



BYLAWS OF UGANDAN AMERICAN MUSLIM ASSOCIATION

(Amended 2020)

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 AND seven (7) directors from the community in general who shall collectively be known as, Board of Directors of the Association.

Generally, the Board of Directors will facilitate the appointment of the Executive Director to run the day-to-day operations of the organization. Board members are expected to show a passion and commitment toward helping UAMA achieve its mission. The Board of Directors is the governing body that sets and enforces the rules and regulations of the nonprofit organization. A UAMA's Board must make sure that the association complies with all legal and tax requirements.

Section 3. Nomination, Election, and Vacancies

Each UAMA Chapter shall appoint one (1) Representative to the Board, while the General Community shall make the additional seven (7) nominations for the vacancies for Directors of the Board. All nominees must be Members in good standing. A list of those nominated by the Community shall be made known to each Member at least twelve weeks before the Annual Business Meeting.

The Secretary shall prepare and provide a Ballot to each Member together with biographical information of 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 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 election shall be decided by the flip of a coin by the Secretary of the Board.

Section 4. Terms of Office

The Board of Directors shall serve a three- year term, however, they may be re-elected or reappointed for more terms. A Board of Director'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 be unable to complete his/her term of office for any reason, the vacancy shall be filled by an acting-Board Member for the remainder of the term. The Secretary shall determine the appropriate individual and shall notify the Chairman, the Board of Directors, and the individual. Should a Chapter appointed 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 who is not performing, 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 meetings 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

Regular meetings of the Board of Directors shall be held on a quarterly basis, on the second Sunday of the month, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same time on the next Sunday.

Section (10) Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the Executive Director, or the Secretary of the Board.

Section (11) Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.
- (b) Special Meetings. At least one-week prior notice shall be given by the secretary of the Board to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by telephone or by electronic means and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

Section (12) Quorum for Meetings

A quorum shall consist of eight (8) of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section (13) Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the Secretary of the Board, in the absence of each of these persons, by a Board Member chosen by a majority of the directors present at the meeting.

ARTICLE II. OFFICERS

Section (1) Designation of Officers

The organization shall have a Chairperson of the Board, Secretary of the Board, Treasurer, and other Board Members according to the bylaws. However, the organization shall have as its officers; the Executive Director, Associate Executive Director, Secretary and Chief Financial Officer, and other officers as may be determined from time to time by the Executive Director.

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

Section (2) Qualifications

Any person may serve as an officer of this organization; provided they meet the minimum qualifications as stated in the rules.

Section (3) Term of Office

The Executive Director shall be appointed by the Board of Directors and shall hold office until the Board of Directors appoint a replacement. The Executive Director will act on behalf of the Board of Directors as the Chief Executive Officer of the organization.

Section (4) Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the Executive Director or Secretary of the organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any officer of the organization.

Section (5) Duties of Executive Director

The Executive Director shall be the Chief Executive Officer of the organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the organization, execute such deeds, mortgages, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section (6) Duties of Associate Executive Director

In the absence of the Executive Director, or in the event of his or her inability or refusal to act, the Associate Executive Director(s) shall perform all the duties of the Executive Director, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Executive Director. The Associate Executive Director(s) shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws, or as may be prescribed by the Executive Director.

Section (7) Duties of Chief Financial Officer

The Chief Financial Officer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the Executive Director and/or the Board of Directors.
- b) Receive, and give receipt for, such monies due and payable to the organization from any sources whatsoever.
- c) Disburse or cause to be disbursed, the funds of the organization as may be directed by the Executive Director and/or the Board of Directors, taking proper vouchers for such disbursements.
- d) Keep and maintain adequate and correct of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e) Exhibit at all reasonable times the books of account and financial records to any directors of the organization, or to his or her agent or attorney, on request, therefore.
- f) Render to the Executive Director and/or Board of Directors, whenever requested, an account of any or all of his or her transactions as Chief Financial Officer and of the financial condition of the organization.
- g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

- h) In general, perform all duties incident to the office of Chief Financial Officer and such other duties as may be required by law, by the Articles of Incorporation of the organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Director and the Board of Directors.

Section (8) Duties of the Secretary

The Secretary shall keep in permanent form a correct record of all the transactions of the Organization and the Board. 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; and as assigned by the Executive Director.

Section (9) Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this organization shall be reasonable and given in return for services rendered to or for the organization.

ARTICLE III. COMMITTEES

Section (1) Appointments and Tenure

The Executive Director, with the concurrence of the Board of Directors, 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 Members of the association who are in good standing. The members of the Standing Committees shall be appointed by the Executive Director and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Standing Committees may be removed by Executive Director with consultation of the Board of Directors.

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 Director; and maintain minutes of its meetings and activities.

Section (2) Standing Committees

The Standing Committees shall be:

- A. Education Committee
- B. Professional Committee
- C. Financial Committee
- D. Women's Committee
- E. Social and Cultural Committee
- F. Youth Committee
- G. Sheikh's Committee
- H. Past Chair Committee

Section 2(a) Education Committee

The Education and Professional Committee shall be composed of good standing members. The Education and Professional Committee shall consider and make recommendations of educational policy to the Board. The committee shall act as a clearinghouse for educational and professional inquiries addressed to the Association by members or outside groups.

Section 2(b) 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 2(c) 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 2(d) 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 2(e) 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 2(f) 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.

Section 2(g) Sheikhs' Committee

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

Section (2h) Past Chairmen Committee

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

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.

- 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 updated 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 (4) Membership Categories/Levels

The association will have the following Individual and Family Membership Levels:

Children and Youths - 6 - 17Yrs
Individual - Adult 18Yrs and Over
Individual + Adult plus One (1) Child or Youth
Individual + 2 Adult plus two (2) Children or Youths
Family II - Two (2) Adults 18yrs and Over
Family II+ Two (2) Adults plus one (1) Child or Youth

Section (5) 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 Director 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 in 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. The membership of the Association shall be notified of this decision at least eight (8) months before the meeting.

Section (2) Order of Business

The order of business at the Annual Business Meeting shall be prepared by the Chairman of the Board and the Executive Director

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. xviii] of the Association shall be followed.

ARTICLE VIII. RULES OF THE ASSOCIATION

Section 1. Purpose

The Rules of the Association (the "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 ten (10) Members in good standing and MUST reside in two (2) or more Chapters. Proposals for amendments shall be presented to the Secretary of the Board 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 Bylaws shall be adopted after a favorable vote of at least eight (8) members of the Board of Directors.