

**THE CONSTITUTION AND
BYLAWS
OF**



**THE PACIFIC NORTHWEST
UGANDAN AMERICAN
ASSOCIATION**

PREFACE

Uganda, the Pearl of Africa: for and on behalf of all Ugandans, friends and relatives, we, the Executive Committee members of 1995-1996,* lay a foundation for the preservation of democracy, fraternity, and human dignity for the present generation and generations to come by this Constitution and bylaws.

The Draft Constitution was ratified by the General Assembly that met at 7404 202nd St. S.W. in Lynwood, on the 20th of August, 1995 at 3:00 p.m., Pacific N.W. standard time.



Catherine M. Kulubya, Ph.D.
Secretary, PNUAA

* Names on the back cover

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PREAMBLE

Pacific Northwest Ugandan American Association (PNUAA) stands for the creation of stimulative and supportive environment of togetherness amongst Ugandans, their friends and members of their extended families, with a view to enhance a nationwide acquaintance with all the members of The Uganda North American Association (UNAA) with its stated objectives.

The Association is established to promote and foster social, economic, cultural, political awareness and philanthropic activities within the Ugandan American Community and to establish closer ties back in Uganda.

1 ARTICLE ONE ORGANIZATIONAL MATTERS

1.1 ASSOCIATION NAME

Pacific Northwest Ugandan American Association (PNUAA) a not-for-profit organization.

1.2 ORGANIZATIONAL STRUCTURE

The Association is organized pursuant to the provisions of the State of Washington Not-For-Profit Corporation Code. The Association is the local Chapter of the Ugandan North American Association (UNAA). The organization shall be governed and have its day to day operations conducted by an Executive Committee consisting of:

1. Chairperson
2. Secretary
3. Treasurer
4. Publicity Secretary
5. Vice Chairperson
6. Vice Secretary
7. Vice Treasurer
8. Vice Publicity Secretary
9. Five Committee Members

1.3 PRINCIPAL OFFICE

The Association may have offices at such place or places within the Pacific Northwest of the U.S. and within the general locality where most members reside.

1.4 THE REGISTERED OFFICE

The registered office shall be determined by the Executive Committee.

1.5 GOVERNING LAWS

The Association is governed by these Bylaws and Articles of Incorporation.

2 ARTICLE TWO PURPOSE

2.1 ORGANIZATION

This organization is a not-for-profit organization predicated on the premise that, we, the members living in the Pacific Northwest 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:

1. To stimulate and encourage region-wide acquaintance among members.
2. To develop through research, discussion and exchange of information, a better understanding of problems facing members.
3. To encourage business relationships and interaction.
4. To promote unity and friendship.
5. To promote and foster social, cultural, economic, and philanthropic activities and share the same with North Americans and other groups.
6. To address emergencies amongst members.

2.2 PROGRAMS

The Association may achieve its objectives through regular conferences and meetings, networking activities: cultural, 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 Association is an equal opportunity organization. It does not discriminate, for membership purposes, on the basis of race, color, religion, sex, age, handicap, marital status, national origin, ethnic or tribal affiliation, or political orientation.

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 by the Secretary of State if and when the existence of the Association ceases to be legal.

3 ARTICLE THREE MEMBERSHIP RIGHTS AND PRIVILEGES

3.1 ELIGIBILITY

Membership in the Association is open to a natural person who is eighteen years old or older and their minor dependents who support 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 shall pay membership dues annually as determined from time to time by the Executive Committee. Membership dues are not refundable. The money derived from the dues will be for the sole purpose of running the Association.

3.4 TERMINATION

Membership shall be maintained for as long as any member continues to be in good standing.

3.5 REIMBURSEMENT

The Association shall reimburse for services rendered to the Association. Services qualifying for reimbursement will be only those approved by the Committee prior to being rendered to the Association.

3.6 PRIVILEGES

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

3.7 VOTING

Only active members of the Association shall have voting rights.

4 ARTICLE FOUR GENERAL MEMBERSHIP MEETINGS

4.1 REGULAR MEETINGS

Meetings shall be held regularly, at a place and time to be determined by the Executive Committee.

4.2 SPECIAL MEETINGS

Special meetings of members may be called by the Executive Committee, at any time, as the Executive Committee deems necessary, or upon request with a petition signed by two-thirds (2/3) of the members of the Association.

4.3 NOTICE OF MEETINGS

All members in good standing shall be notified of all meetings. All meetings will be conducted in accordance with Roberts Rule of Orders.

5 ARTICLE FIVE EXECUTIVE COMMITTEE

5.1 GENERAL POWERS

The business affairs of the Association shall be managed by the Executive Committee.

5.2 QUALIFICATION

Members of the Executive Committee shall be elected from members of the Association who are in good standing, willing, and able to serve.

5.3 TERM OF OFFICE

Elections of the Executive Committee shall be held every two years. Each individual will not be re-elected for more than two terms consecutively. In case of death, resignation, disqualification or removal, the Committee shall nominate a replacement to complete the unfinished term until a successor has been elected. A vice/deputy shall become a replacement where applicable.

5.4 GENERAL ELECTION

Voting shall be by secret ballot: and general elections to take place at least thirty (30) days prior to expiration of the term of office of the current Executive Committee.

5.5 RESIGNATION

Notice shall be in writing and mailed to the Secretary at least fifteen days prior to the next meeting.

5.6 REMOVAL

Any Executive member shall be removed from office by a majority 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. Any such removal will be legitimate only, after due process and approval (by vote) of the two-thirds majority of the general body. Due process shall mean: verbal and written representations, properly documented in either case.

5.7 FILLING VACANCIES

Except for the natural expiration of the Executive Committee, 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 General Elections.

6 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 Executive Committee.

6.2 SPECIAL MEETINGS

Special meetings of the Executive Committee may be called by the chairperson or in his/her absence, by the vice chairperson and the Secretary of the Association.

6.3 QUORUM

At the meetings of the Executive Committee, at least fiftyone percent (51%) of the members of the Executive Committee then in office shall be necessary to constitute a Quorum for the transactions involving voting on major issues. Ordinary business meetings may not necessarily require such a quorum, and may take place whenever feasible.

6.4 VOTE REQUIRED FOR ACTION

Except as otherwise provided by the law, 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. However, the vote of two-thirds (2/3) of all members of the Executive Committee is required to recommend the adoption of a resolution for dissolving

the Association. Such a recommendation shall be presented and voted on by the general membership.

6.5 ACTION BY THE EXECUTIVE COMMITTEE WITHOUT A MEETING

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

6.6 ADJOURNMENTS

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

7 ARTICLE SEVEN COMMITTEES

7.1 APPOINTMENT OF COMMITTEES

The Executive can, by resolution adopted by a majority of the full committee, from time to time, designate one or more committees, each to consist of three (3) or more members, from Executive Committee members and/or a mix of members. The committees so appointed, may exercise such powers of the Executive in the management of the business and affairs of the Association, as provided by law, and as may be determined, from time to time, by resolution of the Executive Committee. Each of such committees shall call and hold meetings, adopt rules of procedure, maintain records of its proceedings and shall report said proceedings to the Executive Committee at the next Executive Committee meeting held after said records have been taken or at the next scheduled regular meeting of the members of the Association, whichever of these two meetings shall occur first counting from the date of said records of proceedings. All such proceedings of the Association shall be subject to revision or alteration by a majority vote of the Executive Committee, except to the extent that action shall have been taken pursuant to, or in reliance upon such proceedings, prior to any such revision or alteration.

7.2 VOTE REQUIRED FOR ACTION

All committees designated or appointed by the Executive Committee shall act by a majority vote of their members.

7.3 ALTERNATIVE MEMBERS

The Executive Committee by resolution adopted in accordance with Section 5.3 may designate one or more members of the Executive Committee as alternate members of any such committee, who may act in the place of any absent member or members at any meeting of such committee.

8 ARTICLE EIGHT NOTICE AND WAIVER

8.1 PROCEDURE

Except as otherwise specifically provided in these bylaws, whenever under the provision of these bylaws notice is required to be given to any Executive Committee member, it shall not be construed to mean personal notice, but such notice may be given by personal delivery, telefax, or by mail, by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the Executive Committee members at such address as appears on the books of the Association, as kept by 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 Executive Committee member by the Articles of Incorporation, or by these bylaws, a waiver of said notice, in writing signed by the person or persons entitled to such notice, whether before, at, or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

9 ARTICLE NINE AUTHORITY AND DUTIES OF OFFICE

9.1 CHAIRPERSON

The Chairperson 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 other proper officer, certificates for membership, if any, 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 CHAIRPERSON

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

whatever duties and have whatsoever 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 Executive Committee. He/she shall have authority to give notices required by law or by these bylaws. He/she shall be the custodian of the Association's books, records, contracts, seal, and other documents. The Secretary may affix the corporate seal to any lawfully executed document requiring it and shall perform whatever additional powers the Executive Committee may, from time to time, assign to him/her.

9.4 TREASURER

The Treasurer shall have custody of all funds and securities belonging to the Association and shall receive, deposit or disburse the same under the direction of the Executive Committee and the Chairperson upon request. The Treasurer shall perform all duties as may be assigned to him/her from time to time, by the Executive Committee.

9.5 PUBLICITY SECRETARY

The Publicity Secretary shall be the liaison official for the Association. He/she shall be responsible for the publicity and invitations for the events and special occasions that occur, and only those that have been approved by the Executive Committee or the General Assembly. In consultation with the Chairperson and with some or all of the Executive Committee, shall initiate and chair subcommittees that would help him/her plan and put on such events as Independence Day celebrations, picnics, parties and dinners. With the Secretary's assistance and in consultation with the chairperson and if possible, the Executive Committee, shall inform all members of the Association of: death, serious accidents/critical illness, legitimate emergencies or needs so that may respond individually or collectively as appropriate.

9.6 THE ASSISTANTS (VICES)

To the Chairperson, Secretary, Treasurer and Publicity Secretary shall take responsibility of these positions should the holders resign or be forced to resign, or should they relocate during the substantive's temporary absence. They shall be full members of the Executive Committee.

9.7 COMMITTEE MEMBERS

They are full members of the Executive committee. They shall participate in all the committee meetings and bear full responsibility of the actions and decisions of such meetings.

9.8 IN CARRYING OUT THEIR DUTIES

While carrying out the above duties, no member of the Executive Committee shall in any way use his/her official capacity to personally represent the organization at any

event, collect funds, start, run, or promote a project using the name or on behalf of the organization without the approval of the Executive Committee or General Assembly.

9.9 IMMEDIATE PAST EXECUTIVE COMMITTEE MEMBER

The Executive Committee shall co-opt any of the members of the past Executive Committee whenever necessary for purposes of continuity. The member so co-opted shall have no vote during regular Executive Committee meetings. However, he may be part of a special committee and in this capacity shall have the same voting privileges as any other committee member.

10 ARTICLE TEN MISCELLANEOUS PROVISIONS

10.1 FISCAL YEAR

Unless otherwise determined by the Board of Directors, the fiscal year of the Association shall be from January 1 through December 31 of each year.

10.2 ASSOCIATION SEAL

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

10.3 BANK

The Association shall have a business checking account with a bank and at a location, as may be determined by the Executive Committee. The Association may have any other type or types of accounts, as may be determined by the Executive Committee.

10.4 SIGNATORIES TO ASSOCIATION BANK ACCOUNT

The Treasurer, the Chairman, and the Secretary of the Association shall be signatories to the Association's bank accounts, and to the disbursement or issuance of checks thereof; two signatures to be required for any and all transactions. However, other officers of the Association may be signatories on the Association's bank accounts if so authorized, in writing, by the Executive Committee.

10.5 ANNUAL STATEMENTS OF ACCOUNTS

Not later than one (1) month after the close of the fiscal year, and in any event, prior to the next meeting of the members for the year immediately following the said fiscal year, the Association, through the Treasurer, shall prepare and shall deliver to each registered member, in good standing, a brief summary of the Income and Expenditure Statement for the fiscal year. The statement shall also indicate the account balance as of the close

of the fiscal year. Upon receipt of a written request, the Secretary shall promptly mail to any registered member a copy of the most recent such Statement of Account.

10.6 INSPECTION OF BOOKS AND RECORDS

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

10.7 REGISTRATION WITH SECRETARY OF STATE

The Association will remain registered with the State of Washington in accordance with all applicable laws at all times during its life.

10.8 DUTY OF CARE AND OF LOYALTY

In the exercise of their duties, for and on behalf of the Association, each Executive Committee member shall be held to fiduciary standards, act in good faith, and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like position. Moreover, in the discharge of his fiduciary duties, a Committee member shall not use his position or power or influence to cause the Association to act, or to refrain from acting, primarily to the benefit of the Officer or Director rather than the Association and its members. Any other person or persons nominated or appointed by the Executive Committee to render services to the Association shall be held to the same duty of care and loyalty to the Association.

11 ARTICLE ELEVEN AMENDMENTS

11.1 POWER TO AMEND BYLAWS

The Executive Committee shall have the power to initiate action to alter, amend and/or appeal 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 (2/3) of members present at a regular meeting, with respect to which notice of such purpose has been given to members.

APPENDIX

CONSTITUTIONAL DRAFTING COMMITTEE

1. Executive Committee

Dr. Yoswa Gwalamubisi, Chairperson
Emily Kyewalabye, Vice Chairperson
Dr. MakumbiKulubya, Catherine, Secretary
Florence Eguwatu, Treasurer
David Kyewalabye, Publicity Secretary
Lwanga Lwanga, Vice Secretary
Kosea Muliro Kalebu, Vice Treasurer
Faith Lukyamuzi, Vice Publicity Secretary
Dr. Ben Abe, Member
Livingston Semakula, Member
Sam Sebuwufu, Member
Florence Nabagala, Member

2. Co-opted Members

John Lukyamuzi, Member
Dorothy Sekabira, Member
Farida Kyobe, Member
Moses Luyombya, Member

