



THE CONSTITUTION

OF

NAMCA

Amendment Dates and Adoptions

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Table of Contents

PREAMBLE..... 1

ARTICLE I: Name and Governing laws 1

 Section 1.0: Name 1

 Section 1.1: Governing Policies..... 1

 Section 1.2: Statement of Non-discrimination Intent 1

ARTICLE II: PRINCIPAL OFFICE 1

 Section 2.0: Location:..... 1

ARTICLE III: PURPOSE 1

 Section 3.0: Mission 2

 Section 3.1: Purpose:..... 2

ARTICLE IV: MEMBERSHIP 2

 Section 4.0: Membership..... 3

 4.0.1 Full Membership 3

 4.0.2 Eligibility for membership..... 3

 Section 4.1: Rights and privileges..... 3

ARTICLE V DUES, FEES AND FUND-RAISING 3

 Section 5.0: Fiscal Year 3

 Section 5.1: Dues and Fund-raising 3

ARTICLE VI: ORGANIZATIONAL STRUCTURE..... 4

 A. Organizational Structure – Board of Directors 4

 Section 6.0: Preamble 4

 Section 6.1: Capabilities 4

 Section 6.2: Board Composition/ Appointment 6

 Section 6.3: Board Responsibilities:..... 6

 Section 6.4: OFFICE HOLDERS..... 6

 6.4.1: President..... 6

6.4.2: Interim President:.....	7
6.4.3 Vice President.....	7
6.4.4 Secretary.....	7
6.4.5 Treasurer.....	7
Section 6.5: Board Committees.....	8
6.5.1: Finance and Development.....	8
6.5.2: Membership and Community Outreach.....	9
6.5.3: Public Relations.....	9
6.5.4: Program Committee.....	9
6.5.5: Women, Youth, Language and Culture.....	10
Section 6.6: Ad hoc committees.....	10
Section 6.7: Eligibility of officers:.....	10
Section 6.8: Nominations Supervisor.....	11
Section 6.9: Presidential Powers: Checks and Balances.....	11
Section 6.10: Oath of Office.....	11
Section 6.11: Transition Period.....	11
B. ORGANIZATIONAL STRUCTURE – TRUSTEE COUNCIL.....	12
Section 6.12: Trustee Council Membership –.....	12
Section 6.13: Trustee Members Archiving.....	12
Section 6.14: Trustee Member Qualifications.....	13
Section 6.15: Trustee Council Members Term Limits.....	13
Section 6.16: Meetings.....	14
Section 6.17: Terms of Reference.....	14
Section 6.18: Officers.....	15
Section 6.19: Compensation:.....	15
C.ORGANIZATIONAL STRUCTURE – CHAPTERS:.....	15

Section 6.20: Guidelines for Establishing NAMCA Chapters.....	15
6.20.1 Rationale.....	15
6.20.2 Preamble.....	16
Section. 6.21: Chapter Formation.....	16
6.21.1: Application to form a Chapter	17
Section 6.22: Rights and responsibilities of Chapters.....	17
6.22.1: Membership Fees and Benefits.....	17
6.22.2: Voting and Elections	18
6.22.3: Meetings.....	18
Section 6.23: Chapter Suspension.....	18
6.23.1: Grounds for chapter suspension	18
6.23.2: Notification of suspension	19
6.23.3: Chapter Revocation or Reinstatement.....	19
ARTICLE VII: REMOVAL OF ELECTED OFFICERS OF THE ASSOCIATION	19
Section 7.0: Removal from office	19
Section 7.1: Impeachment.....	20
ARTICLE VIII: MEETINGS	20
Section 8.0: Regular and Special Meetings.....	20
Section 8.1: Voting Strength.....	21
8.1.1: Quorum	21
ARTICLE IX: DISSOLUTION OF NAMCA.....	21
Section 9.0: Dissolution:.....	21
Section 9.1: Distribution of Assets and Liabilities:	21
ARTICLE X: PARLIAMENTARY AUTHORITY.....	21
ARTICLE XI: AMENDING BYLAWS.....	22
Section 11.0: Amendments	22

Section 11.1: Commencement 22

PREAMBLE

We, the Bamasaaba living in the Diaspora (North America), aware of our unique backgrounds, conscious of our heritage, and committed to preserving the culture and the development of our society, resolved in 2001 to form NAMCA with a purpose of bringing our people together.

ARTICLE I: Name and Governing laws

The full name of NAMCA was North America Masaba Cultural Association. To embrace more communities the brand name 'NAMCA' was adopted.

Section 1.0: Name

The name of this organization shall be NAMCA; a not-for-profit Organization which shall hereinafter be called 'the Association' and/or 'NAMCA' and both shall represent and have the same meaning.

Section 1.1: Governing Policies

The association shall be governed by this constitution, by-laws, and articles of incorporation collectively referred to as Governing policies

Section 1.2: Statement of Non-discrimination Intent

NAMCA is an equal opportunity organization. It does not discriminate for membership purposes, on the basis of race, color, religion, political affiliation, gender, age, handicap, marital status, sexual orientation, nationality or ethnicity.

ARTICLE II: PRINCIPAL OFFICE

Section 2.0: Location:

The principal office of this organization for transaction of business shall be located at the residence of the current President.

ARTICLE III: PURPOSE

Section 3.0: Mission

The mission of NAMCA is to promote Bamasaaba culture and language, improve the well-being of Bamasaaba wherever they may be, promote economic empowerment, foster research and innovations, and unite all Bamasaaba in the pursuit of common objectives.

Section 3.1: Purpose:

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

- a) To promote solidarity among Bamasaaba.
- b) To forge and foster unity among Bamasaaba 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 Bamasaaba.
- d) To uphold the dignity, respect, and discipline amongst the Bamasaaba.
- 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 wellbeing of its members by encouraging them to participate in income generating activities and identifying and promoting business ventures among Bamasaaba.
- g) To disseminate information about Bamasaaba 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 Bamasaaba at international universities by identifying scholarship opportunities and providing career counseling.
- j) To promote 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 Bamasaaba to participate in the civic affairs of their communities.
- 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

Section 4.0: Membership

4.0.1 Full Membership

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

4.0.2 Eligibility for membership

- a. All people who are descendants of the people of Bugisu.
- b. All people who through adoption, marriage, family connections, lineage or ancestry can claim to be eligible as members.
- c. Well-wishers who subscribe to the mission, goals and objectives of NAMCA

Section 4.1: Rights and privileges

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 5.0: Fiscal Year

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

Section 5.1: Dues and Fund-raising

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

- a) The board shall communicate and seek for a vote on the membership dues at the following Annual General Meeting.
- b) The board may impose administrative dues for purposes of carrying out a specified project.
- c) There shall be three kinds of fund-raising.
 - i. 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.
 - ii. 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.
 - iii. 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

A. Organizational Structure – Board of Directors

Section 6.0: Preamble

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.

Section 6.1: Capabilities

The Board 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:

Tenure: The position of the President and Vice President are to be filled by members who have served a minimum of two years on the NAMCA Board.

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 6.2: 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. four (4) officeholders
 - ii. Not more than 11 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 Ad hoc committee.
- g) The President may reshuffle or reassign duties to any office holder or committee chair with approval of the board.

Section 6.3: 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 6.4: OFFICE HOLDERS

6.4.1: President

The President shall have general supervision of the day-to-day affairs NAMCA.

- i. Preside at all meetings of NAMCA and of the board.
- ii. Be ex-officio member on all committees.

- iii. Be a signatory on all contracts or other written obligations of NAMCA as approved by the Board and or the Annual General Meeting.
- iv. Present a report on the general condition of the organization.
- v. Perform other duties as are commonly delegated to the office.
- vi. Delegate responsibilities to individual Directors and Committee Chairs and hold them accountable.
- vii. Acts as official communication and oversight point between the Board, stakeholders and general public.
- viii. Nominates the chairpersons of committees, for approval by the Board.

6.4.2: Interim President:

In case the President resigns, is impeached or is unable to execute the duties of the office and the Vice President or any other member of the Board cannot assume the office of the President, an Interim President shall be elected by a joint meeting of the Trustees and the Board. The Interim President shall not be subject to the requirement on tenure of Section 6.2. The Interim President shall serve until a new President is elected at the next general meeting of the members.

6.4.3 Vice President

Acts as chairperson in absence of the President.

- i. Reports to the President.
- ii. Performs other responsibilities as assigned by the President.

6.4.4 Secretary

- i. Maintain and ensure effective management of the association's records.
- ii. Records minutes of the Board meetings and AGM.
- iii. Ensure that the business of the Board is conducted according to internal policy and external regulation (e.g., minutes are distributed to members timely).
- iv. Holds and safeguards Board records, and documents.
- v. Ensures that NAMCA fully complies with government laws and regulations as a legal body.
- vi. Is *ex officio* on all Board committees.
- vii. 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.
- viii. Responsible for the agenda of the AGM.

6.4.5 Treasurer

- i. Receive all funds of the organization and maintain books of account.

- ii. 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.
- iii. 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.
- iv. He or she shall be one (1) of the two (2) designated signatories for the organization's bank accounts.
- v. The Treasurer shall present a complete financial report at each annual meeting.
- vi. All funds of the organization shall be managed by the Treasurer in accordance with a policy approved by the board.
- vii. There shall be special restricted account(s) for NAMCA projects identified by the Board. The Chair (or the designee) of the project(s) with the restricted account(s) shall be a signatory to, and shall approve any withdrawals from the account(s).

Section 6.5: 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.

6.5.1: Finance and Development

- i. Reviews budgets initially prepared and submitted by the Treasurer.
- ii. 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.
- iii. Reports to the board any financial irregularities, concerns, and opportunities.
- iv. Recommends financial guidelines to the board (such as to establish a reserve fund or to obtain a line of credit for a specified amount).
- v. Recommends selection of an external, independent auditor as appropriate.
- vi. Advises the board on financial priorities and information systems.
- vii. Oversees and promotes fundraising drives.

6.5.2: Membership and Community Outreach

- i. Monitor membership growth and sustenance.
- ii. Keep track of member's concerns and advise the Board by reviewing discussions on bulletin boards, web sites and e-mails.
- iii. Ensure the proper maintenance of the member database.
- iv. Oversee the development and maintenance of the association's mouthpiece (newsletter, magazine, web site etc.).
- v. Ensure formulation of programs that will enhance membership growth and sustenance.
- vi. Establish and maintain information packages for new members.
- vii. Oversee and promote the bereavement fund and welfare interventions for NAMCA families.
- viii. Volunteer coordination and recruitment.

6.5.3: Public Relations

- i. Proactively disseminate externally, the association's existence, mission and objectives.
- ii. Ensure, defend and enhance a positive image of the association.
- iii. Keep track of the activities of similar organizations and encourage/promote collaboration with NAMCA.
- iv. 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.

6.5.4: Program Committee

- i. Monitor and oversee the quantity and quality of services and donated products to ensure that they are in line with the NAMCA mission.
- ii. Monitor the changing needs of NAMCA beneficiaries and stakeholders (i.e., donors of equipment, money, etc.).
- iii. Work in close collaboration with other Board Committees to ensure quality delivery of services and donated products.
- iv. Secure grants to support development activities.
- v. Monitor and oversee the development of new services or donated products to NAMCA beneficiaries on behalf of NAMCA.

- vi. 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.
- vii. Initiate and guide program evaluations and facilitate discussions about program priorities for the Board.

6.5.5: Women, Youth, Language and Culture

- i. Promote activities that shall encourage youth and women participation.
- ii. Ensure that all activities and policies are gender sensitive.
- iii. Promote and educate the Bamasaaba culture among the youth.
- iv. Serve as a link to women and youth in Bugisu.

Section 6.6: 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 6.7: Eligibility of officers:

- a) All members who are in good financial standing with the organization shall be eligible to hold office in NAMCA. A candidate must present himself (herself) either in person or in writing at a general meeting of membership.
- b) The term of office shall be 2 years.
- c) 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.
- d) The President shall serve as president for no more than 2 (two) consecutive terms.
- e) 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.
- f) Any officer may be removed from office for malfeasance, or inability to perform the duties of the office as is defined in the Bylaws.
- g) No member shall hold two (2) elective offices in the organization simultaneously.

- h) Elected officers shall be installed at the general meeting and shall assume office at the adjournment of the general meeting.

Section 6.8: 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 6.9: 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.

Section 6.10: Oath of Office

The NAMCA Board must take an oath of office and pledge to uphold all NAMCA governing policies; and sign any required instruments before they assume their respective offices.

The NAMCA Oath of Office shall be administered by the Chair of the Trustee Council or their designee.

Section 6.11: Transition Period

There shall be a transition period of not more than 60 days during which:

- a) The outgoing NAMCA Board shall continue participating as needed in the affairs of the Association.

- b) The outgoing Members shall efficiently and expeditiously transition and handover to the incoming Members:
 - i. Bank account(s) including financial institutions like PayPal
 - ii. Finance and Accounting management tools
 - iii. Board records
 - iv. Property titles and information
 - v. Registration and Non-Profit status and documentation wherever NAMCA operates
 - vi. Web site and Social Media credentials, status and dues
 - vii. Any other items and artifacts owned by the association

B. ORGANIZATIONAL STRUCTURE – TRUSTEE COUNCIL

Section 6.12: Trustee Council Membership –

The NAMCA Trustee Council is comprised of

- a) Founder members, who first initiated and spearheaded the formation of a Bamasaaba voluntary cultural association under the US 501(c-3) NGO legal status,
- b) Past NAMCA Board Presidents
- c) Long serving NAMCA Elders in good standing of NAMCA identified by the Trustee Council and approved by the Board.
- d) Other individuals as identified by NAMCA Trustee Council and approved by the Board based on the qualifications listed above.

Their key characteristics include independent judgment, courage, honesty, integrity, readiness to serve as mentors and to serve the Association in good faith.

Section 6.13: Trustee Members Archiving

A Trustee Council member who fails to participate in two meetings or, in two sponsored activities of the council without a communicated reason or one who is involved in malfeasance or fails to perform the duties of the office as is defined in the Trustee Members' required qualifications will be voted by the council to be archived in a "Non-Active Member" box and will not receive further correspondence from the council or execute duties on behalf of the council until she/he successfully appeals her/his case

Any member of the TC who has been archived for at least 2 years shall lose their position on the Council and shall be replaced as per VI (B) (section 1.2)

Section 6.14: Trustee Member Qualifications

- 1. Integrity:** A TC member must be committed to demonstrating good repute and integrity in their work and personal lives. They must specifically commit to upholding the legal framework of NAMCA.
- 2. Availability:** A TC member must be ready to dedicate 'time and energy' to NAMCA whenever called upon.
- 3. Commitment:** A TC member must be committed to the vision/mission/values of the association and willing to put in the work necessary to fulfill their responsibilities.
- 4. Compatibility:** A TC member must have sensitivity to diversity, differing views, and willingness to listen, and learn.
- 5. Political Activity:** A TC member, may be involved in political activity; however, 'the TC member must ensure that this activity will not detract from or be a liability to NAMCA
- 6. Risks/Liabilities:** A TC member understands that providing voluntary service for, or, on behalf of NAMCA may involve some risks (physical or emotional), and that s/he releases and waives NAMCA from such liability.
- 7. Disclaimer:** 'A TC member by accepting to take part in NAMCA activities, does so on the understanding of the organizations' mission and therefore waives all liability from NAMCA for any loss, injury or damage suffered by such member as a result of taking part in such activities.'

Section 6.15: Trustee Council Members Term Limits

Trustee Council Members will serve on the Trustee Council for a term of 2 years. A TC member whose term is expiring may be requested to serve other terms with the approval of a simple majority of Trustees attending a meeting called for the purpose.

Section 6.16: Meetings

Trustee Council members shall meet at least twice a year but can call an emergency meeting when necessary. The Board President shall attend Trustee Council meetings as an ex-official.

Section 6.17: Terms of Reference

The terms of reference of the NAMCA Trustee Council are as follows:

6.17.1: Serve as the Trustee Council of the Association.

The Trustee Council is a permanent structure of NAMCA whose purpose is to serve as the Trustees of the association.

6.17.2: Review nominations for NAMCA office

The Board and Trustee Council shall collaborate to review nominations for Board Officers

6.17.3: Review proposals for amending NAMCA constitution

The Board and Trustee Council shall collaborate to review proposals for amending the NAMCA constitution before presentation to the Annual General Meeting.

6.17.4: Transparency and Accountability.

The Board and Trustee Council shall collaborate to ensure that NAMCA operates on an established mechanism of Transparency and Accountability.

6.17.5: Play an Advisory role to the Board.

The Trustee Council shall periodically consult with and advise the Board President. In case of an administrative impasse in the NAMCA Board, the president shall seek counsel from the Trustee Council.

6.17.6: Motivate Leadership and Members to meet NAMCA goals.

Trustee Council shall ensure that NAMCA upholds the mission and objectives of NAMCA.

6.17.7: Serve as a Vehicle for Fund Raising for NAMCA.

As trustees of NAMCA, the Trustee Council will collaborate with the Board to raise funds for NAMCA.

Section 6.18: Officers

The Trustee Council administrative officers are a Chairperson and a Vice Chairperson with the following duties:

Chairperson:

- i. Presides at all Trustee Council meetings
- ii. Presents a report on the state of NAMCA Trustee Council to the general council at the AGM
- iii. Acts as official communication point between the Board and Trustee Council
- iv. Performs other duties as are commonly delegated to the office.

Vice Chairperson:

- i. Acts as Trustee Council chairperson in absence of the chairperson
- ii. Reports to the Trustee Council chairperson
- iii. Performs other responsibilities as assigned by the Trustee Council chairperson

Secretary

- i. Acts as secretary to the Trustee.

Section 6.19: Compensation:

No Trustee Council members shall be compensated for services rendered on behalf of the Trustee Council.

C.ORGANIZATIONAL STRUCTURE – CHAPTERS:

Section 6.20: Guidelines for Establishing NAMCA Chapters

6.20.1 Rationale

Establishing Chapters will allow NAMCA Members who live or work in a particular locality to organize, meet and promote NAMCA's mission and vision. This will enable members to engage with NAMCA on a point that is relevant to them and their locality

anywhere in the world. This also gives the association an opportunity to expand its membership.

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

6.20.2 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 NAMCA Board to form a Chapter. Chapters can engage only in activities that conform to the Association's goals, policies, and procedures.

Goals and objectives:

- a) To promote solidarity among Ugandans living in the region and encourage nationwide acquaintance and fellowship with other members of NAMCA in North America. Members should be encouraged to register for NAMCA and remain in good standing by renewing membership.
- b) To serve as a forum for advancement of members' interests and welfare, through the exchange of information, research, and discussion.
- c) To encourage business relationships and interaction between Uganda and the local chapter located in North America.
- d) To advance unity and friendship.
- e) To preserve, promote and advance the history, cultures, art and languages of Uganda.

Section. 6.21: Chapter Formation

A group or organization wishing to become a chapter of NAMCA shall:

- a) Demonstrate that its purpose and activities are congruent with those of NAMCA.
- b) Have a minimum of seven paid up NAMCA members, of which at least three will be 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. The Chapter with the agreement of NAMCA's Board may change the boundaries if deemed in the best interest of the Chapter and Association.
- d) Shall be responsible for its own internal procedures and policies as long as they are consistent with the constitution of NAMCA.
- e) Have a financial capability for its obligations and may utilize NAMCA's centralized bookkeeping system.

- f) Shall provide periodic financial reports and other documentation as required by the NAMCA board.
- g) The Chapter Name must be prefixed by NAMCA - (e.g. NAMCA- Dallas or NAMCA –Uganda)
- h) Sign a Memorandum of Understanding (MOU) governing the relationship between NAMCA and the chapter.

6.21.1: Application to form a Chapter

A qualifying group may apply to NAMCA by submitting:

- i. A NAMCA Chapter Membership Application Form A (attached) and pay an application fee as determined by the NAMCA Board
- ii. 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 consistent with NAMCA constitution.
- iii. A roster of democratically elected officers and members of the Chapter board.

The decision to accept or reject an application for Chapter status shall be made by majority vote of the NAMCA Board at any regularly scheduled or special meetings of the NAMCA Board.

Section 6.22: Rights and responsibilities of Chapters

Chapters shall accept members who support and endorse the purposes of the NAMCA. Chapter members may include non-Bamasaaba as defined in the NAMCA constitution

6.22.1: Membership Fees and Benefits

- i. Each local chapter can charge a fee for a specific purpose or event.
- ii. The following membership fees shall be determined, enforced and revised as needed.
- iii. Annual Chapter Fee as determined by the board.
- iv. NAMCA Chapter individual membership fee as determined by the Chapter Board.
- v. Fees charged on benefits accruing to chapters due to grant funding or crowd funding assisted by NAMCA or through NAMCA will be on a basis of a percentage as determined by the NAMCA Board.

6.22.2: Voting and Elections

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

6.22.3: 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.

Section 6.23: Chapter Suspension

6.23.1: Grounds for chapter suspension

- a) If incorporated separately, failure by the chapter to operate as a nonprofit organization as defined in the United States under Section 501(c) 3 of the IRS Code OR an equivalent registration tax-exempt status conferring entity or agency in the country where the chapter is incorporated.
- b) Failure of the Chapter to operate in a financially responsible manner and/or failure to provide NAMCA complete and accurate periodic financial reports and documentation as required by law.
- c) Failure of the Chapter to adhere to the purpose, mission, and vision of NAMCA.
- d) If the Chapter seeks to break away from NAMCA or to undermine NAMCA and/or NAMCA's Mission.
- e) Any Chapter failing to comply with the above four criteria may be suspended by a majority vote of the NAMCA Board at any regular or special meeting. The suspension shall be in effect until the chapter complies with the criteria or has its case reviewed and resolved.
- f) Representatives of a Chapter that has been suspended may participate in all joint meetings of the NAMCA Board and Trustee Council but shall not have a vote during the suspension period.
- g) Failure by the affiliate to comply with the Memorandums of Understanding (MOU).

6.23.2: Notification of suspension

Any Chapter failing to comply with the above criteria shall be notified by the NAMCA Board of the possible suspension of the Certificate of Affiliation.

The Chapter shall be suspended by a majority vote of the NAMCA Board at any regular or special meeting.

The suspension shall be in effect until the Chapter complies with the criteria under which they were suspended.

The specific steps to follow in the suspension process shall be provided in the bylaws.

6.23.3: 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 Trustee Council upon petition by the suspended Chapter. Any members of the Trustee Council with conflict of interest shall recuse themselves from the review and decision process. The Trustee Council shall review the petition and notify the NAMCA board of their decision within 30 days.
- c) Any Chapter which has been suspended for over one year must be either terminated or reinstated by the NAMCA Board following the review and decision made by the Trustee Council as indicated in (b) above.
- d) Other grounds of termination shall be outlined in the Memorandum of Understanding (MOU).

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 7.0: Removal from office

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.
- d) 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 7.1: Impeachment

Any elected officer of the association is impeachable.

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:

- a) A conviction on indictment of any offence in relation to the association involving fraud or dishonesty.
- b) Any breach of duty as determined by a competent court in the person's role as officer of the organization.
- c) Any declaration by a competent court that makes the officer ineligible to hold public office in countries where NAMCA operates.
- d) Where the conduct of an officer makes him/her unfit to serve in the management of the association.
- e) Gross negligence and incompetence.
- f) The impeachment process shall proceed in a manner determined by the board.

ARTICLE VIII: MEETINGS

Section 8.0: 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.

- d) The official language for NAMCA business shall be primarily English supplemented by (under reasonable circumstances) LuMasaaba.

Section 8.1: 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.

8.1.1: Quorum

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

ARTICLE IX: DISSOLUTION OF NAMCA

Section 9.0: 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 9.1: 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 11.0: Amendments

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 11.1: Commencement

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