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# BYLAWS OF UGANDAN AMERICAN MUSLIM ASSOCIATION

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## ARTICLE I: BOARD OF DIRECTORS

### Section (1) Duties

The Board of Directors (the "Board") shall be responsible for the affairs of the Association.

The Board shall direct the use and care of all funds and properties of the Association. It shall prepare an operating budget for each fiscal year. The Board shall engage an independent audit firm to perform an annual audit of the Association's books and records and to prepare a report of the audit and associated recommendations for the Board.

The Board shall appoint an individual(s) to monitor the integrity of the Association's financial reporting process, the appropriateness of the Association's accounting policies and internal controls, and the independence and performance of the Association's independent auditors, and report its findings to the Board.

The Board is responsible for announcing officially the Rules as provided for in these By-Laws. The

Board may appoint an Executive Director to assist in handling the affairs of the Association. The

Board shall be responsible for the appointment of an Editor of the website.

The Board shall dissolve by two-thirds vote any Regional Chapter that which fails to meet the requirements for Regional Chapters as stated in the By-Laws and the Rules.

The Board, at its discretion, may collaborate with other organizations in sponsoring events, meetings and/or conferences.

The Board shall be responsible for formulating, announcing, implementing and maintaining a conflict of interest policy, which shall be specified in the Rules.

The Board shall have other duties pursuant to these By-Laws and in accordance with the Rules.

### Section (2) Composition

The Board shall consist of one representative from each Chapter of the Association, who will be called Representative Board Members; one Chapter Chair from each Chapter of the Association, who will be called Board Member-at-Large; two Youths, one female and one male, who will be called Representative Board Members, and the elected officers of the Association.

### Section (3) Nomination, Election, and Vacancies

Members-at-Large and Representative Board Members shall be elected by Regional Chapters at such a time that the results can be reported to the Secretary before the Annual Business Meeting and in a manner specified by their own rules of procedure.

The Secretary shall prepare and provide a Ballot to each Member together with biographical information on all nominees not less than six weeks before the Annual Business Meeting. The closing date for receipt of the completed ballots by the Secretary shall be three weeks before the Annual Business Meeting. The Secretary shall inform all candidates of the results of the election at least two weeks before the Annual Business Meeting.

The Secretary shall be responsible for the integrity of the election process. In the event of a tie vote for any office, the Board of Directors will vote by secret ballot at their next regularly scheduled meeting. The votes of all Board members attending shall be counted at once and the results announced. In the event of a tie vote by the Board, the tie shall be resolved by the Executive Committee in a closed session; if the vote of the Executive Committee is a tie, the election shall be decided by the flip of a coin by the Executive Committee.

#### **Section (4) Terms of Office**

Representative Board Members and Board Members-at-Large shall be elected for a two-year term, and after serving that term, shall not be eligible for re-election for a period of one year. A Board Member's term of office shall begin on January 1 of the year following the Annual Business Meeting at which the election results are announced, and shall continue until his successor takes office. Should a Board Member-at-Large be unable to complete his term of office for any reason, the vacancy shall be filled for the remainder of the term by the unelected candidate in the immediately previous election for Board Member-at-Large who received the largest number of votes. The Secretary shall determine the appropriate individual and shall notify the Chairman, the Board of Directors and the individual. Should a Representative Board Member be unable to complete his term of office for any reason, the vacancy shall be filled by the appropriate chapter through a mechanism defined by its by-laws.

#### **Section (5) Removal of Board of Directors**

Any Member of the Board may be removed by the Board of Directors at any meeting thereof.

#### **Section (6) Resignation**

Any Director of the Board may resign by giving written notice to the Board of Directors, to the Chairman of the Board, or to the Secretary. Such resignation shall take effect at the time specified therein and acceptance shall not be necessary to make it effective.

#### **Section (7) Vacancies**

A vacancy within the Directors of the Board because of resignation, removal, or any other cause, may be filled for the unexpired portion of the term of member by the Board of Directors.

#### **Section (8) Compensation**

Board of Directors shall hold office without remuneration (payment). However, under certain agreed circumstances, a Board of Director may be reimbursed or advanced travel expenses for attending regular or special meeting of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

#### **Section (9) Board Meetings**

Meetings of the Board shall be held quarterly in accordance with the Rules. Three quarters or a majority of all the Board Members who are entitled to vote shall constitute a quorum.

## **ARTICLE II: OFFICERS**

### **Elected Officers**

The elected officers shall be a Chairman, Vice Chairman, Secretary, Treasurer, Membership Coordinator, Public Relations Officer, and Imam. These officers shall be elected as provided in these By-Laws.

### **Non-Elected Officer**

The non-elected officer shall be UAMA Administrator. This officer shall be hired by the Executive Committee and approved by the Board and be compensated as agreed in his/her contract.

### **Nomination and Election**

The Community, within each Chapter, shall make nominations for Chairman, Vice Chairman, Secretary, Treasurer, Membership Coordinator, Public Relations Officer, and Imam to the Board. Nominees must have at least the minimum required qualification as stipulated in the governing rules, be current paid members with at least three years of continuous membership/service in a position on either the chapter level or UAMA National level; be in good standing; and they must give their consent. Biographical information for all nominees must be availed to the Board.

The Board shall review the nominations, if there are more than one qualified candidate for a contested position; the board shall recommend the nominees to the Community at large at the Annual Business Meeting for a final vote; if however, the positions are not contested and there's only one qualified candidate for a position, then the Board shall make the final decision and announce the position filled by that qualified nominee at the Annual Meeting.

### **Section (1) Duties of the Chairman**

The Chairman's duties shall be as stated in the governance rules; the Chairman shall preside at all general meetings of the Association. The Chairman shall preside at any meeting of the Board. He shall call to the attention of the Association any matter which affects its interests. He shall take action in accordance with the recommendations of the Board to whom he shall report at each meeting of the Board. All matters of major policy shall have prior approval of a majority of the Board. With concurrence of the Board, he shall appoint members to represent the Association to other groups or societies as seem desirable.

### **Section (2) Duties of the Vice Chairman**

The Vice Chairman' duties shall be as stated in the governance rules; the Vice Chairman shall assist the Chairman in all his duties and preside at all general meetings of the Association if the Chairman is absent.

### **Section (3) Duties of the Secretary**

The Secretary duties shall be as stated in the governance rules; the Secretary shall keep in permanent form a correct record of all the transactions of the Association, the Board and the Executive Committee. He/she shall be responsible for all correspondence of the Association to the members regarding meetings, amendments, membership status and like matters as specified in the Rules. In the event that an Executive Director is appointed by the Board, the Rules shall provide for delineation of administrative responsibilities. In the event that the offices of Chairman should become vacated for any reason, the Secretary shall call a meeting of the Board for the purpose of electing a Chairman.

### **Section (4) Duties of the Treasurer**

The Treasurer's duties shall be as stated in the governance rules; 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.

## **Section (5) Duties of the Membership Coordinator**

The Membership Coordinator's duties shall be as stated in the governance rules; the Membership Coordinator shall be responsible for the programs to recruit and maintain membership in the organization.

## **Section (6) Public Relations Officer**

The Public Relations Officer's duties shall be as stated in the governance rules; the Public Relations Officer shall build 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.

## **Section (7) Duties of the Imam**

The Imam's duties shall be as stated in the governance rules; the Imam shall provide religious guidance, practices, and leadership to the UAMA community according to the teachings of the Holy Quran and the Sunnah of Prophet Mohammad (pbu); foster the community's spiritual well-being and be the guiding counselor.

## **Section (8) Duties of the Administrator**

The UAMA Administrator shall assist with the administration of the organization, provide assistance with compliance and integrity of the organization, interpret the policies, procedures, and rules of the organization.

## **Terms of Office**

A term of office for the Chairman, Vice Chairman, Secretary, Treasurer, Membership Coordinator, Public Relations officer, and Imam shall begin on January 1 of the year following the Annual Business Meeting. The Chairman and Vice Chairman's term is limited to 1 year and he may not directly succeed himself. The Secretary's term of office shall be 3 years and may be elected for more three-year term. The Treasurer's term of office shall be 3 years and may be elected for more three-year terms. The Membership Coordinator's term of office shall be 3 years and may be elected for more three-year terms. The Public Relations Officer's term of office shall be 3 years and may be elected for more three-year terms. The Imam's term of office shall be 1 year and may be elected for another term.

## **Removal of an Officer**

Any Executive Member appointed in accordance with the provisions Article II, Section 2 may be removed by the Board of Directors at any meeting thereof.

## **Resignation**

Any Officer may resign by giving written notice to the Executive Committee Chairman, Board of Directors, to the Chairman of the Board, or to the Secretary. Such resignation shall take effect at the time specified therein and acceptance shall not be necessary to make it effective.

## **Vacancies**

A vacancy in any office because of resignation, removal, or any other cause, may be filled for the unexpired portion of the term of that office by the Board of Directors and or Executive Committee. A vacancy in any office governed by the provisions of Section 10 or 11 because of resignation, removal, or any other cause, may also be filled for the unexpired portion of the term of that office by a member chosen by the Executive Committee.

## **ARTICLE III: COMMITTEES**

### **Section (1) Appointments and Tenure**

The Vice Chairman, with the concurrence of the Executive Committee, shall appoint members to the Standing Committees except as provided for in these By-Laws and in accordance with the Rules.

Membership of Standing Committees shall be limited to paid Members of the association who are in good standing. The members of the Standing Committees shall be appointed by the Vice Chairman of the Executive Committee and shall serve until such member's successor is duly appointed and qualified or until such member's earlier resignation or removal. The members of the Standing Committees may be removed, with or without cause, by a majority vote of the Board.

The members of the Standing Committees shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson of each Standing Committee shall be entitled to cast a vote to resolve any ties. The Chairpersons will chair all regular sessions of their Committees and set the agendas for their Committee meetings.

The Standing Committees may form and delegate authority to subcommittees consisting of one or more members when appropriate.

The Standing Committees will make regular reports to the Executive Committee; and maintain minutes of its meetings and activities.

### **Section (2) Standing Committees**

The Standing Committees shall be:

- A. Executive Committee
- B. Educational Committee
- C. Financial Committee
- D. Professional Committee
- E. Sheikhs Committee
- F. Social and Cultural Committee
- G. Women's Committee
- H. Youth Committee

### **Section (2a) Executive Committee**

The Executive Committee shall consist of the Chairman, the Imam, the Secretary, the Treasurer, and the Membership Coordinator. Additional members may be authorized according to the Rules.

The duties of the Executive Committee shall be in exercising general supervision of the business of the Association in the intervals between Board meetings as provided by the Rules.

### **Section (2b) Educational Committee**

The Educational Committee shall be composed of good standing members.

The Educational Committee shall consider and make recommendations of educational policy to the Board. The committee shall act as a clearinghouse for educational inquiries addressed to the Association by members or outside groups.

### **Section (2c) Financial Committee**

The Committee shall be comprised of three or more members of the Board.

The Committee will review and recommend to the Board on matters pertaining to the capital structure of the organization; review and recommend to the Board on matters pertaining to global Treasury operations and

financial risk management (interest rate, foreign exchange, etc.); review and recommend to the Board on funding and oversight of various programs of the Organization; review and recommend to the Board on matters pertaining to distribution of aid and support to those who request it and the policies and processes of the Organization related thereto; review and recommend to the Board on matters pertaining to the Organization's insurance programs and structures if any.

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.

#### **Section (2d) Past Chairmen Committee**

The Past Chairmen Committee shall be composed of ex-Board Chairmen. The Committee shall be a guiding body to UAMA leaders.

#### **Section (2e) Professional Committee**

The Professional Committee shall be composed of good standing members.

The Professional Committee shall promote programs that address the need for our members to engage professionally; promote programs to mentor our members and youths in professional opportunities and help guide with professional inquiries addressed to the Association by members or outside groups.

#### **Section (2f) Sheikhs' Committee**

The Sheikh's Committee shall consist of community sheikhs from all regional chapters. The duties of the Sheikhs' Committee shall be to foster the community's spiritual well-being, promote spiritual programs and to be the guiding counselors. Additional duties may be specified in the Rules.

#### **Section (2g) Social and Cultural Committee**

The Social and Cultural Committee shall be composed of the one member from each regional chapter who are not currently serving on the Board. The duties of the Social and Cultural Committee are to encourage growth, closeness, and comfort through social and cultural programs and activities in the community; in settings such as seminars, conferences, forums, etc.

#### **Section (2h) Women's Committee**

The Women's Committee shall be composed of the women members in good standing. The Women's Committee shall be responsible for promoting women's affairs and programs.

#### **Section (2i) Youth Committee**

The Youth Committee shall be composed of good Standing members of the Association ages fifteen years and up. The duties of the Youth Committee are to promote the youth affairs, programs, and presence.

# ARTICLE IV: MEMBERSHIP, FELLOWSHIP AND AFFILIATION

## Section (1) Membership

Membership shall be open to all. Active members are those who paid their annual member dues; they may or may not be engaged in work of UAMA or its Chapters.

## Section (2) Active membership

Active Membership shall be continuous until the member leaves, resigns from the Association, or fails to pay membership dues. Reinstatement of membership shall be as defined in the Rules.

## Section (3) Voting

Only active members as defined in Section 1 of this Article IV shall have the privilege of voting and holding office in UAMA. Other benefits of membership shall be as specified in the Rules.

## Section (4) Membership Period

- a. The membership year for UAMA shall be from January 1 to December 31. A member joining may elect to be a continuing member. Membership shall then be continued from year to year until death, retirement, or the member cancels the election with a 30-day notice in writing. The current membership lists will be up-dated by December 31 of each year.
- b. UAMA shall submit annually to UAMA Chapters, prior to January 1, a list of its officers, as well as a copy of the bylaws with any changes or amendments made in the preceding year.
- c. UAMA has set a 60-day before the Annual Meeting cut-off date for membership renewals and new enrollment, effective with the 2016 year.

Any renewals or new member enrollments received within 60-days of the Annual Meeting or after the Annual Meeting will continue to be processed and the person will be eligible for the event discounts afforded a member but will not have the privilege of voting and holding office in the Association until the year of his/her membership.

## Section (5) Membership Categories/Levels

The association will have the following:

### Basic levels

<b>Individual:</b> Adult 18Yrs and Over	<b>Family II:</b> Two (2) Adults 18yrs and Over
<b>Individual:</b> Adult plus One (1) Child or Youth	<b>Family II+:</b> Two (2) Adults plus one (1) Child or Youths
<b>Individual + 2:</b> Adult plus two (2) Children or Youths	<b>Family II + 2:</b> Two (2) Adults + two (2) Children/Youths

### Advanced Levels

Platinum Level: Three Adult Memberships & Three (3) Adult Conf. registrations

Gold Level: Three Adult Memberships & Two (2) Adult Conference registrations

Silver Level: Two Adult Memberships & One (1) Adult Conference registration

Bronze Level: One Adult Membership & One (1) Adult Individual Conference Registration

## **Section (6) Corporate Affiliation**

Corporate Affiliation shall be available to Associations or institutions to promote the activities of the Association. Applications for Association Affiliation shall be in a form authorized by the Board and shall state why such affiliation is desired. The Secretary shall bring the application to the Board. An affirmative vote of three-fourths or more of the Board is required for acceptance.

## **ARTICLE V: REGIONAL ORGANIZATIONS**

### **Section (1) Regional Chapters**

Individuals may petition the Organization for permission to form a Regional Chapter. The Executive committee shall recommend to the Board for approval or rejection of the Chapter. Such a Regional Chapter may continue its affiliation as long as it has at least five individuals. Individuals who have interests similar to the objectives of the Association but who are not eligible or do not wish to be members of the Association may be members of Regional Chapters.

## **ARTICLE VI: FINANCE**

### **Section (1) Dues**

Annual dues of the members are payable in a manner specified in the Rules. The Board shall recommend the amount of annual Dues for the membership and shall transmit all proposed Dues changes, with a statement as to their necessity, to the Secretary. The Secretary shall distribute the proposal and statement of necessity to all Members at least 60 days before the Annual Business Meeting and will facilitate discussion and submission of comments on the proposal from the membership prior to and at the Annual Business Meeting. The Secretary shall summarize the comments received. The proposed change together with the statement of necessity and the summary of comments shall be presented to the Members in good standing for final approval or rejection by secret vote. The Secretary shall set a date, which shall be between fifteen and thirty days from the time that voting opens, by which votes must be cast. The Dues change shall be approved by a favorable majority of those voting.

## **ARTICLE VII: ANNUAL BUSINESS MEETING**

### **Section (1) Time and Place**

An Annual Business Meeting shall be convened at the place and time agreed upon by the Board and as stated in the governance rules. The membership of the Association shall be notified of this decision at least four months before the meeting.

### **Section (2) Order of Business**

The order of business at the Annual Business Meeting shall be prepared by the Chairman and approved by the Executive Committee.

### **Section (3) Procedure**

Except as provided, the parliamentary procedure, "to enable assemblies of any size, with due regard for every member's opinion, to arrive at the general will on the maximum number of questions of varying complexity in a minimum amount of time and under all kinds of internal climate ranging from total harmony to hardened or impassioned division of opinion." (*Robert's Rules of Order Newly Revised [RONR (10th ed.)*, Introduction, p. xlviii] of the Association shall be followed.



## **ARTICLE VIII: RULES OF THE ASSOCIATION**

### **Section (1) Purpose**

The Rules of the Association (the "Governance Rules") augment the Articles of Incorporation and By-Laws. Their purpose is to detail and expedite administrative matters of the Association. The Rules include matters which come under the purview of the Board which is responsible for their development, enactment and documentation.

### **Section (2) Enactment and Amendment**

The enactment or amendment of a Rule requires a majority vote of the members of the Board and becomes effective immediately after such a ballot unless otherwise stipulated. The act of enacting or amending a Rule shall be in accordance with the Rules.

## **ARTICLE IX: AMENDMENTS**

Proposed amendments to these By-Laws may originate in the Board of Directors, or by petition bearing the signatures of at least five Members in good standing. Proposals for amendments shall be presented to the Secretary at least ninety days prior to the Annual Business Meeting. The Secretary shall report all proposed amendments to the Board of Directors. The Board shall transmit the proposed amendment, with a statement as to its necessity, to the Secretary who will provide the document to all Members at least one month before the Annual Business Meeting. The Secretary shall state the arguments in favor and against the proposed amendment presented by Members at the next Annual Business Meeting. The proposed amendment together with the statement of the Board and a summary of the arguments for and against the proposed amendment shall be presented to the Members for final approval or rejection by secret ballot. The Secretary shall set a date, which shall be between fifteen and thirty days from the time that the ballots are first provided, by which completed ballots must be received. The Secretary shall be responsible for the integrity of the balloting process. Amendments to these By-Laws shall be adopted after a favorable vote of two-thirds of the ballots received.