



## **Governance Rules – Rules of the Ugandan American Muslim Association**

***Bismillahir-Rahmanir-Rahiim***  
***In the name of Allah, The Most Gracious, The Most Merciful***

The by-laws herein described are predicted on the following fundamental principles  
Allah the Almighty said: ***“You are the best of peoples evolved for mankind, enjoining what is right, forbidding what is wrong and believing in Allah.....”*** (Al- Imran: 110)

He also said: ***“ thus we made you an Ummat justly balanced, that you might be witnesses over the nations and the messenger a witness over yourselves.....”*** (Al-baqarat: 143)

In an authentic hadith, Allah's messenger Muhammad (*May Allah's peace and blessings be upon him*) said:  
***'I have been sent to perfect morals'***

In view of the above, the founders and members of the Ugandan American Muslim Association, establish the following as the governing principles of said corporation.

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**UAMA’s mission and purpose:** The purpose or purposes for which the corporation is organized are: To emphasize a person’s belief, social, cultural, economic, and intellectual development in accordance with the teachings of Islam as outlined in the Quran and the Sunnah of Prophet Mohammad (SAW). While the objectives of the Ugandan American Muslim Association are designed especially for Ugandan American Muslims, they are also open to people of all faiths who wish to be a part of these teachings and understand the objectives of the association.

1. The Ugandan American Muslim Association encourages members to develop their faith, to interpret life from an Islamic perspective, to commit to Allah, and to develop traits of Muslim character and service.
2. The Ugandan American Muslim Association encourages Islamic oriented social activities; in settings such as seminars, conferences, forums, etc. through which members can meet, grow and gain strength.
3. The Ugandan American Muslim Association encourages sharing and understanding our diverse cultural heritage through education and social activities.
4. The Ugandan American Muslim Association encourages economical forums through which members can meet on socioeconomic issues.
5. The Ugandan American Muslim Association encourages members to further their education by exchanging and supporting valuable knowledge through classes, resources for counseling, and information on educational and professional opportunities.

**The Board** is responsible for ensuring effective and fiscally sound programs and operations of the Association. They do this by providing the leadership, advice and direction to the executive committee, chapters and other committees. The Board shall have the authority to approve and incorporate into its own minutes such matters as: (i) change of the organization's name, (ii) adoption of the annual operating budget, (iii) adoption of fund-raising projects, (iv) major changes in program offerings, (v) major endowment decisions, and (vi) major risk management decisions.

**Selecting Officers:** The Community, with concurrence of the Board, shall make nominations for Chairman, Secretary, Treasurer, and Mobilizer. Nominees must be current community members in good standing and they must give their consent. There shall be at least two nominees for Chairman. Biographical information for all nominees will be attached to the ballot. The balloting procedure shall be as for Board Members-at-Large.

The UAMA Administrator shall be vetted by the Executive Committee and approved by the Board.

### **Officers Position and Responsibilities:**

#### **UAMA Chairman**

The Chairman is responsible for overseeing the administration, programs and strategic plan of UAMA. Other key duties include fundraising, marketing, and community outreach. The Chairman reports directly to the Board of Directors.

#### **Responsibilities of the Chairman:**

**Board Governance:** Works with board in order to fulfill the organization mission. Responsible for leading UAMA in a manner that supports and guides the organization's mission as defined by the Board of Directors

Responsible for communicating effectively with the Board and providing, in a timely and accurate manner, all information necessary for the Board to function properly and to make informed decisions

**Financial Performance and Viability:** Develops resources sufficient to ensure the financial health of the organization.

Responsible for the fiscal integrity of UAMA, to include submission to the Board of a proposed annual budget and financial statements, which accurately reflect the financial condition of the organization

Responsible for fundraising and developing other resources necessary to support UAMA's mission

**Organization Mission and Strategy:** Works with board and officers to ensure that the mission is fulfilled through programs, strategic planning and community outreach

Responsible for implementation of UAMA's programs that carry out the organization's mission.

Responsible for strategic planning to ensure that UAMA can successfully fulfill its Mission into the future

Responsible for the enhancement of UAMA's image by being active and visible in the community and by working closely with other professional, civic and private organizations

Responsible effective administration of UAMA operations

Responsible for signing all notes, agreements, and other instruments made and entered into and on behalf of the organization.

### **Vice-Chairman**

UAMA Vice Chairman is an officer who acts as the Chair in the absence of Chairman; or to be readily available as a permanent replacement should the Chair need to step down.

The vice chairman needs to be aware of everything that goes on in the organization, from knowing what the committees are working on to being familiar with the status of any programming. He must be able to step in and work in partnership with the Chairman when needed.

### **Responsibilities of a Vice Chairman**

- Creating, communicating, and implementing the UAMA's vision, mission, and overall direction.
- Formulating and implementing the strategic plan that guides the direction of the association or the area of responsibility.
- Achieving UAMA's overall strategic goals as determined by the strategic plans.
- Overseeing the complete operation of UAMA in accordance with the direction established in the strategic plans.
- Evaluating the success of UAMA.
- Maintaining awareness of UAMA both externally and internally.

**Qualifications:** The Vice Chairman shall be committed to UAMA's strategic plans and mission; demonstrate leadership and relationship management experience; demonstrate success in managing funder relationships; have the ability to work effectively in collaboration with diverse groups of people.

### **Secretary:**

UAMA Secretary is an officer assigned to ensure that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted.

### **General Responsibilities**

Organizations are required by law and by custom to maintain certain records for several purposes, including:

- accurate recollection of decisions;
- determination of eligibility to vote;
- continuity of policies and practices; and
- accountability of directors and officers

In order to fulfill these responsibilities, and subject to the organization's bylaws, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the board, maintains membership records, fulfills any other requirements of a Director and Officer, and performs other duties as the need arises and/or as defined in the bylaws.

**Qualifications:** a UAMA Secretary requires the understanding and knowledge of UAMA's thrust and purpose; background in nonprofit organizations and an understanding of how such an association functions internally, as UAMA has a tax-exempt status under the law; the UAMA secretary must have excellent communication skills, both verbal and written, and the ability to interact with board officials, directors and the organization's membership, all of whom come from multiple business or cultural backgrounds.

### **Treasurer**

UAMA Treasurer is an officer assigned the primary responsibility of overseeing the management and reporting of UAMA's finances. The Treasurer's duties specific to his/her role also includes overseeing the financial administration of the organization, reviewing procedures and financial reporting, advising the board on financial strategy, and advising on fundraising.

The Treasurer is largely influential in financial management and thus, also greatly affects the public's perception, trust, and assurance in UAMA's management.

**Qualifications:** The desirable qualifications in a Treasurer are: having a basic understanding of accounting and a working knowledge of the laws governing the organization's operation and that of the IRS' Tax and filings.

### **Membership Coordinator**

Membership Coordinator is an officer assigned to manage the day to day operations that support all aspects of UAMA's membership services.

The Membership Coordinator shall be responsible for maintaining the current national membership; Respond to inquiries regarding UAMA memberships; Sending membership information to prospective members; and assisting prospective members with application process

**Qualifications:** The Membership Coordinator shall have strong attention to detail, good written and oral communication skills, proficiency in MS Word, Excel and Power Point, and excellent phone edict.

### **Public Relations Officer**

The Public Relations Officer builds the visibility of the Ugandan American Muslim Association (UAMA) within various social media platforms and outlets, connecting Ugandan Muslims in America to other Ugandan Muslims across the globe to meet UAMA's mission and vision. In a nutshell, building, maintaining, and managing UAMA's reputation.

**Qualifications:** Shall have strong command of all forms of media and communication to build, maintain and manage the reputation of UAMA. Experience with marketing, fundraising, events promotion, or journalism are preferred.

### **Imam**

Imam provides religious guidance, practices, and leadership to the UAMA community according to the teachings of the Holy Quran and the Sunnah of Prophet Mohammad (peace and blessings be upon him); establish and promote educational and extracurricular programs for adults and youth; lead the organization of a unified UAMA community welcoming to all Muslims from different backgrounds and cultures; engage with the larger community to promote friendship and understanding between Muslims and non-Muslims in the community. The Imam reports to the Board of Directors.

### **Required Responsibilities:**

- Memorize the entire Quran
- Fluency in English and some Arabic preferred (Spoken and written)
- Comprehensive knowledge of Islamic Shariah
- Experience as an Imam
- Ability to interact with and relate to youth
- Ability to work with people of different cultures and backgrounds
- Ability to teach
- Demonstrated experience in conflict prevention and resolution.
- Demonstrated experience in Islamic family and youth counseling
- Has a dynamic personality and is a motivational speaker
- Experience in speaking with Non-Muslims about Islam

### **Administrator**

The UAMA Administrator assists the organization administratively, provides assistance with compliance and integrity of the organization, interprets the policies, procedures, and rules of the organization.

**Qualifications:** Shall have a minimum of Associate degree in business administration or a related field; Experience working in a non-profit organization is preferred; Experience in Human Resource Management, Office Technology and excellent computer skills; 2 - 5 years' experience in administration (preferably in UAMA), program and conference; meetings management, with a proven track record of excellence; have the ability to communicate effectively and kindly, both verbally and in writing, and give clear direction; have a history of good servant leadership and the ability to work collaboratively with any committee; Must be able and willing to mentor and support committee members in order that each one succeeds in their respective roles; have strong organizational skills, with a personal attention to detail; have working knowledge and adherence to 501(c)3 compliance laws in regard to requirements and recording.

### **General Duties and Responsibilities:**

- Administrator will be reporting directly to the Executive Committee, and will help facilitate day to day operations.
- Maintain and facilitate an environment which is based in the shared belief in the mission, vision and values of UAMA.
- Participates in committee meetings to offer assistance and training as well as guidance to ensure that members work to the best of their ability and provide support as needed across UAMA program areas.
- Organize workshops that will help UAMA Committees and the Board to develop their

greatest potential in their respective positions.

- Advise and recommend support resources where needed.
- Assist the Executives and Board members to develop and facilitate a short-term and long-term Strategic Plan for UAMA.
- Work in unity with Committees and Chapters regarding operations including facilitating a vision for potential new Chapters, outreach, programs and collaborations that will further the mission of UAMA.
- Ensure compliance with 501(c)(3) laws and record-keeping, etc.
- Assist the Committees with administration and oversight of UAMA policies and procedures.
- Assist the treasurer in day-to-day activities related to financial planning, record keeping, budgeting and billing.
- Overseeing IT vendor relations and website maintenance.
- Develop and maintain organized systems, protocols and manuals.
- Develop and maintain a complete and accurate inventory of all UAMA assets.
- Coordinate equipment needed for committees when necessary.
- Other responsibilities may apply.

**Human Resource Duties:**

- Understands the specific human resources needs of a nonprofit organization.
- Maintains historical and current administrators' files with all necessary documentation, including, letters, position descriptions, evaluations, disciplinary actions, dismissals and other records, as needed.
- Updates position descriptions as approved by the Board.
- Orients new committee members, including regular "check-ins" to ensure that appropriate training and skills development are in place.
- Organizes and oversees annual review process, working with the Executive and Board Committees to ensure timely and accurate reviews.
- Works closely with the UAMA's legal counsel regarding complex organization issues, including seeking guidance, as needed, to comply with changing laws and anticipate and prevent ethics issues.
- Reports regularly to both the Executive and Board Committees.
- Ensures that all committee members acknowledge receipt of orientation/training; including signing the Conflict of Interest and are oriented to UAMA policies and procedures.
- Recommends Bylaws updates to the Executive Committee.
- Other responsibilities may apply.

**Conflict of Interest:** The purpose of the following policy and procedures is to complement organization bylaws to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties to, or result in personal financial, professional, or political gain on the part of such persons at the expense of our members, supporters, and other stakeholders.

Therefore, we, the Officers and Directors of the Ugandan American Muslim Association, resolve that no member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has a potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting until discussion is over in the matter involved. The chairman of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

**Proper financial oversight:** All the assets and earnings shall be used exclusively for the purposes herein above set out, including the payment of expenses incidental thereto, and no part of the net earnings shall inure to the benefit of any private member or individual, and no substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

The Treasurer shall be responsible for the financial records of the Association and accountable for all funds that may accrue to the Association. He shall disburse such funds as may be necessary to meet the appropriations and expenses of the Association, subject to the approval of the Board. He shall present an audited financial report to the Association at the Annual Business Meeting.

**Adequate Resources:** We'll ensure adequate resources by establishing financial policy and boundaries and seeing that resources are managed effectively.

**Ensuring legal and ethical integrity and maintaining accountability:**

**Planning:** Ensuring effective organizational planning by engaging in long range planning to establish our future course.

**Committee Members:** In recruiting and orienting new board members and assessing the board's own performance, we need to be vigilant about recruiting board members committed to serving the organization's best interest

1. The current board should identify the qualities and characteristics needed for the new board members
2. There should be a great spread in the ages of the board members
3. The board should be a representative of the whole community
4. The board should be conscious of the number of women and men on its board
5. Board members should have substantive knowledge about the organization's programs or skills in personnel, finance, public relations, etc...

**Membership/Image:** We need to enhance the organization's public image and membership by promoting the work of the organization.

**Programs and Services:** Determining, monitoring and strengthening the organization's programs and services.

**Performance:** Supporting the chair, board members, and committee members; and assessing their performance.

## **MEETINGS**

The Board holds four regular meetings in specified months in a year (March, June, September, and December) to discuss and formulate strategy for the Association.

The Board established committees are responsible to facilitate different review initiatives on fiscal, program and Association operations and monitoring among others and make their recommendation to the entire Board. Day-to-day activities are managed by the Officers of the Association, namely the Executive Committee (EXCOM) and Administrator. The governing document of the Association is its bylaws and its policy and procedures. The Bylaws and policies and procedures clarify the areas in which the Association can operate.

## **BUDGET AND FINANCE COMMITTEE**

Budget and Finance Committee: shall provide assistance to the entire Board of Directors in fulfilling its responsibilities relating to oversight and assessments of the Association's accounting practices and financial internal control systems and ensure that all statutory and other financial obligations are met. The Committee may, from time to time, alter its procedures as appropriate given the circumstances and shall perform such other functions as may be assigned to it by law, the Association's procedures, the Bylaws or by the Board. The following shall be the primary activities of the Committee in carrying out its oversight responsibilities.

- Consider, in consultation with the executive committee and the treasurer, the forthcoming Association annual budget and recommend that the full Board take appropriate action of approving it.
- Review the results of each internal and external audit of the Association's financial statements, including any certification, report, opinion or review rendered by the independent auditor in connection with the financial statements.
- The Committee shall be directly responsible for the compensation, retention and oversight of the independent auditor. As appropriate, obtain advice and assistance from the entire Board to approve auditor's engagement fees and terms.
- Review financial reports issued by any auditor describing the auditor's internal quality control procedures, material issues raised by its most recent internal quality control and ensure that all recommendations are being followed-up.
- Review financial reports of the treasurer and the chief internal auditor related to the non-compliance of the Association's internal accounting controls, including any management plan of corrective actions to be implemented.
- Review and make recommendation to the Association's policies with respect to risk assessment and risk management.
- The Committee shall have the power to inquire into any financial matters not set forth above, and shall perform such other functions as may be assigned to it by law, or the Association's Bylaws, policy and procedures, or by the Board.
- Undertake an annual performance evaluation of the Association's initiative activities including the Committee's responsibilities as set forth above.

## **PROGRAM DEVELOPMENT AND FUNDRAISING COMMITTEE**

**Program Development and Fundraising Committee:** Facilitates the development of initiatives, reviewing and monitoring and implementation of all programs as well as the Association's fundraising proposals. The committee shall review and compile materials pertaining to among other things the Board and its responsibilities, Association's policies and procedures. The following shall be the primary activities of the Committee in carrying out its oversight responsibilities.

- Review and reassess the adequacy of the Governance Guidelines of the Association and recommend any proposed changes to the entire Board for approval.
- Review and report to the entire Board on the Association's policies and programs relating to its program development, fundraising, and Compliance Plan.



- Periodically reviews and makes recommendations to the entire Board regarding professional development and other education programs for Board members and officers to assist them in fulfilling their responsibilities.
- From time to time delegate Officers and Management to perform the objective of the Association in accordance to law, or the Association's Bylaws, policies and procedures, or by the Board.
- Undertake an annual performance evaluation of the Association's initiative activities including the Committee's responsibilities as set forth above.

## **EVALUATION AND COMPENSATION**

**Evaluation:** provide assistance to the entire Board to discharge its responsibilities relating to selecting and evaluating the Association's executives, committees, or chapters. The Committee has overall responsibility for approving and evaluating any of the Association's compensation plans, as well as for considering matters relating to smooth management operations including hiring paid officers. The following shall be the primary activities of the Committee in carrying out its oversight responsibilities.

- Review and report to the entire Board on the Association's goals and objectives relevant to compensation of any officer, evaluate his/her performance in light of those goals and objectives, and, together with the entire Board, determine and approve the officer's compensation level based on the evaluation. In reviewing the long-term incentive component of the officer's compensation, the Committee will consider the Association's performance relative to the value of similar incentive awards to officers at comparable Associations, and the awards given to them in past years.
- Review and report to the entire Board regarding the goals and objectives of the other officers within the Association. Review and set the annual salary and other remuneration of any paid officer and other staff members.
- Review and report to the entire Board on actions proposed to be taken under the Association's incentive compensation plans for all Members of the Association.
- Review the management development program, including executive succession plans, of the Association and make recommendations to the entire Board relating to the hiring of its officers.
- With consultation with the entire Board, the Committee shall have the authority to retain and terminate any consultant to assist in the evaluation of paid officers, their compensation, including the authority to approve the consultant's fees and other retention terms.
- Report regularly to the entire Board and perform such other functions as may be assigned to it from time to time by law, or the Association's Bylaws, policy and procedures, or by the Board.
- Undertake an annual performance evaluation of the Association's initiative activities including the Committee's responsibilities as set forth above.

## **CODE OF ETHICS**

Unethical actions or the appearance of unethical actions, are unacceptable under any conditions. The policies and reputation of the Ugandan American Muslim Association depend to a very large extent on the following considerations.

Each volunteer/officer must apply his/her own sense of personal ethics, which should extend beyond compliance with applicable laws in Association's operation situations, to govern behavior where no existing regulation provides a guideline. It is the officer's/volunteer's responsibility to apply common sense in business decisions where specific rules do not provide all the answers. Whenever unsure, either because of circumstance not covered by a policy, or because of unclear personal ethics, the officer/volunteer must seek the guidance of his/her immediate Chapter representative or Imam.

In determining compliance with this code in specific situations, one should ask the following questions:

- Is my action legal?
- Is my action ethical?
- Does my action comply with UAMA's compliance policy?
- Am I sure that my action doesn't appear inappropriate?
- Am I sure that I would not be embarrassed or compromised if my action became known within the Association or publicly?
- Am I sure that my action meets my personal code of ethics and behavior?

One should be able to answer "yes" to all these questions and feel comfortable discussing any issue as well as alerting a UAMA representative to concerns within the Association activities before taking action.

### **Disciplinary action to be taken:**

The Ugandan American Muslim Association will not tolerate any member who authorize or participate directly or indirectly in action which are a violation of this code. The Association will take the appropriate measures act quickly in correcting the issue if the ethical code is broken. Any infraction of this code of ethics will not be tolerated.

## **CODE OF CONDUCT**

The purpose of this Code of Conduct is to provide standards by which members, officers, and agents of the Ugandan American Muslim Association (UAMA) abide. Members, officers, and all agents of the Association must conduct themselves in order to protect and promote Association-wide integrity and to enhance the Association's ability in achieving its mission.

Thus, the Association will be guided by the principle of full disclosure with all affiliated or unaffiliated organizations or with a private individual(s).

- The Ugandan American Muslim Association Shall Comply with All Applicable Laws. It is the duty each Member of the Association to uphold all applicable laws and regulations.
- The Ugandan American Muslim Association expects each Member to refrain from engaging in activity which may jeopardize the tax-exempt status of the Association, including inappropriate lobbying and political activities.
- The Ugandan American Muslim Association shall implement programs necessary to further such awareness and to monitor and promote compliance with such laws and regulations. Questions about the legality or propriety of any actions undertaken by or on behalf of UAMA should be referred immediately to the Secretary of the Association.
- The Ugandan American Muslim Association Shall Conduct Its Affairs in Accordance with the Highest Ethical Standards.
- The Ugandan American Muslim Association and all of its Members shall conduct all activities in accordance with the highest ethical standards and their respective professions at all times and in a manner, which shall uphold the Ugandan American Muslim Association's reputation and standing. No member of the Association shall make false or misleading statements to any person or entity doing business with the Ugandan American Muslim Association.
- All Entities doing Business with the Association Shall Avoid Conflicts of Interest
- The Ugandan American Muslim Association is a non-profit organization dedicated to provide support and services to provide a meaningful array of residential, rehabilitation, and other professional supportive services to people with mental retardation, and developmental disabilities. All entities doing business with the Association, must faithfully conduct their duties, in their assigned roles and tasks, for the purpose, benefit and interest of the Ugandan American Muslim Association and those whom it serves. All entities doing business with the Association have a duty to avoid conflicts with the interests of the Ugandan American Muslim Association and may not use their positions and affiliations with the Ugandan American Muslim Association for personal benefit. The entities must consider and avoid not only actual conflicts but also the appearance of conflicts of interest.
- The Ugandan American Muslim Association Shall Strive to Attain the Highest Standards for All Aspects of our membership needs.
- All entities doing business with the Association must support the Ugandan American Muslim Association mission to provide services of the highest quality that appropriate to the needs of our community as a whole.
- The Ugandan American Muslim Association Shall Provide Equal Opportunity and Shall Respect the Dignity of All Members.
- The Ugandan American Muslim Association is committed to maintaining an environment that respects the dignity of each member in the community. Therefore, prohibited discrimination in any form or context will not be tolerated.
- The Ugandan American Muslim Association Shall Maintain the Appropriate Levels of Confidentiality for Information and Documents Entrusted to It.
- The Ugandan American Muslim Association Members and members of the entities doing business with the Association have access to a variety of sensitive and proprietary information, the confidentiality of which must be protected.
- All members must adhere to the appropriate laws, regulations, policies and procedures to ensure that confidential information is properly maintained and inappropriate or unauthorized release is prevented. All members should keep records and documentation that conform to legal, professional and ethical standards.

- All Entities doing Business with the Association and their Members Shall conduct all Businesses with Honesty and Integrity.

All business practices of the Ugandan American Muslim Association must be conducted with honesty and integrity and in a manner that promotes the Association's reputation with the community as a whole. All members must:

- Adhere to proper business practices and federal and state fraud, abuse and referral prohibitions in dealing with vendors and referral sources;
- Conduct business transactions free from offers or solicitation of gifts, favors or other improper inducements;
- Conform to all applicable laws and regulations, and ensure that the Ugandan American Muslim Association does not violate laws and regulations with respect to Deficit Reduction Act of 2005.
- Maintain and protect the property and assets of the Ugandan American Muslim Association, including intellectual property and proprietary information, equipment, supplies, and funds of the Association and refrain from converting Association's assets to personal use;
- Prepare accurate financial reports, accounting records, research reports, expense accounts, time sheets and other documents so that they completely and accurately represent the relevant facts and true nature of all the Ugandan American Muslim Association business transactions.

The Ugandan American Muslim Association Shall Have Proper Regard for Safety during its events.

The Ugandan American Muslim Association shall provide a workplace that conforms to regulations regarding occupational health and safety.

The Code of Conduct shall be Integral to the Operation of the Ugandan American Muslim Association and the Activities.

All members of the Association Members are encouraged to suggest changes or additions to the Code of Conduct. The Code of Conduct must be incorporated into the daily activities.

- It is the duty of each staff member of the Ugandan American Muslim Association to uphold the standards set forth in the Code of Conduct and to report violations by following the reporting procedures established by the association.
- Officers, directors and administrators of the Ugandan American Muslim Association have a special duty to adhere to the principles set forth in the Code of Conduct, to support other members in their adherence to the Code of Conduct, to recognize and detect violations of the Code of Conduct, and to enforce the standards set forth in support of the Code.
- It is a violation of the Code of Conduct to take any action in reprisal against anyone who reports, in good faith, suspected violations of the Code of Conduct or other the Ugandan American Muslim Association policies and procedures.
- Alleged violations of the Code of Conduct or other policies and procedures of the Ugandan American Muslim Association will be investigated by persons designated by, and pursuant to procedures established by the Association.

- Disciplinary action for violations of the Code of Conduct and other the Ugandan American Muslim Association policies and procedures shall be enforced through the disciplinary policies and procedures of the Association. Disciplinary actions will be determined on a case-by-case basis and may include dismissal from serving an officer or director or administrator. The Ugandan American Muslim Association will cooperate with law enforcement authorities in connection with the investigation and prosecution of any member of the Association who violates a law governing the activities of the Ugandan American Muslim Association.

## **MANAGING CONFLICT OF INTEREST**

Background: Members and others acting on the Ugandan American Muslim Association's behalf must be free from financial conflicts of interest and other conflicts related to the Association operations that could adversely influence their judgment, objectivity or loyalty to the Association in conducting its operational activities. Members and contractors should neither profit nor gain any advantage from any Association's endeavor at the expense or well-being of the Association or its reputation.

### **I. General**

Board members and Members of the Ugandan American Muslim Association as well as contractors have a primary responsibility to the Association and are expected to avoid any activity that may interfere, or have the appearance of interfering, with fulfilling this responsibility. Indeed, full disclosure of relevant information is in the best interest of the Association, its Members and contractors. Disclosure should not unnecessarily or preclude any Member's activities. In fact, activities that may at first appear questionable may be deemed acceptable and permissible when all facts regarding the activity are examined.

A financial conflicts of interest present or planned and other interest exists if certain outside business or other interests may adversely affect motivation or performance.

### **II. Disclosure and Procedure**

Transaction with parties with whom conflicting interest exists or have the appearance of conflict may be undertaken only if all of the following procedures to identify potential conflicts and to resolve any questions that arise about the interests are observed:

- The financial conflicts of interest present or planned and other interest related to the performance of the Association's activities must be fully disclosed.
- The Board will verify each disclosure for a greater transparency in Association activities structure and require update according to changing circumstances.
- In the unusual circumstance that the Board determines that the interests and activities of its members are in direct financial conflict or other potential conflicts with the interests of the Ugandan American Muslim Association, the Board may ask that the member reclude himself or herself from any activities related to an interest.
- The person who find that an issue or issues arise or may arise in the course of their involvement in any Association's activity that they believe may create a financial interest for them must report it to the Executive Committee or the Board and reclude themselves from participation.

- A competitive bid or comparable valuation exists; and
- In some cases where concerns are increasingly apparent, the Board or a duly constituted committee thereof has to determine that the transaction is in the best interest of the Association.

Disclosure in the Association should be made to UAMA Chair or designee (or if he/she is one with the conflict, then to the Board chair), who shall bring the matter to the attention of the Board or a duly constituted committee thereof. Disclosure involving Board of Directors should be made to Board chair, (or if he/she is the one with the conflict, then to Board secretary) who shall bring these matters to the Board or a duly constituted committee thereof.

The Board or a duly constituted committee thereof shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the Association. The decision of the Board or a duly constituted committee thereof on these matters will rest in their sole discretion and their concern must be the welfare of participants and the advancement of the Association Mission.

### **III. Outside Activities**

Members may not serve as a consultant to, or as a director, officer, or part-time Member of a company that competes or deals with the organization or that seeks to do so, unless the Member has obtained the prior express consent of the Executive Committee or the Board. Even if the Member receives no pay from the other company and has no direct or indirect contact with it while serving, a conflict of interest exists because you may inadvertently disclose proprietary information to the other company/association or benefit it through your organizational contacts and general knowledge of how the organization operates. A Member may also have a conflict of interest if outside activities that in and of themselves may not be conflicts of interest are so demanding one's time that they interfere with one's participation performance.

### **IV. Responsibility of Members' Relatives**

Since everyone tends to identify his or her interests with those of members of his or her immediate family, Members should keep such family members from doing anything that would be improper for a Member to do.

### **V. Member's Duty to Report Conflicts of Interest**

It is a Member's duty to report to his/her representative or the Executive Committee any known conflicts of interest within the organization. Further, Members should report to the Executive Committee or Board any instances that come to one's attention where non-Association personnel misrepresent themselves and Association Members.

### **Organizational Conflict by Board of Director Participation**

With the exception of elected officials, no member of the Association's Board of Directors may at the same time be a member of a funded sub-grantee's Board of Directors or one of its executives or officials without full disclosure to the Board.

### **Ethical Standards in Bidding, Negotiation and Performance of Government Awards**

- The Association will strictly observe the laws, rules and regulations, which govern acquisition of goods and services. The Ugandan American Muslim Association will compete fairly and ethically for such business opportunities.

- Members involved in the negotiation of grants will make all reasonable efforts to assure that all statements, communications and representations to funding source representatives are accurate and current. Care should be taken by officers in a position to know that there are no material substitutions from specifications and the products meet or exceed contractual specifications.

### **Organizational Conflict of Interest or Self-Dealing**

The Association may not be organized and operated for the benefit of an affiliated or unaffiliated organization or an individual in his or her own private capacity, unless the private benefit is considered merely incidental. This private benefit preclusion will extend to:

- Sale or exchange, or leasing, of property between the Association and an affiliated or unaffiliated organization or an officer of the corporation or member of the Board, except where there is an appropriate business purpose, and the details of the transaction has been fully disclosed to the Board.
- Lending of money or other extension of credit between an Association and an affiliated or unaffiliated organization or a private individual
- Furnishing of goods, services or facilities between the Association and an affiliated or unaffiliated organization or a private individual
- Payment of compensation, unless authorized by the Board to an affiliated or unaffiliated organization or a private individual
- Transfer to, use by, or for the benefit of a private individual of the income or assets of an organization.

Thus, the Association will be guided by the principle of full disclosure with all affiliated or unaffiliated organizations or with a private individual(s).