

UGANDA COMMUNITY IN ILLINOIS

BYLAWS

UCI will adhere to a set of by-laws, which will be its governing document, when not in conflict with the constitution.

ARTICLE I

NAME AND PURPOSE

Section 1: Name

The name of the Corporation will be : Uganda Community in Illinois.

Section 2: Purpose

The primary purpose of UCI is to provide a structured setting for persons of Ugandan descent, their spouses, descendants, and associates residing in Illinois, to preserve, develop and celebrate their heritage; and collaborate on causes to promote, charitable, scientific, literary, cultural, religious, educational and research purposes, including the promotion and support of projects and operations for the needy, vulnerable and disadvantaged.

Section 4: Operation as a Tax Exempt Organization; Exempt Activities

- (a) UCI will operate as Tax-exempt organization within the meaning of Section 501(c) (3) of the Internal Revenue Code (“the Code”).
- (b) UCI will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would bar it from seeking , being granted, and exercising the responsibilities and privileges of a tax-exempt organization within the meaning of Section 501(c)(3) of the Code.
- (c) Notwithstanding any other provision of UCI constitution and these bylaws, no member, officer, employee, or agent, including trustees and other authorized persons within or associated with UCI is permitted to take any action or carry on any activity by or on

behalf of the UCI, which is not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Code.

- (d) No part of the net earnings of UCI may inure to the benefit of, or be distributable to, any trustee, officer, employee, or agent of UCI.

- (e) If UCI dissolves, the balance of the money and property received and owned by it and showing on its books, after payment of all of its debts and obligations, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose or purposes to those for which UCI is organized. The Board of Trustees as well as UCI membership will choose the specific organization or organizations to which such a distribution will be made. No Trustee, officer, employee, or agent of UCI, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of UCI

ARTICLE II

MEMBERSHIP

Section 1: Membership Classes: There will be four classes of members:

- (a) **Full Members:** Eligibility for active membership shall be open and limited to adult persons of Ugandan descent (and their spouses), who are eighteen and above, and have resided in the state of Illinois with the intent to maintain such residency permanently.

- (b) **Junior Members:** Junior membership shall be open and limited to persons of Ugandan descent who are under the age of 18.

- (c) **Associate members:** Associate membership shall be open and extended to adult persons of non-Ugandan descent who permanently reside in Illinois and are connected to Uganda by a legitimate cause or circumstance, such as, having been a missionary in Uganda or worked there in some other capacity, and persons who were previously full members of UCI but permanently ended their residency in Illinois.

(d) Honorary Members: Honorary membership will be reserved for a person who is not regular member of UCI, who has made a significant contribution to the purposes and goals of UCI and whose views and activities are in accordance with UCI constitution. The contributions made may be monetary or in kind. The decision to award an individual honorary membership will be made by the Board of Trustees and the Executive

Section 2: Activation of Membership:

In order to activate membership, one must meet the requirements of membership as indicated in Article 1 of these bylaws, formally register with UCI, and participate in its activities.

Section 3: Withdraw of membership:

Any member may withdraw his or her membership by submitting a written resignation to the Secretary.

Section 4: Suspension, Expulsions and restrictions: (General meeting to decide)

Section 5: Voting

Eligibility for Voting: Voting is restricted to full members only. These are members 18 years and above who have activated their membership according to Article II, section 1, part A and sections 2.

ARTICLE III

MEETINGS

Section 1: Regular Meetings:

Regular meetings: UCI will hold two regular general membership meetings, one in April and one in October of each year. The meeting held in October shall be designated as the Annual General Meeting.

Section 2: Special meetings:

Special meetings may be called by the President or at the request of one-third (1/3) of the full members. No business shall be proposed or transacted at a special meeting other than that specified in the notice of the meeting.

Section 3: The Annual General Meeting:

The Annual General Meeting shall be held no later than the last week of October each year in order:

- A. To review the past and plan for the coming year.
- B. Receive the state of the community and annual financial reports.
- C. Approve the annual plan and budget.
- D. Elect officers that are due.

Section 5: Notice of Meetings:

Notice must be given to all full members at least six weeks prior to the scheduled date for regular general meeting, and two weeks for a special meeting.

Section 6: Conduct of Meetings:

All meetings shall be conducted according to parliamentary procedure as outlined in Robert's Rules of Order except as provided for in these By-laws.

Section 7: Quorum:

A third (1/3) of the registered full members shall constitute a quorum at a regular or special general membership meeting convened for the purpose of transacting any business requiring a community obligating decision. Voting shall be restricted to those full members present at the regular or special general meeting.

ARTICLE IV

BOARD OF TRUSTEES

Section 1: General Powers

The board of trustees will have no executive powers and, once elected, a trustee will never run for any office with executive powers in UCI, but shall be consulted on all matters in which constitutional questions are involved and where the constitution calls for the board to provide guidance, counsel, and certify the legitimacy of the conduct and management of the affairs of UCI, including elections, finances, and governance, etc.

Section 2: Number; Election; Term; Qualifications

- (a) **Number:** The number of trustees of the Corporation will be no less than three (3) or no more than five(5)
- (b) **Election:** The members of the board of trustees shall be nominated by full members and elected by a two-thirds vote of all members present and voting at the Annual general meeting.
- (c) **Term:** Trustees will hold office for four (4) years, starting with the date of the Annual Meeting at which they are elected, and until their successors have been elected and qualified, or until their death, resignation, or removal.
- (d) **Qualifications:** Trustees need not be residents of the State of Illinois but must be at least thirty five (35) years of age.

Section 3: Resignations

- (a) Any trustee may resign at any time by giving written notice to the board of trustees, the President, or the Secretary of the Corporation.
- (b) **Effective Date:** A trustee's resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.
- (c) **Filling the Pending Vacancy:** The pending vacancy that arises due to a trustee's resignation may be filled prior to the effective date, but the successor cannot take office until the effective date.

Section 4: Vacancies

- (a) Any vacancy occurring in the board of trustees, or any directorship to be filled, by reason of an increase in the number of trustees, resignation, or removal may be filled by the board of trustees and UCI membership at the Annual Meeting, any regular meeting, or at a special meeting of the board of trustees called for that purpose even if the number on the board is less than a quorum.
- (b) **Term of Office:** Each trustee elected to fill a vacancy will hold office for the duration of the unexpired term of his predecessor in office.

Section 5: Annual Meeting

The Annual Meeting of the board of trustees will be held at the place and time determined by the board of trustees.

Section 7: Special Meetings

Special meetings of the board of trustees may be held at any time and place but only if they are properly noticed pursuant to Article III, Section 2 of these bylaws. The meetings may be called by the President or by a written request from any two (2) trustees.

Section 10: Electronic Participation at Meetings

- (a) Trustees may participate in and act at any meeting of the board of trustees through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.
- (b) Telephonic or electronic trustee participation in a meeting will constitute attendance and presence at the meeting.

Section 11: Informal Action; Written Consent

- (a) **Informal Action:** Any action required to, or which may, be taken at a meeting of the board of trustees may be taken without a meeting if it is consented to in writing by all of the trustees.
- (b) **Written Consent:** The written consent must be evidenced by one or more written approvals from the trustees; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of UCI and filed in the corporate records.
- (c) **Effective Date:** Any action taken by the board pursuant to this Section will be effective when all of the trustees have approved the written consent unless the consent specifies a different effective date.

Section 12: Removal

- (a) One or more of the Trustees may be removed, with or without cause, by the affirmative vote of a majority of UCI members present, and voting at a special meeting at which a quorum is present.
- (b) If the vote for the removal of one or more trustees is to take place at a special meeting called pursuant to Article III, Section 2 of these Bylaws, written notice of the proposed removal must be prepared and delivered to all UCI members pursuant to Article III, Section 2, no fewer than twenty (20) days prior to the special meeting. Such notice must both include the purpose of the meeting (i.e., Removal of Trustees) and list the Trustee or Trustees sought to be removed.

Section 13: Presumption of Assent

If a Trustee is present at a meeting of the Board of Trustees, he or she will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

- (a) His or her dissent was entered in the minutes of the meeting;
- (b) He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or
- (c) He or she forwarded such dissent by registered or certified mail to the Secretary of the Corporation immediately after the meeting adjourned (however, this right to dissent will not apply to a Director who voted in favor of an action).

Section 14: Trustee Conflict of Interest

- (a) If a transaction is fair to UCI at the time it is authorized, approved, or ratified, the fact that any trustee of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
- (b) In a proceeding contesting the validity of a transaction on the grounds that it is unfair to UCI due to a conflict of interest, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Trustee's interest or relationship were disclosed or known to the board of trustees or a committee consisting entirely of trustees or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Trustees, even though the disinterested trustees did not constitute a quorum.

- (c) **Quorum, Voting:** The presence of the trustee who is directly or indirectly a party to the transaction described in Part (b) of this Section, or a trustee who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Trustees or a committee of the Board takes action on the transaction.

ARTICLE V

OFFICERS

Section 1: Designation; Election; and Term

- (a) **Designation:** The Officers of UCI will include but not limited to, a President, Vice Presidents, Secretary, Publicity Secretary, Treasurer, Assistant Treasurer, Sports Secretary, Catering Affairs, Children Affairs, Youth Affairs, Entertainment, UMI Representative, UWI Representative etc. Any other Officers or assistant Officers will be authorized by UCI membership and Board of Trustees.
- (b) **Election:** Officers shall be elected at the Annual General Meeting or a special meeting called by the President for that purpose, in accordance with the following procedures:
1. Nominations shall be made by full members in good standing.
 2. Nominations, except in a case of special elections, shall be open three months prior to the scheduled election date.
 3. Nominations in case of special elections, shall be open no later than four weeks prior to the scheduled election date.
 4. All dully nominated candidates shall be published at the time of their nomination.
 5. All dully nominated candidates will formally accept the nomination prior to being placed on the ballot.
 6. Voting shall be by secret ballot and conducted by the Electro Commission and supervised by the Board of Trustees.
 7. The ballots cast shall be counted by the Electro Commission supervised by the Board of Trustees, and observed by the representatives of candidates. Each voter shall cast one vote for each office or position.

8. Every full member in good standing present at the election venue shall have the right to vote for a candidate of his/her choice.
9. Any candidate gaining a simple majority of votes shall be declared elected.
10. Voting by proxy is forbidden.
11. The election results shall be certified no later than two weeks following the elections

Term: Each Officer will hold office for two year(2) or until his or her successor has been duly elected/appointed and qualified, or until their death, resignation or removal in the manner hereinafter provided. However, for this special election the term will be two and a half years running from May 2014 until October 2016.

(a)**Vacancies:** Any vacancy in any elected office, except of the President's office, shall be filled by a plurality vote of the active UCI members present at a regular or special meeting called for that purpose. In the event of a vacancy in the President's office, the Vice President will automatically assure the President's Office, and a new Vice President elected. Should a situation arise where there is a vacancy in both the President's and the Vice President's office at the same time, then both of the offices will be filled by the electoral process as outlined in Article II, Section 4 of these By-laws.

Section 2: President

- (a) **Powers and Duties of the President:** The President will be Chief Executive Officer of UCI and, subject to the control of UCI members, will have general and active management of the affairs of the UCI. The powers and duties of the President shall be as follows:
1. The President will ensure that all orders, resolutions, and directives of UCI members are carried into effect unless UCI members assigns that responsibility to another Officer.
 2. Preside over all meetings.
 3. The President will from time to time report to the board of trustees and members on all matters within his or her knowledge, which the interests of UCI that may require to be brought to their notice.

4. Appoint all standing committee Chairpersons, subject to approval of the members and in accordance with Article IV, Section 1 of these By-laws.
5. Call special meetings in accordance with Article II of these By-laws.
6. The President shall have the power and responsibility for the execution of all activities of the UCI.
7. Appoint all special committees.
8. The President will perform other such duties as may be assigned from time to time by the members or board of trustees.

Section 3: Vice President

- (a) **The powers and duties of the Vice-president shall be as follows:** The Vice President in the order of their seniority, will have all the powers and perform all the duties of the President in the absence or incapacity of the President.
- (b) Serve ex-officio on all committees, standing and special.
- (c) The Vice President will perform such other duties as may be assigned from time to time by the membership or Board of Trustees.

Section 4: Secretary

- (a) **The powers and duties of the Secretary shall be as follows:** To record accurately and keep in permanent form the minutes of all meetings, distributing a copy of such to the Board of Trustees, Officers and membership.
- (b) To notify the members of all regular and special meetings.
- (c) The Secretary will give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law.
- (d) The Secretary will supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings.
- (e) The Secretary will perform such other duties as may be assigned from time to time by the membership and Board of Trustees.

Section 5: Treasurer

The Powers and Duties of the Treasurer: The powers and duties of the Treasurer shall be as follows:

- (a) The Treasurer will keep full and correct account of receipts and disbursements in the books belonging to UCI, and must deposit all moneys and other valuable effects in the name and to the credit of UCI, in the bank designated by the members and board of trustees.
- (b) The Treasurer will dispose of funds of UCI as may be ordered by the board of trustees and members, taking proper vouchers for such disbursements, and must render to the President and the board of trustees, whenever he or she may require it, an account of all his or her transactions as Treasurer and of the financial condition of the UCI.
- (c) To prepare and present a complete written annual report of the financial affairs and condition of the community to the members, at the Annual General Meeting, other channels authorized by the constitution, and make the report available for inspection by members when necessary or requested.
- (d) To serve ex-officio on all standing and special committees where allotted funds are involved.
- (e) The Treasurer will perform other such duties as may be assigned from time to time by the membership and Board of Trustees.

Section 6: Resignation

- (a) Any Officer may resign at any time by giving written notice to the board of trustees, the President, or the Secretary of UCI.
- (b) **Handover:** The resigning officer must handover all UCI collateral materials in their possession, along with their resignation letter or make arrangements to drop it off to the board of trustees, president, or UCI secretary no later than two weeks after submission of resignation notice.
- (c) **Effective Date:** An Officer's resignation will take effect when the notice is delivered unless the notice itself specifies a future date. If section 6 (a) and (b) conditions are met, the acceptance of such resignation will not be necessary to make it effective.

Section 7: Removal

- (a) **Removal of Officers:** Any Officer of UCI may be removed by UCI members and board of trustees with or without cause. However, an Officer's removal will be without prejudice to his or her contract rights, if any. By the affirmative vote of a majority of full members at a special General Meeting convened and duly noticed to all registered members, specifically to consider such removal from office, at which office, present, and voting at a meeting of the board of trustees at which a quorum is present.
- (b) Election of an Officer will not of itself create any contract rights.
- (c) If the vote for the removal of one or more officer is to take place at a special meeting called pursuant to Article III, Section 2 of these Bylaws, written notice of the proposed removal must be prepared and delivered to all members pursuant to Article III, Section 2, no fewer than twenty (20) days prior to the special meeting. Such notice must both include the purpose of the meeting (i.e., Removal of officers) and list the officer or officers sought to be removed.
- (d) While an Officer's removal will be without prejudice to his or her contract rights, if any, election of any such Officer will not of itself create any contract rights.

Section 8: Vacancies

The Members and board of trustees will fill any vacancy in any office because of death, resignation, removal, disqualification, or any other cause at the Annual Meeting, a regular meeting of the members, or at a special meeting called for the purpose of filling the vacancy.

ARTICLE VI

COMMITTEES

Section 1: Committees

- (b) The President, by resolution adopted by a majority of the trustees and officers in office, may create one or more committees and appoint directors or other such persons as the President designates to serve on the committee or committees.

- (c) Each committee must contain at least two directors, and the majority of the members of each committee must be directors, except that committees relating to the election, nomination, qualification, or credentials of directors or other committees involved in the process of electing directors may be composed entirely of non-directors.
- (d) All committee members will serve at the pleasure of the president and board of trustees.
- (e) To the extent specified by the president, each committee may exercise the authority of the board of trustees in the management of UCI; provided, however, that a committee may not:
 - 1. Adopt a plan for the distribution of the assets of the Corporation or for dissolution;
 - 2. Fill vacancies on the board of trustees or on any committees designated by the Board of Trustees;
 - 3. Elect, appoint or remove any officer or director, or any member of any committee, or fix the compensation of any member of any committee;
 - 4. Adopt, amend, or repeal the bylaws or the Articles of Incorporation of the Corporation;
 - 5. Adopt a plan of merger or adopt a plan of consolidation with another corporation;
 - 6. Take any action inconsistent with any resolution or action of the executive and board of trustees when such resolution or action of the executive and board of trustees provides, by its terms, that it must not be amended, altered, or repealed by action of a committee.
 - 7. Committees: Special committees shall be automatically dissolved after the function or order of business which they have been appointed is completed.

Section 2: Quorum; Voting

- (a) Unless the appointment by the president requires a greater number, a majority of the entire committee will constitute a quorum for committee action at any meeting of the committee.
- (b) The act of a majority of committee members present and voting at a meeting at which a quorum is present will constitute the act of the committee.

Section 3: Participation at Meetings by Conference Telephone

- (a) Committee members may participate in and act at any committee meeting by telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.
- (b) Telephonic or electronic committee member participation in a meeting will constitute attendance and presence at the meeting.

Section 4: Meetings of Committees

Subject to action by the Board of Trustees, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore.

Section 5: Informal Action

- (a) **General:** Any action required to, or which may, be taken at a meeting of a committee may be taken without a meeting if it is consented to in writing by the all of the committee members.
- (b) **Written Consent:** The written consent must be evidenced by one or more written approvals from the committee members; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of the Corporation and filed in the corporate records.
- (c) **Effective Date:** Any action taken by a committee pursuant to this Section will be effective when all of the committee members have approved the written consent unless the consent specifies a different effective date.

Section 6: Chair

One member of each committee will be appointed chair of the committee.

Section 7: Term; Vacancies

- (a) **Term:** Each member of a committee will remain on that committee until the next Annual Meeting of UCI and until his or her successor is appointed, unless the committee is terminated or the member is removed from the committee by the Board of Trustees.
- (b) **Vacancies:** Vacancies in the membership of any committee may be filled by appointments made in the manner provided for in Article V, Section 1(a).

ARTICLE IX

MISCELLANEOUS

Section 1: Principal Office

- (a) The principal office of UCI in the State of Illinois will be located in Plainfield Illinois. All communication should be sent to this address - 6710 Desert Drive, Plainfield, IL 60586.
- (b) The Corporation will continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

Section 2: FINANCES

Appropriations: No appropriation of funds shall be made without prior approval of the membership. Such approval will be considered given and authorized if, at a regular or special meeting, a majority of the voting members present vote in favor of the appropriation.

Section 3: Depositories

All funds of UCI not will be deposited from time to time to the credit of the Corporation in any banks or other depositories designated by the Board of Trustees and UCI members.

Section 4: Checks, Drafts, Notes, Etc.

- (a) All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of UCI must be signed by the individual who has been given signatory authority by the membership and Board of Trustees.
- (b) In the absence of such determination by the membership and Board of Trustees, such instruments must be signed by the Treasurer and countersigned by the President of UCI.

Section 5: Fiscal Year

The fiscal year of the Corporation will end on the last day of October of each year.

Section 6: Delivery of Notice

Any notices will considered to be “delivered” when any of the following occurs:

- (a) Notice is transferred or presented to the proper party;
- (b) Notice is deposited in the United States mail with proper postage and is addressed to the proper party at his, her, or its address as it is listed in the records of the UCI, or any other contact information appearing on the records of the UCI.
- (c) Notice is transmitted by electronic means such as e-mail, facsimile, or any other method that is authorized in the articles of incorporation

Section 7: Execution of Documents

- (a) Every contract entered into, including any loans or other evidence of indebtedness, issued in the name of or on behalf of UCI, must be authorized or ratified by a resolution of the members or board of trustees.
- (b) Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of UCI and all contracts and other instruments executed in the name of and on behalf of UCI must be executed and attested by such officer or officers, or agent or agents, of UCI and in such manner as shall periodically be determined by resolution of the members and board of trustees.

Section 8: Gifts

The board of trustees or executive may accept on behalf of UCI any contribution, gift, bequest, or devise for the general purposes or for any special purpose for UCI.

Section 11: Construction

If any portion of these Bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

- (a) The remainder of these Bylaws will be considered valid and operative; and
- (b) Effect will be given to the intent manifested by the portion held invalid or inoperative.

Section 12: Effective Date

These Bylaws will be effective upon acceptance by UCI members and board of trustees.

ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended or repealed, and new bylaws may be made and adopted at any regular or special membership General Meeting called for that purpose, by the affirmative vote of a three-thirds majority of the full members present and voting. Provided that the total number of votes cast equal to three-thirds of the total number of registered members in UCI.