receipt of request and pass it on to the request to the relevant UNAA leader(s) and/or UNAA leadership organ.
- (c) Upon receiving the information request from the Chairperson of the BoT, the concerned UNAA leader(s) and/or leadership organ, shall have up to 30 calendar days to provide the requested information, or an explanation why the request is being denied. That communication (to the 'information requester') shall be in writing.
- (d) When more time is needed to respond and/or evaluate the request, the member (information requester) shall be notified accordingly and given a reasonable new timeline of when the requested information shall be provided. The new timeline shall not exceed 60 calendar days from the date the initial request for information was received.
- (e) The information provided shall be solely owned by UNAA. Care must be taken to redact UNAA's and third party confidential and proprietary information.
- (f) The information provided to the member shall not jeopardize ongoing disciplinary and conflict resolution processes. But, when the disciplinary and conflict resolution process is completed, that information must be provided to the member.
- (g) The Chairperson of the BoT shall keep a log of 'Active UNAA Information Requests' – and annually report to the members (at the AGM), how many information requests were received in the year, how many were processed, and how many are still pending.

IX. Program Evaluation

The Association shall continuously monitor, and regularly review UNAA programs' effectiveness, and have mechanisms to incorporate lessons learned into future programs and/or improvements of the same. UNAA leaders shall be committed to improving the Association's programs and organizational effectiveness - and shall develop mechanisms to promote continuous learning and improvement. The Association's leaders shall be alert/sensitive to changes in their leadership areas (programs and activities) and be responsive to the needs of the association's members and UNAA communities.

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

X. Inclusiveness and Diversity

As stipulated in Article 2.7, the Association is an equal opportunity organization. UNAA leaders shall promote inclusiveness; and shall not discriminate for membership purposes and/or leadership positions, based on race, color, religion, political affiliation, gender, age, handicap, marital status, sexual orientation, nationality, or ethnicity.

XI. Fundraising and Dealings with Outside Entities

UNAA leaders shall be truthful and specific in all information and/or disseminated solicitation materials used to raise funds from the members, public, and donor institutions.

UNAA leaders shall NOT solicit or accept funds or donations from sources whose objectives and purposes are inconsistent with those of UNAA; and/or seek to divert the Association from its stated objectives and purpose.

Before conducting business with outside (the US) entities, UNAA leaders shall always first conduct a search on the Office of Foreign Assets Control (OFAC) on the US Treasury Department's OFAC website (<https://home.treasury.gov/policy-issues/office-of-foreign-assets-control-sanctions-programs-and-information>), to determine whether the personalities and/or entities (the association will be working with) are listed on the Specially Designated Nationals and Blocked Persons list.

The association's leaders shall respect the privacy concerns of individual donors and expend funds consistent with the specified fundraising purpose and/or donor intent – in accordance with the UNAA governing policies.

In raising funds from the members, public, and donor institutions, the Association's leaders shall respect the rights of donors, by:

- a) Informing them of the objectives and the purpose of the association, the way the resources will be used and their capacity to use donations efficiently and effectively.
- b) Informing them of the identities of those serving on the association's leadership, and to assure donors to expect the leaders to exercise prudent judgment in their stewardship responsibilities.
- c) Giving them access to the association's most recent financial reports.
- d) Assuring them that their gifts/donations will be used for the Association's objectives and purpose.
- e) Ensuring that they receive appropriate acknowledgement and recognition.

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

- f) Assuring them that information about their donations is handled with respect and with confidentiality to the extent provided by the law, and in accordance with UNAA governing policies.
- g) Assuring them that all relationships with individuals representing the Association will be respectful and professional in nature.
- h) Informing them whether those seeking donations are UNAA leaders, volunteers, or other authorized representatives of the Association (such as fundraisers).
- i) Availing them the opportunity for their names and contact information to be deleted from the Association mailing lists and databases.
- j) Making them comfortable to ask questions when donating; and to receive prompt, truthful, and complete answers.

XII. UNAA Grants and Community Development Program Funds (CDPF)

UNAA leaders shall be guided by high ethical standards in its relationship with Community Development Fund Program (CDPF) applicants - the UNAA Chapters and Affiliates, and other sister organizations in the community.

These ethical standards shall include but are not limited to the following:

- a) Constructive relations – based on mutual respect and benefit, with Chapters and Affiliates that seek the UNAA CDPF funds and other UNAA financial grants and/or donations.
- b) Communicate clearly and on a timely basis with potential CDPF recipients and/or grantees.
- c) Fairly and equitably treat potential CDPF recipients and/or grantees.
- d) Seek to understand and respect the organizational capacity and needs of potential CDPF recipients and/or grantees; and respect the integrity and confidentiality of CDPF applicants and grant-seeking organizations.

4. Budgeting Processes, and Financial Transparency and Accountability

UNAA Budgeting Processes - including all fundraising activities and spending shall always be in accordance with the Association's governing policies, and consistent with the financial transparency and accountability and high ethical standards of this Leadership Code of Conduct and Ethics.

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

- a) Except in extreme emergencies - such as payments for unanticipated legal expenses and/or time-sensitive court judgements against the association, unavoidable expenses/cost-overruns because of natural disasters, and in life threatening/saving emergencies, UNAA leaders SHALL NOT spend the association's funds (or commit payment(s) of the same) outside the council-approved UNAA budget.
- b) In the case of justifiable emergency spending outside the UNAA Council-approved budget, the UNAA leader(s) responsible shall immediately communicate the amount(s) and purpose for the proposed emergency spending and seek approval by the leaders of the three UNAA leadership organs - the President (or his/her designee), on behalf of Executive Committee; the Chairman of the Board of Trustees (or his/her designee) on behalf of the Board of Trustees (BoT); and, the Speaker (or his/her designee), on behalf of the UNAA Council.
- c) Within 30 calendar days, or at the next scheduled Council meeting (whichever one comes first), the emergency spending shall be presented to the entire UNAA Council for debate and/or retroactive approval.

5. Conflict of Interest Policy

A conflict of interest refers to a situation where the impartiality and objectivity of an individual UNAA leader's decision, opinion, or recommendation on behalf an Association is, or might be perceived as being compromised by personal interest held or entrusted to an individual collaborating with or participating in governance position of the Association.

Relevant personal interest may be of financial or non-financial and it may concern a personal or family relationship or professional or political affiliation.

To protect UNAA's reputation, promote unity, and refrain from raising doubts about the impartiality and/or decisions reached, UNAA leaders shall act independent of outside influence, and only in the interest(s) of the Association.

A conflict of interest, or appearance thereof (even unsubstantiated allegations), can constitute a reputational risk to and serve to divide UNAA membership. Therefore, UNAA leaders shall take due consideration to magnitude of the conflict of interest, specific background, all relevant facts and mitigating circumstances. Even perceived conflicts of interest need to be treated as if they were an actual conflict of interest.

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

I. Purpose:

UNAA adopts this Conflict-of-Interest Policy (as part of the Leadership Code of Conduct and Ethics) to set out principles, procedures, and tools aimed at preventing, identifying, and managing conflicts of interest in the Association.

UNAA leaders shall strive to address any issues on prevention and management of any conflict of interest to enhance UNAA accountability, transparency, and good management; and to promote and maintain unity among UNAA membership, and the integrity of the Association.

UNAA leaders shall protect the Association's interests when contemplating entering all transactions and/or business arrangements; and shall scrutinize all transactions that might benefit the private interest(s) of a UNAA leader. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflicts of interest for non-profit organizations.

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a UNAA Leader or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable Federal, State, and local authority laws governing conflicts of interest in nonprofit organizations.

II. Definitions

Interested Person: Any member of UNAA Leadership (Board of Trustees, Executive Committee, UNAA Council, Member of a UNAA Standing or Ad hoc Committee of UNAA with elected or delegated powers), who has a direct or indirect personal gain (including political) or financial interest, as defined below, is an 'Interested Person', and therefore, covered by the stipulations of this Conflict-of-Interest Policy.

Financial Conflict of Interest: A UNAA leader has a financial interest if he/she has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which UNAA has a transaction or arrangement.
- b) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or payment or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

A financial interest is not necessarily a conflict of interest. Under the procedures in section III (b) below, a person who has a financial interest may have a conflict of interest only if the appropriate UNAA BOT and/or the RDC investigates the same and decides that a conflict of interest exists.

Political Conflict of Interest: UNAA leaders shall maintain political neutrality and not engage in activities deemed partisan while performing UNAA business or representing UNAA in any setting. UNAA leaders shall exercise good judgment, remain apolitical, and not seek endorsements and/or accept funds from any political organization that may influence their decision making and neutrality while conducting UNAA business.

Prohibited Political Activity - While conducting UNAA business, UNAA leaders shall:

- a) Not engage in any activity directed towards the success or failure of a political party, or partisan political group or partisan candidate.
- b) Not perform public relations work for politicians or their groups.
- c) Be prohibited from soliciting or receiving political contributions by virtue of their position in UNAA leadership.
- d) Be prohibited from wearing partisan uniform or official insignia, distribute partisan material or items or perform campaign related chores.
- e) Not use any of UNAA funds for personal political interests in UNAA.
- f) Not engage in civil -unlawful activities.

Permitted Activity - The following activities are nonpolitical and permitted:

- a. Activity related to protection and upholding of human rights, law and order,
- b. Direct Communications to government and legislatures, public speeches, appearances, and published writings that support upholding of human rights.

III. Procedures

Duty to Disclose - In connection with any actual or possible conflict of interest, the UNAA leader **MUST** disclose the existence of the conflict of interest, and all material facts of the same to the concerned UNAA organ, who shall in-turn inform the BoT.

The BoT shall be duty-bound to determine whether or not a conflict of interest exists and communicate that decision the concerned UNAA organ(s) in a timely manner.

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

Determining Whether a Conflict of Interest Exists - After disclosure of the conflict of interest and all material facts, and after any discussions with the UNAA Leader, the BOT shall decide if a conflict of interest exists.

If the conflict of interest is not declared by the UNAA leader (interested person), the non-disclosure constitutes violation of UNAA governing policies, and shall be referred to the RDC. If the UNAA leader involved is a member of the BoT or RDC that is considering the conflict-of-interest matter, he/she shall not participate in the BoT or RDC meetings where the determination of a conflict of interest is discussed and/or voted upon. The remaining Trustees or RDC members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest -

- a) An interested person shall make a presentation to the BOT, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the BOT shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

Violations of the Conflicts of Interest Policy -

If the UNAA BoT determines the leader has failed to disclose an actual or possible conflict of interest, it shall refer the matter to the RDC for further investigation and/or recommendation of appropriate disciplinary action – in accordance with the UNAA Constitution and By Laws.

Records of Proceedings of Conflict-of-Interest Matters -

- a) The proceedings of the Conflict-of-Interest Matters meetings shall be restricted to only the conflict(s) of interest raised.
- b) UNAA leaders shall protect the integrity of the process, and the confidential information discussed.

UNAA LEADERSHIP CODE OF CONDUCT AND ETHICS

Before taking the oath of office, all UNAA leaders shall pledge to adhere to the principles and guidelines stipulated in this UNAA leadership code of conduct and ethics.

I do acknowledge that I have read and understood the UNAA Leadership Code of Conduct and Ethics, and pledge to adhere to and uphold the principles and guidelines herein.

Signature **Date.....**

Name.....

UNAA Leadership Position.....

UNAA MEMBERSHIP CODE OF CONDUCT

BYLAWS OF THE UGANDAN NORTH AMERICAN ASSOCIATION 2023

UNAA MEMBERSHIP CODE OF CONDUCT

Introduction

Pursuant to Article 2.4 (UNAA Governing Laws) and Article 3.9 (Membership Code of Conduct), all members of UNAA shall observe and uphold the UNAA Constitution, the Bylaws, the Membership Code of Conduct, and, if elected or appointed to any leadership position, shall also adhere to the Leadership Code of Conduct and Ethics.

1. Background

Since its inception in 1988, the Ugandan-North American Association (UNAA) has never had a membership code of conduct. The Association has largely relied on the goodwill of its culturally diverse membership to conduct themselves in the most civil and humane manner, an expectation that has often been abused or completely unrealized. For the appropriate conduct by its members, UNAA has irregularly recognized and awarded its members often on unclear and questionable criteria. For the non-compliant members, the Association has not consistently applied appropriate disciplinary action.

This Membership Code of Conduct sets guidelines for the entire UNAA membership on what the Association expects of it as appropriate conduct and what it prohibits as inappropriate behavior. To further promote and consolidate socially acceptable conduct and to support and encourage the Association's foundation as a nonprofit organization, UNAA shall annually recognize and present awards to members in good standing who will have exhibited outstanding behavior and demonstrated exceptional performance in community service and volunteer activities that enhance the purpose and objectives of UNAA.

This Membership Code of Conduct also highlights a process by which those members who engage in prohibited behavior shall be subjected to a disciplinary process and the sanctions that shall be imposed on them should they be found culpable as articulated in article 11 (Rules and Disciplinary Committee—RDC). The standards of behavior described in this Membership Code of Conduct shall be adhered to by all members of UNAA.

All members of UNAA shall annually acknowledge to have read, understood, and declared their commitment to upholding the standards of behavior described herein.

2. UNAA Appropriate Behavior

- (a) UNAA members shall be active leaders, volunteers, and participants in all association's programs and or activities.

UNAA MEMBERSHIP CODE OF CONDUCT

- (b) UNAA members shall observe and support equal opportunity programs that reject discrimination for membership purposes, on the basis of race, color, religion, political affiliation, gender, age, disability, marital status, sexual orientation, nationality, or ethnicity.
- (c) UNAA members shall promote and engage in nondenominational, non-sectarian, non-political, secular, and nonprofit activities to enhance the unity and welfare of the association and their communities.
- (d) UNAA members shall voluntarily offer themselves to serve in leadership positions and in any other roles that promote and support the realization of the association's purpose and objectives.
- (e) UNAA members shall conduct themselves with respect by treating others as fellow humans and engage in activities that benefit the community and support humanity; "Ubuntu-- I am, because you are".
- (f) UNAA members shall conduct themselves in a manner that reflects Uganda's rich and diverse ethnic makeup by upholding a culture of inclusiveness and diversity; critical to UNAA's long term success.

3. Recognition for Exemplary Community Service & Volunteerism

All UNAA organs shall work jointly to annually recognize and present awards to members who have exhibited outstanding or exceptional conduct and those who have participated in exemplary community service and volunteerism activities that enhanced the Association's purposes and objectives.

The association shall form an **Awards Committee as prescribed in** Article 9.7 to annually recognize and present awards to members who shall have exhibited outstanding or exceptional conduct and those who shall have participated in exemplary community service and volunteerism activities that enhanced the Association's purposes and objectives.

The UNAA executive shall annually budget for funds to cover the activities of the Awards Committee for approval by the UNAA Council.

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

4. Prohibited Conduct in UNAA

A member of UNAA shall not:

Engage in inappropriate behavior or activities that result in damage to property where a UNAA event has taken place. Any member found to have violated this code of conduct shall be liable to repairing or paying costs to replace the damaged property.

UNAA MEMBERSHIP CODE OF CONDUCT

A member of UNAA shall not:

- (a) Physically or verbally assault or abuse another member during an UNAA activity. A member who violates this code shall be subjected to disciplinary procedures as prescribed in Article 11 (Rules and Disciplinary Committee-RDC)
- (b) Engage in cyber harassment of other members on UNAA platforms including all UNAA-related online or social media spaces.
- (c) Disclose any association's confidential information to the public without the express permission or authority from the association's leadership organs.
- (d) Connive with others to misuse or embezzle UNAA funds for activities not approved in the association's annual budget passed by the UNAA Council.
- (e) Consume intoxicants to levels which make him/her appear disorderly or as a nuisance in public during UNAA organized activities.
- (f) Engage in a verbal or written smear public campaign that undermine the objectives and purpose of UNAA.
- (g) Participate in activities that violate the equal opportunity doctrine espoused by the association to promote nondenominational, non-sectarian, non-political, secular, and objectives and purpose of the association.
- (h) Engage in activities or programs that promote or support discrimination for UNAA membership purposes, on the basis of race, color, religion, political affiliation, gender, age, disability, marital status, sexual orientation, nationality, or ethnicity.

5. Adjudication and Disciplinary Action

Any member of UNAA who violates the provisions of this membership code of conduct and other UNAA governing policies shall be subjected to processes and procedures described in article 11 (Rules and Disciplinary Committee (RDC)). Such a member shall have a right to a fair hearing, and his/her case shall be investigated and adjudicated and a report about his/her case submitted to the BOT with recommendations on the disciplinary action to be approved and imposed by the UNAA Council. UNAA shall pursue a zero-tolerance policy for bad behavior and no form of impunity shall be tolerated.

Any member dissatisfied with the process or sanctions imposed upon him/her shall have the right to appeal against any disciplinary action by following procedures described in article 11 (Rules and Disciplinary Committee).

6. Membership Agreement

I have read and understood the UNAA Membership Code of Conduct and all UNAA governing policies and I do hereby declare and agree that I shall uphold and comply with the provisions in

UNAA MEMBERSHIP CODE OF CONDUCT

these UNAA governing policies to promote and sustain the Association's purpose and objectives.

Name

Signature

Date



UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

BYLAWS OF THE UGANDAN NORTH AMERICAN ASSOCIATION 2023



UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

1: Ugandan North American Association (UNAA).....	2
2: Objectives of UNAA	2
3: Purpose of The Electoral Commission.....	3
4: Duties of the Electoral Commission.....	3
5: Candidate Information.....	4
6: Background Check	4
7: Vetting of Candidates.....	5
8: Selected Vendor to Conduct UNAA-EC Background.....	5
9: Background Check Clearance.....	6
10: Adjudication Process.....	6
11: Candidate Qualification.....	6
12: Required Documents from Candidates.....	6
13: Candidate Secondment.....	7
14: Verification of Candidates and Seconders	7
15: Candidate's Agreement.....	7
16: Terms of the Candidacy	8
17: Deadline Compliance	8
18: Candidate Nomination Fees	8
19: 2019 Candidate Fees	10
20: Open Positions for UNAA Elections.....	9
21: Candidate Nomination and Qualification Period.....	10
22: Official Announcement of Eligible Candidates.....	11
23: Election Day Processes and Procedures.....	12
24: Vote Audit.....	12
25: Voter Eligibility	13
26: Voting Times/Ballots.....	13
27: Technical Support During Elections	13
28: Campaigning on Election Day	13
29: Electoral Observers and Candidate Agents	13
30: Electoral Volunteers.....	14
31: Communication with the EC	15
SCHEDULE A.....	16

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

UNAA ELECTION COMMISSION PROCESSES, RULES, AND GUIDELINES

1: Ugandan North American Association (UNAA)

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. 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 these Guidelines 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.

UNAA has become the credible and effective organization that it is today because the founders and past board members of UNAA were committed to the ideals of UNAA laid out in its Charter as outlined below:

2: Objectives of UNAA

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 (See Schedule A) and across the continent.
- (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.

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

- (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.

3: Purpose of The Electoral Commission

Article 10 of the UNAA Constitution specifies that 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.

4: Duties of the Electoral Commission

In carrying out its duties:

- (a) The Electoral Commission shall abide by the UNAA Constitution and Bylaws.
- (b) The EC shall operate as an independent committee with its own budget approved by the council to avoid last minute disbursement of funds to procure election materials that often cause and result in disorganization before elections. The EC Treasurer shall submit a budget request within one month of the financial year as part of UNAA budget clearly itemizing what resources it takes to conduct successful elections.
- (c) The EC shall create its voters' register independent of the executive secretary and the treasurer.
- (d) The EC shall consult the other organs of the Association (Board of Trustees, Executive Committee, and UNAA Council), and then develop and periodically update the Election Processes, Rules and Guidelines to be approved by the UNAA Council as part of the Association's Bylaws.
- (e) The new Guidelines shall be presented to the UNAA Council for approval not later than December 31st of the year proceeding the election.

In accordance with the Constitution and Bylaws, the following guidelines will help streamline the process of nomination and certification of candidates for election to the Executive and UNAA Council. No one is considered to be an official candidate until he/she has, within the

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

prescribed timeline, submitted the nomination documents, paid the required fees, and has been cleared and certified by the Electoral Commission. To strengthen the electoral process, the commission reserves the right to review and modify these guidelines.

5: Candidate Information

UNAA, a nonprofit tax-exempt organization, requires executive members who are qualified, able and willing to serve in a voluntary, unpaid capacity and to discharge their duties in full compliance with the Constitution of UNAA and with all the applicable federal and state/provincial laws of the United States of America and Canada.

6: Background Check

In addition to being a person of good moral character, individuals seeking to become members of the executive, serve in positions of high authority and manage the finances of UNAA, must understand and be willing to accept the potential for a closer federal scrutiny of their business associations, legal status, and personal dealings. Therefore, the Electoral Commission has deemed it necessary to conduct a formal background check process going back seven (7) years for all candidates who are seeking to run for the following positions:

1. Members of the Executive Committee
 2. UNAA Board of Trustees (BoT)
 3. Members of the UNAA Council
- (a) The EC Guidelines shall clearly state the specific positions/candidates whose criminal backgrounds shall be checked (BOT, Executive, Council members and Appointees).
 - (b) In addition, the EC conducts a background check of candidates seeking to be elected by the Council members to the BoT.
 - (c) The EC provides a form indicating the specific items on which a background check should be conducted. The form should provide guidelines defining the exact information the EC is seeking from the data provided by the company conducting the criminal background check. A criminal record if found should result in the disqualification of the candidate from the election depending on:
 - i. Nature and gravity of offence or conduct.
 - ii. How much time has passed since the criminal record.
 - iii. The type of UNAA position the candidate is running for.

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

7: Vetting of Candidates

On a case-by-case basis:

- (a) The EC shall set the criteria for the criminal background check and not simply enforce verbatim what the company (background check company) finds and sends to the EC. It is the EC and not the company providing the information on the criminal background check that clears the candidates to stand in the election or to be disqualified.
- (b) The EC shall disqualify a candidate who provides information contrary to what is found in the background check; That candidate shall be disqualified since the false information he/she provides violates the leadership code of conduct.
- (c) Credit check: The EC shall conduct a credit check on any candidate seeking to become the association's Treasurer, Director of Finance and Fundraising and the EC together with the UNAA organs determine the minimum or the average credit score from the figures provided by either all the 3 credit score companies or from 2 of the companies (a Good Credit rating per the 3 agencies is required).
- (d) Disqualification of candidates: Ongoing disciplinary processes shall not be used as basis for the EC to disqualify an individual from being certified as a candidate for a UNAA Office. Such disqualification shall be after the completion of the disciplinary process as per Article 11.

8: Selected Vendor to Conduct UNAA-EC Background Checks

Accurate Background, Inc.

Lake Forest, CA

800.216.8024

ISO 9001:2008 Certified

- (a) Upon receipt of the candidate's intent to run for any of the 4 official positions stated above, the EC Treasurer will notify the candidate of the background check process. In order to maintain confidentiality, all communication will be between the candidate and Accurate Background Inc.
- (b) The candidate will authorize the EC to share ONLY the candidate's e-mail address with Accurate Background, Inc. A signed release form to share the e-mail address will be provided. Accurate Background Inc. will request the necessary information directly from the candidate. Accurate Background Inc. will conduct background checks for candidates residing in North America including Canada. Accurate Background Inc., will verify

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

records namely:

- i. Candidate's criminal records for the last 7 years.
- ii. Education - only as listed on the candidate's manifesto.

9: Background Check Clearance

Accurate Background Inc. will notify the EC Treasurer that the candidate has been cleared through the background check process. The EC Treasurer will then certify the candidate as meeting the eligibility to run for the office of intent with UNAA and the appropriate certification process will be initiated.

10: Adjudication Process

If the candidate has not been cleared by Accurate Background Inc., the candidate will go through the Adjudication process. At this point ONLY, will the EC Treasurer get involved and notify the candidate of any discrepancy. The candidate will have 7 business days to clear the discrepancy with Accurate Background Inc. directly. If the candidate is not cleared, he/she will be withdrawn from the candidacy and will be notified accordingly, and the case will be closed. There will be NO exceptions after the adjudication process is completed and case closed.

11: Candidate Qualification

Candidates seeking to be elected for any position in UNAA must be members in good standing as stated in Article 3.

12: Required Documents from Candidates

- i. A signed candidate agreement.
- ii. A one-page document of no more than 500 words providing the following information.
- iii. Position sought.
- iv. Name and contact information.
- v. Current city and state of residence. Statement of past or current activities within UNAA or other local organization(s).
- vi. Manifesto for the candidate (Issues & Solutions).
- vii. Names of 3 seconders with the required information including: name and contact information; Current city and state of residence.

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

- viii. Photo - An electronic passport color photo of the candidate, of high resolution (at least 600 x 600 pixels), in JPEG format, and not less than 1 MB in size. The photo must be taken within the last 90 days. The EC intends to use these pictures on the website and in other electoral media.
- ix. Background check authorization as may be requested.

13: Candidate Secondment

Candidates for all positions will require at least 3 (three) signatures of eligible members in good standing as secondment to their candidacy. The Electoral Commission will accept statements with original signatures or email statements stating the following:

*I _____ (Seconder) hereby second the candidacy of
Dr/Mr/Ms/Mrs _____ for the post of _____
and to the best of my knowledge, Dr/Mr/Ms/Mrs _____ is a person in
good standing within the community.
Dated this day _____ Signed _____*

The seconders attesting to the “good standing” of the candidate must also meet the eligibility requirement for members in good standing according to the UNAA Constitution.

14: Verification of Candidates and Seconders

To determine that the candidate and the seconders are eligible members of UNAA, the Electoral Commission will verify that a candidate and the seconders are members in good standing as outlined in the Constitution.

15: Candidate’s Agreement

All candidates must sign the following candidate agreement acknowledging their willingness to abide by these guidelines.

*I, _____ a candidate for the office of _____ for the
20XX-20XX UNAA Executive/Council, agree to abide by the rules and conditions set forth
by UNAA’s Electoral Commission for the 20XX elections. I further agree and understand
that if I or members of my campaign staff or committee are found to have engaged in
activities in violation of the 2019 election rules and guidelines, I may be subject to
reprimand and/or disciplinary action or decertification of my candidacy.*

*I certify that this Agreement is made voluntarily as a free act and deed. I further
understand and agree that it shall be the responsibility of the Electoral Commission*

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

to enforce, uphold and apply the UNAA Constitution in relation to the 2019 elections. I further understand that the decisions and sanctions made by the Electoral Commission shall be binding and final.

16: Terms of the Candidacy

Hold Harmless. I _____ hereby declare that I am running for the office of _____ In the Ugandan North American Association (UNAA). I agree to hold harmless ANY liability, loss, damage and/or injury to property or persons, including without limitation wrongful death, the UNAA Electoral Commission and its commissioners/members/volunteers or any agents serving on behalf of the Electoral Commission, whether brought by an individual or other entity, or imposed by a court of law, or by administrative action of any federal, state, or local government body, agency or individual, arising out of _____ or incident to any acts, omissions, negligence, or willful misconduct of an individual.

This agreement also applies to and includes, without limitation, the payment of all penalties, fines, judgment, attorney's fees, and related costs and any reimbursements to me for all legal expenses and costs incurred by it. I will NOT seek injunction or remuneration against the Electoral Commission or its representatives.

Signed:

Candidate Date:

Electoral Commission Representative: _____ Date: _____

17: Deadline Compliance

The Electoral Commission will ONLY accept original documents that are submitted electronically to: ecsecretary@unaaonline.org by the stated deadline. There will be NO exceptions. Original documents must be accompanied by a proof of payment receipt for the candidate fee.

18: Candidate Nomination Fees

The EC, together with other organs of UNAA shall set, change, and enforce as needed from time to time the candidates' fees with approval of the council.

To meet the costs associated with the electoral process, there will be a non-refundable nomination and certification fee. All fees should be paid directly to the UNAA treasurer using the UNAA

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

website at <http://www.unaaonline.org>.

20: Open Positions for UNAA Elections

Executive committee (4 positions)

- President
- Vice President
- Secretary
- Treasurer

Council

Youth and Children representatives

1. USA (2 positions)

- Female
- Male

2. CANADA (2 positions)

- Female
- Male

Regional Representatives

1. USA (12 positions)

- New England
- Mid Atlantic 1
- Mid Atlantic 2
- Southeast
- Southwest 1
- Southwest 2
- Great Lakes
- Central Plains
- Rocky Mountains
- North Pacific

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

- South Pacific 1
- South Pacific 2

CANADA (6 positions)

- Atlantic
- Central 1
- Central 2
- Prairies
- Mountain
- Pacific

Note: *The composition of each region is detailed in Schedule A of the Appendix. **Proportional Representation has been introduced for regions as articulated in the Constitution (Article 7.2.2) and Bylaws.***

19: 2019 Candidate Fees

Candidates for the office of President	\$300.00 USD
Candidates for the office of Vice President	\$250.00 USD
Candidates for the Secretary	\$200.00 USD
Candidates for Treasurer	\$200.00 USD
Candidates for Youth Representative	\$25.00 USD
Regional Representatives	\$75.00 USD

The Electoral Commission encourages all candidates to meet their eligibility requirements, including submission of proper documents and fees early to be declared official candidates. Candidates should make sure all documents are written/typed legibly to avoid any errors or delays. The Commission will adhere strictly to the date received electronically or by postal or any courier services and there will be **NO** exceptions.

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

21: Candidate Nomination and Qualification Period

The election roadmap, the election schedule with its respective deadlines provided in Article 10.5 of the Constitution should be referenced or completely reproduced in the Election Guidelines.

Enforce the cutoff date (deadline) for registration to vote; no later than 42 days (Six weeks) prior to the election.

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.

This is the period established by the EC as from "Inception to Certification" whereby the candidates will submit the required documents to express their intent of running for an office, to the final stage where the EC declares and certifies the candidates as meeting the requirements to qualify as candidates in good standing.

To enable the Electoral Commission to carry out its mandated obligations, and to provide candidates with an opportunity to rectify and correct any errors/defects that may be discovered within the nomination and certification process, the commission will adopt a flexible schedule as follows:

Nominations will open on March 01, and close on April 30, during the election year. Certification of candidates will then follow for a period of one month. A list of eligible candidates will be published on the UNAA website and/or the email list no later than June 01 of the election year.

22: Official Announcement of Eligible Candidates

To certify a candidate, the Electoral Commission (EC) will abide by the following process:

- i. Candidates submit all their documents to the EC Treasurer via the address provided above.
- ii. The EC Secretary will send an acknowledgement e-mail confirming receipt of documents. The candidate will receive the communication within 2 business days after the EC Secretary has received the official documents from the candidate.
- iii. The EC Secretary will verify that the candidate is a member in good standing.
- iv. If the candidate's position requires background check verification, the EC Secretary will notify the candidate that he/she will need to go through a background

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

check process. The Secretary will provide the information to the candidate required to initiate the background check process.

- v. The EC Secretary will certify the candidate by obtaining proof of eligibility, i.e., membership number, and background clearance.
- vi. Once the EC determines that a candidate has met the eligibility requirements for an office, the Electoral Commission Secretary will post on the UNAA website : unaaonline.org a one-page document, with an announcement that the candidate is now officially cleared and certified to run and campaign for the position as stated in his/her manifesto.
- vii. The names of the candidates will then be included in the balloting materials, to be provided by the Electoral Commission.
- viii. The EC Secretary will communicate with the potential candidates in case there is a discrepancy in the paperwork submitted.

23: Election Day Processes and Procedures

- (a) The EC shall conduct elections for the Executive Committee on the weekend of the AGM convention pursuant to [Article 6.14](#) (Elections), Bylaws and Election Guidelines.
- (b) The EC shall procure, manage, and maintain voting logistics including appropriate technology for conducting electronic voting as described in the Constitution and Bylaws.

24: Vote Audit

The voting process (electronic) shall be fully auditable, verifiable, and observable, ensuring that vote results are valid, true and transparent. The audit shall verify the following:

- i. Only voters on the voter list voted.
- ii. Each voter only voted once based on their unique access code.
- iii. Any ballots which were not completed are not included in the results.
- iv. The company whose system is used to conduct elections shall provide a Certification letter of the results (certified by company CPA at a cost).
- v. Refer to the constitution for the Certification period at the end of elections.

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

25: Voter Eligibility

Any UNAA member who is in good standing in accordance with the Constitution and will have paid or renewed membership no later than 30 days before the elections, will be eligible to vote for any candidate of choice. Elections will be conducted electronically, onsite (at a designated voting/polling center) or offsite, remote voting.

26: Voting Times/Ballots

At the on-site voting center, computers will be provided for voters and technical assistance will be available, if needed.

On-site and offsite electronic voting will start on the Labor Day weekend and end on Sunday of that weekend and close on the same day.

27: Technical Support During Elections

The EC shall contract an IT expert to provide technical support during the elections. This individual shall assist the EC in addressing all IT-related concerns that may arise during the electronic voting exercise.

28: Campaigning on Election Day

Campaigning within 100 feet [33 meters] of the election center shall be strictly prohibited. Any candidate or candidate's campaigners who violates this regulation will risk being disqualified from the election process.

29: Electoral Observers and Candidate Agents

Each candidate can appoint his/her own election candidate agent(s) in accordance with the [Article 10.5\(j\)](#) of the Constitution and [10.5](#) of the Bylaws. The agents shall be present at the on-site voting center to ensure that the elections are conducted in a free and fair manner. In accordance with the bylaws, candidates for positions on the Executive committee are allowed 2 agents and those for the UNAA council 1 agent. All candidates are encouraged to submit the names of their agents by September 1st to the EC Secretary via e-mail at: ecsecretary@unaaonline.org. Candidate agents are required to be members in good standing.

Election monitors shall be present on-site at the voting center to ensure that elections are conducted in a free and fair manner. They shall

- i. Note the actual time the election starts and stops to ensure that no votes were cast before and after the specified voting period. The election start and stop times shall be specified by the EC.

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

- ii. Assess the transparency of casting and counting ballots.
- iii. Monitor the tabulation of votes, where and when applicable.
- iv. Take note and report to a designated EC official, any deviations from the process set in the Election guidelines and UNAA's governing policies.
- v. Take note and report to the EC Chairperson or designated EC official, any voter or EC official whose conduct is undermining the legitimacy of the electoral process.
- vi. Election Monitors shall, at all times and while in the voting center:
 - a. Not obstruct the election process. Monitors may bring irregularities, fraud or significant problems to the attention of election officials on the spot but must do so in a non-obstructive manner.
 - b. Provide appropriate identification. Monitors must display ID, if provided by the EC, and should present it to EC officials when requested.
 - c. Maintain proper personal behavior. Monitors must respect EC officials, Voters and other agents and observers. They must exercise sound judgement in personal interactions and always observe the highest level of professional conduct.

30: Electoral Volunteers

The EC reserves the right to solicit and use volunteers to assist during the election process as needed. If you are interested in volunteering during the Electoral Process, please send an e-mail to the Secretary at: ecsecretary@unaaonline.org. Volunteers must be members in good standing. Volunteers are expected to be impartial and should not interfere with the election process. The chairman or Secretary shall brief the volunteers before they start on no go areas.

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

31: Communication with the EC

The Secretary of the EC or his/her designee will make every effort to pass on information to the public as well as to the UNAA officials, ALL at the same time without preference.

Communication concerning the Electoral Commission to the general public will be via email (unaalist@unaa.memberclicks.net), website (www.unaaonline.org) and/or any other known Ugandan linked email lists. All inquiries to the Electoral Commission should be directed to: ecsecretary@unaaonline.org. Your inquiries will be reviewed and responded to promptly.

Signed: UNAA- Electoral Commission

Date & Year

UNAA ELECTION PROCESSES, RULES, AND GUIDELINES

SCHEDULE A

UNAA COUNCIL MEMBERSHIP BY REGION

(I) CANADA

ATLANTIC REGION - Newfoundland & Labrador, Nova Scotia, Prince Edward Island, New Brunswick, Greenland, Saint Pierre et Miquelon

CENTRAL REGION 1 - Quebec, Eastern Ontario

CENTRAL REGION 2 - Southern Ontario, Southwestern Ontario, Northern Ontario

PRAIRIES REGION - Manitoba, Saskatchewan, Nunavut, Northwest Territories, Yukon

MOUNTAIN REGION – Alberta

PACIFIC REGION - British Columbia

Female Representative for Young Adults and Children in Canada
Male Representative for Young Adults and Children in Canada

(II) UNITED STATES

NEW ENGLAND REGION - Massachusetts, Vermont, New Hampshire, Maine, and Rhode Island

MID-ATLANTIC REGION 1 - New York, New Jersey, Connecticut

MID-ATLANTIC REGION 2 - Pennsylvania, Delaware, Maryland, Washington DC, Virginia, West Virginia

SOUTHEAST REGION - North Carolina, South Carolina, Kentucky, Mississippi, Georgia, Alabama, Tennessee, Florida, Puerto Rico & all Caribbean Islands.

SOUTH-WEST REGION 1 - Southern Texas, Louisiana, Belize, Costa Rica, Cuba, El Salvador, Guatemala, Honduras, Mexico, Nicaragua, Panama.

SOUTH-WEST REGION 2 - Northern Texas, Oklahoma, Arkansas

GREAT LAKES REGION - Illinois, Indiana, Michigan, Ohio, Wisconsin, Minnesota

CENTRAL PLAINS REGION - Nebraska, Kansas, Iowa, Missouri

ROCKY MOUNTAINS REGION - New Mexico, Colorado, Wyoming, Utah, South Dakota, North Dakota, Montana

NORTH PACIFIC REGION - Washington, Oregon, Idaho, Alaska

SOUTH PACIFIC REGION 1 - Northern California, Northern Nevada

SOUTH PACIFIC REGION 2 - Southern California, Southern Nevada, Arizona, Hawaii
Female Representative for Young Adults and Children in USA

Male Representative for Young Adults and Children in USA



UNAA ELECTION CANDIDATE's AGENT AGREEMENT

I, _____ having been certified by the EC for the role of a Candidate's Agent for the 20XX UNAA Elections, agree to engage with UNAA's Electoral Commission to ensure that elections are conducted in a free and fair manner and candidates are treated equally.

I agree to remain in the EC designated area for Candidate Agents within the voting center and not interfere with the election process. In case space is limited, the EC will specify how long each Agent can be seated, on a rotational basis.

I also agree to report any observed issues to the attention of EC officials (Chairman, Secretary) on site but must do so in a non-obstructive manner. Failure to do so could lead to disciplinary action and or disqualification from the Candidate Agent role.

I further agree and understand that I will refrain from making comments to the public or media before the EC announcements and not engage in activities in violation of the UNAA governing policies.

Signed:

Candidate Agent

Date:

Candidate Represented

Date:



UNAA ELECTION OBSERVER's AGREEMENT

I, _____ having been certified by the EC for the impartial role of an Election Observer for the 20xx UNAA Elections, agree to engage with UNAA's Electoral Commission starting early in the planning process, voters register creation, and through the elections at the convention.

As a neutral observer, I shall without favoritism of any candidate/s provide feedback to the EC of the overall elections process; pointing out what went right, what went wrong and what can be improved for future election. A final report shall be provided to the EC within the time specified in the Election Guidelines and Bylaws.

I further agree and understand that I will not engage in activities in violation of the UNAA Governing policies.

Signed:

Election Observer

Date:

BYLAWS OF THE UGANDAN NORTH AMERICAN ASSOCIATION 2023

UNAA COMMUNITY DEVELOPMENT FUND PROGRAM (CDFP) GUIDELINES

As stipulated in Article 4.13 (a), UNAA shall have a Community Development Fund Program (CDFP) to collect and distribute funds donated to the association for the purposes of promoting and/or supporting social, cultural, and developmental community activities of the Ugandan diaspora community organizations in North America; and these are the guidelines that shall govern the program.

Section I: Background

The purpose of the UNAA Community Development Fund Program (CDFP) is to facilitate, with monetary grants, UNAA affiliated Ugandan community organizations (Chapters and Affiliates) in North America. The program was created by UNAA leaders to provide a mechanism for UNAA sponsors, partners, and/or well-wishers to support Ugandan community organizations that share UNAA's objectives and purposes - of fostering cultural and economic ties, and community development and empowerment.

Currently, the only consistent source of funding/sponsorship for the program has been the Government of the Republic of Uganda – in recognition of the valuable economic and social contributions of the Ugandan diaspora community in North America.

The Ugandan diaspora injects well over \$1.4 billion into the Ugandan economy in remittances per year, of which over 18% comes from North America alone. Even though 80% of this money is sent in small portions - to support families with necessities like school fees, healthcare, and small family investments, this immense contribution is very important to Uganda. And the government values that contribution.

The Uganda government sponsorship of both the UNAA Annual Convention, and the CDFP (currently totaling \$100,000) was a result of direct UNAA leadership's appeal to the President of Uganda to support UNAA's annual flagship event and the Ugandan community organizations in North America – and, to strengthen UNAA as the umbrella organization for Ugandans in North America.

The appeal was made after UNAA leaders observed the following:

- Many Ugandan diaspora local communities in North America felt very disconnected from UNAA and each other.
- The local communities felt that UNAA should do more to financially assist them with things like burial costs, health insurance, immigration issues, and the repatriation of the remains of

those community members who pass away without leaving behind a life insurance policy.

- For many years, the local Ugandan communities had also requested UNAA's support in their efforts to hold community events; like community development and empowerment seminars, cultural and food shows and dances, youth summer camps, etc. – as well as assistance to celebrate important North American and Ugandan holidays like Independence Days, Uganda Martyrs Day, etc.

Section II: Program Administration

The CDFP is a community development initiative and is administered by the UNAA Executive – through the Office of the Vice President of UNAA – as per the UNAA governing policies (including these guidelines) and/or adjustments/changes to the guidelines – as proposed by the UNAA Executive and approved by the UNAA Council.

Except for the Uganda government grant (currently \$50,000), which has traditionally been distributed by the Embassy of the Republic of Uganda (Washington DC), directly to the UNAA-vetted and recommended Ugandan community organizations in North America, all other CDFP sponsorships/monies are to deposit into the UNAA Treasury and budgeted for through the regular annual and supplementary budget processes – as stipulated in the UNAA Constitution and Bylaws, and the Leadership Code of Conduct.

Section III: Eligibility Requirements

CDFP monies shall only be appropriated to duly registered membership-based Ugandan diaspora (in North America) not-for-profit community organizations that meet the criteria and qualifications of UNAA Chapters and Affiliates – as stipulated in Article 4 of the UNAA Constitution and Bylaws.

The applying organizations/associations shall:

- (a) Be not-for-profit entities, and legally registered in North America - with pro community objectives, and legitimate programs and activities, that consistent with UNAA objectives and purpose.
- (b) Have at least fifteen (15) UNAA Members in good standing (for members in good standing, ref. [Article 3](#) of the UNAA Constitution) - who are unique to that applying organization and cannot be claimed by another UNAA Chapter or Affiliate. And members claiming UNAA membership must have paid or renewed their membership in the current UNAA fiscal year, but before the grant application deadline.
- (c) Have a members-approved governing document – such as a Constitution and/or By Laws,

UNAA COMMUNITY DEVELOPMENT FUND PROGRAM (CDFP) GUIDELINES

and the leadership shall be comprised of elected officers – that include at-least three principal officers - a President/Chairperson, Secretary, and Treasurer.

- (d) Support UNAA’s major programs/projects and initiatives – including encouraging their members to attend the annual UNAA Convention and Trade Expo, and promoting the same prominently on their website, mailing lists, social media and on other marketing paraphernalia.
- (e) SHALL NOT directly compete with UNAA; and at a minimum, shall not schedule any major community activities/events over the US and Canadian Labor Day Holiday weekend – during the annual UNAA Convention and Trade Expo.
- (f) Be based in a region that is currently represented in the UNAA Council. The current list UNAA Council Members is on UNAA’s website - <https://unaaonline.org/unaa-leadership-team/>
- (g) Fulfill ALL the above ‘Eligibility Requirements’ prior to submitting the grant application – as eligibility will only be evaluated based on the contents of the application package.

One-Time Waiver

In very rare and/or special circumstance, where there is a legitimate Ugandan diaspora community association/organization in North America, which can show a bona fide emergency or need for a CDFP grant, but does not meet all the above eligibility requirements, that organization/association can apply for a ONE-TIME WAIVER – that will be vetted and approved by the UNAA Executive Committee and approved by the UNAA Council.

Section IV: Application Process

In the interest of transparency, the request for applications for CDFP grants, shall be a period of two (2) months – between July 1st and September 30th. The application period and guidelines shall be widely publicized – including on the official UNAA website and all other online forums of the Association.

The application process shall follow the following guidelines:

- (a) The formal CDFP grant application shall be a written communication that is signed by the chief executive officer or designee of the chief executive officer of the applying organization/association – and, delivered in a manner and deadline as directed by the UNAA Executive Committee – through the UNAA Vice President’s Office.
- (b) The organization/association must submit proof of its legal status (current state or province registration), Constitution and/or By Laws, and leadership structure (principal officers), and

names of at least fifteen (15) unique UNAA Members in good standing.

- (c) The organization/association must submit a formal grant application proposal, articulating how the grant funds will be utilized; and commit to providing a detailed accountability report – at the end of the UNAA fiscal year, or after all the funds have been spent – whichever comes first.
- (d) The application must include the financial information of the applying organization/association (including the financial institution information and account details – to facilitate electronic funds transfers).

Section V: Apportioning of grant funds between Chapters and Affiliates; and Community Organizations/Associations.

The appropriation of the CDFP grant monies shall be completed in an open and transparent manner. First and foremost, UNAA shall make a distinction between UNAA Chapters and UNAA Affiliates, as defined in the Article Four (4) of the Constitution and Bylaws. In addition to (the applying Chapters and Affiliates) fulfilling all the eligibility requirements in Section III, UNAA shall use a weighted system for the number of unique UNAA members in each grant application to appropriate the CDFP Grant monies.

(a) UNAA Chapters and Affiliates Categories and Weighting (also, ref. the Distribution Table below):

CDFP grants shall only be distributed to UNAA Chapters and Affiliates. The distribution criteria shall be based on a sixty percent (60%) / forty percent (40%) formula (60/40). 60% of the total CDFP amount shall be divided equally among all the qualified Chapters and Affiliates – per these guidelines and stipulations in the pertinent UNAA governing policies. 40% of the total CDFP amount shall be divided using a weighted average, based on the number of Chapter and Affiliate members who are also UNAA members in good standing. The total amount of the 60% (equally divided amount) plus the 40% (weighted amount), will then be rounded off to the nearest one hundred (\$100) USD, and that will be the Chapter's or Affiliate's grant amount.

(b) Example of Distribution Table

Formula: The weighted membership factor of each applicant X is divided by the total weighted membership (of all the applicants) – to get the percentage of weighted membership of applicant X. That percentage of weighted membership applicant X is multiplied by the total grant amount will be the amount that organization/association (applicant X) will receive.

UNAA COMMUNITY DEVELOPMENT FUND PROGRAM (CDFP) GUIDELINES

	A	B	C	D	E	F	G	H	I	J
1	UNAA CDFP Guidelines - Distribution Formula									
2	Category 1 Amount (with weighted Averages based on number of members)					Category 2 Amount		Total Grant Amount		
3	Chapter and Affiliate Category	UNAA Membership	Weight	Weighted Membership (UNAA Members x Weight)	Percentage of Weighted Membership	Total Category 1 Amount	Weight	Total Category 2 Amount	Amount (Combined Amount)	Rounded to the Nearest \$100
4	Chapter Category									
5	Chapter 1	120	1.5	180	0.18	\$3,692	1.0	\$2,000	\$5,692	\$5,700
6	Chapter 2	90	1.5	135	0.14	\$2,769	1.0	\$2,000	\$4,769	\$4,800
7	Chapter 3	60	1.5	90	0.09	\$1,846	1.0	\$2,000	\$3,846	\$3,800
8	Chapter 4	45	1.5	67.5	0.07	\$1,385	1.0	\$2,000	\$3,385	\$3,400
9	Chapter 5	30	1.5	45	0.05	\$923	1.0	\$2,000	\$2,923	\$2,900
10	Chapter 6	15	1.5	22.5	0.02	\$462	1.0	\$2,000	\$2,462	\$2,500
11	Chapter 7	15	1.5	22.5	0.02	\$462	1.0	\$2,000	\$2,462	\$2,500
12	Chapter 8	15	1.5	22.5	0.02	\$462	1.0	\$2,000	\$2,462	\$2,500
13	Chapter 9	15	1.5	22.5	0.02	\$462	1.0	\$2,000	\$2,462	\$2,500
14	Chapter 10	15	1.5	22.5	0.02	\$462	1.0	\$2,000	\$2,462	\$2,500
15	Affiliate Category									
16	Affiliate 1	120	1.0	120	0.12	\$2,462	1.0	\$2,000	\$4,462	\$4,500
17	Affiliate 2	90	1.0	90	0.09	\$1,846	1.0	\$2,000	\$3,846	\$3,800
18	Affiliate 3	60	1.0	60	0.06	\$1,231	1.0	\$2,000	\$3,231	\$3,200
19	Affiliate 4	45	1.0	45	0.05	\$923	1.0	\$2,000	\$2,923	\$2,900
20	Affiliate 5	30	1.0	30	0.03	\$615	1.0	\$2,000	\$2,615	\$2,600
21										
22	Total	765	20.0	975	1.00	\$20,000	15.0	\$30,000	\$50,000	\$50,000

Table 1

(c) Notifications

After all applications have been evaluated, and within a period of two weeks after the final decisions have been made, all applicants shall be notified of the status of their applications (UNAA's decision) in writing. In the same written communication, successful applicants (organizations/associations) shall also be notified of their appropriated amount, and the rationale/formula used in the appropriation process – including the number of applications received, and the average dollar amount received by organizations/associations in the same category; and any other pertinent information that the UNAA Executive Committee – through the Office of the Vice President, would like to share.

For CDFP funds that pass through the Embassy of the Republic of Uganda, the Executive Committee – through the office of the Vice President, shall send a list of successful applicants and the corresponding dollar amounts to the Ambassador, and the Senior Accounting Officer at the Embassy. A copy of the list of successful applicants) shall also be sent to the Speaker of the UNAA Council, and to the Chairman of the Board of Trustees. The Ambassador and/or the Embassy Senior Accounting Officer, shall confirm receipt of the submitted list in writing, copying all the three (3) UNAA leaders (The UNAA President, Speaker of the UNAA Council, and the Chairman UNAA BoT; and, thereafter, the Embassy will send the appropriated amounts directly to official bank accounts of the successful applicants (organizations/associations) as stipulated above in *Section IV*:

Section VI: Accountability

All UNAA Chapters and Affiliates that receive UNAA CDFP financial grants must submit annual CDFP Accountability Reports to the UNAA Executive Committee – through the Office of the UNAA Vice President; and copy the UNAA Council, and the UNAA Council Representative in whose Region the Chapter or Affiliate is registered and/or has its major operations.

At the end of the UNAA fiscal year, and as part of the annual financial reporting requirements (per the UNAA Constitution and Bylaws), the Executive Committee - through the Office of the Vice President of UNAA, will submit to UNAA Council, for review and approval, an annual CDFP report – including the accountability reports from all UNAA CDFP grant recipients.

Thereafter, a copy of UNAA Council-approved CDFP Accountability Report shall be shared with the CDFP Sponsor(s)/Donor(s).

For the CDFP sponsorship/donation from the government of the republic of Uganda - that passes through the Embassy of the Republic of Uganda in Washington DC, a copy of the UNAA Council-approved CDFP Accountability Report shall be sent to the Ambassador and the Embassy's Senior Accounting Officer.

At a minimum, a grant recipient CDFP Accountably Report must:

- Be signed by the Chief Executive Officer (President or Chairperson) of the organization/association that received the CDFP grant.
- Include a detailed report of how the money was utilized.
- Include an impact statement or statement of outcomes – on how the grant benefited that organization/association, its members, and/or the local Ugandan diaspora community in that area.

Section VII: Evaluation

The UNAA Executive Committee, through the Office of the UNAA Vice President, shall conduct annual surveys of the Ugandan diaspora communities in North America – requesting for community leaders' input on the impact of CDFP in their areas, and what changes or improvements they would like to see UNAA institute.

The results of those surveys shall be debated by the relevant UNAA leadership organs and used to propose updates to these guidelines.



UNAA CDFP DISTRIBUTIONS FORMULA

UNAA CDFP Guidelines - Distribution Formula									
Category 1 Amount (with weighted Averages based on number of members)						Category 2 Amount		Total Grant Amount	
Chapter and Affiliate Category	UNAA Membership	Weight	Weighted Membership (UNAA Members x Weight)	Percentage of Weighted Membership	Total Category 1 Amount	Weight	Total Category 2 Amount	Amount (Combined Amount)	Rounded to the Nearest \$100
Chapter Category									
Chapter 1	120	1.5	180	0.18	\$3,692	1.0	\$2,000	\$5,692	\$5,700
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Chapter 3	60	1.5	90	0.09	\$1,846	1.0	\$2,000	\$3,846	\$3,800
Chapter 4	45	1.5	67.5	0.07	\$1,385	1.0	\$2,000	\$3,385	\$3,400
Chapter 5	30	1.5	45	0.05	\$923	1.0	\$2,000	\$2,923	\$2,900
Chapter 6	15	1.5	22.5	0.02	\$462	1.0	\$2,000	\$2,462	\$2,500
Chapter 7	15	1.5	22.5	0.02	\$462	1.0	\$2,000	\$2,462	\$2,500
Chapter 8	15	1.5	22.5	0.02	\$462	1.0	\$2,000	\$2,462	\$2,500
Chapter 9	15	1.5	22.5	0.02	\$462	1.0	\$2,000	\$2,462	\$2,500
Chapter 10	15	1.5	22.5	0.02	\$462	1.0	\$2,000	\$2,462	\$2,500
Affiliate Category									
Affiliate 1	120	1.0	120	0.12	\$2,462	1.0	\$2,000	\$4,462	\$4,500
Affiliate 2	90	1.0	90	0.09	\$1,846	1.0	\$2,000	\$3,846	\$3,800
Affiliate 3	60	1.0	60	0.06	\$1,231	1.0	\$2,000	\$3,231	\$3,200
Affiliate 4	45	1.0	45	0.05	\$923	1.0	\$2,000	\$2,923	\$2,900
Affiliate 5	30	1.0	30	0.03	\$615	1.0	\$2,000	\$2,615	\$2,600
Total	765	20.0	975	1.00	\$20,000	15.0	\$30,000	\$50,000	\$50,000



APPLICATION FORM FOR THE UNAA COMMUNITY DEVELOPMENT FUND PROGRAM (CDFP) GRANTS

This application form must be completed by all UNAA Chapters and Affiliates if their eligibility to access the CDFP fund is to be considered.

Applying UNAA Chapters and Affiliates must fulfill ALL the eligibility requirements below prior to submitting the grant application – as eligibility will only be evaluated based on the contents of the application package.

Prior to completing this application form, an Affiliate organization must have signed a Memorandum of Understanding (MOU) with UNAA as stipulated in Article 4.

Completion of this application form serves as a fulfillment of the mandatory Bylaw referenced in Article 4.

All application forms must be sent to the Executive (Office of the Vice President) by
.....March 31st

Distribution of funds: Assuming the money is received by /available to UNAA, it shall be disbursed not later than June 15th

ASSOCIATION NAME

- a) Address: Street Address, City, State/Province, Zip Code, email and phone number (if available)
- b) Type of Association: Chapter or Affiliate.
- c) **For Chapters only:** UNAA Region and name of Council Representative.

ELIGIBILITY REQUIREMENTS

The CDFP grants are only appropriated to duly registered membership-based Ugandan diaspora (in North America) nonprofit community organizations that meet the criteria and qualifications of UNAA Chapters and Affiliates – as stipulated in Article 4 of the UNAA Constitution and Bylaws.

1. This membership-based Association is legally registered in North America as a non-profit organization with a purpose, objectives, and activities consistent with those of UNAA.
☐
2. **For Chapters only:** This association has at least fifteen (15) UNAA Members in good standing (see Article 3 of the UNAA Constitution) - who are unique to this particular applying Chapter and cannot be claimed by another UNAA Chapter or Affiliate. Our

APPLICATION FORM FOR THE UNAA COMMUNITY DEVELOPMENT FUND PROGRAM

members who are claiming UNAA Membership have paid or renewed their membership in the current UNAA fiscal year, but before this grant application deadline.

☐

2(a) List of the names of the 15 (fifteen) members of this applying chapter in good standing with their IDs:

1...2...3..4...5..6...7..8..9...10..11..12...13..14..and 15...

3. ***For Affiliates only:*** This association has at least ten (10) UNAA Members in good standing (see Article 3 of the UNAA Constitution) - who are unique to this particular applying Affiliate and cannot be claimed by another UNAA Affiliate or Chapter. Our members who are claiming UNAA Membership have paid or renewed their membership in the current UNAA fiscal year, but before this grant application deadline.

☐

3(a) List of the names of the 10 (ten) members of this applying Affiliate in good standing with their IDs:

1...2...3...4..5..6..7..8...9..10..

4. This association has submitted copies of a members-approved governing documents including:

- a) A copy of the Constitution and/or Bylaws.
- b) A copy of the Registration/Articles of incorporation and other required relevant documents.

☐

5. This association is composed of democratically elected officers.

☐

6. The Names of the elected principal officers of the association are:

- 1. President/Chairperson
- 2. Vice President/ Vice Chairperson
- 3. Secretary
- 4. Treasurer.

7. This association is committed to supporting UNAA's major programs/projects and initiatives including encouraging their members to attend the annual UNAA Convention and Trade Expo, and promoting the same prominently on their website, mailing lists; social media and on other marketing paraphernalia.

APPLICATION FORM FOR THE UNAA COMMUNITY DEVELOPMENT FUND PROGRAM

☐

8. This association SHALL NOT compete with UNAA; and at a minimum, shall not schedule any major community activities/events over the US and Canadian Labor Day Holiday weekend – during the annual UNAA Convention and Trade Expo.

☐

9. Banking Information: This association has submitted the following banking information where the grant funds shall be deposited:

☐

9(a) The submitted information is below:

Bank Name; **Account number; and Routing Number**

10. **WAIVER:** In very rare and/or special circumstance, where there is a legitimate Ugandan diaspora community association in North America that shows a bona fide emergency or need for a CDFP grant, but doesn't meet all the above eligibility requirements, that association can apply for a ONE-TIME WAIVER – that will be vetted and approved by both the UNAA Executive Committee – through the Office of the Vice President, and the UNAA Council.

We the undersigned officers of (*name of the association*)

.....do affirm, that we have the mandate of the members and governing organs of the above named association , to submit this CDFP application on behalf of the association , and further affirm that the information provided is truthful.

ASSOCIATION OFFICERS

Name:

Title: **President/Chairperson or Designee**

Address:

Phone Number:

Email:

Signature.....

APPLICATION FORM FOR THE UNAA COMMUNITY DEVELOPMENT FUND PROGRAM

Date:

Name:

Title: **Treasurer**

Address:

Phone Number:

Email:

Signature

Date:

Name:

Title: **Secretary**

Address:

Phone Number:

Email:

Signature

Date:

UNAA COMMUNITY EMERGENCY FUND GUIDELINES

BYLAWS OF THE UGANDAN NORTH AMERICAN ASSOCIATION 2023

UNAA COMMUNITY EMERGENCY FUND GUIDELINES

1. Background

The UNAA Community Emergency Fund (CEF) resulted from the UNAA Council members' outcry for UNAA to assist in community emergencies. During the COVID 19 pandemic, many communities were affected by deaths of loved ones, sickness, job losses, and other countless emergencies. In response to several appeals for financial assistance to UNAA leaders, the UNAA Council proposed and adopted a resolution for the creation of a UNAA CEF program on March 14, 2021.

2. PURPOSE

The Emergency funds shall be used for provision of financial assistance towards funeral expenses, critical health emergencies, and immigration-related assistance for members in good standing.

Funeral expense contribution shall be limited to members in good standing who are participating in a life insurance program.

3. CEF Guidelines

I. CEF Taskforce

- a. The CEF program shall have be administered by a five (5) to eleven (11) member taskforce consisting of a combination of elected UNAA leaders and UNAA members.
- b. Five members of the CEF Taskforce shall be elected UNAA officials - holding office at the time (1) The UNAA Vice President; (2) the UNAA Treasurer; (3) The UNAA Council Speaker; (4) A Council Member as designated by the Speaker; and (5) The UNAA Director of Development and Quality Assurance.
- e- The remaining members (6 to 11) shall be UNAA members in good standing recommended by the BoT.

II. CEF Taskforce Terms of Office

- a. An elected UNAA office holder) CEF Taskforce member shall serve for a period commiserate with their elected term of office.
- b. A non-elected (non UNAA office holder) CEF Taskforce member shall serve for a period of not more than three consecutive years.

UNAA COMMUNITY EMERGENCY FUND GUIDELINES

III. CEF Taskforce Terms of Reference

The Task force will be in charge of but not limited to:

- a. Administrating the emergency fund
- b. Developing and coordination a strategic plan for the Fund
- c. Conduct fundraising activities
- d. Identifying potential donors
- e. Identifying other community resources for members

IV. Fundraising for the CEF Program

The following fundraising methods among others may be utilized to raise money for the CEF:

- a. A surcharge on UNAA Convention registrations and activities – during annual conventions
- b. Addition of a CEF line item in the annual UNAA Budget – for example, 10% (or some appropriate number agreed upon by the UNNA Council and the Executive Committee).
- c. Applications for State and Federal Grants – especially, for those earmarked for 501c non-profit organizations.
- d. Solicitation of donations from the business community when necessary or possible, direct fundraising in UNAA Communities.
- e. Themed annual or bi-annual fundraising drives
- f. Auctioning of items at events organized by UNAA and its chapters and Affiliates events.

V. Administration of CEF Money

- a. All funds will be managed by the UNAA Treasurer; however, CEF money shall not be intermingled or used for other UNAA program other than emergencies. and are not fungible with other UNAA funds.
- b. The Council's designated member on the CEF Taskforce, shall work collaboratively with the UNAA Treasurer on the management and accountability of the CEF Funds; and shall be responsible for periodical updates of the fund balances to the UNAA Council.
- c. Fund beneficiaries shall be the UNAA members in good standing, and their immediate family members (spouses, children, and parents).
- d. CEF monies to individuals shall only be used to complement other community fundraising efforts, that the community would have collected.

UNAA COMMUNITY EMERGENCY FUND GUIDELINES

- e. Emergencies recipients shall be evaluated (on a case-by-case basis), by the CEF Taskforce, and decisions made depending on the nature of the emergency, and how much money is in the CEF.
- f. In distributing CEF funds, the CEF Taskforce shall annually set a base dollar amount (dependent on the CEF end of calendar year balances) and notify UNAA members.

This is a great initiative to empower our community, and we in UNAA Council, eagerly await input/contributions of the entire UNAA Leadership – the Executive Committee, and UNAA BoT, and Chairpersons of the EC, CRC, and RDC.

UNAA MEMORANDUM OF UNDERSTANDING (MOU) WITH AFFILIATES

BYLAWS OF THE UGANDAN NORTH AMERICAN ASSOCIATION 2023

UNAA MEMORANDUM OF UNDERSTANDING (MOU) WITH AFFILIATES

1. Background

In accordance with Article 4.7 of the UNAA Constitution, a UNAA Affiliate must agree to, sign, and maintain a memorandum of understanding (MOU) with UNAA. A Ugandan membership-based community 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 and in accordance with the Constitution and Bylaws, to become an affiliate of 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.

II. Purpose of MOU

This MOU is being executed to allow the affiliate to partner with UNAA in community outreach and empowerment activities – especially, programs around UNAA’s annual conventions during the US and Canadian Labor Day holiday weekend. Specifically, the MOU formally sanctions the UNAA affiliate’s participation in the community development fund program, collaboration, and/or coordination of community meetings – especially, inclusion (upon request) of affiliate programs in UNAA’s official annual conventions program.

And in return, the affiliate agrees to promote UNAA and its initiatives, programs, and activities on all affiliate platforms (Website and other social media platforms) – as well as encourage affiliate members to participate in and support UNAA’s initiatives, programs, and activities – including but not limited to the registration for the annual conventions and associated programs, UNAA membership, and other UNAA-sanctioned activities.

UNAA MEMORANDUM OF UNDERSTANDING (MOU) WITH AFFILIATES

Under this MOU, in the three-day weekend that UNAA schedules for the annual convention, UNAA will extend the UNAA affiliate a courtesy three (3) hour use of a convenient meeting space/meeting room in the UNAA Convention Hotel for affiliate meetings. The day and time of such meetings (at the convention hotel) will be the prerogative of UNAA – in consideration of other booked events. Additionally, consideration shall be based on a first come-first served basis, followed by seniority (of which organization became an UNAA affiliate first).

III. Duration of MOU

The MOU signed between UNAA and a UNAA affiliate shall be renewed annually and remain in effect for as long as the affiliate continues to fulfill the terms of the agreement and annual UNAA reporting requirements – as stipulated in Article 4 of the UNAA constitution and associated bylaws.

IV. Authority

The affiliates assent to this MOU shall be openly debated, and all key stakeholders and authorized organization decision-making entities consulted – in accordance with the relevant by-laws of each organization.

V. Roles and Responsibility

The Affiliate and UNAA are signing this MOU voluntarily. This is not a legally bidding document, and the roles and responsibilities for each party (to this MOU) are those that have been agreed upon in the good faith – and, in furtherance of both UNAA's and the affiliate's purpose and objectives.

VI. Funding

There are no funding obligations (on either party) under this MOU.

UNAA MEMORANDUM OF UNDERSTANDING (MOU) WITH AFFILIATES

VII. Points of Contacts (POCs)

UNAA POCS

Name:.....

Vice President or designee:

Address:.....

Phone Number:.....

Email:.....

AFFILIATE POCS

Name:.....

Title:.....

Address:.....

Phone Number:.....

Email:.....

VIII. Commencement/Amendment/Termination

This MOU will be effective upon approval by both signatories and will remain in effect for as long as both parties continue to fulfill their obligations. This document embodies the understanding of both UNAA and Affiliate's leadership organs. In the event either party wishes to amend this document, such amendment must be done in writing and approved by both parties.

This MOU may be terminated by either party provided the party terminating the agreement gives the other party 60-day notice.

IX. Effect of the Agreement

This MOU is a voluntary agreement between the parties and is not intended to confer any right upon any private person or third party.

Nothing in this MOU will be interpreted as limiting, superseding, or otherwise affecting either organization's normal operations or decisions in carrying out its mission and objectives. This agreement does not limit or restrict UNAA or the affiliate from participating in similar activities or arrangements with other entities.

X. Dispute Resolution

Should disagreements arise on the interpretation of the provisions of this agreement or amendments and/or revisions thereto, that cannot be resolved at the operating level, the area(s) of disagreement shall be stated in writing by each party and presented to the other party for consideration. If agreement or interpretation is not reached within 30 days, the

UNAA MEMORANDUM OF UNDERSTANDING (MOU) WITH AFFILIATES

parties shall forward the written presentation of the disagreement to respective higher officials in their organizations for appropriate resolution.

If a dispute remains unresolved for more than 30 calendar days after the parties have engaged in an escalation of the dispute, it shall be forwarded to Boards of the two entities for final resolution, and/or dissolution of the MOU.

Dissolution of this MOU shall only be effected by the principals (in both organizations) at the level of the signatories in the approvals section below.

XI. Approvals

The undersigned agree to the terms and conditions of this MOU.

President and Chairperson, (Affiliate) or Designee of the Affiliate	President and CEO, UNAA or Designee of UNAA Executive Committee
Name:	Name:
Phone:	Phone:
Email:	Email:
Signature:	Signature:
Date:	Date:



UNAA APPLICATION FORM FOR AFFILIATES

All eligibility requirements outlined below in this application form must be met before the application for becoming a UNAA Affiliate is considered. Completion of this application form serves as fulfillment of the mandatory Bylaw referenced in Article 4.8.

ASSOCIATION NAME:

--

Eligibility Requirements

(a) This Association is legally registered in North America as a membership based, non-profit organization with a purpose, objectives, and activities consistent with those of UNAA.

☐ YES

☐ NO

(b) This association has provided copies of its certificate of incorporation (registration), constitution, and all related bylaws for verification by UNAA.

☐ YES

☐ NO

(c) This Association has at least 10 paid up UNAA Members in good standing.

☐ YES

☐ NO

(d) This association has provided names and ID numbers of its 10 members who are paid up UNAA Members in good standing.

☐ YES

☐ NO

	NAME	ID #
1		
2		
3		
4		

UNAA APPLICATION FORM FOR AFFILIATES

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9		
10		

(e) The leadership of this Association is comprised of democratically elected officials.

- ☐ YES
☐ NO

(e) The elected leaders of the association include:

1. President/Chairman.....
2. Vice President/Chairman (optional).....
3. Secretary.....
4. Treasurer.....

We the undersigned officers of (*Name of the association*) do affirm, that we have the mandate of the members and governing organs of the above-named association, to submit this application to UNAA and pledge to abide and subscribe to the UNAA Constitution and Bylaws.

CAUTION: Failure to maintain the eligibility requirements in the application shall be grounds for suspension of your relationship with UNAA as stipulated in Article 4.4.

UNAA OFFICERS

CHAPTER OFFICERS

Name.....

Name:.....

UNAA APPLICATION FORM FOR AFFILIATES

Title: Vice President/**or Designee**

Title: President/Chairperson/ **or Designee**

Address:.....

Address:.....

Phone Number:.....

Phone Number:.....

Email:.....

Email:.....

Signature.....

Signature.....

Date:.....

Date:.....



UNAA APPLICATION FORM FOR CHAPTERS

All eligibility requirements outlined below in this application form must be met before the application for becoming a UNAA Chapter is considered. Completion of this application form serves as a fulfillment of the mandatory Bylaw referenced in Article 4.3.

ASSOCIATION NAME:

ELIGIBILITY REQUIREMENTS:

- (a) This Association is membership based, legally registered in North America as a non-profit organization with a purpose, objectives, and activities consistent with those of UNAA.

☐

YES

☐

NO

- (b) This Association has provided copies of its certificate of incorporation (registration), constitution, and all related bylaws for verification by UNAA.

☐

YES

☐

NO

- (c) This Association is located in a region that is currently represented in the UNAA Council.

☐

YES

☐

NO

- (d) This Association has at least 15 paid up UNAA Members in good standing.

This Association has provided names and ID numbers of its 15 members who are paid up UNAA Members in good standing.

	NAME	ID #
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12		
13		
14		
15		

(e) The leadership of this association is composed of democratically elected officials.

☐
☐

(f) The elected leaders of the Association include:

1. President/Chairman:.....
2. Vice President/Chairman (optional):.....
3. Secretary:.....
4. Treasurer:.....

(g) This Association must periodically and as needed submit proof of its legal status,

Constitution, Bylaws, and any other required documentation to UNAA for verification.

CAUTION: Failure to maintain the eligibility requirements in the application shall be grounds for suspension of your relationship with UNAA as stipulated in Article 4.4.

We the undersigned officers of _____ do affirm, that we have the mandate of the members and governing organs of the above-named association, to submit this application to UNAA and pledge to abide and subscribe to the UNAA Constitution and Bylaws.

CAUTION: Failure to maintain the eligibility requirements in the application shall be grounds for suspension of your relationship with UNAA as stipulated in Article 4.4.

UNAA OFFICERS

Name:.....

Title: Vice President or Designee

Address:.....

Phone Number:.....

Email:

Signature.....

Date:.....

CHAPTER OFFICERS

Name:.....

Title: **President/Chairperson** or Designee

Address:.....

Phone Number:.....

Email:.....

Signature.....

Date:.....

UNAA GROUP LIFE INSURANCE PROGRAM GUIDELINES

BYLAWS OF THE UGANDAN NORTH AMERICAN ASSOCIATION 2023

UNAA GROUP LIFE INSURANCE PROGRAM GUIDELINES

As stipulated in Article 4.13 (c), UNAA shall have a Group Life Insurance Program to provide Group Life Insurance for the Ugandan communities in the Diaspora that need it. The Group Life Insurance is for the un-insured or those that need supplemental insurance to help with death expenses, funeral costs and other related costs when a member passes on. These are the guidelines that shall govern the program.

Section I: Background

In January 2020 the idea of UNAA having a Group Life Insurance Program was introduced to the UNAA Executive by the UNAA council after several deaths in the Ugandan community. This period also marked the beginning of the COVID-19 lock down period and the deadly pandemic that took the lives of many Ugandans and individuals all over the globe.

The UNAA Executive committee and the Council members were supportive of the idea and some of them started researching the program, getting all the groundwork in place, and gauging the need in the different communities for a Group Life Insurance Program.

Details of this program were presented and discussed by the UNAA Executive and the UNAA Council. The program was later empowered and given the mandate to launch.

In January 2021, the UNAA Group Life Insurance Program was launched with thirty-seven (37 members), and it has continued to grow.

The UNAA Group Life Insurance is a Group Life Insurance Policy offered and underwritten through the Hartford Life Insurance Company.

Section II: Program Administration:

The Group Life Insurance Program shall fall under the office of the UNAA Vice President and shall be managed by a task force composed of:

- a) UNAA Vice-President
- b) UNAA Director of Development and Quality Assurance
- c) Program Coordinators (initially and later as needed)
- d) Two state representatives from each state (preferably local leaders within the community that know the people well), selected by the UNAA Vice President with advice from local chapters, communities, and affiliates.
- e) 2 members from the UNAA Council.

UNAA GROUP LIFE INSURANCE PROGRAM GUIDELINES

After the approval of the 2022 UNAA Bylaws, Mrs. Georgina Kirunda and Ms. Henrietta Nairuba Wamala, shall continue to serve as Program Coordinators of the UNAA Group Life Insurance program for a period not exceeding four years and shall thereafter be available for consultation as needed.

The Program Coordinators (the current UNAA President and a member of the UNAA Council) are the main contacts for this program. They work in close collaboration with the UNAA Treasurer who collects the premiums. In addition, the Group Life Insurance agent for this Group Life Insurance Policy acts as a liaison for the program to Hartford Insurance company.

UNAA Group Life Insurance communication will be done and leveraged through a designated secure email address, Internet Groups, What's App, Individual What's App, Text messages and Personal calls.

UNAA Group Life Insurance has a participant agreement with the Cultural Group Benefits (CGB) organization that acts as a liaison for the Hartford Life Insurance Company for the purpose of providing Group Life Insurance benefits to UNAA Members.

Section III: Payment Schedule and Fees:

The current UNAA Group Life Insurance Policy with the Hartford Life Insurance Company runs from March 1st, 2021, to March 1st, 2024. It will be renewed every 3 years with new annual fees and death benefits based on prevailing enrollment/gender/age combination numbers.

UNAA GROUP LIFE INSURANCE PROGRAM GUIDELINES

Sample Table 1:

Group Life Insurance Fees and Death Benefits March 1st, 2021, to Feb 28, 2022:

Age Category	Annual Fees	Death Benefits	Comments
0-17 years	\$7.50	\$3,750	Child Rider for All minor biological and legally adopted All minor children Under one family.
18-64 years	\$231	\$12,500	
65-69 years	\$115.56	\$6,250	
70 years and Older	\$23.16	\$1,250	

Sample Table 2:

Group Life Insurance Fees and Death Benefits March 1st, 2022, to February 28th, 2023:

Age Category	Annual Fees	Death Benefits	Comments
0-17 years	\$7.50	\$7,500	Child Rider for All minor biological and legally adopted minor children Under one family.
18-64 years	\$231	\$25,000	
65-69 years	\$115.56	\$12,500	
70 years and Older	\$23.16	\$2,500	

UNAA GROUP LIFE INSURANCE PROGRAM GUIDELINES

Sample Table 3:

Effective March 1st, 2023, an administrative fee of \$5 per member will be collected to take care of postage costs and secure storage of Group Life Insurance documents.

March 1st, 2023-Feb.29th, 2024 period

Age Category	Annual Fees	Administrative Fee (Flat Fee)	Death Benefits	Comments
0-17 years	\$7.50	\$0	\$7,500	Child Rider for All minor biological and legally adopted children Under one family.
18-64 years	\$231	\$5	\$25,000	
65-69 years	\$115.56	\$5	\$12,500	
70 years and Older	\$23.16	\$5	\$2,500	

Payment communication is sent out sixty days in advance on **December 15th** for current Group Members from UNAA Communications reminding them of payment.

Group Life Insurance payments are received by UNAA Treasurer by Zelle (all of the time) or by Check in the Mail to be received by (for those few who may need this service) by **February 15th** of every year for timely submission and processing by UNAA Treasurer for the **March 1st** due date.

Group Life Insurance Policy cycle runs from **March 1st** of current year to **Feb. 28th or Feb. 29th (for a leap year) of next year.** The next cycle starts on **March 1st** of that year.

Section IV: Eligibility Requirements:

For Group Life Insurance:

- a) UNAA Members
- b) No medical checkups needed
- c) Member First and Last Name

UNAA GROUP LIFE INSURANCE PROGRAM GUIDELINES

- d) Member Home Address
- e) Live in United States of America (U.S)
- f) Member Social Security Number needed (SSN)
- g) Beneficiary name, address, SSN and contact number information (Add residence rqmt in FAQ)

Section V: Recruiting Members:

New members will be recruited via:

- a) UNAA Email communication
- b) Working with the UNAA Group Life Insurance Task Force-2 State Representatives
- c) Working with UNAA Executive, UNAA Council Members, local UNAA leaders and community leaders to recruit community members through direct engagement and referrals.
- d) What's App Groups
- e) Leveraging UNAA Group Life Insurance information advertising flyers
- f) Personal What's App
- g) Personal Phone Calls
- h) Personal Text Messages
- i) Zoom Presentations in different communities.
- j) During UNAA Conventions-Online and Onsite
- k) During Other local community events-Online and Onsite

Section VI: Onboarding Members:

New members will/can be enrolled and onboarded every **March 1st to March, 31st** of every annual period.

Members will provide the following information to register for Group Insurance:

- a) First and Last Name
- b) Date of Birth
- c) Gender
- d) Contact Number

Members that do not wish to renew can cancel their membership for the Group Life Insurance during March 1st to March 31st period.

The signed Group Life Insurance Certificate of Insurance (COI) is archived and stored for UNAA records,

UNAA GROUP LIFE INSURANCE PROGRAM GUIDELINES

The Individual Certificate of Insurance (COI) is mailed out to the Policy owners no later than sixty days after the application form is received by the Hartford.

Section VII: Application Process

Application form is presented to members to fill out to start the process.

Members provide the following information on Group Life Insurance application form:

- a) Member First and Last Name
- b) Member Date of Birth
- c) Member Gender
- d) Member Social Security Number (SSN)
- e) Member Contact Number
- f) Member Home Address
- g) Enrollment of Children (0-17 years)/Child Rider- for Biological and Legally Adopted Children
- h) Beneficiary: First/Last Name, Contact Number, SSN, Home Address

Section VIII: Filing the Death Claim

In the event of an unfortunate death of a Group Life Insurance member the following occurs.

The UNAA Program Coordinator for Group Life Insurance works with the two State representatives and Group Life Insurance Agent to process the claim by sending out official emails to the designated beneficiary to receive information and the Hartford to process the death claim.

The following information is required of the designated beneficiary on the Group Life Insurance Application form to process the claim:

- a) Death Certificate
- b) Forms to fill out information:
 - i. Claims Checklist Beneficiaries' document.
 - ii. Claims form-LC-4768 Assoc Life document.
 - iii. Preference Affidavit document

After the claim is approved by the Hartford Life Insurance, the beneficiary will receive a check in the mail 4-6 weeks after the death of the member.

UNAA GROUP LIFE INSURANCE PROGRAM GUIDELINES

Section IX: Future Enhancements

These are currently suggested and recommended future enhancements to the Group Life Insurance program as funds become available, but more suggestions can be made in due course:

- a) Design a mobile app to remind members of payments and important Group Life Insurance due dates by leveraging the new UNAA App.
- b) Create questions and answers section on the UNAA Website and the UNAA App.
- c) Procure a secure Cloud storage and doc signature platform such as 'Right Signature' by Citrix but other cloud platforms can be considered when the time is right.
- d) Procure cloud computing technology such as Microsoft Azure and Amazon Web Services (AWS) to integrate Predictive Analytics, Machine Learning, Artificial Intelligence (A.I) and Automation of processes using pipelines to take the program to another level.
- e) Provide Frequently Asked Questions document (FAQ)

UNAA REPATRIATION PROGRAM GUIDELINES

BYLAWS OF THE UGANDAN NORTH AMERICAN ASSOCIATION 2023

UNAA REPATRIATION PROGRAM GUIDELINES

As stipulated in Article 4.13 (d), UNAA shall have a Repatriation Program to provide financial support for the Ugandan communities in the Diaspora that need it when a loved one dies. The Repatriation program is to help, in a timely manner, those un-insured individuals with death expenses, funeral costs and other related costs when a member passes on and usually complements the Group Insurance Life program. These are the guidelines that shall govern the program.

Section I: Background

In January 2020, the idea of UNAA having a Repatriation Program was introduced to the UNAA Executive by the UNAA council after several deaths in the Ugandan community. This period also marked the beginning of the COVID-19 lock down period and the deadly pandemic that took the lives of many Ugandans and individuals ALL over the globe.

The UNAA Executive committee and the Council members were supportive of the idea and some of them started researching the program, getting all the groundwork in place, and gauging the need in the different communities for a Repatriation Program.

Details of this program were presented and discussed by the UNAA Executive and the UNAA Council. The program was later given the mandate to launch.

Subsequently, in January 2021, UNAA Repatriation Program was launched with one hundred and eight (108 members) and by July 2022 the number had increased one hundred and eighty-four (184 members).

The task force works with the Uganda Embassy in US, funeral homes in US and Uganda, and Ministry of Health in Uganda.

Section II: Program Administration:

The UNAA Repatriation Program shall be administered by the office of the UNAA Vice President and managed by a task force composed of:

- f) UNAA Vice-President
- g) UNAA Director of Development and Quality Assurance
- h) Program Coordinators (initially and later as needed)

UNAA REPATRIATION PROGRAM GUIDELINES

- i) Two state representatives from each state (preferably local leaders within the community that know the people well), selected by the UNAA Vice President with advice from local chapters, communities, and affiliates.
- j) Two (2) members from the UNAA Council.

After the approval of the 2022 UNAA Bylaws, Mrs. Georgina Nyakairu Kirunda and Mrs. Henrietta Nairuba Wamala, shall continue to serve as Program Coordinators of the UNAA Repatriation program for a period not exceeding four years and shall thereafter be available for consultation as needed.

The Program Coordinators (the current UNAA President and a member of the UNAA Council) are the main contacts for this program. They work in close collaboration with the UNAA Treasurer who collects the premiums. In addition, the UNAA Repatriation Program is in Partnership with Pamoja Harambee USA (PHU) (THIS IS NOT AN INSURANCE POLICY). PHU is a registered LLC in Texas that runs the Repatriation Program

UNAA Repatriation Program communication will be done and leveraged through a designated secure email address, Group What's App, Individual What's App, Text messages and Personal calls.

Section III: Payment Schedule and Fees:

The Repatriation Program runs annually from **January 1st to Dec 31st**. The previous period was **January 1st, 2021-December 31st, 2021**. The new Membership annual fees, old members' replacement fees are all based on current member numbers in the program per the guidelines. The payment schedule with annual and replacement fees will be archived annually for future reference.

Sample Table 1:

Current Repatriation Program period is January 1st, 2022, to December 31st 2022.

New members sign up and fees per member as shown in the table below:

Repatriation Fees and Death benefits, Day 1-Day 180:

UNAA REPATRIATION PROGRAM GUIDELINES

Age Category	Initial Fees	Annual Membership Fee	Total Fees	Death Benefits	Comments
0-17 years	\$0	\$0	\$0	\$0	Child Rider for All minor biological and legally adopted All minor children Under one family.
18+ years	\$90	\$20	\$110	\$0	NO AGE LIMIT

DEATH BENEFITS KICK IN, after a 6-months waiting period ON Day 181.

Replacement fees are fees paid no later than 30 days after the death of a member to replace the funds that were given to the deceased's beneficiary for Repatriation.

Replacement Fees = \$15,000/ (number of members in Repatriation Program)

Replacement fees are calculated per event based on the number of active UNAA/PHU members at the prevailing time.

Sample Table 2:

Replacement Fees and Death Benefits; Jan. 1st, 2021, to Dec. 31st, 2021 period:

UNAA REPATRIATION PROGRAM GUIDELINES

Age Category	Annual Replacement Fees	Death Benefits	Comments
0-17 years	\$0	\$15,000	Child Rider for All minor biological and legally adopted All minor children Under one family.
18+ years	\$60	\$15,000	NO AGE LIMIT

Sample Table 3:

Repatriation Fees and Death Benefits; Jan. 1st, 2022- Dec. 31st, 2022 period:

Age Category	Annual Replacement Fees	Death Benefits	Comments
0-17 years	\$0	\$15,000	Child Rider for All minor biological and legally adopted All minor children Under one family.
18+ years	\$115	\$15,000	NO AGE LIMIT; Includes \$20 Annual Membership Fee

UNAA REPATRIATION PROGRAM GUIDELINES

Sample Table 4:

NOTE: Starting January, 2023 the Death Benefits per member will be \$20,000 as stated by the Board Directors of the Program at our AGM this year.

Starting January 1st, 2023, an administrative flat fee of \$5 per member aged 18+ years will be collected to cover administrative costs such as postage, secure storage of Repatriation documents leveraging Cloud platforms and any other misc. costs.

Repatriation Fees and Death Benefits; Period Jan. 1st, 2023- Dec. 31st, 2023.

Age Category	Annual Replacement Fees	Administrative Fees (Flat Fee)	Death Benefits	Comments
0-17 years	\$0	\$0	\$20,000	Child Rider for All minor biological and legally adopted All minor children Under one family.
18+ years	\$115	\$5	\$20,000	NO AGE LIMIT; Includes \$20 Annual Membership Fee

Payment communication is sent out sixty days in advance on **October 15th** for **ALL** current Repatriation Members.

UNAA REPATRIATION PROGRAM GUIDELINES

The Repatriation Program cycle runs from **January 1st** of current year to **December 31st** of the same year.

Repatriation payments are received by UNAA Treasurer by Zelle (ALL of the time) or Check in the Mail (for those few who may need this service) to be received by **December 15th** of every year for timely submission and processing by UNAA Treasurer for **January 1st** due date.

Section IV: Eligibility Requirements:

For Repatriation Program:

- a) UNAA Community Members
- b) No medical checkups are required.
- c) NO Age Limit
- d) Register in United States of America (U.S), Canada or Mexico
- e) Live in either the U.S, Canada, Mexico or Uganda
- f) **NO Member Social Security Number** is required (SSN)
- g) **Beneficiary SSN** is required and is for taxation purposes.
- h) Beneficiary: First and Last name, home address and contact number information

Section V: Recruiting Members:

New members will be recruited via:

- l) UNAA Email communication
- m) Working with the UNAA Repatriation Task Force-2 State Representatives
- n) Working with UNAA Executive, UNAA Council Members, local UNAA leaders and community leaders to recruit community members through direct engagement and referrals.
- o) What's App Groups
- p) Leveraging UNAA Repatriation information advertising flyers
- q) Personal What's App
- r) Personal Phone Calls
- s) Personal Text Messages
- t) Zoom Presentations in different communities.
- u) During UNAA Conventions-Online and Onsite: Special Promotional Events during the Conventions
- v) During Other local community events-Online and Onsite

Section VI: Application Process

UNAA REPATRIATION PROGRAM GUIDELINES

Secure Google Application form is sent to members by UNAA to fill out their information to start the process.

Members provide the following information on Repatriation application form:

- a) Member First and Last Name
- b) Member Date of Birth (DOB)
- c) Member Gender
- d) Member Contact Number
- e) Member Contact Email
- f) Member Home Address
- g) Beneficiary: First/Last Name, Contact Number, Email Address and Home Address

Section VII: Onboarding Members

New members can be enrolled and onboarded annually during two cycles for proper management and coordination:

Period 1: January 1st to January 31st

Period 2: July 1st to July 31st

Members will provide the following information to register for the Repatriation Program:

- a) First and Last Name
- b) Date of Birth
- c) Gender
- d) Contact Email
- e) Contact Number

Current Members that do not wish to renew can cancel their membership for the Repatriation program during **January 1st to January 31st** period.

New members can cancel their membership during the **6-month** waiting period and receive their initial deposit back of **\$110**.

The Repatriation member ID is sent out to members electronically after the 6-month waiting period.

The Repatriation member ID card has:

- Member first and last name

UNAA REPATRIATION PROGRAM GUIDELINES

- Member ID
- Current Annual period
- When the member joined the program

Section VIII: Process for Filing a Death Claim

In the event of an unfortunate death of a Repatriation Program member.

The UNAA Main Contact for Repatriation Program works with the two State representatives to process the claim by sending out an official email to designated beneficiary to receive information and Pamoja to process the death claim.

The following information is required of the designated beneficiary on the Pamoja Application form to process the claim.

- a) Pronunciation of Death; certified by a Medical Doctor
- b) Funeral Home Details where deceased is attending.
- c) Death Certificate for later when it is received.
- d) Deceased ID; Driver's license, Passport, Ndaga Muntu ID
- e) Beneficiary's ID: Driver's License
- f) Beneficiary's Zelle information
- g) Beneficiary's SSN

Once claim is approved by PHU Board, claim takes **1-3** days after receipt of information, and **\$15,000** is sent to the beneficiary's account and normally takes **3-4** days after death of member depending on receipt of information.

Section VII: Future Enhancements

These are currently suggested and recommended future enhancements to the Repatriation program as funds become available but more suggestions can be made in due course:

- f) Design a mobile app to remind members of payments and important Repatriation due dates by leveraging the new UNAA App.
- g) Create questions and answers section on the UNAA Website and the UNAA App.
- h) Procure a secure Cloud storage and doc signature platform such as **Right Signature** by Citrix but other cloud platforms can be considered when the time is right.
- i) Procure cloud computing technology such as Microsoft Azure and Amazon Web Services (AWS) to integrate Predictive Analytics, Machine Learning, Artificial Intelligence (A.I) and Automation of processes using pipelines to take the program to another level.



UNAA CAC AMENDMENT FILING FORM

This form is required for all governing Policies reviews and amendment submissions to the CAC. The request for a review or amendment has to be submitted by a UNAA member in good standing. The CAC will not accept submissions without this form and required information.

Member/Requestor

Name (First, Last): _____

UNAA Membership # _____

Address: _____

Phone Number(+1-XXX-XXX-XXXX): _____

eMail Address _____

Governing Policy Affected:

i. **Constitution: Article#** _____

Title _____

ii. **Bylaw: Article#** _____

Title _____

iii. **Membership Code of Conduct: Section #** _____

Title _____

iv. **Leadership Code of Conduct and Ethics: Section** _____

Title _____

CONSTITUTIONAL AFFAIRS COMMITTEE (CAC) AMENDMENT FILING FORM

Describe Issue not addressed by existing language and known impact:

Proposed Language for each Governing Policy noted above:

Please provide supporting documentation (if applicable) to support your recommendation:



UNAA RULES AND DISCIPLINARY COMMITTEE (RDC) COMPLAINT FILING FORM

This form is required for all governing Policies reviews and amendment submissions to the CAC. The request for a review or amendment has to be submitted by a UNAA member in good standing. The CAC will not accept submissions without this form and required information.

Member/Requestor

Name (First, Last): _____

UNAA Membership # _____

Address: _____

Phone Number(+1-XXX-XXX-XXXX): _____

eMail Address _____

Governing Policy Affected:

iv. Constitution: Article# _____

Title _____

v. Bylaw: Article# _____

Title _____

vi. Membership Code of Conduct: Section # _____

Title _____

v. Leadership Code of Conduct and Ethics: Section _____

Title _____

RULES AND DISCIPLINARY COMMITTEE (RDC) COMPLAINT FILING FORM

Describe Issue not addressed by existing language and known impact:

Proposed Language for each Governing Policy noted above:

Please provide supporting documentation (if applicable) to support your recommendation:



UNAA PAYMENT REQUISITION FORM

REQUESTED BY: _____ DATE: _____

PAYABLE TO (SUPPLIER'S NAME): _____ FED ID#: _____

ADDRESS: _____

_____ Phone No.: _____

AMOUNT REQUESTED: \$ _____

PURPOSE: ATTACH ORDER FORMS, PURCHASE REQUESTS and INVOICES

REQUISITIONER APPROVAL:

SIGNATURE: _____ DATE: _____

UNAA UNIT/COMMITTEE:

UNAA TREASURER OFFICE USE ONLY:

APPROVED: ____ YES ____ NO

AMOUNT APPROVED: _____

DATE PAYMENT ISSUED: _____

FORM OF PAYMENT: ____ CHECK ____ CORPORATE CREDIT CARD

ACCOUNT CHARGED:

TREASURER SIGNATURE: _____

DATE: _____



UNAA NON-DISCLOSURE AGREEMENT

- A. Intending to be legally bound, I, _____ hereby accept the obligations contained in this Agreement in consideration of being granted conditional access to UNAA confidential or non-public information. Pursuant to Art. 3.11, proprietary; “confidential or non-public information” is defined as UNAA information that is not available to the public and that is commercially valuable, trade secret, market sensitive, proprietary, subject to privilege, protected by the Privacy Act (5 U.S.C. § 552a), or otherwise deemed confidential or non -public by UNAA BoT.
- B. “UNAA information” includes information that is generated by or in the possession of UNAA, as well as information that is collected on behalf of the UNAA or that is otherwise accessible by virtue of performing a UNAA contract.
- C. The Securities and Exchange Commission (SEC) defines confidential or non-public information as information in any form, including documents, electronic mail, computer files, conversations, and audio or video recordings. For purposes of this Agreement, examples of UNAA confidential or non-public information include corporate financial data provided to UNAA that has not been made public
- D. I acknowledge that any conditional access to UNAA proprietary; confidential or non-public information is granted to me for the sole purpose of performing obligations under my duties in my Leadership role or contract.
- E. I acknowledge that the UNAA bylaws concerning the conduct of former members in leadership positions expressly prohibits the improper use and unauthorized disclosure of proprietary; confidential, or non-public information or documents.
- F. I agree not to engage, directly or indirectly, in any personal business transaction or private arrangement for personal profit while executing my duties as a UNAA leader.
- G. I agree not to disclose to any unauthorized person or release in advance of authorization for its release, any confidential or non-public document or information.
- H. I acknowledge that disclosure of proprietary; confidential or non-public information in violation of this Agreement could subject me to disciplinary action, civil, or criminal action, as appropriate, under the laws and regulations applicable to the information involved.
- I. I hereby assign to UNAA all royalties, remunerations, and emoluments that have resulted, will result, or may result from any personal business transaction in violation of the terms of this Agreement or any disclosure, publication, or revelation of proprietary; confidential or non-public information in violation of the terms of this Agreement.

Name: _____

Signature: _____ Date: _____



UNAA OATH OF OFFICE FOR THE PRESIDENT

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of President of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Executive Committee members and others who seek a hearing before the Executive Committee while respecting the privacy of our members;

I shall recognize that an Executive Committee member has no legal authority as an individual and that decisions can be made only by the required majority vote at an Executive Committee meeting; and

I shall abide by the required majority decisions of the Executive Committee while retaining the right to seek changes in such decisions through ethical and constructive channels.

President UNAA – (Print Name Date)

President's Signature

Witness – Printed Name

Date

Witness Signature



UNAA OATH OF OFFICE FOR THE VICE PRESIDENT

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of Vice President of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Executive Committee members and others who seek a hearing before the Executive Committee while respecting the privacy of our members;

I shall recognize that an Executive Committee member has no legal authority as an individual and that decisions can be made only by the required majority vote at an Executive Committee meeting; and

I shall abide by the required majority decisions of the Executive Committee while retaining the right to seek changes in such decisions through ethical and constructive channels.

Vice President UNAA – (Print Name Date)

Signature

Witness – Printed Name Date

Witness Signature



UNAA OATH OF OFFICE FOR THE EXECUTIVE SECRETARY

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of Executive Secretary of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Executive Committee members and others who seek a hearing before the Executive Committee while respecting the privacy of our members;

I shall recognize that an Executive Committee member has no legal authority as an individual and that decisions can be made only by the required majority vote at an Executive Committee meeting; and

I shall abide by the required majority decisions of the Executive Committee while retaining the right to seek changes in such decisions through ethical and constructive channels.

Executive Secretary UNAA – (Print Name Date)

Executive Secretary's Signature

Witness – Printed Name Date

Witness Signature



UNAA OATH OF OFFICE FOR THE TREASURER

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of Treasurer of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Executive Committee members and others who seek a hearing before the Executive Committee while respecting the privacy of our members;

I shall recognize that an Executive Committee member has no legal authority as an individual and that decisions can be made only by the required majority vote at an Executive Committee meeting; and

I shall abide by the required majority decisions of the Executive Committee while retaining the right to seek changes in such decisions through ethical and constructive channels.

Treasurer UNAA – Print Name

Date

Treasurer's Signature

Witness – Printed Name

Date

Witness Signature



UNAA OATH OF OFFICE FOR THE DIRECTOR OF COMMUNICATION AND TECHNOLOGY

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of Director of Communication and Technology of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Executive Committee members and others who seek a hearing before the Executive Committee while respecting the privacy of our members;

I shall recognize that an Executive Committee member has no legal authority as an individual and that decisions can be made only by the required majority vote at an Executive Committee meeting; and

I shall abide by the required majority decisions of the Executive Committee while retaining the right to seek changes in such decisions through ethical and constructive channels.

Director – Print Name

Date

Director's Signature

Witness – Printed Name

Date

Witness Signature



UNAA OATH OF OFFICE FOR DIRECTOR OF DEVELOPMENT AND QUALITY ASSURANCE

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of Director of Development and Quality Assurance of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Executive Committee members and others who seek a hearing before the Executive Committee while respecting the privacy of our members;

I shall recognize that an Executive Committee member has no legal authority as an individual and that decisions can be made only by the required majority vote at an Executive Committee meeting; and

I shall abide by the required majority decisions of the Executive Committee while retaining the right to seek changes in such decisions through ethical and constructive channels.

Director – Print Name

Date

Director's Signature

Witness – Printed Name

Date

Witness Signature



UNAA OATH OF OFFICE DIRECTOR OF FINANCE AND FUNDRAISING

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of Director of Finance and Fundraising of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Executive Committee members and others who seek a hearing before the Executive Committee while respecting the privacy of our members;

I shall recognize that an Executive Committee member has no legal authority as an individual and that decisions can be made only by the required majority vote at an Executive Committee meeting; and

I shall abide by the required majority decisions of the Executive Committee while retaining the right to seek changes in such decisions through ethical and constructive channels.

Director – Print Name

Date

Director's Signature

Witness – Printed Name

Date

Witness Signature



UNAA OATH OF OFFICE FOR DIRECTOR OF YOUTH AND CHILDREN

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of Director of Youth and Children of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Executive Committee members and others who seek a hearing before the Executive Committee while respecting the privacy of our members;

I shall recognize that an Executive Committee member has no legal authority as an individual and that decisions can be made only by the required majority vote at an Executive Committee meeting; and

I shall abide by the required majority decisions of the Executive Committee while retaining the right to seek changes in such decisions through ethical and constructive channels.

Director – Print Name

Date

Director's Signature

Witness – Printed Name

Date

Witness Signature



UNAA OATH OF OFFICE FOR THE CHAIRPERSON BOARD OF TRUSTEES

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of the Chairperson of the Board of Trustees the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Board of Trustee members and others who seek a hearing before the Board of Trustees while respecting the privacy of our members.

I shall recognize that a Board of Trustee member has no legal authority as an individual and that decisions can be made only by the required majority vote at a Board of Trustee meeting; and

I shall abide by the required majority decisions of the Board of Trustees while retaining the right to seek changes in such decisions through ethical and constructive channels.

Chairperson BoT – (Print Name Date)

Signature

Witness – Printed Name

Date

Witness Signature



UNAA OATH OF OFFICE FOR THE SECRETARY BOARD OF TRUSTEES

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of the Secretary of the Board of Trustees the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Board of Trustee members and others who seek a hearing before the Board of Trustees while respecting the privacy of our members.

I shall recognize that a Board of Trustee member has no legal authority as an individual and that decisions can be made only by the required majority vote at a Board of Trustee meeting; and

I shall abide by the required majority decisions of the Board of Trustees while retaining the right to seek changes in such decisions through ethical and constructive channels.

Secretary BoT – (Print Name Date)

Signature

Witness – Printed Name Date

Witness Signature



UNAA OATH OF OFFICE FOR MEMBER BOARD OF TRUSTEES

I, _____, do solemnly swear that I will faithfully discharge the duties of the Board of Trustees of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Board of Trustee members and others who seek a hearing before the Board of Trustees while respecting the privacy of our members.

I shall recognize that a Board of Trustee member has no legal authority as an individual and that decisions can be made only by the required majority vote at a Board of Trustee meeting; and

I shall abide by the required majority decisions of the Board of Trustees while retaining the right to seek changes in such decisions through ethical and constructive channels.

BoT Member – (Print Name Date)

Signature

Witness – Printed Name

Date

Witness Signature



UNAA OATH OF OFFICE FOR THE SPEAKER UNAA COUNCIL

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of the Speaker of the Council of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Council members and others who seek a hearing before the Council while respecting the privacy of our members.

I shall recognize that a Council member has no legal authority as an individual and that decisions can be made only by the required majority vote at a UNAA Council meeting; and

I shall abide by the required majority decisions of the UNAA Council while retaining the right to seek changes in such decisions through ethical and constructive channels.

Speaker of UNAA Council – (Print Name Date)

Signature

Witness – Printed Name Date

Witness Signature



UNAA OATH OF OFFICE FOR THE DEPUTY SPEAKER UNAA COUNCIL

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of the Deputy Speaker of the Council of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Council members and others who seek a hearing before the Council while respecting the privacy of our members.

I shall recognize that a Council member has no legal authority as an individual and that decisions can be made only by the required majority vote at a UNAA Council meeting; and

I shall abide by the required majority decisions of the UNAA Council while retaining the right to seek changes in such decisions through ethical and constructive channels.

Deputy Speaker of UNAA Council – (Print Name Date)

Signature

Witness – Printed Name Date

Witness Signature



UNAA OATH OF OFFICE FOR THE SECRETARY UNAA COUNCIL

I, _____, do solemnly swear that I will faithfully discharge the duties of the office of the Secretary of the Council of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall encourage and respect the free expression of opinion by my fellow Council members and others who seek a hearing before the Council while respecting the privacy of our members.

I shall recognize that a Council member has no legal authority as an individual and that decisions can be made only by the required majority vote at a UNAA Council meeting; and

I shall abide by the required majority decisions of the UNAA Council while retaining the right to seek changes in such decisions through ethical and constructive channels.

Secretary of UNAA Council – (Print Name Date)

Signature

Witness – Printed Name Date

Witness Signature



UNAA OATH OF OFFICE FOR THE REPRESENTATIVE UNAA COUNCIL

I, _____, do solemnly swear that I will faithfully discharge the duties of Council Representative of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Council members and others who seek a hearing before the Council while respecting the privacy of our members.

I shall recognize that a Council member has no legal authority as an individual and that decisions can be made only by the required majority vote at a UNAA Council meeting; and

I shall abide by the required majority decisions of the UNAA Council while retaining the right to seek changes in such decisions through ethical and constructive channels.

Council Representative – Print Name

Date

Council Representative's Signature

Witness – Printed Name

Date

Witness Signature



UNAA OATH OF OFFICE FOR COMMITTEE MEMBER

I, _____, do solemnly swear that I will faithfully discharge the duties of the

_____ Committee of the Ugandan-North American Association (UNAA), in accordance with the Constitution and Bylaws of UNAA, and the Membership Code of Conduct, and Leadership Code of Conduct and Ethics, and the laws of the State of Massachusetts, to the best of my ability.

I further affirm that:

I shall respect UNAA members' interests by serving as a faithful protector of UNAA's assets;

I shall promote the purpose and objectives of UNAA to the best of my abilities;

I shall encourage and respect the free expression of opinion by my fellow Committee members and others who seek a hearing before the _____ Committee while respecting the privacy of our members;

I shall recognize that a Committee member has no legal authority as an individual and that decisions can be made only by the required majority vote at a Committee meeting; and I shall abide by the required majority decisions of the _____ Committee while retaining the right to seek changes in such decisions through ethical and constructive channels.

Committee Member – Print Name Date

Committee Member's Signature

Witness – Printed Name Date

Witness Signature