

UGANDAN NORTH AMERICAN ASSOCIATION (UNAA)
A Non-Profit Organization

2019 UNAA ELECTORAL COMMISSION PROCESSES AND GUIDELINES

UNAA [1337 Massachusetts Avenue #213, Arlington, Massachusetts 02476]

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1. UNAA

The Ugandan North American Association (UNAA), is a not-for-profit organization which shall hereinafter be called the Association and/or 'UNAA', both of which shall represent and have the same meaning.

The Association 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. The Association is nondenominational, non-sectarian, non-political, secular and not-for profit. In its Bylaws, or in the Articles of Incorporation, and henceforth, in any official writing of the Association or public address, wherever reference is made to a masculine gender, reference will also be made to a feminine gender; thus he/she; his/hers.

UNAA has become the credible and effective organization that it is today because the founders and past board members of UNAA were committed to the ideals of UNAA laid out in its Charter as outlined below:

- a) To enable, stimulate and promote acquaintance, friendship and unity among Ugandans in North America by promoting social and cultural activities and interaction within and between our local communities and across the continent.
- b) To address the needs and challenges peculiar to our members by promoting co-operative efforts and developing strategic partnerships with philanthropic, cultural, educational, economic empowerment and other social service organizations.
- c) To increase awareness and facilitate access to the gainful exploitation of educational, entrepreneurial and employment opportunities in North America through better networking, training and other innovative programs.
- d) To build partnerships with key stakeholders that will facilitate the growth of cultural, philanthropic, economic and educational interests between the peoples of Uganda and North America.
- e) To promote and protect our unique Ugandan cultural identity through regular social and cultural activities.
- f) To counsel and advise relevant governments on policies and regulations affecting UNAA membership.

2. PURPOSE OF THE ELECTORAL COMMISSION

Article 9 (see Appendix) of the UNAA constitution specifies that there shall be a standing and independent Electoral Commission (EC) appointed by the UNAA Board of Trustees and confirmed with the advice and consent of the UNAA Council. The members of the EC shall be full members of the Association in good

standing and of high ethical standards and shall represent all the demographics of the Association. In carrying out its duties, the EC will abide by the UNAA Constitution.

The following guidelines will help streamline the process of nomination and certification of candidates for election to the Executive and Council of UNAA. No one is considered to be an official candidate until he/she has, within the prescribed timeline, submitted the nomination documents, paid the required fees and has been cleared and certified by the EC. To strengthen the electoral process, the commission reserves the right to review and modify these guidelines.

3. CANDIDATE INFORMATION

A. *Qualification*

Candidates seeking to be elected for any position in UNAA must be members in good standing as stated in Articles 6.11 and 7.3 of the UNAA Constitution (*see Appendix*).

B. *Required documents*

ALL candidates seeking to run for positions in UNAA are required to provide the following documents:

- a) A signed candidate agreement
- b) A one-page document of no more than 500 words providing the following information:
 - i Position sought
 - ii Name and contact information
 - iii Current city and state of residence
 - iv Statement of past or current activities within UNAA or other local organization (s)
 - v Manifesto for the candidate (Issues & Solutions)
 - vi Names of 3 seconders with the required information below:
 - Name and contact information
 - Current city and state of residence
- c) Photo - An electronic passport color photo of the candidate, of high resolution (at least 600 x 600 pixels), in JPEG format, and not less than 1 MB in size. The photo must be taken within the last 90 days. The EC intends to use these pictures on the website and in other electoral media.
- d) Background check authorization as may be requested.

C. *Candidate secondment*

Candidates for all positions will require at least three signatures of eligible members in good standing as secondment to their candidacy. The EC will accept statements with original signatures or email statements stating the following:

I _____ (Secunder) hereby second the candidacy of Dr/Mr/Ms/Mrs _____ for the post of _____ and to the best of my knowledge, Dr/Mr/Ms/Mrs _____ is a person in good standing within the community.

Dated this day _____ Signed _____

The seconders attesting to the “good standing” of the candidate must also meet the eligibility requirement for members in good standing according to the UNAA Constitution.

D. *Verification of candidates and seconders*

To determine that the candidate and the seconders are eligible members of UNAA, the EC will verify that a candidate and the seconders are members in good standing as outlined in the Constitution.

E. *Background check process*

UNAA, a tax-exempt 501 (C) (3) organization, requires executive members who are qualified, able and willing to serve in a voluntary, unpaid capacity and to discharge their duties in full compliance with the Constitution of UNAA and with all the applicable federal and state/provincial laws of the United States of America and Canada.

In addition to being a person of good moral character, individuals seeking to become members of the executive, serve in positions of high authority and manage the finances of UNAA, must understand and be willing to accept the potential for a closer federal scrutiny of their business associations, legal status, and personal dealings. Therefore, the EC has deemed it necessary to conduct a formal background check process going back 7 years for all candidates who are seeking to run for the following positions ONLY:

1. President
2. Vice President
3. Secretary
4. Treasurer

SELECTED VENDOR TO CONDUCT UNAA-EC 2019 BACKGROUND CHECKS:

Accurate Background, Inc.

Lake Forest, CA

800.216.8024

****ISO 9001:2008 Certified****

Upon receipt of the candidate's intent to run for any of the 4 official positions stated above, the EC Secretary will notify the candidate of the background check process. In order to maintain confidentiality, all communication will be between the candidate and Accurate Background Inc. Credit checks will not be required or verified for the 4 candidates. The candidate will authorize the EC to share ONLY the candidate's e-mail address with **Accurate Background, Inc.** A signed release form to share the e-mail address will be provided. Accurate Background Inc. will request the necessary information directly from the candidate. Accurate Background Inc. will conduct background checks for candidates residing in North America including Canada. Accurate Background Inc. will verify records namely:

1. Candidate's criminal records for the last 7 years.
2. Education - only as listed on the candidate's manifesto.

I. Background check clearance

Accurate Background Inc. will notify the EC Secretary that the candidate has been cleared through the background check process. The EC Secretary will then certify the candidate as meeting the eligibility to run for the office of intent with UNAA and the appropriate certification process will be initiated.

II. Adjudication process

If the candidate has not been cleared by Accurate Background Inc., the candidate will go through the Adjudication process. At this point ONLY, will the EC Secretary get involved and notify the candidate of the discrepancy. The candidate will have 7 business days to clear the discrepancy with Accurate Background Inc. directly. If the candidate is not cleared, he/she will be withdrawn from the candidacy and will be notified accordingly. There will be NO exceptions after the adjudication process is completed and case closed.

F. ***Candidate's agreement***

All candidates must sign the following candidate agreement acknowledging their willingness to abide by these guidelines.

I, _____, a candidate for the office of _____ for the 2019-2021 UNAA Executive/Council, agree to abide by the rules and conditions set forth by UNAA's Electoral Commission (EC) for the 2019 elections. I further agree and understand that if I or members of my campaign staff or committee are found to have engaged in activities in violation of the 2019 election rules and guidelines, I may be subject to reprimand and/or disciplinary action or decertification of my candidacy.

I certify that this Agreement is made voluntarily as a free act and deed. I further understand and agree that it shall be the responsibility of the EC to enforce, uphold and apply the UNAA Constitution in relation to the 2019 elections. I further understand that the decisions and sanctions made by the EC shall be binding and final.

TERMS:

Hold Harmless. I _____ hereby declare that I am running for the office of _____ in the Ugandan North American Association (UNAA). I agree to hold harmless ANY liability, loss, damage and/or injury to property or persons, including without limitation wrongful death, the UNAA EC and its commissioners/members/volunteers or any agents serving on behalf of the EC, whether brought by an individual or other entity, or imposed by a court of law, or by administrative action of any federal, state, or local government body, agency or individual, arising out of or incident to any acts, omissions, negligence, or willful misconduct of an individual.

This agreement also applies to and includes, without limitation, the payment of all penalties, fines, judgment, attorney's fees, and related costs and any reimbursements to me for all legal expenses and costs incurred by it. I will NOT seek injunction or remuneration against the EC or its representatives.

Signed:

Candidate Date:

Received by:

Representative Date: _____ Electoral Commission

G. *Deadline compliance*

The EC will ONLY accept documents that are submitted electronically to ecsecretary@unaaonline.org by the stated deadline.

There will be NO exceptions. All documents must be accompanied by a proof of payment receipt for the candidate fee.

H. *Nomination fees*

To meet the costs associated with the electoral process, there will be a non-refundable nomination and certification fee. All fees should be paid directly to the UNAA treasurer using the UNAA website at <http://www.unaaonline.org>

Candidates for the office of President	\$300.00 USD
Candidates for Vice President	\$250.00 USD
Candidates for Secretary	\$200.00 USD
Candidates for Treasurer	\$200.00 USD
Candidates for Youth Representative	\$25.00 USD
Regional Representatives	\$75.00 USD

The EC encourages all candidates to meet their eligibility requirements, including submission of proper documents and fees early so as to be declared official candidates. Please make sure all documents are written/typed legibly to avoid any errors or delays. The Commission will adhere strictly to the date received electronically or by postal or any courier services and there will be **NO** exceptions.

4. OPEN POSITIONS FOR THE 2019 UNAA ELECTIONS IN CHICAGO, IL

A. *Executive*

Executive committee (4 positions)

- President
- Vice President

- Secretary
- Treasurer

B. *Council*

Youth representatives

1. USA (2 positions)

- Female
- Male

2. CANADA (2 positions)

- Female
- Male

Regional Representatives

1. USA (12 positions)

- New England
- Mid Atlantic 1
- Mid Atlantic 2
- South East
- South West 1
- South West 2
- Great Lakes
- Central Plains
- Rocky Mountains
- North Pacific
- South Pacific 1
- South Pacific 2

2. CANADA (6 positions)

- Atlantic
- Central 1
- Central 2
- Prairies
- Mountain

- Pacific

Note: *The composition of each region is detailed in Schedule A of the Appendix*

5. CANDIDATE NOMINATION AND CERTIFICATION PERIOD

This is the period established by the EC as from “Inception to Certification” where by the candidates will submit the required documents to express their intent of running for an office, to the final stage where the EC declares and certifies the candidates as meeting the requirements to qualify as candidates in good standing.

To enable the EC to carry out its mandated obligations, and to provide candidates with an opportunity to rectify and correct any errors/defects that may be discovered within the nomination and certification process, the commission will adopt a flexible schedule as follows:

Nominations will open on **March 20th, 2019 at 00:00 Hrs.** (Pacific Standard Time) and close on **April 30th, 2019 at 23:59 Hrs.** (Pacific Standard Time). Certification of candidates will then follow for a period of one month. A list of eligible candidates will be published on the UNAA website and/or the email list no later than **June 1st, 2019.**

6. OFFICIAL ANNOUNCEMENT OF ELIGIBLE CANDIDATES

To certify a candidate, the EC will abide by the following process:

1. Candidates submit all their documents to the EC Secretary via the address provided above.
2. The EC Secretary will send an acknowledgement e-mail confirming receipt of documents. The candidate will receive the communication within 2 business days after the EC Secretary has received the official documents from the candidate.
3. The EC Secretary will verify that the candidate is a member in good standing.
4. If the candidate’s position requires background check verification, the EC Secretary will notify the candidate that he/she will need to go through a background check process. The Secretary will provide the information to the candidate required to initiate the background check process.
5. The EC Secretary will certify the candidate by obtaining proof of eligibility, i.e., membership number, and background clearance. The candidates will be submitted to the EC.
6. Once the EC determines that a candidate has met the eligibility requirements for an office, the EC Secretary, will post on the UNAA website (<https://www.unaaonline.org>), a one-page document, with an announcement that the candidate is now officially cleared and certified to run and campaign for the position as stated in his/her manifesto.

The names of the candidates will then be included in the balloting materials, to be provided by the EC.

7. The EC Secretary will communicate with the potential candidates in case there is a discrepancy in the paperwork submitted.

7. ELECTION DAY PROCESSES AND PROCEDURES

A. *Voter eligibility*

Any UNAA member who is in good standing in accordance with the Constitution and will have paid or renewed membership no later than 30 days before the elections, will be eligible to vote for any candidate of choice.

The UNAA Constitution provides that elections for elective positions are to be conducted during the UNAA annual general meeting. No provision is made for elections at any other time during the year.

Elections will be conducted electronically on computers, on-site at a designated voting/polling center.

At the on-site voting center, computers will be provided for voters and technical assistance will be available, if needed.

B. *Voting times*

On-site electronic voting will start at 9:00 a.m. on Sunday, September 1, 2019, and close on the same day, at 4:00 p.m.

C. *Ballots*

The EC wishes to remind all candidates and voters that UNAA's balloting process, for any office, is based on individual merit. The EC will oversee the entire electoral process.

D. *Technical support*

The EC shall contract an IT expert to provide technical support during the elections. This individual shall assist the EC in addressing all IT-related concerns that may arise during the electronic voting exercise.

E. *Campaigning on Election Day*

Campaigning within 100 feet [33 meters] of the election center shall be strictly prohibited. Any candidate or candidate's campaigners who break this regulation will risk the disqualification of the candidate from the election.

F. ***Presentation of Manifestos***

Candidates will have an opportunity to formally present their manifestos in a recorded video, not exceeding 15 minutes, which shall be posted to the UNAA website. The deadline for candidates to submit their videos to the EC will be July 01, 2019.

G. ***Electoral observers***

Executive candidates can appoint their own observers. These observers shall be present at the on-site voting center to ensure that the elections are conducted in a free and fair manner. The EC has determined that 2 observers will suffice for each candidate. All candidates are encouraged to submit the names of the 2 observers no later than 7 days before election day to the EC Secretary via e-mail at: ecsecretary@unaaonline.org. Any names sent after this will not be considered. Observers are required to be members in good standing.

H. ***Electoral volunteers***

The EC reserves the right to solicit and use volunteers as needed to assist during the election process as needed. First come first serve basis. If you are interested in volunteering during the Electoral Process, please send an e-mail to the Secretary at: ecsecretary@unaaonline.org. Volunteers must be members in good standing.

8. COMMUNICATION WITH THE EC

The Secretary of the EC or his/her designee will make every effort to pass on information to the general public as well as to the UNAA officials, ALL at the same time without preference. Communication concerning the EC to the general public will be via email (unaaalist@unaa.memberclicks.net), website (<https://www.unaaonline.org/>) and/or any other known Ugandan linked email lists. All inquiries to the EC should be directed to ec@unaaonline.org. Your inquiries will be reviewed and responded to promptly.

Signed: UNAA- Chicago, IL Electoral Commission 2019:

1. Chair Person	Ivan Mwanja
2. Vice Chair Person	Florence Bazanye
3. Secretary	Herbert Twase
4. Treasurer	Betty Wakou
5. Deputy Treasurer	Tina Kasujja
6. Commissioner	Samantha Muhunde
7. Commissioner	Fred Byabagye
8. Commissioner	Florence Wakoko Studstill
9. Commissioner	Hydeen Reich
10. Commissioner	Alex Lubega
11. Commissioner	Kriss Namakola
12. Commissioner	Barbara Munube
13. Commissioner	Richard Kyabihende
14. Commissioner	Wasswa Ddamulira
15. Commissioner	Philip Mbabazi
16. Commissioner	Sophia Nabadda
17. Commissioner	Michael Mugwanya
18. Commissioner	Mohamed Kaggwa
19. Commissioner	Elizabeth Alinda

The EC wishes to thank all the members of the Ugandan community for your willingness to serve in the respective capacities.

Your charisma, spirit and dedication will take UNAA to the next levels where the organization will continue to be viewed as a unified body in the diaspora symbolizing a distinct society.

We are looking forward to seeing you all in Chicago. Your Vote counts!

Published: March 2019

9. APPENDIX

EXECUTIVE COMMITTEE

6.1: Composition of the Executive Committee: There shall be an Executive Committee which shall be comprised of a universally elected President, a universally elected Vice President, a universally elected Secretary, a universally elected Treasurer, and three appointed Directors of Development, Finance and Communications.

6.2: President: The President shall be the Chief Executive Officer of the Association and shall supervise the business and affairs of the Association. He/she shall execute, with any other proper Officer under whose jurisdiction such activity falls, certificates of membership, if any, leases, contracts, or other instruments which may be lawfully executed on behalf of the Association.

The President or his/her designate shall ensure that all orders, resolutions and decisions of the UNAA Council are carried out. He/she shall receive quarterly and annual reports from all members of the Executive Committee. He/she shall present the Association's financial and progress reports at every regular meeting of the UNAA Council.

As an ex officio, non-voting member of the UNAA Council, the President shall present an annual budget and any other proposed emergency expenditure to the UNAA Council for approval, and shall present quarterly and annual reports, including financial reports, to the UNAA Council. He/she shall be an ex officio, non-voting member of the Board of Trustees and shall report on the state of the Association to each meeting of the Board of Trustees.

The President shall have the power, in consultation with the Executive Committee and with the advice and consent of the UNAA Council, to appoint ambassadors to represent the interests of UNAA.

The President shall have the power, in consultation with the Executive Committee and in accordance with **Article 12:10**, to appoint a duly qualified executive assistant, with the advice and consent of the UNAA Council, to assist the Executive Committee in executing their administrative responsibilities. Such executive assistant, who shall report to and work under the supervision of the Secretary of the Association, shall be paid a salary which shall be determined by the Executive Committee with the advice and consent of the UNAA Council.

6.3: Vice President: The Vice President shall be responsible for the overall advancement and development of the Association. He/she shall be responsible for developing relationships and partnerships with other organizations.

He/she shall work with UNAA Council to establish and develop local chapters or other local organs of the Association.

The Vice President shall, in the absence of the President, preside at appropriate meetings. Should the President resign or otherwise be removed from office prior to the completion of his/her term, the Vice President shall assume the office of President and, with the advice and consent of the UNAA Council, shall appoint a replacement as Vice President of the Association.

The Vice President shall perform whatever duties the President may from time to time assign to him/her. The Vice President shall also be an ex officio, non-voting member of the UNAA Council.

6.4: Secretary: The Secretary shall be responsible for the day to day administration of the Association. He/she shall implement strategic programs, as approved by the Executive Committee and the UNAA Council, including organization of the Annual General Meeting and Convention.

The Secretary shall be responsible for the Association's records. He/she shall be responsible for overseeing the recording of the proceedings of meetings of the Executive Committee and of the Annual General Meeting of the Association. He/she shall ensure maintenance of the corporate records and the seal of the Association. He/she shall have authority to give notice required by law or by these Bylaws. He/she shall be the custodian of the Association's books, records, contracts, seal and other documents.

The Secretary shall oversee and ensure the publication of the most up-to-date bylaws, policies, procedures and other documents of the Association. He/she may affix the corporate seal to any lawfully executed document requiring it and shall perform whatever additional duties the President or Vice President may, from time to time, assign to him/her.

In the absence of the President and the Vice President, the Secretary shall preside at appropriate meetings. Should the President and the Vice President resign or be unable to execute their offices or otherwise be removed from office prior to the completion of their term of office, the Secretary shall assume the office of President and, with the advice and consent of the UNAA Council, shall appoint replacements as Vice President and Secretary.

6.5: Treasurer: The Treasurer shall be responsible for the Association's finances including budgeting and fundraising. He/she shall maintain compliance standards for donors and funding sources in line with the Association's code of conduct and ethics and the Association's **501(c) (3)** status, whichever is more restrictive.

The Treasurer shall receive, deposit and maintain custody of all funds and securities belonging to the Association. He/she shall disburse funds under the direction of the Executive Committee.

In the absence of the President and Vice President and Secretary, the Treasurer shall preside at appropriate meetings. Should the President and the Vice President and the Secretary resign or be unable to execute their offices or otherwise be removed from office prior to the completion of their term of office, the Treasurer shall assume the office of President and, with the advice and consent of the UNAA Council, shall appoint a replacement as Vice President, Secretary and Treasurer.

The Treasurer shall present a comprehensive audited annual financial report to the Annual General Meeting of the Association, and shall perform any other duties that the President or Vice President may from time to time assign to him/her.

6.7: Director of Finance: The Director of Finance shall be appointed by the Executive Committee with the advice and consent of the UNAA Council. He/she shall work under the direction of the Treasurer and shall lead the development and oversight of the financial affairs of the Association, including production of internal and external financial reports as required.

The Director of Finance shall perform all other duties as may be assigned to him/her, from time to time, by the Treasurer.

6.8: Director of Development: The Director of Development shall be appointed by the Executive Committee with the advice and consent of the UNAA Council. Working under the supervision of the Vice President, the Director of Development shall be responsible for developing and implementing strategies for building and enhancing relationships and partnerships with other organizations.

He/she shall perform all other duties as may be assigned to him/her, from time to time, by the Vice President of the Association.

6.9: Director of Communications: The Director of Communications shall be appointed by the Executive Committee with the advice and consent of the UNAA Council. He/she shall be responsible for developing and maintaining the UNAA brand; managing UNAA's web presence, including discussion forums; managing the production of all marketing and communication materials and publications; and serving as UNAA's spokesperson to the media and the public in line with the Bylaws, the code of conduct and as directed by the UNAA President or Vice President or the UNAA Council or the Board of Trustees.

He/she shall be responsible for maintaining state of the art commercially available information systems and services for the Association, adhering to universally acceptable regulations and standards.

The Director of Communications shall perform his/her duties under the direct oversight of the Secretary.

6.10: Immediate Past President: The Immediate Past President shall stay on as an ex officio member of the Executive Committee for the first 3 (three) months following the election of a new Executive Committee. He/she shall advise and provide continuity between the outgoing and incoming Executive Committees.

However, the Immediate Past President may be a member of a special or ad-hoc committee of the Executive Committee and in this capacity shall have the same voting privileges as any other member of such committee.

6.11: Qualification: To be eligible for election to the Executive Committee, a person shall be a member of UNAA in good standing; shall be a resident of North America; shall fulfill all requirements that shall be determined by the Electoral Commission; and shall not have engaged in activities at any time that have undermined or had the potential to undermine the interests of the Association.

6.12: Term of Office and term limit for members of the Executive Committee: The term of office of each member of the Executive Committee shall be two [2] years. No person shall be elected to the same office on the Executive Committee more than three [3] times, and no person who has served more than one [1] year of a term to which some other person was elected to that office on the Executive Committee shall be elected to the same office more than twice.

6.13: Election: Except for the Director of Finance, the Director of Development and the Director of Communications who shall be appointed by the Executive Committee with the advice and consent of the UNAA Council, all members of the Executive Committee shall be elected by eligible Members of the Association in accordance with the rules and guidelines that shall be determined by the Electoral Commission. Elections for the Executive Committee shall be held on the weekend of the Annual General Meeting.

6.14: Time, place and frequency of Meetings:

6.14 (A): TIME AND PLACE OF MEETINGS: The Executive Committee shall determine the time and place of their regular meetings.

6.14: B): FREQUENCY OF MEETINGS: The Executive Committee shall meet at least once every month, including a minimum of two face to face meetings.

6.15: Notice of Meetings: The Secretary of the Association shall communicate to all members of the Executive Committee in writing at least seven (7) days prior to a regular meeting. Special or urgent meetings shall be called by the President or the Secretary of the Association or by any three (3) members of the Executive Committee.

6.16: Quorum: The presence of two-thirds (2/3) of the members of the Executive Committee shall constitute a quorum for purposes of conducting business. Where there is an even number of members present at a meeting, the President shall cast the tie-breaker.

6.17: Vote Required for Action: Unless otherwise required by this Constitution, the act of a simple majority of the Executive Committee at a meeting at which a quorum is present shall be the act of the full Executive Committee.

6.18: Action by the Executive Committee without a Meeting: Any action required or permitted to be taken, at any meeting of the Executive Committee, may be taken without a meeting if a written consent thereto shall have been signed by a number constituting the quorum of the Executive Committee. Such written consent shall be filed with the Secretary of the Association, along with minutes of the proceedings of the meetings of the Executive Committee. Such consent shall have the same force and effect as the regular vote of the Executive Committee.

6.19: Adjournment: A meeting of the Executive Committee, whether or not a quorum is present, may be adjourned by a majority of the Executive Committee members present. The meeting may later reconvene at a specific time and place as shall be determined by the President of the Association. At such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

6.20: Resignation: Notice of resignation by the President of the Association shall be in writing and mailed to the Chairperson of the Board of Trustees, with copies to all members of the Executive Committee and the Speaker of the UNAA Council.

Notice of resignation by all other members of the Executive Committee shall be in writing and mailed to the President of the Association with copies to the Chairperson of the Board of Trustees and the Speaker of the UNAA Council.

6.21: Removal: The Board of Trustees shall have the power to recommend to the UNAA Council the suspension or impeachment with cause any member of the Executive Committee and to present the decision of the UNAA Council to the next Annual General Meeting for review and final disposition.

6.22: Filling Vacancies: Notification of a vacancy on the Executive Committee shall be communicated in writing by the President to the Chairperson of the Board of Trustees, the Speaker of the UNAA Council and to all the members of the Association. Vacancies arising on the Executive Committee during its term of office

shall be filled by nomination by the President, with the advice and consent of the UNAA Council. An officer nominated to fill a vacancy shall serve the unexpired term of such officer's predecessor in office.

THE UNAA COUNCIL

7.1: Composition of the UNAA Council: There shall be an elected UNAA Council consisting of:

- a) Members (also known as —Representatives) elected by regions as defined in **Schedule A** of this Constitution;
- b) Two Representatives for Young Adults elected by members aged 18 to 30 years resident in Canada;
- c) Two Representatives for Young Adults elected by members aged 18 to 30 years resident in the United States of America;
- d) The President of UNAA (ex officio, non-voting);
- e) The Vice President of UNAA (ex officio, non-voting).

The UNAA Council shall elect a Speaker, Deputy Speaker and Secretary by a simple majority.

7.2: Powers, Duties and Responsibilities of the UNAA Council and Council Members:

7.2: A): POWERS OF THE UNAA COUNCIL: The UNAA Council shall:

- a) Be the Legislative body of the Association;
- b) Approve the Association's annual budget and all extra-budgetary expenditures exceeding a threshold amount that will be set from time to time by the UNAA Council;
- c) Approve policies and programs prior to implementation by the Executive Committee;
- d) Approve all legally binding commitments of the Association;
- e) Have the power of impeachment of any member of the Executive Committee or any member of the Board of Trustees and present such member to an Annual General Meeting of the Association for a final decision.

7.2: B): DUTIES AND RESPONSIBILITIES OF MEMBERS OF THE UNAA COUNCIL: Each Member of the UNAA Council shall be responsible for outreach, support and mobilization of UNAA members and/or member organizations in their respective regions, including attendance of a minimum number of local events, established from time to time by the UNAA Council.

Each Representative shall present a quarterly report of his or her activities and the activities of UNAA in his or her region to the Speaker of the UNAA Council. A member of the UNAA Council shall fulfill his or her governance and fiduciary responsibilities in a timely and professional manner.

7.2: C): UNAA COUNCIL MEMBERS FOR YOUNG ADULTS: There shall be two Members, one of each gender, representing young adults in Canada, and two Members, one of each gender, representing young adults in the United States of America. These Members shall be elected by young adult members of UNAA in their respective jurisdictions.

Each UNAA Council Member for Young Adults shall be responsible for mobilization, outreach and support of young adult members in his or her region and shall fulfill his or her governance and fiduciary responsibilities in a timely and professional manner

7.3: Qualification: To be eligible for membership of the UNAA Council, a person shall be a full member in good standing in the Association; shall have lived in the region he/she seeks to represent for a minimum of two (2) years; shall have been an active member of his/her region or community; and shall not have engaged in activities at any time that have undermined or have had the potential to undermine the interests of the Association.

7.4: Term of Office of members of the UNAA Council: The term of office of each member of the UNAA Council shall be two [2] years. No person shall serve as a member of the UNAA Council for more than three [3] consecutive terms.

7.5: Election: Each Member of the UNAA Council shall be elected by full members of the Association in his or her region as defined in **Schedule A** of this Constitution. The Representatives for Young Adults in Canada shall be elected by members aged 18 to 30 years resident in Canada. The Representatives for Young Adults in the United States of America shall be elected by members aged 18 to 30 years resident in the United States of America. Elections for the UNAA Council shall be held at a place and time that shall be determined by the UNAA Electoral Commission.

7.6: Number and size of regions: Following the adoption of this amended Constitution, the UNAA Council shall consist of six [6] members representing 6 regions of Canada; twelve [12] members representing 12 regions of the United States of America and four [4] representatives of Young Adults as detailed in **Schedule A** of this Constitution. A UNAA Region which fails to elect a Representative shall remain unrepresented on the UNAA Council until such time that it elects one.

The number and size of regions which shall elect members of the UNAA Council shall be reviewed from time to time by the Executive Committee which shall propose changes subject to confirmation by a two-thirds majority vote of a regularly scheduled meeting of the UNAA Council called for the purpose.

7.7: Time and place of Meetings: The UNAA Council shall determine the time and place of its regular meetings.

7.8: Frequency of Meetings: The UNAA Council shall meet a minimum of 4 (four) times a year, including at least one face to face meeting.

7.9: Notice of Meetings: The Secretary of the UNAA Council shall communicate in writing to all members of the Council at least 14 days prior to a regular meeting of the Council. Special or urgent meetings shall be called through the Speaker and Secretary of the Council and the required period for notification of Council Members shall be at the discretion of the Speaker in consultation with the Vice President of the Association.

7.10: Quorum: The presence of two-thirds (2/3) of the Members of the UNAA Council shall constitute a quorum for purposes of conducting business. Where there is an even number of Council Members at a meeting, the Vice President shall cast the tie-breaker.

7.11: Vote Required For Action: Except for a motion to impeach or remove an Officer, Trustee or Member of the UNAA Council, the act of a simple majority of the UNAA council present at a meeting at which a quorum is present shall be the act of the full Council.

A motion to impeach or remove an Officer, Trustee or Member of the UNAA Council shall require the consent of at least two-thirds (2/3) of the full Council.

7.12: Action by the UNAA Council without a Meeting: Any action required or permitted to be taken, at any meeting of the UNAA Council, may be taken without a meeting if a written consent thereto shall have been signed by a number constituting the quorum of the UNAA Council. Such written consent shall be filed with the Secretary of the UNAA Council, along with minutes of the proceedings of the meetings of the Council. Such consent shall have the same force and effect as the regular vote of the UNAA Council.

7.13: Adjournment: A meeting of the UNAA Council whether or not a quorum is present, may be adjourned by a majority of the members present. The meeting may later reconvene at a specific time and place as shall be determined by the Speaker of the UNAA Council. At such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

7.14: Resignation: Notice of resignation by a member of the UNAA Council shall be in writing and mailed to the Speaker of the Council, with copies to the President of the Association, the Vice-President, the Chairperson

of the Board of Trustees and the full members of the Association resident in the region that the Council Member represents.

7.15: Removal: The UNAA Board of Trustees shall have the power to recommend to the UNAA Council the suspension or impeachment with cause any member of the Council and to present the Council's decision to a meeting of the full members of the Region that is represented by the impeached Member prior to presenting the decision to the next Annual General Meeting of the Association for review and final disposition.

7.16: Filling Vacancies: Notification of a vacancy on the UNAA Council shall be communicated in writing by the Secretary of the Council to the Chairperson of the UNAA Electoral Commission, who shall in turn communicate in writing to the full members in the Region whose representation is vacant. A vacancy on the UNAA Council shall be filled through a by-election by the members of the Region where the vacancy exist. Such by-election shall be held no later than three (3) months after the seat has become vacant or at the next Annual General Meeting of the Association, whichever comes first.

ELECTORAL COMMISSION

9.1: Electoral Commission: There shall be a standing and independent Electoral Commission appointed by the UNAA Board of Trustees and confirmed with the advice and consent of the UNAA Council. The members of the Electoral Commission shall be full Members of the Association in good standing and of high ethical standards and shall represent all the demographics of the Association.

9.2: Independence of the Electoral Commission: Once the members of the Electoral Commission have been appointed by the UNAA Board of Trustees and confirmed by the UNAA Council, they shall operate independently of all UNAA organs.

9.3: Number of Members of the Electoral Commission: There shall be a minimum of thirteen (13) members of the Electoral Commission.

9.4: Structure: The fully constituted Electoral Commission shall include a Chairperson appointed by the UNAA Board of Trustees, and a Vice Chairperson, Secretary and any other officers who shall be elected by the Electoral Commission as needed.

9.5: Term of office: Each member of the Electoral Commission shall serve a four (4) year term.

9.6: Functions & Powers of the Electoral Commission: The Electoral Commission shall:

- create and/or update the Election Guidelines;

- maintain and update the voters' register;
- accept nominations and vet candidates;
- determine candidates' registration fees;
- manage voting logistics;
- set the deadline for registration for voting, which shall be no later than thirty (30) days prior to the election;
- conduct elections;
- publish the election schedule and any deadlines;
- announce election results.

9.7: Candidate Registration Fees: All candidate registration fees shall be paid directly to the UNAA Treasurer.

9.8: Conflict of Interest: A member of the Electoral Commission who resigns before the end of his/ her current term of office shall not be eligible to be a candidate for any office in the election immediately following his or her resignation.

9.9: Arbitration: Any electoral complaint that is not resolved by the Electoral Commission shall be referred to UNAA Board of Trustees for arbitration and resolution within four (4) weeks or before the elections, whichever comes first.

SCHEDULE A:

UNAA COUNCIL MEMBERSHIP BY REGION

(I) CANADA

1. ATLANTIC REGION – Newfoundland & Labrador, Nova Scotia, Prince Edward Island, New Brunswick, Greenland, Saint Pierre et Miquelon
2. CENTRAL REGION 1 – Quebec, Eastern Ontario
3. CENTRAL REGION 2 – Southern Ontario, Southwestern Ontario, Northern Ontario
4. PRAIRIES REGION – Manitoba, Saskatchewan, Nunavut, North West Territories, Yukon
5. MOUNTAIN REGION - Alberta
6. PACIFIC REGION – British Columbia
7. Female Representative for Young Adults in Canada

8. Male Representative for Young Adults in Canada

(II) UNITED STATES

- 9. NEW ENGLAND REGION – Massachusetts, Vermont, New Hampshire, Maine and Rhode Island
- 10. MID-ATLANTIC REGION 1—New York, New Jersey, Connecticut
- 11. MID-ATLANTIC REGION 2 – Pennsylvania, Delaware, Maryland, Washington DC, Virginia, West Virginia
- 12. SOUTH EAST REGION—North Carolina, South Carolina, Kentucky, Mississippi, Georgia, Alabama, Tennessee, Florida, Puerto Rico & all Caribbean Islands.
- 13. SOUTH-WEST REGION 1 – Southern Texas, Louisiana, Belize, Costa Rica, Cuba, El Salvador, Guatemala, Honduras, Mexico, Nicaragua, Panama.
- 14. SOUTH-WEST REGION 2 —Northern Texas, Oklahoma, Arkansas
- 15. GREAT LAKES REGION —Illinois, Indiana, Michigan, Ohio, Wisconsin, Minnesota
- 16. CENTRAL PLAINS REGION—Nebraska, Kansas, Iowa, Missouri
- 17. ROCKY MOUNTAINS REGION – New Mexico, Colorado, Wyoming, Utah, South Dakota, North Dakota, Montana
- 18. NORTH PACIFIC REGION—Washington, Oregon, Idaho, Alaska
- 19. SOUTH PACIFIC REGION 1- Northern California, Northern Nevada
- 20. SOUTH PACIFIC REGION 2- Southern California, Southern Nevada, Arizona, Hawaii
- 21. Female Representative for Young Adults in USA
- 22. Male Representative for Young Adults in USA



September 5th 2010 – WASHINGTON DC