

**CONSTITUTION
OF THE
LANGO ASSOCIATION OF NORTH AMERICA**

ARTICLE 1- NAME

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

ARTICLE 2- TERRITORY

The territorial jurisdiction of the Association shall extend northward from the Colombia-Panama border to Central America, Mexico, the islands of the Caribbean Sea, the United States, Canada, the Arctic Archipelago, and Greenland.

ARTICLE 3 - 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 4 - 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.

ARTICLE 5 - GOVERNING BODY

Section 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 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 3: The Board of Directors and Officers: The Board of Directors shall include a Chair, Vice Chair, Secretary, and Treasurer as officers and five (5) Board members. Qualified voters shall elect officers during the general election of the Association.

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

Section 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 6:1: 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 6:2: 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 6:3: 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. Any member in good standing who is absent will be eligible to send one representative who is also a member in good standing to vote for each candidate in their behalf, for up to nine available positions each year.

Section 7: 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.

ARTICLE 6 - DUTIES OF THE OFFICERS OF THE BOARD OF DIRECTORS

Section 1: Assuming Duties: After the elections, new officers shall assume their respective office and duties with immediate effect.

Section 2: 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 3: 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 4: 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 5: 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 7 - MEETINGS

Section 1: Regular Meeting of the Board of Directors: 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 Board or the Chair may call a special meeting upon giving at least a twenty-four (24) hour Notice to Association members.

Section 3: Emergency Meetings: The Board may meet for an emergency meeting without Notice when emergency circumstances warrant such a meeting.

Section 4: Executive Session: The Board of Directors may move to meet in a closed executive session during regular, special or emergency meetings of the Board of Directors when the subject matter concerns personnel, litigation, enrollment and other matters made confidential by Association bylaw.

Section 5: Association Membership Meetings:

Section 5.1: Regular meetings: Regular meetings of the members take place once a year in summer at a time and place voted by the members.

Section 5.2: 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 5.3: Voting: A simple majority vote of those present shall decide all issues at the meeting in which the vote takes place.

ARTICLE 8 – THE OATH OF OFFICE

Before anyone enters on the Execution of their Office, they shall take the following Oath or Affirmation:

"I (_____) do solemnly swear (or affirm) that I will faithfully execute the Office of (_____) of the Lango Association of North America, and will to the best of my Ability, preserve, protect, and defend the Constitution of the Lango Association of North America."

ARTICLE 9 - REMOVAL, RECALL, FORFEITURE, VACANCIES

Section 1: Removal: The Board of Directors may remove any Association Board member found guilty of neglect of duty, gross misconduct in office, or an offense involving dishonesty. Five (5) Board of Directors members must vote in favor of the removal. A Board member who is subject to removal receives ten (10) days notice in writing of the charges against him or her and be given an opportunity to answer such charges before the Board of Directors. If the person subject to removal fails to appear before the Board, the Board shall proceed with the vote as scheduled. No member of the Board of Directors shall preside over the meeting at which his or her removal is under consideration. The decision of the Board of Directors shall be final.

Section 2: Recall: The Association voters may recall any member of the Board of Directors with the signatures of at least sixty percent (60%) of the qualified voters on a petition presented to the Board of Directors. The Board of Directors shall call a meeting to consider the recall of the named official within sixty (60) days of receipt of such a petition. Removal of the official shall require a majority of the voters' vote in favor of the recall. No official may be subjected to recall proceedings more than once in the course of his or her term. If the Board fails to call a special

meeting to consider the recall, the Association membership may hold an Association membership meeting to conduct such business.

Section 3: Forfeiture: Any member of the Board of Directors who submits a written resignation, dies, is convicted of a felony while in office, or is absent from three regular quarterly Board meetings without being excused by the Board shall automatically forfeit his or her office.

Section 4: Vacancies: A quorum of the Board of Directors shall have the authority and the power to fill by appointment any vacancy in the Association Board of Directors. A Board of Directors member filling a vacancy shall serve for the unexpired portion of the term of his or her predecessor.

ARTICLE 10 - ELECTIONS

Section 1: Voter Qualifications: Any duly enrolled member in good standing of the Association eighteen (18) years of age or older shall be qualified to vote.

Section 2: General Guidelines for Elections: All elections are by secret ballot. Unless otherwise specified by the Constitution, the majority vote of the qualified voters shall determine the outcome of an election

Section 3: Board of Directors Elections: The Board of Directors shall set the date, place and how for regular elections every year. They shall give at least two (2) weeks Notice of such elections, announced to the membership. If the Board of Directors fails to hold Board of Directors Elections, the Association membership may hold an Association membership meeting upon gathering a petition signed by at least thirty percent (30%) of the voting Association members.

Section 4: Special Elections: The Board of Directors may call a special election by resolution upon giving at least a two (2) week Notice to the Association members.

Section 5: Election Committee: The Board of Directors shall appoint an election committee of three Association members each year prior to the election to supervise, administer, and conduct all Association elections. The election committee shall certify the election of Association officials. In the event of election disputes, the determination of the election committee shall be final. No member of the election committee shall be a member of the Board of Directors or a candidate for a position on the Board at the same.

Section 6: Election Bylaw: The Board of Directors shall adopt an election bylaw, consistent with the Constitution, following the effective date of this Constitution, which shall set forth the procedures followed in conducting each of the various types of elections called for in the Constitution.

ARTICLE 11 - POWERS OF THE ASSOCIATION BOARD OF DIRECTORS

Section 1: Powers: The Association Board of Directors shall exercise the following powers by appropriate activity, motion, resolution or bylaw, subject to any limitations imposed by this Constitution or applicable laws of a member country of North America.

- a. To consult, negotiate, contract or conclude agreements with federal, state, local and foreign governments on activities, which may affect the Association.
- b. To promote and protect the peace, health, education and general welfare of the members of the Association, and to administer charity and such other services as may contribute to the social and economic development of the Association and its members.
- c. To levy and collect, fees and assessments for the Association purposes.
- d. To regulate the internal procedures of the Board of Directors.
- e. To encourage, guard and foster traditional cultural practices of the Lango people, including the arts, crafts, religion, language and customs of the Lango people in North America.

- f. To prevent the sale, disposition, lease or encumbrance of Association lands, interests in lands or other Association assets without the consent of the Lango Association in accordance with Article 10, Section 1 of this Constitution.
- g. To acquire property and accept gifts.
- h. To administer Association assets including funds and manage all economic affairs and enterprises of the Association.
- i. To engage in Association economic development enterprises for the benefit of Association members.
- j. To provide for the maintenance of law and order and the administration of justice, including the establishment of appropriate Association judicial bodies.
- k. To enact bylaws consistent with this Constitution for the conduct and administration of all Association functions.
 - 1. To pass bylaws governing future membership, loss of membership and the adoption of members.
- m. To administer any funds within the control of the Association.
- n. To regulate and control the use of natural resources within those areas under the jurisdiction of the Association.
- o. To employ legal counsel, the choice of counsel, the fixing of fees, subject to the approval of the Constituted Legal Authority, so long as it is required by the law.
- p. To join and/or charter housing authorities.
- q. To protect members' rights in personal property.
- r. To zone, exercise the power of eminent domain and otherwise regulate all land use within those areas under the jurisdiction of the Association.
- s. To enact bylaws, procedures and regulations necessary to give effect to any provisions of this Constitution and to exercise and power not prohibited by the law.

Section 2: Omissions. Any rights and powers vested in the Association but not expressly referred to in this Constitution are not lost by reason for their omission, but may be exercised by the Board of Directors, upon approval by referendum.

ARTICLE 12 - POWERS RESERVED TO MEMBERSHIP

Section 1: Association Properties: The following powers are specifically reserved to the qualified voters of the Association acting through an Association membership meeting or a properly called election:

- (a) No properties or assets owned by the Association may be sold, or disposed of without the favorable vote of at least a majority of the qualified voters.

ARTICLE 13 - POPULAR PARTICIPATION IN GOVERNANCE

Section 1: Initiative: The qualified voters of the Association shall have the right to bring issues to a vote, not inconsistent with this Constitution, through a valid petition signed by at least thirty percent (30%) of the qualified voters. The Board of Directors shall call a vote to be conducted by the election committee no later than sixty (60) days after receipt of the petition. If the Board fails to act on the petition, the issue may be brought before an Association membership meeting. An affirmative vote by a majority of qualified voters at an Association membership meeting, where a quorum is established, shall be required to determine the Association's position on the issue submitted to a vote.

Section 2: Referendum: The Board of Directors by an affirmative vote of at least five (5) of its members, may refer issues to the Association membership in an Association election. Such an election shall be conducted by the election committee within sixty (60) days of such Board

decision. An affirmative vote by a majority of the qualified voters at the Association membership meeting where a quorum is established shall be required to determine the Association position on the issue submitted to a vote.

Section 3: Initiative and Referendum Decisions: The decision of the voters in both initiative and referendum votes shall be binding on the Board of Directors and the Association and shall remain in full force until amended or rescinded by subsequent action of the voters or expires by its own terms.

ARTICLE 14 - RIGHTS OF MEMBERS

Section 1: Access to Association Records: Association members shall have the right to review all Association records including financial records at any reasonable time in accordance with procedures established by the Board of Directors except in, litigation, personnel, enrollment records and confidential records as defined by Association bylaw.

Section 2: Proposal of Bylaws: Association members have the right to propose bylaws to the Board of Directors. Association members have the right to attend and speak at Association meetings when bylaws are being considered and/or voted.

ARTICLE 15 - SAVINGS SEVERABILITY

Section 1: Severability: If any provision of this Constitution shall in the future be declared invalid by a court of competent jurisdiction, the invalid provision shall be severed and the remaining provisions shall continue in full force and effect.

ARTICLE 16 — COMMITTEES

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

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 other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall begin on July 1 and end on June 30 of every year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

ARTICLE 17 — EXECUTIVE DIRECTOR AND STAFF

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 18 - 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 19 - 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 20 - 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 21 - 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 22 - ADOPTION

This Constitution, when adopted by a majority vote of the qualified voters of the Association in an election called for that purpose by the Board of Directors, shall be effective from the date of Association membership approval.

ARTICLE 23 - AMENDMENTS

Section 2: Amendments by the Association: This Constitution may be amended by a majority vote of the qualified voters of the Association voting in an election called for that purpose by the Board of Directors in which at least thirty percent (30%) of the qualified voters take part.

CERTIFICATE OF RESULTS OF ELECTION

On (-----Date), the Constitution of the Lango Association of North America was duly adopted by the Association members entitled to vote in Association election. On (-----Date), (-----Number) provisions were amended by a majority vote of the qualified voters in an election in which at least thirty percent (30%) of the qualified voters cast their ballots. Those amendments were made to "Article ----, Section -- -," and to "Article -----, Section --- -." etc

Election Committee Member :

(Signed by ----- Name)

Election Committee Member

(Signed by ----- Name)

Election Committee Member

(Signed by ----- Name)

Lango Association of North America (“LAONA”)

----- Date

**AMENDMENTS
TO THE CONSTITUTION
OF THE
LANGO ASSOCIATION OF NORTH AMERICA**

AMENDMENT I.

(Ratified June 25, 2016)

Section 1: No person shall be a member of the Board of Directors of the Association, who shall not have been a member in good standing of the Association for one year, a permanent resident or a citizen of a North American country, and who shall have engaged in activities at any time that has undermined or had the potential for undermining the interests of the Association.

Section 2: All Board members shall serve two-year terms but are eligible for re-election for unlimited consecutive terms.