

**BYLAWS
OF THE
LANGO ASSOCIATION OF NORTH AMERICA**

ARTICLE I — NAME

Section 1: The name of the Corporation (hereinafter called the “Association”) is Lango Association of North America (abbreviated “LAONA”).

ARTICLE 2 - PURPOSE

Section 1: The Corporation is for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

Section 2: The specific charitable and public purposes for which the Association is organized include (i) promoting social, cultural, educational, and economic progress of the Lango of Uganda and their descendents in North America. (ii) using its income and principal to carry on activities and programs which support or benefit the Association; and (iii) carrying out such other activities as the Board of Directors determines will benefit and support the Corporation.

ARTICLE 3 — MEMBERSHIP

Section 1: Qualifications for Membership: Lango of Uganda and their descendents in North America are eligible to become members of the Association subject to the provisions of this Constitution and the bylaws enacted pursuant to this Constitution.

Section 2: Founding Membership: The founding membership of the Association shall consist of the people whose names appear on the base membership roll at the passage of this Constitution.

Section 3: Adoption of Members: The Board of Directors of the Association shall have the option to adopt any other person as an honorary member, without the normal privilege to vote in an election, if he or she demonstrates his or her support of the purpose of this Association.

Section 4: Loss of Membership: The Board of Directors of the Association may de-enroll members in accordance with an Association bylaws adopted under this Constitution. Prior to de-enrolling members, the Board of Directors shall issue Notice of De-enrollment to the individual and allow him or her ninety (90) days for response.

Section 5: Membership Bylaws: The Board of Directors shall have the power to enact bylaws and resolutions, according to this Constitution, prescribing rules and regulations governing membership, including application and appeal procedures, loss of membership, and adoption of members.

Section 5:1: Annual dues: First time membership application dues shall be \$50.00 per individual and \$60.00 per family, with annual membership fees of \$ 25.00 per individual and \$ 30.00 per family the following year and thereafter, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 5:2: Rights of members: Each member shall be eligible to appoint one voting representative to cast the member’s vote in association elections.

Section 5:3: Resignation and termination: Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5:4: Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE 3 — OFFICERS OF THE BOARD OF DIRECTORS

Section 1: Officers: The officers shall consist of the Chair, Vice Chair, Secretary and Treasurer.

Section 2: Assuming Duties: After the elections, new officers shall assume their respective office and duties with immediate effect.

Section 3: Chair: The Chair shall preside at all meetings of the Association and shall have general supervision of the affairs of the Board of Directors. The Chair will sign, with either the Vice Chair or Treasurer, all contracts, leases, or other documents approved by a quorum of the Board. He or she shall vote in all cases, except in his or her removal or conflict of interest. When the Board is not in session, he or she shall be the official representative of the Association.

Section 4: Vice Chair: The Vice Chair shall assist the Chair when called upon to do so. In absence of the Chair, he or she shall preside and when so presiding shall have the rights, privileges, duties and responsibilities of the Chair.

Section 5: Secretary: The Secretary shall take or delegate the taking of minutes at all meetings and elections. Upon vacating his or her office, the Secretary shall turn over all the records and papers in his or her possession to his or her successor or to the Board. The Treasurer shall act as the Secretary in the absence of the Secretary.

Section 6: Treasurer: The Treasurer shall carry out the financial directives of the Board, receive all monies and keep accurate account of the receipts and disbursements, except when these duties are otherwise, delegated by the Board. The Treasurer shall give a financial report as requested by the Board. Upon vacating his or her office, the Treasurer shall turn over all the records and papers in his or her possession to his or her successor or to the Board.

ARTICLE 4 - BOARD OF DIRECTORS

Section 1:1: Name: The governing body of the Association shall be the Board of Directors, also referred to as the Board in this Constitution. The Board shall represent the Association and shall exercise the powers of the Association cited in this Constitution. The Board is responsible for overall policy and direction of the Association. It delegates responsibility of day-to-day operations to the staff and the committees. The Board receives no compensation other than reasonable expenses.

Section 1:2: Composition: The Association Board of Directors shall consist of nine (9) members. A majority of qualified voters shall elect the Board of Directors during the general election of the Association. All nine Board members shall be entitled to vote, except on matters involving a conflict of interest.

Section 1:3: Board: The Board of Directors shall consist of the Chair, Vice Chair, Secretary and the Treasurer indicated in Article 3 and five (5) Board members. Qualified voters shall elect Board of Directors during the general election of the Association.

Section 1:4: Quorum: Five Board members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 1:5: Qualifications for Board of Directors: Any enrolled member of the Association who is eighteen (18) years of age or older and living in North America, shall be qualified to hold membership on the Board of Directors.

Section 1:6: Terms of Officers: All Board members shall serve three-year terms but are eligible for re-election for unlimited consecutive terms. In case of the removal of the Chair from office or of his death or resignation, the Vice Chair shall become Chair. Whenever there is a vacancy

in the office of the Vice Chair, the Chair shall nominate a Vice Chair who shall take office upon confirmation by a majority vote of the members of the Association.

Section 1:7: Board elections: A simple majority of the voting representatives of members present at the annual meeting of the Association will elect or re-elect new or current directors, respectively.

Section 1:8: Election procedures: A Board Nomination Committee shall be responsible for nominating a slate of prospective Board members representing the Association's diverse membership. In addition, any member can nominate a candidate, or themselves, to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for up to nine available positions each year.

Section 1:9: Conflict of Interest: No Board member shall vote on any matter, including but not limited to employment contracts, project funding, project allocations and appointments to Association committees, in which he or she has a personal interest. A personal interest includes involvement of his or her spouse, children, siblings, parents and grandparents. Board members present when such an issue is decided shall reveal such conflict of interests prior to any vote.

Section 2: Executive Director: The Board appoints the Executive Director (ED). The ED is responsible for the day-to-day management of the organization. The ED shall carry out the Association's goals and policies, operating within a budget approved by the Board of Directors. The ED shall attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The ED is not eligible to a vote at the Board meetings. The Board can designate other duties as necessary. The ED may receive compensation if funds are available and approved by the Board of Directors.

ARTICLE 5 — MEETINGS OF MEMBERS

Section 1: Regular meetings: Regular meetings of the members take place once a year in the summer at a time and place designated by the Chair. Regular meetings of the Board take place quarterly: The Board shall designate the time, place and date of the meetings. The Board shall give Notice of the meetings at least five (5) days prior to the meetings. All regular meetings shall be open to the Association membership.

Section 2: Special meetings: The Chair, the Executive Committee or a simple majority of the Board may call special meetings. A petition signed by five percent of voting members may also call a special meeting. Whoever calls a special meeting shall determine the date, time and place of the special meeting.

Section 3: Voting: All issues shall be decided by a simple majority vote of those present at the meeting in which the vote takes place.

ARTICLE 6 — COMMITTEES

Section 1: Committee formation: The Board may create committees as needed, such as, fundraising, housing, public relations, data collection, etc. The Board appoints all committee chairs.

Section 1:1: Standing Committees of the Association

Standing (Year-Round) Committees are permanent committees appointed to deal with specified subjects. To facilitate the work of the Association, standing Association committees shall be established to study, prepare, and recommend policies; to hear appeals; to recommend courses of action; and to fulfill other functions as set forth in their charges. Standing committees shall assist

administrative officers in the implementation of policies and courses of action following their adoption.

The Chair shall appoint committee chairpersons. Except for the initial appointment of the standing Association committees, members shall serve terms of two years. Standing Association committees shall serve in an advisory capacity. Policies, procedures, courses of action, etc., recommended by the committees shall be transmitted through the chain of command to the appropriate administrative officer for approval.

Section 1:2: Other Committees:

The Chair may, at her/his discretion, appoint committees for purposes other than those described above, establish or modify functions, and assign members who will serve one-year terms. These committees meet at the request of the Chair and report directly, or to her/his designee.

Section 1:3: Ex Officio Members:

Persons serving as ex officio members of committees are resource persons. They contribute to the committee discussions, as may be appropriate, but may not participate in the committee's voting process.

Section 2: Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of directors, and is subject to the direction and control of the full Board.

Section 3: Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and Board members. The Board must approve the budget and all expenditures must be within budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are by the Board showing income, expenditures, and pending income. The financial records of the organization are public information that is available to the membership, Board members, and the public.

Section 4: Nominations and Elections Committee:

Functions:

1. Solicit nominations
2. Prepare ballots
3. Oversee the election process as outlined in the bylaws
4. Develop and maintain a committee membership pool list

Section 5: Membership Committee

Functions:

1. Develops and manages the Association's membership recruitment and retention programs.
2. Ensures prospective new members and guests feel welcome at Association events.
3. Provides mentorship and encouragement in committee participation
4. Contacts discontinued members to inquire why they have not renewed their membership
5. Makes reminder calls to delinquent members.

Section 6: Events Committee:

Functions:

1. Plan events and set goals for successful attendance and financial outcomes
2. Volunteer time and talent in putting on the events
3. Help with solicitation of donations for events and drawings
4. Maintain assessments of events' success and failure

Section 7: Education & Scholarship Committee

Functions: include but not limited to

1. Assist educational institutions with the development and review of long-range education program plans
2. Review analysis and research of information that is utilized in the development of the education program plans and define program benefits
3. Review and evaluate existing and proposed education programs and policies and make recommendations to BOARD OF DIRECTORS for approval.
4. Assist with special events and other educational programs
5. To recommend policies and procedures which facilitate the administration of student grants-in-aid: scholarships, performance awards, athletic awards, and other subsidies that do not require financial reimbursement on the part of the student;
6. To recommend scholarship/financial assistance criteria that will be used to determine student eligibility for the receipt of an award;
7. To develop and maintain an informational inventory of scholarship opportunities available through the use of Association resources;
8. To assist, upon request, the LAONA Membership in identifying students eligible to receive scholarship and/or financial assistance;
9. To encourage students receiving scholarships/financial assistance to aspire and achieve in academic performance
10. To act on behalf of the Chair of the Association in making decisions about specific grant-in-aid awards on an ongoing basis.

Section 8: Strategic Planning and Budget Review Committee

Functions: include but not limited to

1. To lead and oversee inclusive efforts to review, to revise, or to create a new LAONA Mission Statement, Vision Statement and Strategic Plan that reflect the shared values and beliefs that define LAONA.
2. To review budget allocations and expenditures and make recommendations, as appropriate and in accordance with strategic planning priorities, for changes (re-prioritization or re-allocation);
3. To monitor the budget allocation process and procedures, as well as budget processing, and to offer advice to improve efficiency, protocols, mechanisms, and infrastructure;
4. To annually conduct budget hearings, receive divisional and institutional budget development requests, and, within available resources, make recommendations regarding funding for budget proposals, plans, and priorities, as well as recommend an annual Association budget;
5. To advise and assist in preparation of Form 5 one-time budget requests for state appropriations.

Section 9: Information Technology Strategic Planning Committee

Functions: include but not limited to

1. To define and establish an IT mission statement that articulates the values governing our actions;
2. To develop a future state vision for how technology can support our vision, mission, and goals;
3. To analyze the environment by performing a landscape SWOT analysis and developing planning assumptions;
4. To develop IT strategic goals and objectives aligned with our desired future state;
5. To establish an implementation grid for each strategic goal to facilitate execution;
6. To communicate the plan to the campus community and begin its implementation; and
7. To provide a process to review and adjust plan elements as needed.

Section 10: International Programs Advisory Committee

Functions: include but not limited to

1. To assist LAONA in the implementation of all LAONA International Programs
2. To assist in writing guidelines and procedures for LAONA participation in international work, which includes travel regulations, salary benefits while in overseas assignments, member selection for long-term overseas assignment
3. To assist in the selection of persons to serve on external evaluation teams
4. To assist in developing library resources on international programs
5. To assist in exploring linkage possibilities and establishing linkages with Developing Countries by identifying countries and traveling to some countries
6. To assist in the development of language capability of members interested in participating in international programs
7. To assist in coordination of workshops and seminars
8. To review all international program proposals

Section 11: Fundraising Committee

Functions: include but not limited to

1. Identifying and organizing events for fundraising
2. Running and where needed staffing events
3. Selling raffle tickets, collecting money, cooking BBQ's and associated activities
4. Approaching potential sponsors, both private and business for fundraising.
5. Identifying areas where raised monies may be utilized or for what money is being raised

Section 12: Research And Development Committee

Functions: include but not limited to

1. Develop new idea or concept for a new product, or refine an existing product
2. Investigate the viability of the idea
3. Create and test prototypes of the process or product, using a variety of lab or field tests.
4. Produce products on a small scale or field trial
5. Obtain customer feedback
6. Refine the new product before it is released to the market

Section 13: Youth Committee

Functions: include but not limited to

1. Empower young people (between the ages of 15 and 24 years) to be the best they can be
2. Work to meet the developmental and educational needs of the youth in the Association
3. Identify needs, interests, and attitudes of the Youth in the Association.
4. Identify youth-serving programs and organizations in North America (focus of the programs; audience served; potential for cooperation in programming; and how to avoid duplication of services).
5. Develop the association action plan for youth
6. Represent the Association's young people.
7. Develop a strategic direction for youth.
8. Promote opportunities for youth participation.
9. Develop and monitor policy on youth issues.
10. Provide opportunities for Youth to contribute to the decision-making of the Board of Directors.
11. Advise the Board of Directors on matters of interest for Youth in the Association

Section 14: Women's Forum

Functions: include but not limited to

1. Educate women in the different fields of health, culture, mental hygiene, recognition of violence in the family, and the rights of women and children, and increasing literacy of children and their mothers.
2. Foster leadership development
3. Serve as a platform for professional women to meet and assist one another with individual, professional and business objectives
4. To provide women professionals a forum in which to interact and learn from successful women leaders from around the world

ARTICLE 8 — PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association 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 Association may adopt.

ARTICLE 9 - INUREMENT OF INCOME

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE 10 - LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the incorporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE 11 - OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law

ARTICLE 12 - DISSOLUTION CLAUSE

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or the such organization or organizations organized and the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 13 — AMENDMENTS

Section 1: Amendments: These Bylaws may be amended by a majority vote of the Board members voting in a meeting called for that purpose by the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors by two-thirds Majority vote on (_____Date)

Secretary

Date