



THE CONSTITUTION

OF

NORTH AMERICA
MASABA CULTURAL ASSOCIATION

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Introduction and Background

Bugisu (now Mbale, Sironko, Manafwa and Bududa) district is located in Eastern Uganda. The Bagisu (sometimes called BaMasaba – meaning people from Bugisu) inhabit the western and southern halves of Mt. Elgon. On the west, the mountain spreads like the fingers of a hand with steep and narrow valleys between them. On the south, the land is broken and consists of a jumble of hills jammed against a high escarpment like a crumpled table cloth. The escarpment fades gradually to a plain leading away to the northeast inhabited by the Iteso. Mbale is the main town of the Bagisu, with a population of nearly 70,000. According to recent information from the government of Uganda, the population of Bugisu is now 826,000.

Bugisu is bordered by the Republic of Kenya in the East, Tororo district in the South West, Kumi district in the North West and Kapchorwa district in the North East. Its total land area is 2,504 sq.kms. It lies at an altitude of between 1,299 m and 1,524m above sea level. Vegetation includes bamboo forests and some giant afro-alpine groundsels and lobelias on mountain Elgon. The counties that make up Bugisu are Bubulo, Budadiri, Bulambuli, Bungokho, Manjiya and Mbale Municipality with a total of 29 sub-counties.

The people of Bugisu (Bagisu or BaMasaba) are said to have descended from Masaba, a fierce and successful warrior who conquered many peoples and nations. Their language is LuMasaba. The Bagisu can now be found over many parts of Uganda, with strong concentrations in Kampala and Tororo. Over the last few decades, many Bagisu have emigrated overseas, living in countries like the UK, USA, Canada, and in Europe. It is estimated that more than 10,000 Bagisu live overseas. It is estimated that in 2003, up to

1,000 Bagisu lived in the USA and Canada.

The North America Masaba Cultural Association (NAMCA) was formed in 2001. To bring together Bagisu living in North America.

ARTICLE I: NAME, COLORS AND LOGO OF THE ORGANIZATION

1. Name:

The name of this organization shall be the North America Masaba Cultural Association (NAMCA).

1.1 Change of Name

The name of the Organization shall be changed upon receipt of 2/3rds majority of the Annual General Meeting (AGM) and a unanimous consent of all the founding members or their authorized representatives, the latter's consent being necessary their being the original initiators of the organization's formation and name.

2. Colors:

The colors of this organization shall be green, brown and black, the said colors being representative of the natural colors characterizing the land of the BaMasaba.

3. Logo

The logo of the organization shall be a map of Bugisu, in black, imposed over the map of North America, in outline form. The maps shall have a green background, in a globe, with the words North America Masaba Cultural Association on the outer ring of the globe.

The letters "NAMCA" in thick bold type shall be at the center of the globe. A two-ridge mountain shall be towards the base of the globe. 5

4. Amendment of Name, Colors and Logo

Any amendment under this article shall be upon receipt of 2/3rds majority of the Annual General Meeting in favor of such an amendment and the unanimous consent of the active founding members (or their authorized representatives); the latter's full consent being necessary, their being the original propagators and initiators of the Organization.

ARTICLE II: PRINCIPAL OFFICE

1. Location:

The principal office of this organization for transaction of business shall be located at The Current President's Residence.

ARTICLE III: PURPOSE

1. Mission

The mission of NAMCA is to promote the Bugisu culture and language, improve the well-being of BaMasaba in North America and in Uganda, promote economic empowerment, foster research and innovations, and unite all BaMasaba in the pursuit of common objectives.

2. Purpose:

In order to fulfill the above mission, the purpose of this organization shall be:

- a. To promote solidarity amongst BaMasaba living in North America;
- b. To forge and foster unity among BaMasaba wherever they may be and to maintain, preserve and promote a positive and dynamic cultural identity;
- c. To preserve, promote and advance the history, culture, art and language of BaMasaba;
- d. To uphold the dignity, respect, and discipline amongst the BaMasaba in North America and elsewhere;
- e. To serve as a forum for the advancement of members' interests and welfare and to work for their economic emancipation and empowerment;

- f. To promote and strengthen the economic well being of its members by encouraging them to participate in income generating activities and identifying and promoting business ventures among BaMasaba, North America and the world;
- g. To disseminate information about BaMasaba culture and promote tourism in Bugisu districts and Uganda at large;
- h. To promote the wellbeing of women, and to integrate them in today's economy, politics and society;
- i. To advance education and training of BaMasaba at North American / international universities by identifying scholarship opportunities and providing career counseling;
- j. To support education in Bugisu in various ways including providing resources, scholarship opportunities and technical equipment such as computers and internet access to Bugisu schools;
- k. To establish and maintain friendly relations with other organizations that share our vision;
- l. To encourage BaMasaba to participate in the civic affairs of their communities both in North America and in Uganda;
- m. To do all such other things as will be deemed necessary and conducive to the attainment of all or any of the above objectives.

ARTICLE IV: MEMBERSHIP

1. Membership:

1.1 Full Membership:

Membership to the Association shall be open to all persons from and/or related to persons from Masaba, or any person/s who wish to relate or sympathize to/with the mission of NAMCA. The qualified person must be 18 (eighteen) years of age and are willing to subscribe to the objectives and aspirations of the Association. Every member is eligible to be elected to any position.

Eligibility for membership shall be as follows:

- a. All people who are descendants of the people of Bugisu now living in North America.
- b. All people who are spouses of descendants of the people of Bugisu now living in North America.
- c. All people now living in North America who through adoption, marriage, family connections, lineage or ancestry can claim to be eligible as members.

SECTION 2: Rights and privileges:

Section 2.1

Full Members who are current in their dues and obligations shall have the right to attend and or participate in all meetings and functions of the organization. Members who are delinquent in their dues will have the opportunity to pay their dues before they can vote in the election of officers and other organizational business.

ARTICLE V

DUES, FEES AND FUND-RAISING

SECTION 1: The fiscal year (FY) for the North American Masaba Cultural Association shall be January 1st. through December 31st.

SECTION 2: Dues and Fund-raising

- a. For purposes of membership dues, there shall be ONE category of membership:
 - i. Single
- b. Annual membership dues shall be determined by the board.

Annual membership dues shall be determined by the board subject to approval by a vote of the membership at the AGM. Membership dues shall not include payments for special projects or benefits. A member shall be in good standing after paying the membership dues.(2015 amendment)

- c. The board shall communicate and seek for a vote on the membership dues at the following Annual General Meeting.
- d. The board may impose administrative dues for purposes of carrying out a specified project e.g. registration fees for organizing the AGM.

The board may impose administrative dues for purposes of carrying out a specified project e.g. registration fees for organizing the AGM and special benefits like repatriation insurance provided the funds collected for such projects and benefits are operated and managed separately from membership fees. (2015 amendment).

- e. There shall be three kinds of fund-raising. One involves special assessments for projects and or programs agreed upon by general membership. The amount to be assessed will be determined by general membership; all the monies collected shall be earmarked for a specific purpose that was agreed upon by the general membership. Two involves emergency funding. In case of an emergency, the board shall have the power to make an assessment. The monies collected shall be for the specific emergency as declared by the board. At the next general meeting all monies raised through both assessments shall be accounted for. Three involves solicitation of funds beyond NAMCA membership.

The board shall be empowered to

- i) solicit funds/donations/grants from outside the membership,

ii) organize fund-raising activities such as dinner dances, concerts, silent auctions, raffles and any other lawful activities that bring in funds.

If a project has ended for any reason, the outstanding liabilities and any left-over monies shall be assumed by the organization.

ARTICLE VI:

ORGANIZATIONAL STRUCTURE

SECTION 1: Organizational Structure

NAMCA shall be administered on a day to day basis by the Board of Directors.

The Board shall

- a) Provide strategic planning and direction
- b) Manage the association on behalf of the membership.

ORGANIZATIONAL STRUCTURE—CHAPTERS:

NAMCA will be organized in local chapters made up of members in good standing devoted to furthering the purposes of the organization.

Preamble : A group of NAMCA members who live or work in a particular locality and who, as a matter of geographic convenience, organize themselves to promote the goals of NAMCA ("the Association") cooperatively can petition the executive Board of NAMCA to form a Chapter. Chapters can engage only in activities that conform to the Association's goals, policies, and procedures.

Section. A. Chapters Formation

1. A group or organization wishing to become a chapter of shall:
 - a. Demonstrate that its purpose and activities are congruent with the purpose of NAMCA.
 - b. Have a minimum of five paid up NAMCA members, and at least three officers - President Secretary and Treasurer (or equivalent titles).
 - c. Define its own geographic area insofar as it does not duplicate the area of an existing chapter and be responsible for its own internal procedures and policies as long as they are consistent with the bylaws of this organization. The Chapter Committee, with the agreement of NAMCA's Board may change a Chapter's boundaries if deemed in the best interest of the Association.
 - d. Have a financial base adequate for its obligations and utilize NAMCA's centralized bookkeeping system.

e. Have bylaws that are identical the Parent associations .The Chapter may request to make adjustments where necessary to specify unique requirements of the Chapter.

f. The Chapter Name must be prefixed by NAMCA - (e.g NAMCA- Dallas)

2. A qualifying group may apply to NAMCA by submitting:

a. A NAMCA Chapter Membership Application form.

b. A copy of its Articles of Incorporation and bylaws for an incorporated organization, or a copy of the group’s policies and procedures for an unincorporated group.

c. A roster of officers and members of the board.

3. The decision to accept or reject an application for chapter status shall be made by majority vote of the existing chapters’ representatives, The NAMCA executive board and Trustee council at any regularly scheduled or special meeting of NAMCA.

Section C. Rights and responsibilities of chapters

1. Chapters shall accept members who support and endorse the purposes of the NAMCA and the local chapter. Chapters shall not deny membership to individuals on the basis of race, color, creed, gender, sexual orientation, disability, or age.

2. Membership dues

The membership dues will be set by parent organization based on existing membership plans. Each local chapter can charge fee for a specific purpose or event. They cannot charge membership dues over and above those defined by NAMCA.

3. Voting and Elections

Voting rules shall be identical to those stipulated in the constitution of the Parent organization.

4. Meetings

The local chapter must hold at least one annual meeting of all members .Local chapters may set their own schedule for regular meetings, and their own procedures for calling special meetings. Local chapters shall also define the number of members in good standing necessary to constitute a quorum.

5. Accountability

Each chapter will do its bookkeeping in a unique account with NAMCA centralized system will provide to NAMCA any required financial reports.

6. Chapter Suspension

a. Grounds for chapter suspension:

1. If incorporated separately failure to operate as a nonprofit organization as defined under Section 501(c) 3 of the IRS Code.

2. Failure to operate in a financially responsible manner and/or failure to provide NAMCA complete and accurate financial reports as required by law.

3. Failure to adhere to the purpose, mission and vision.

b. Any chapter failing to comply with the above criteria may be suspended by a majority vote of the Executive board and Trustee council at any regular or special meeting. The suspension shall be in effect until the chapter complies with the criteria.

c. Representatives of a chapter that has been suspended may participate in all joint meetings of the executive board and Trustee council but shall not have a vote during the suspension period.

7. Chapter Revocation or Reinstatement

a. A chapter may not be reinstated until it has corrected the circumstances which led to its suspension.

b. Compliance of a suspended chapter shall be reviewed by the Executive Board upon petition by the suspended chapter. The Executive Board and Trustee Council will review the petition and make a decision within 30 days.

c. Any chapter which has been suspended must be either terminated or reinstated by a majority vote of the Executive Board and Trustee Council at a regular or special meeting of the board.

SECTION 2: Capabilities

The Board as a whole must be knowledgeable and skilled in areas central to the mission of the association and in organizational oversight. In addition, the Board must be representative of the people it serves embracing various characteristics such as gender equity to promote balance and diversity of opinions and experiences. Individual board members must demonstrate the following characteristics that are necessary to promote NAMCA's mission:

Integrity: Directors must be committed to demonstrating integrity in their work and personal lives. They have to specifically commit to upholding the Code of Conduct and the policies for Conflict of Interest.

Availability: Directors must have the minimum time and energy available to fulfill a Director's responsibilities.

Commitment: Directors must be committed to the vision/mission/values of the association, and willing to put in the work necessary to fulfill their responsibilities. Since Directors volunteer their

service and have no personal stake in NAMCA, personal commitment and dedication are all the more important.

Compatibility: Directors must be compatible with existing Board and management, including sensitivity to differing views, patience, and willingness to listen, and learn.

Political Activity: Directors may be involved in political activity, but NAMCA must ensure that this activity will not detract from or be a liability to NAMCA

Reputation: Directors must be of the highest public reputation since they will represent NAMCA externally and internally reflecting their personal characteristics in their decision-making.

Risks/Liabilities: Directors are not responsible for legal and financial obligations of the association except as required by law.

Compensation: No director shall be compensated for services rendered for and on behalf of the board.

A director may be reimbursed for expenses incurred as per guidelines determined by the board.

SECTION 3: Board Composition/ Appointment

a) The Board shall be composed of not more than 15 directors elected by the AGM and shall be composed of:

- i. 6 officeholders
- ii. Not more than 9 general directors

b) The general council shall elect new directors to fill vacancies on the Board.

c) The President shall appoint the chairpersons of the standing committees with the approval of the Board.

d) The Chairperson of a standing committee must be a member of the board.

e) The committee chairpersons shall nominate members of the standing committees with approval of the board.

f) Any member of NAMCA can serve on any standing or Adhoc committee.

g) The President may reshuffle or reassign duties to any office holder or committee chair with approval of the board.

SECTION 4: Board Responsibilities:

The role of the Board is to provide governance and oversight by addressing issues both internal and external to NAMCA in accordance with established goals and expectations. There are four major roles that concern the Board:

- a) **Strategic Planning and Leadership:** The Board is responsible for establishing NAMCA’s direction and strategy, and providing the strategic leadership necessary to pursue its goals and mission.
- b) **Management and Operational Accountability:** The Board is responsible for ensuring strong management and implementation of all policies.
- c) **Monitoring and Control:** The Board is responsible for ensuring adherence to the approved strategies and operational plans and policies and procedures.
- d) **Accountability to beneficiaries and stake holders:** The Board has overall responsibility to safeguard the interests of NAMCA beneficiaries.

SECTION 4: OFFICEHOLDERS

SECTION 5.1: President

The President shall have general supervision of the day-to-day affairs of the North American Masaba Cultural Association.

- a) Preside at all meetings of the North American Masaba Cultural Association and of the board.
- b) Be ex-officio member on all committees.
- c) Be a signatory on all contracts or other written obligations of the North American Masaba Cultural Association as approved by the Board and or the Annual General Meeting.
- d) Present a report on the general condition of the organization.
- e) Perform other duties as are commonly delegated to the office.
- f) Delegate responsibilities to individual Directors and Committee Chairs and hold them accountable.
- g) Acts as official communication and oversight point between the Board, stakeholders and general public.
- h) Nominates the chairpersons of committees, for approval by the Board.

SECTION 5.2: Vice President

Acts as chairperson in absence of the President.

- a) Reports to the President.
- b) Performs other responsibilities as assigned by the President.

SECTION 5.3: Secretary

- a) Maintain and ensure effective management of the association’s records.
- b) Records minutes of the Board meetings and AGM.
- c) Ensure that the business of the Board is conducted according to internal policy and external regulation (e.g. minutes are distributed to members timely).
- d) Holds and safeguards Board records, and documents.

- e) Ensures that NAMCA fully complies with government laws and regulations as a legal body.
- f) Is *ex officio* on all Board committees.
- g) Responsible for all matters concerning amendments to and/or infringements of the constitution and byelaws. Coordinates such amendments for discussion by the Board and the Annual General Meeting.
- h) Responsible for the agenda of the AGM.

SECTION 5.4: Assistant Secretary

- a) Assist the Secretary in such ways as the Secretary may designate and
- b) Perform the duties of the Secretary in his or her absence.

SECTION 5.5: Treasurer

- a) Receive all funds of the organization and maintain books of account.
- b) Ensures that the financial records of the association shall be in accordance with generally accepted accounting standards. The books maintained by the Treasurer on behalf of the organization shall be open for inspection after a reasonable request by a member and with approval of the board.
- c) The Treasurer shall issue checks in payments of any and all invoices, bills, notes and/ or other evidence of the obligations of the organization, provided such obligations have been authorized by the President or his / her authorizing agent.
- d) He or she shall be one (1) of the two (2) designated signatories for the organization's bank accounts.
- e) The Treasurer shall present a complete financial report at each annual meeting.
- f) All funds of the organization shall be managed by the Treasurer in accordance with a policy approved by the board.

SECTION 6: Assistant Treasurer

- a) Assist the Treasurer in such ways as the Treasurer may designate.
- b) Perform duties of the Treasurer in his or her absence.

SECTION 6.1: Board Committees.

All committees shall report to the Board and shall execute responsibilities on behalf of the Board. The responsibilities of committees may include regular committee work or special assignments as directed by the President. The Chairs of respective committees shall report their activities, findings or recommendations to the full Board for review and ratification or approval.

SECTION 6.1: Finance and Development

- a) Reviews budgets initially prepared and submitted by the Treasurer.
- b) Helps to develop appropriate procedures for budget preparations (such as meaningful involvement by directors), and ensures consistency between the budget and the association's plans.
- c) Reports to the board any financial irregularities, concerns, and opportunities.
- d) Recommends financial guidelines to the board (such as to establish a reserve fund or to obtain a line of credit for a specified amount).
- e) Recommends selection of an external, independent auditor as appropriate.

- f) Advises the board on financial priorities and information systems.
- g) Oversees and promotes fundraising drives.

SECTION 6.2: Membership and Community Outreach

- a) Monitor membership growth and sustenance.
- b) Keep track of member's concerns and advise the Board by reviewing discussions on bulletin board's, web sites and e-mails.
- c) Ensure the proper maintenance of the member database.
- d) Oversee the development and maintenance of the association's mouthpiece (newsletter, magazine, web site etc).
- e) Ensure formulation of programs that will enhance membership growth and sustenance.
- f) Establish and maintain information packages for new members.
- g) Oversee and promote the bereavement fund and welfare interventions for NAMCA families.
- h) Volunteer coordination and recruitment.

SECTION 6.3: Public Relations

- a) Proactively disseminate externally, the association's existence, mission and objectives.
- b) Ensure, defend and enhance a positive image of the association.
- c) Keep track of the activities of similar organizations and encourage/promote collaboration with NAMCA.
- d) Oversee the formation of an ad hoc committee on resolutions at the beginning of every annual delegate's conference. Work with the committee and the secretariat to bring the resolutions to the general council for discussion and approval. Ensure dissemination of the approved resolutions to organizations and persons approved by the Board.

SECTION 6.4: Program Committee

- a) Monitor and oversee the quantity and quality of services and donated products to insure that they are in line with the NAMCA mission.
- b) Monitor the changing needs of NAMCA beneficiaries and stakeholders (i.e. donors of equipment, money, etc).
- c) Work in close collaboration with other Board Committees to ensure quality delivery of services and donated products.
- d) Secure grants to support development activities.
- e) Monitor and oversee the development of new services or donated products to NAMCA beneficiaries on behalf of NAMCA.
- f) Pursue collaborative efforts with other organizations both in North America and Uganda aimed at complementing and strengthening NAMCA's service or product delivery to its beneficiaries.
- g) Initiate and guide program evaluations and facilitate discussions about program priorities for the Board.

SECTION 6.5: Women and Youth

- a) Promote activities that shall encourage youth and women participation.
- b) Ensure that all activities and policies are gender sensitive.
- c) Promote and educate the BaMasaba culture among the youth.
- d) Serve as a link to women and youth in Bugisu.

SECTION 7.0: Ad hoc committees

The Ad hoc committees shall be composed of any member of the Board and /or members chosen from the general membership.

- a) Appointed for a specific task as needed by the President with the approval of the board.
- b) The committee chair shall be a member of NAMCA.
- c) Terms of reference and duration shall be determined and specified by the board.

SECTION 8: Eligibility of officers:

- a) All members who are in good financial standing with the organization shall be eligible to hold office in the North American Masaba Cultural Association. A candidate must present himself (herself) either in person or in writing at a general meeting of membership.
- b) To be eligible for the position of the president and vice president, an individual must serve as an active board member for a minimum of two years to gain a thorough understanding of the various aspects of the organization. Such a member having spent approximately 2 (two) years shall be eligible to be elected to the position of President and Vice President and shall have shown such unreserved loyalty to the association for a period of not less than two years, the said member having shown understanding and commitment to the organization and the desire to preserve the institution.(2016 amendment).
- c) The term of office shall be 2 years.
- d) Officers shall serve a term or until a successor has been appointed or elected and shall be eligible to succeed themselves in any given office. There is no term limit to a given office except for the President.
- e) The President shall serve as president for no more than 2 (two) consecutive terms.
- f) Vacancies in unexpired terms of office shall be filled by the President with the approval of the board provided that such appointments are ratified by the general membership at the next regular meeting and or at any special session called by the board.
- g) Any officer may be removed from office for malfeasance, or inability to perform the duties of the office as is defined in the Bylaws.
- h) No member shall hold two (2) elective offices in the organization simultaneously.
- i) Elected officers shall be installed at the general meeting and shall assume office at the adjournment of the general meeting.

SECTION 9: Nominations Supervisor

The person or persons supervising the election shall be responsible for verifying with the Treasurer the financial standing of all nominees for office.

- a) The Board shall appoint a nominations supervisor at least 2 weeks before the AGM.

b) The Nominations supervisor shall conduct the election of officeholders in a fair, transparent and independent manner.

SECTION 10: Presidential Powers: Checks and Balances

The President shall be accountable to the board in the execution of his/her duties.

a) 1/3 of the board of directors can petition the Secretary to call a special meeting to discuss a vote of no confidence in the President.

b) The Secretary shall call the meeting at least after 7 days but not later than 21 days.

c) The Vice President shall chair this meeting.

d) The vote shall pass if at least 2/3 of ALL directors vote in favor. For a board composed of 15 members, the ayes will have it if 10 vote in favor even if the number attending the meeting only meets the quorum. In that case some directors will have voted in absentia by sending their vote to the Secretary prior to the vote.

e) After a successful vote of no confidence, the President shall immediately hand over to the Vice President.

f) The Vice President shall assume the duties of the President until the next general meeting when elections for the position of the President shall be held.

ARTICLE VII

Removal of Elected Officers of the Association

All officers will cease to hold office at the end of their term unless otherwise re-elected by the general council.

SECTION 1: An officer shall cease to hold office before expiration of their term under the following conditions:

a) Voluntary resignation

b) Failure for a board member to attend 3 consecutive meetings of the Board without permission and/or prior notification of the President.

c) Failure to attend 2 consecutive annual general meetings without reasonable excuse and apology.

e) Incapacitation to the extent that renders an officer unable to fulfill his/her duty.

e) Impeachment.

Board committee chairpersons shall cease to hold office at the recommendation of the President and approval by 2/3 of all directors. Such officers retain their Board membership.

SECTION 2: Impeachment

Any elected officer of the association is impeachable.

a) A member(s) of the association (to be also referred to as “the petitioner”) can move to have articles of impeachment drawn against an elected official under the following conditions:

- i) A conviction on indictment of any offence in relation to the association involving fraud or dishonesty.
- ii) Any breach of duty as determined by a competent court in the person's role as officer of the organization.
- iii) Any declaration by a competent court that makes the officer ineligible to hold public office in either Uganda or in North American.
- iv) Where the conduct of an officer makes him/her unfit to serve in the management of the association.
- v) Gross negligence and incompetence.
- vi) The impeachment process shall proceed in a manner determined by the board.

ARTICLE VIII

MEETINGS

SECTION 1: Regular and Special Meetings:

- a. The regular meetings of the organization shall be at an interval as determined by the general membership, but in any case at least once a year. At every general meeting, the venue and date (or dates) of the next general meeting shall be established. The venue and the date (or dates) of the Annual General Meeting can only be changed in writing by two-thirds (2/3) of the board.
- b. A Special meeting can be called by the Secretary provided that a majority of the Board of Directors concurs in such a call. It is encouraged but not limited to the use of the Internet to call and or to conduct a special meeting.
- c. One fifth (1/5) of the members of the organization may petition the Board of Directors to hold a special meeting and they shall be duty bound to do so.
- f. The official language for NAMCA business shall be primarily English supplemented by (under reasonable circumstances) LuMasaba.

SECTION 2: Voting Strength:

The voting strength of the organization shall be the total number of fully paid members present at a duly convened meeting.

All issues brought to a vote shall be resolved by a simple majority voting in favor. Unless stated otherwise within this constitution abstentions shall be counted as opposed.

1. Quorum:

- a) Quorum to conduct business of the general membership shall consist of at least a third (1/3) of the members of the Board of Directors and at least five (5) fully paid members who do not hold any elected position and or serve on any AD HOC committee.

- b) Quorum for Board meetings shall be ½ rounded up to the nearest whole number.

ARTICLE IX

DISSOLUTION OF NAMCA

SECTION 1: Dissolution:

The dissolution of the organization shall be possible only upon the support of the said motion by the two-third (2/3) of all fully paid members.

SECTION 2: Distribution of Assets and Liabilities:

Upon the dissolution or winding up of the Organization, its assets remaining after payment, or provision for payment, all debts and liabilities of this Organization shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purpose and which has established its tax exempt status under section 501 (c) (3), Internal Revenue Code.

ARTICLE X

PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert’s Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

ARTICLE XI

AMENDING BYLAWS

SECTION 1:

These Bylaws may be amended at any Annual General Meeting by a favorable ballot of two-thirds (2/3) of the members present and eligible to vote, providing the proposed amendment has been submitted to the Secretary prior to the annual meeting at which the proposed changes are to be voted upon. The Secretary shall inform members at least fourteen (14) days prior to the general meeting.

SECTION 2:

Amendment to these Bylaws shall take effect immediately following the end of the general meeting at which they are adopted.