



**CONSTITUTION AND BYLAWS
OF THE
UGANDAN AMERICAN ASSOCIATION
OF
GREATER DALLAS/FORT WORTH**

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Preamble:

We the members of this community of persons now resident in the Dallas/Fort Worth area of the United States of America, and who have our roots or other ties to Uganda; recognizing our common cultural, social, and economic concerns; desirous of pursuing, promoting, and fulfilling those concerns; and realizing that the actualization of those concerns is a function of our input; now therefore resolve to come together and form an association with a view to attaining the following objectives:

- a) To promote and foster social, cultural, economic and philanthropic activities and to share the same with Americans and other individuals and groups.
- b) To promote unity and friendship.
- c) To encourage business relationships and interaction.
- d) To develop, through research, discussion, and exchange of information, a better understanding of problems facing members of the association.
- e) To engage in any other lawful activity or activities for the benefit of the association or of the members of the association

**ARTICLE ONE
ORGANIZATIONAL MATTERS**

1.1: Organizational Structure:

The organization shall be an organized pursuant to the provisions of the state of Texas Non-Profit Corporation Code. The Association shall be governed by an Executive Committee consisting of five (5) elected officials, and a Board of Directors consisting of five (5) elected members. The Executive Committee shall be comprised of the following:

President
Vice-President
Secretary
Treasurer Publicity
Secretary

The UAA Greater DFW may affiliate with any other local, regional, national, or international associations, including the Ugandan North American Association, provided that the goals and objectives of such other associations shall not be inconsistent with the goals and objectives of the UAA Greater DFW.

1.2: Governing Laws:

The Association shall be governed by these bylaws and the Articles of Incorporation.

ARTICLE TWO OBJECTIVES

2.1: Organization Objectives:

The Association shall be a not-for-profit organization. No pecuniary benefit shall incur to any member, official, or Board member of the Association.

2.2: Statement of Non-Discrimination Intent:

The Association shall be an equal opportunity organization. It shall not discriminate, for membership purposes, on the basis of race, color, religion, sex, age, handicap, marital status, national origin, or ethnic or tribal affiliation; and it shall at all times remain non-denominational, non-sectarian, non-political, secular, and not-for-profit.

In these bylaws or any other official communication of the Association, reference made to a gender-specific pronoun shall denote reference to both genders.

2.3: Duration:

The Association shall have perpetual duration; provided that nothing in this clause shall detract from the membership's right to dissolve the Association as provided in section 2.4.

2.4: Voluntary Dissolution by Members

The Association may be terminated upon a vote or written petition of two-thirds (2/3) of all members of the Association in good standing. In the event of voluntary dissolution, the value of the assets of the Association shall be determined with the help of an independent appraiser, if necessary. The assets shall be sold and the proceeds used to pay off any debts that shall be donated to such charitable entity or charitable entities as shall be designated by the Board. The Board of Directors shall oversee the dissolution and winding down of the Association. No pecuniary benefit shall inure to any member, officer, or Board member of the Association.

ARTICLE THREE
MEMBERSHIP RIGHTS AND BENEFITS

3.1: Eligibility:

Membership in the Association shall be open to any natural person who 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 18 years of age and older shall be required to pay annual membership dues, in such amounts as shall from time to time be established by the Board, for the promotion of the objectives of the Association. The Association, in the direction of the Board, may make financial contributions to any other organizations with which it may be affiliated, for conventions, seminars, or other activities which shall be deemed to serve the best interest of the Association.

3.4: Withdrawal:

Any member may withdraw or resign such member's membership in the Association at any time and for any reason. However, membership dues and assessments shall be non-refundable.

3.5: Termination:

An individual's membership in the Association shall terminate when the individual shall cease to be in good standing.

3.6: Compensation:

No monies of the Association shall be distributed to any member, officer, or director. However, reasonable compensation may be made for services rendered to the Association, provided that no services shall be compensable unless the approval of the Board shall have been obtained prior to the rendition of said services.

3.7: Privileges:

All members in good standing are entitled to all rights and privileges of the Association.

3.8: Voting Right:

All members of the Association who are over 18 years of age and in good standing shall be entitled to vote.

3.9: Certificate of Membership:

The Association may issue certificates or other forms of identification evidencing membership in the Association.

3.10: Good Standing:

A member shall be deemed to be in good standing when such member shall have paid the current annual membership dues as set by the Board and her membership shall not have been otherwise terminated.

ARTICLE FOUR MEETINGS

4.1: General Meeting:

The Association shall hold a general meeting once a year, at such place and time as shall be designated by the Executive Committee and the Board of Directors. Elections for new members of the Executive Committee and the Board of Directors shall be held during the annual general meeting.

4.2: Regular Meetings:

In addition to the annual general meeting, the Association shall hold at least three regular meetings per year, at such place or places as shall be designated by the Executive Committee and the Board of Directors.

4.3: Special Meetings:

Notwithstanding the provisions of 4.1 and 4.2, the Executive Committee and/or the Board of Directors may call special meetings at such times as circumstances may warrant.

4.4: Notice of Meeting:

Notice of each meeting, stating the place, day and time of the meeting, shall be emailed to all members of the Association by the Association Secretary. In the case of regular meetings, the notice of the meeting shall state the purpose of the meeting and shall include an agenda. In the case of special meetings, the notice of the meeting shall state the purpose or purposes for which the meeting is called.

All meetings shall be conducted in accordance with Roberts Rule of Orders.

4.5: Quorum:

At all duly convened meetings, at least three (3) members of the Executive Committee, three (3) members of the Board, and ten (10) members of the Association in good standing shall constitute a quorum.

ARTICLE FIVE
THE EXECUTIVE COMMITTEE AND THE BOARD OF DIRECTORS

5.1: General Powers:

The day to day business affairs of the Association shall be managed by the Executive Committee. All policy issues shall be handled by the Board of Directors.

5.2: Elections:

The Executive Committee shall be elected by a majority of the voting members of the Association in good standing who shall be present at a duly scheduled meeting, provided that specific notice of the elections shall have been specifically given. All voting shall be by secret ballot or by proxy.

5.3: Removal:

Any member of the Executive Committee or the Board may be removed from office by a vote of the majority of the Association members present at any duly scheduled and noticed meeting, whatever, in the judgment of said members, removal of such member would be in the interest of the Association. The removal must be specified on the agenda for the meeting, and the removal must be ratified by the Board.

5.4: Term of Office:

Members of the Executive Committee and the Board of Directors shall serve for a period of two years. In the case of death, resignation, disqualification, or removal, the Executive Committee or the Board of Directors shall appoint a replacement to complete the unexpired term until a successor has been elected by the Association members. In the case where the open position is in the Executive, the Board of Directors will be required to appoint a replacement and vice versa. In the case of resignation, a written resignation notice shall be mailed to the Secretary at least fifteen (15) days prior to the effective date of the resignation.

ARTICLE SEVEN
AUTHORITY AND DUTIES OF THE EXECUTIVE COMMITTEE

7.1: President:

The President shall serve as the Chairman of the Executive Committee. He shall have general supervisory powers of the business and other official affairs of the Association. The President may execute, with any other proper officer and in consultation with the Board, certificates of membership, leases, contracts, or other instruments which may be lawfully executed on behalf of the Association. He or his designee shall ensure that all orders and resolutions of the Association are implemented. The President shall be the chief spokesperson of the Association and shall be the liaison between the Association (UAADFW) and the national organization (UNAA). The President shall chair and coordinate all special and general meetings of the Association.

7.2: Vice President:

The Vice President shall, in the absence, disability or at the direction of the President, perform the duties and exercise the powers of the President, including the execution of contracts and agreements.

7.3: Secretary:

The Secretary shall keep accurate records of the acts and proceedings of all meetings of member and the Executive Committee. She/he shall be the custodian of the Association's books, records, contracts, seal, and other documents. The Secretary may affix the Association's seal to any lawfully executed document requiring such a seal.

7.4: Publicity Secretary:

The Publicity Secretary shall be in charge of publicizing and disseminating information and ensuring that all the Association's functions receive maximum publicity. He shall act as a liaison between the Association and other bodies and organizations.

7.5: Treasurer:

The Treasurer shall have custody of all funds belonging to the Association and shall receive, deposit or disburse the same under the direction of the Executive Committee and the Board of Directors.

**ARTICLE SIX
AUTHORITY AND DUTIES OF THE BOARD**

6.1: Authority and Duties of the Board:

The Board of Directors shall be responsible for setting general policies and directions for the Association. The policies set by the Board shall be implemented by the Executive Committee. All policies recommended by the Board shall be presented to the general membership for debate and approval by a majority vote of all members present and in good standing.

ARTICLE EIGHT MISCELLANEOUS PROVISIONS

8.1: Association Seal:

The Association Seal may be in such form as the Board may determine.

8.2: Bank Accounts:

The Association shall maintain a business checking account with any banking institution and at such location as may be determined by the Executive Committee in consultation with the Board of Directors. The Association may also have any other types of accounts, as circumstances may require.

8.3: Signatories to the Association Bank Account:

The Treasurer, the President, and the Secretary of the Association shall be signatories to the Association's bank accounts.

8.4: Annual Financial Statements:

The Treasurer shall prepare annual financial statements showing the income and expenditures of the Association. The financial statement shall indicate the balance on each account and shall be made available to all members of the Association.

8.5: Inspection of Books and Records:

The books and records of the Association shall be open to inspection by any member or members upon written request and reasonable notice submitted to the Secretary.

8.6: Duty of Care and of Loyalty:

In the exercise of their duties, for and on behalf of the Association, each officer and/or Director shall be held to fiduciary standards, shall act in good faith, and with that degree of diligence, care and skill which an ordinary prudent person would exercise under similar circumstances in a like position. In the discharge of his fiduciary duties, an officer and/or Director shall not use his position of power or influence to cause the Association to act or refrain from acting in a manner that primarily benefits the officer or director at the expense of the Association or its members.

Any other person or persons nominated or appointed by the Board of Directors to render services to the Association shall be held to the same duty of care and loyalty to the Association.

8.7: Disassociation from the National Organization:

The Association may dissolve its membership from the national organization by way of a majority vote of the members in attendance at a regularly scheduled general meeting notice of which shall have been duly and timely given.

8.8: Amendments:

The Association may alter, amend and/or repeal these Bylaws or adopt new Bylaws, except that any such alteration, amendment, repeal or adoption must first be approved by an affirmative vote of two-thirds of all voting members present at a regular meeting, with respect to which notice of such purpose shall have been given to members.

Adopted 1993

Amended March 6 2010, Fort Worth, Texas (Amendments 8.8.1 — 8.8.8)

8.8.1. Association Seal:

The Association hereby adopts the seal approved in September 2009 by the Board of Directors as the official Seal of the Association.

8.8.2. Oath of Office:

The following shall be the official oath of office of the Association, to be taken immediately upon election into office

"I do solemnly affirm before this community, that I will faithfully execute the duties of this office, and will to the best of my ability, promote unity, preserve, protect and defend the Constitution and the interests of the UAA Greater DFW. So help me God."

8.8.3. Elections Date:

The elections shall be held on the last Saturday in the month of July of every election year.

8.8.4. Electoral Commission:

There shall be an Electoral Commission made up of an odd number of at least five people headed by a Chairperson. The chairperson and the rest of candidates for the EC shall be nominated by the Association members and the nominees sent to the Board of Directors for a vetting process.

8.8.5. Membership:

There shall be two categories of membership; Full Membership and Associate Membership. Full membership shall be open to only residents of the Greater Dallas/Fort Worth metropolitan area as designated by the State of Texas. Associate Membership shall be open to all natural persons who shall have all the benefits and privileges of full members except the right to vote.

8.8.6: Voting by Proxy:

There shall be voting by proxy, with a written notice given to the EC Chairman or the Secretary in lieu of the EC Chairman.

8.8.7: Voting Right:

All full members of the Association who are over 18 years of age and in good standing shall be entitled to vote.

8.8.8: Membership Year:

The Association's membership year shall expire approximately one month before voting for new Association leaders, taken to be the last Saturday of June.

8.9.1: Term of office:

Members of the Executive Committee and the Board of Directors shall serve for a period of two years. The Board of Directors have the authority to intervene and bring a vote of no confidence on the Executive, if the Executive is redundant.

8.9.2: Forum Use and Moderation:

The Association's mailing group forum will be used by all registered members and the communication will be moderated by the Association's Publicity Secretary.

8.9.3: Forum Abuse and Penalties:

All communication through the forum should be informative and for the benefit of the members of the Association. Any misuse or abuse of the forum to disseminate information considered illegal, damaging, inciting violence or anything as such will not be tolerated. Any members found to be in violation will be warned up to 3 times, then blocked for 90 days and if they persist, will be suspended for 2 years or until the next election period.

8.9.4: Election of Board Members:

Board Members will be elected based on 5 Regions or Zones in the DFW area. The Board Members will represent their different regions or Zones. The boundaries of the Regions or Zones will be determined by the Electoral Commission.

Adopted 2015

Amended June 13 2015, Hurst, Texas (Amendments 8.9.1 — 8.9.4)