

**CONSTITUTION AND BYLAWS OF  
THE UGANDA NORTH AMERICA  
ASSOCIATION ATLANTA  
CHAPTER (UNAA-ATLANTA)**

**PREAMBLE:**

We the members of that community of persons now living in Atlanta who have roots or other ties to Uganda; recognizing that we share common social, cultural and economic interests; that the fulfillment of our efforts hereby resolve to come together and form an association with the view to attaining the following:

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

**ARTICLE ONE  
ORGANIZATION  
MATTERS**

1.1 **Association Name:** Uganda North American Association - Atlanta Chapter (UNAA-Atlanta), a not for profit organization.

1.2 **Organization Structure:** The Association is organized pursuant to the provisions of the State of Georgia Not for Profit Corporation Code. The Association is a local chapter of the Ugandan North American Association (UNAA) the national organization. The chapter consists of seven officers (executive committee) The officers elected shall include:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Director of Communication
- (e) Director of Philanthropy
- (f) South Representative
- (g) North Representative
- (h) Treasurer
- (i) Youth Representative

The immediate past Chairman, and any officer of the National Committee residing within the Chapter, shall be ex-officio members of the Executive Committee (Board of

Directors) and shall serve as advisors to the Executive Committee. The Executive Committee may from time to time appoint, as needed, any other officer(s) to serve in designated capacity.

- 1.3 **Principal Office:** The Association may have offices at such place or places within North America as the Executive Committee may, from time to time determine or the business of the Corporation may require or make desirable.
- 1.4 **Registered Agent and Registered Offices:** The registered agent and registered office shall be determined by the National Board of Directors.
- 1.5 **Governing Laws:** The Association is governed by these Bylaws and Articles of Incorporation.

## **ARTICLE TWO PURPOSE**

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

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

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

2.3 **Statement of Non-discrimination Intent:** The organization is an equal opportunity Association. It does not discriminate, for membership purposes, on the basis of race, color, religion, ethnic or tribal affiliation. The Association is non-denominational, non sectarian, non political, secular and not-for-profit. In these Bylaws and Articles of Incorporation, and henceforth, in any official writing of the Association or public address, whenever reference is made to a masculine gender, reference will also be made to a feminine gender, thus he/she, his/hers.

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

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

## **ARTICLE THREE MEMBERSHIP**

3.1 **Eligibility:** Membership in the Association is open to a natural person who is 18 years or older and supports the objectives of the Association.

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

3.3 **Dues:** All members are required to pay membership dues annually in their respective

chapters. The amount of membership dues and when they should be paid will be determined by Executive Committee. As a Chapter, we will also contribute financial support towards the activities of the Association such as annual conventions, as stipulated in the National Association's Bylaws.

- 3.4 **Withdrawals:** Any member may withdraw or resign his/her membership at any time. However membership dues and assessment are non-refundable.
- 3.5 Membership shall be maintained for as long as members continue to be in good standing.
- 3.6 **Compensation:** No dividend shall be paid and no part of the income or profit of the Association shall be distributed to the members. However, the Association may pay compensation in a reasonable amount that may be determined by the Executive Committee Members, for services rendered to the Association. Approval by the Executive Committee Members is required prior to the rendition of the said service, in order to be compensable.
- 3.7 **Privileges:** All members who are in good standing are entitled to all rights and privileges of the Association.
- 3.8 **Voting:** Members of the Association shall have voting rights, so long as they are in good standing.
- 3.9 **Certificate of Membership:** The Executive Committee Members at its discretion may issue certificates evidencing membership in the Association.

#### **ARTICLE FOUR MEMBERSHIP MEETINGS**

- 4.1 **Regular meetings:** Meetings shall be held at a place and time, to be determined by the Executive Committee Members. Once a regularly scheduled set time and place of meeting has been determined, no extra notice shall be required for any regularly meeting of the Association
- 4.2 **Special Meeting:** Special meetings of members and/or the Executive Committee may be called by the Executive Committee as deemed necessary.
- 4.3 **Notice of Meeting:** Unless set forth as provided in section 4.1, a written, printed, or electronic, verbal notice of each membership meeting, stating the place, day, and time of meeting shall be delivered to all members of good standing, either personally, by mail, or by phone, by the Secretary of the Association. Said notice shall be printed in the Association's official newsletter. If mailed, the notice shall be sent to each member in good standing at his/her address on record with the Secretary. The notice of the meeting shall state the purpose and agenda of the meeting.

All meetings will be conducted in accordance with Robert's Rule of Orders.

#### **ARTICLE FIVE: THE EXECUTIVE COMMITTEE**

- 5.1 **General Powers:** The business affairs of the Association shall be managed by the Executive Committee as may be established pursuant to these Bylaws.

- 5.2 **Qualification:** Members of the Executive Committee and Board Members shall be elected from members of the Association who are in good standing, willing, and able to serve.
- 5.3 **Terms of Office:** Each Executive Member or Board Members shall serve for a period of two years. In case of death, resignation, disqualification, or removal, the Executive Committee shall nominate a replacement to complete the unfinished term until a successor has been elected.

- 5.4 **Election:** Members of the Executive Committee shall be elected by the affirmative vote of a majority of the members present at a duly scheduled meeting, for which the notice of the meeting specifically listed such election of committee members on the agenda; Members may be nominated or sponsored by other members. Voting may be by choice of secret ballot or show of hands, whatever present members agree to.
- 5.5 **Resignation:** Notice shall be in writing and mailed to the Secretary , at least, 15 days prior to the next meeting.
- 5.6 **Removal:** Any Officer may be removed from office by a 2/3 vote of the members present at any general meeting whenever, in the judgment of said members , the best interest of the Association will be served thereby.
- 5.7 **Filling Vacancies:** Except for the natural expiration of Committee members term, any vacancy occurring on the Executive Committee, by reason of death, resignation, disqualification or removal shall be filled by appointment by the remaining members of the Executive Committee until the next Committee elections.

## **ARTICLE SIX MEETINGS OF THE EXECUTIVE COMMITTEE**

- 6.1 **Time:** The time and place of regular meetings of the Executive Committee shall be determined by the Committee.
- 6.2 **Special Meetings:** Special meetings of the Executive Committee may be called by the Chairman or in his absence, by his Vice, or by the Secretary of the Association if both the Chairman or Vice Chairman are absent, or by any three Executives in office at the time.
- 6.3 **Notice of meetings:** No extra notice shall be required for any regularly scheduled meeting of Committee Members. Unless otherwise waived as contemplated in section 8.2, the Chairman or Secretary or any Committee Member thereof shall give notice to each Committee Member of each and every special meeting of the Committee Members. Such notice shall be given at least fifteen days before the date of the meeting. Attendance by an Executive Member at a meeting shall constitute waiver of notice of such meeting unless if such attendance is for the express purpose of protesting the convening of such meeting.
- 6.4 **Quorum:** At meetings of the Executive Committee, at least fifty one (51%) of members of the Executive Committee then in office shall be necessary to constitute a quorum for the transaction of business.
- 6.5 **Vote Required for Action:** Except as otherwise provided in the section 2.5 or Bylaws, the act of a majority of the Executive Committee present at a meeting at which a quorum is present at the time shall be the act of the Executive Committee; except the vote of two thirds (2/3) of all Executive Committee is required to recommend the adoption of a resolution for dissolving the corporation. Such a recommendation shall then be presented to the general membership for action. A two

thirds (2/3) of all active members is required for the dissolution of the Association.

- 6.6 **Action by Executive Committee without Meeting:** Any action required or permitted to be taken, at any meeting of the Executive Committee or of any committee thereof, may be taken without a meeting if a written consent thereto shall be signed by a number constituting a quorum of the Executive Committee or members of such a committee, as the case may be, and such written consent shall have the same force and effect as a unanimous vote of the Executive Committee.



- 6.7 **Adjournments:** A meeting of the Executive Committee, whether or not a quorum is present, may be adjourned by a majority vote of the Executives present. The meeting may later reconvene at a specific time and place. At any such reconvened meeting at which a quorum is present, any business transacted may be transacted which could have been transacted at the meeting which was adjourned.

## **ARTICLE SEVEN SUB COMMITTEES**

- 7.1 **Appointment of Committees:** The Executive Committee may from time to time designate one or more Sub Committees. Such Sub Committees shall have such powers and may exercise such powers as the Executive Committee may bestow. Each of such Sub Committees shall call and hold meetings, adopt rules of procedure, maintain records of its proceedings, and prepare reports to the Executive Committee.
- 7.2 **Vote Required for Action:** All Sub Committees designated or appointed by the Executive Committee shall act by a majority vote of their members.

## **ARTICLE EIGHT NOTICE AND WAIVER**

- 8.1 **Procedure:** Except as otherwise specifically provided in these Bylaws, whenever under the provisions of these Bylaws, notice is required to be given to any member of the Executive , it shall not be construed to be personal notice, but such notice may be given by personal delivery, telefax, electronic mail, telephone, or postal mail. The notice shall be sent to the address on record with the Secretary., and such notice shall be deemed to be given at the time when the same shall be transmitted or mailed.
- 8.2 **Waiver of Notice:** Whenever any notice is required to be given to any member as provided for in these Bylaws, a waiver of said notice, in writing, signed by the person(s) entitled to such notice, whether before, or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

## **ARTICLE NINE AUTHORITY AND DUTIES OF OFFICERS**

- 9.1 **Chairman:** The Chairman shall be the Chief Executive Officer of the Association and shall have general supervision of the business and affairs of the Association. He/She may execute, with any proper officer, certificate of membership, leases, contracts, or other instruments which may be lawfully executed on behalf of the Association. He/She or his/her designee shall ensure that all orders and resolutions of the Executive Committee are carried into effect, and shall perform such other duties as may from time to time be delegated to him/her by the Executive Committee.
- 9.2 **Vice Chairman:** The Vice Chairman shall, in the absence, disability, or direction of

the Chairman, perform the duties and exercise the powers of the Chairman, including execution of contracts and agreements. The Vice Chairman shall perform whatever duties and have powers the Executive Committee may from time to time assign to him/her.

- 9.3 **Secretary:** The Secretary shall keep accurate records of the acts and proceedings of all meetings of the members, Executive Committee, and Sub Committees. He/She shall have the authority to give notices required by these Bylaws. He/She shall be the custodian of

documents and may affix the corporate seal to any lawfully executed document requiring it. He/she shall perform whatever duties and have powers the Executive Committee may from time to time assign to him/her.

- 9.4 **Assistant Secretary:** The Assistant Secretary shall, in the absence, disability, or direction of the Chairman, perform the duties and exercise the powers of the Secretary. He/she shall perform whatever duties and have powers the Executive Committee may from time to time assign to him/her.
- 9.5 **Treasurer:** The Treasurer shall have custody of all funds and securities belonging to the Association and shall receive, deposit and disburse the same under the direction of the Executive Committee upon request. He/she shall perform whatever duties and have powers the Executive Committee may from time to time assign to him/her.
- 9.6 **Assistant Treasurer:** The Assistant Treasurer shall, in the absence, disability, or direction of the Chairman, perform the duties and exercise the powers of the Treasurer. He/she shall perform whatever duties and have powers the Executive Committee may from time to time assign to him/her.

## ARTICLE TEN MISCELLANEOUS

- 10.1 **Fiscal Year:** Unless otherwise determined by the Executive Committee, the fiscal year of the Association shall be from January 1 through December 31.
- 10.2 **Association Seal:** The Association Seal shall be in such form as the Executive Committee may determine.
- 10.3 **Bank:** The Association shall have a business checking account with a bank, at a location, as may be determined by the Executive Committee. The Association may have any other type of accounts that may be determined by the Executive Committee.
- 10.4 **Signatories to the Association Bank Account:** The Treasurer, Chairman, Vice Chairman and Secretary shall be signatories to the account(s). Any other signatory may be authorized by the Executive Committee. Two signatures will be required on any disbursements.
- 10.5 **Annual Statement:** Not later than two months (60 days) after the end of the fiscal year, the Association through the Treasurer or his/her designee, shall prepare and deliver to the active members, a financial statement showing the activities and financial position of the Association.
- 10.6 **Inspection of Books:** The books and records of the Association shall be open to inspection by members in good standing, upon written request and reasonable notice submitted to the Secretary.
- 10.7 **Registration with the Secretary of State:** The Association will remain registered with the State of Georgia in accordance with all applicable laws at all times during its life.

- 10.8 **Duty of Care and Loyalty:** In the exercise of their duties, for and on behalf of the Association, each Executive and officer shall be held to fiduciary standards, act in good faith and with that degree of diligence, care and skill which ordinary prudent persons would exercise in similar circumstances. Moreover in the discharge of his/her fiduciary duties, an officer shall not use his position of power to cause the Association to act or refrain from acting, primarily for the benefit of the officer. Any person(s) appointed to render services by the Executive Committee shall be held to the same duty of care and loyalty.

## **ARTICLE ELEVEN AMENDMENTS**

11.1 **Power to amend Bylaws:** The members of the Executive Committee shall have the power to initiate action to alter, amend, and/or repeal these Bylaws or adopt new Bylaws, except that such alteration, amendment, repeal or adoption must first be approved by an affirmative vote of the a majority of members present at a regular meeting, with respect to which notice of such purpose has been given to members.