



**BYLAWS**  
**OF THE**  
**UNITED UGANDANS ASSOCIATION OF COLORADO (UUACO)**

**Final Version November, 30<sup>th</sup>, 2024**

**PREAMBLE**

These Bylaws are subject to, and governed by, the Colorado Revised Nonprofit Corporation Act. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Colorado Revised Nonprofit Corporation Act, the Colorado Revised Nonprofit Corporation Act will be final.

**ARTICLE 1.**

**Mission, Vision, and Objectives**

**1.1 Mission Statement.**

To build, unify and promote the social, cultural, and economic advancement of all Ugandans residing in the State of Colorado.

**1.2 Vision Statement.**

To be known as the most authentic, vibrant, united, and self-sustaining Ugandan Community in Colorado, and USA at large.

**1.3 Objectives.**

- 1.3.1 To unite and build a strong social network of all Ugandans living in the State of Colorado by conducting community annual events such as Uganda Independence Day celebration, Cultural festivals, USA Independence Day celebration, summer picnics, Christmas celebrations, networking opportunities, community service opportunities, and any other major public events/holidays.
- 1.3.2 To promote, advocate and support (as resources permit) Ugandan immigrants living in the State of Colorado to learn and know how to process immigration papers and work permits (as needed), find jobs, get accommodation and transportation, etc. Where possible, new members will have access to mentorship, coaching, and other services such as legal, advocacy, immigration services, and other related forms of support focused on helping them learn how to live, work,

and achieve their dreams in the US.

- 1.3.3 To preserve and promote the Ugandan culture and traditions.
- 1.3.4 To provide education, training and encourage Ugandans in Colorado - particularly the youth - to pursue education and other professional training opportunities that will prepare them for the marketplace in the 21st Century. Education and training may include livelihood and vocational skills, financial literacy and investment, language programs, legal sensitization, health, wellness, insurance, etc.
- 1.3.5 To encourage Ugandans living in Colorado to fulfill their duties as Ugandan/American citizens and Permanent Residents by participating in activities such as voting, cultural awareness, education, community service, building wealth, military service, and other related duties.
- 1.3.6 To recognize achievements and celebrate success of all members of the Colorado Ugandan Community. These may include events such as marriage/weddings, graduations, newborn babies, business startups, innovation, discoveries, sports championships, etc.
- 1.3.7 Build strategic alliances, networks, and partnerships within and outside of Colorado and USA to mobilize resources, support members of the Association and promote the mission, vision, and objectives of the Association.

To achieve the mission, vision and objectives of the Association, the Advisory Board and the elected Officers may establish independent organizations or associate, collaborate, work together, liaise, or be affiliated with other likeminded Associations, organizations, or institutions within and outside of Colorado and USA.

## **ARTICLE 2.**

### **Offices**

#### **2.1 Business Offices.**

The principal physical office of the Association in the State of Colorado shall be determined from time to time by the President and other elected Officers. The Association may have other offices, either within or out of the State of Colorado as the President in consultation with the Advisory Board may determine or as the affairs of the Association may require from time to time.

#### **2.2 Registered Office.**

The Association shall have and continuously maintain in the State of Colorado a registered physical office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Association Act. The registered agent of the Community Association shall be the President. The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The address of the registered office may be changed from time to time by the Association as long as the proper filings are made with the Secretary of State of Colorado.

## **ARTICLE 3. Members**

### **3.1 Categories of Members.**

The Community Association shall have two categories of members. Associate Members and Voting Members. Associate Members are Ugandans (by birth, heritage/ancestry, naturalization, and/or a spouse of a Ugandan) living in the State of Colorado who are registered as members but have not paid the annual subscription fee and as such do not have full access to all benefits and privileges of the Association. Voting Members on the other hand are Ugandans (by birth, heritage/ancestry, naturalization, and/or a spouse of a Ugandan) living in the State of Colorado who are registered members of the Community and are current on their annual subscription fee. Voting members shall have full access to all the benefits and privileges of the Association.

### **3.2 Benefits and Privileges of Voting Members shall include but not limited to:**

- 3.2.1 Getting support from UUACO for the member specific events.
- 3.2.2 Participate in the free organized events of the Association.
- 3.2.3 Access discounted services, products, and other organized events of the Association.
- 3.2.3 Access services and products of strategic alliance partners.
- 3.2.5 Participation in the Voting member only activities of the Association
- 3.2.6 Bid to offer paid services to the association.
- 3.2.7 Right to vote on all matters of the Association including general elections.
- 3.2.8 Contest for a leadership position of the Association.
- 3.2.9 Eligibility to serve on the Advisory Board.

### **3.3 Benefits and Privileges of Associate Members shall include:**

- 3.3.1 Participate in the free organized events of the Association.
- 3.3.2 Access free services and products provided by the Association.

### **3.4 Note: Unless otherwise provided by these Bylaws:**

- 3.4.1 All voting members shall have the same rights and obligations with respect to voting and all other matters specifically reserved to voting members; and
- 3.4.2 With respect to matters not so reserved, all members of the association, including voting members, shall have the same rights and obligations.

### **3.4 Admission of Members.**

The President and other elected Officers shall develop, keep up to date, and publicize a written criteria and process for becoming a member of the Community Association.

- 3.4.1 Membership of the Community Association shall be open to all Ugandans (by birth, heritage/ancestry, naturalization, and/or a spouse of a Ugandan).
- 3.4.2 Must be 18 years of age or older.
- 3.4.3 Resident of Colorado State or was once a member of the Colorado Ugandan Community and relocated.
- 3.4.4 Must be willing to volunteer and serve the community.
- 3.4.5 Child/Children of a registered member who are under 18 years will have no voting

rights.

3.4.6 Membership registration is open ended. However, during the general elections, the President and other elected Officers will set a deadline for member registration to ensure reliability and credibility for the voters' register.

3.4.7 Any individual who is leading or owning a 501(c)(3) parallel organization/association with competing vision, mission, and objectives as UUACO will not be eligible for membership.

### **3.5 Expulsion and Suspension of Membership.**

The President and other elected Officers shall establish and keep up to date written criteria (approved by the Advisory Board) for expelling or suspending, a member of the Community Association. After two written warnings, where applicable, Officers, by affirmative vote of two-thirds(2/3), may suspend or expel a member for a specific reason or reasons, and may, by a majority vote of those present at any regularly constituted meeting, expel the member who becomes ineligible for membership. The member shall receive not less than fifteen days prior written notice of the expulsion or suspension, which states the reasons therefor; and shall have an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension. The subscription fee for any expelled or suspended member of the Community Association is non-refundable.

### **3.6 Resignation.**

Any registered member may resign by submitting a written (electronic or hard copy) resignation to the General Secretary of the Community Association.

### **3.7 Reinstatement.**

Upon receiving a written request signed by a former registered member and filed with the General Secretary of the Community Association, the President and other elected Officers may reinstate such former member to membership upon such terms as the elected Officers and the Advisory Board may deem appropriate.

## **ARTICLE 4.**

### **Meetings of Members**

#### **4.1 Annual and Regular meetings.**

The Annual General Meeting (AGM) of the Voting and Associate Members of the Community Association shall be held in October of each calendar year on the same day of celebrating the Uganda Independence Day. The exact date, time, and place of the meeting shall be determined and agreed upon from time to time by the Officers and the Advisory Board. The agenda for the Annual General Meeting will be determined from time to time by the Officers and Advisory Board. Regular meetings of the members may be held at such times and dates as may be fixed in accordance with a resolution of the Officers and the Advisory Board.

#### **4.2 Special Meetings.**

Special meetings of the Voting members may be called by the President and/or the Advisory Board or persons authorized herein or by resolution of the Advisory Board to call such a meeting or by written demands for the meeting, stating the purpose or purposes for which it is to be held, signed and dated by members holding not less than

one-tenth of all the votes entitled to be cast on the issue to be proposed to be considered at the meeting.

#### **4.3 Place of Meeting.**

The Officers and the Advisory Board may designate any place within the State of Colorado as the place of meeting for any Annual General Meeting (AGM) or for any other special meeting. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be online or virtual using commonly available online video or audio platforms and other similar technologies such as Zoom, Google meets, Skype, Twitter, Instagram, Hopin, Hubilo, Bluejeans, GoTo meetings, Zoho, Ring Central, and any other current, reliable, and affordable platform. When and where necessary, the Advisory Board may choose to use hybrid/ both physical and virtual places for the Annual General Meeting or special meetings in order to ensure that all members of the Community Association -particularly those that are far away or out of the State of Colorado or those that are unable to attend in person are given an opportunity to participate and engage in the deliberations and decision-making process.

#### **4.4 Record Date.**

The record date by which the Community Association may determine which members are entitled to notice and to vote may be set by the Officers in consultation with the Advisory Board but may not be more than seventy days before the meeting or action requiring the determination of members.

#### **4.5 Notice of Meetings.**

Written notice stating the place, date, and time of any meeting of members shall be delivered, either by emails, telephone text messages or by social media platforms such as WhatsApp, Messenger, Facebook, and any other platforms as will be determined from time to time by the Officers and the Advisory Board. The notice of meetings shall be delivered to the members not less than ten or more than sixty days before the date of such meeting, by or at the direction of the President, or the General Secretary, or the Officer calling the meeting. Notice of an annual or regular meeting shall include a description of any matter or matters to be considered at such meeting if such matter or matters must be approved by members or if the members' approval will be sought for the following: conflict of interest transactions, indemnification of a Board member, amendment of articles of the Community Association or bylaws by the Advisory Board or members, merger, sale of property other than in the regular course of business, or dissolution of the Community Association.

In case of notice of a special meeting, the notice shall include the purpose or purposes for which the meeting is called.

#### **4.6 Informal Action by Members.**

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members with respect to the subject matter thereof, provided, however, such consents must be received by the Community Association within sixty days after the date the earliest dated writing describing and consenting to the action is received by the Community Association, and such consents must not have been revoked.

All consent must be filed with the minutes of the meetings of the members.

**4.7 Quorum.**

The members holding 20% of the votes which may be cast at any meeting in person, by proxy, or virtual attendance shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

**4.8 Proxies.**

At any meeting of the members, a member may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

**4.9 Manner of Acting.**

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by a proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater portion is required by law or by these bylaws.

## **ARTICLE 5. Advisory Board**

**5.1 General Powers.**

The affairs of the United Ugandans Association of Colorado shall be managed by the Advisory Board. The Advisory Board shall be appointed by the President and other elected Officers.

In the interest of building strategic alliances and collaboration, a person who is not a Ugandan by birth, heritage/ancestry, naturalization, or a spouse of a Ugandan living in the State of Colorado may be appointed as a member of the Advisory Board.

**5.2 Number, Tenure, Qualifications, and Leadership.**

The number of Advisory Board shall be seven (7), Each Board member shall hold office until the end of his or her term and until his or her successor shall have been elected and qualified. Board members shall be elected for staggered three-year terms. Any Board member whose term expires shall be eligible for reelection to a new three (3)-year term.

**5.3 Chairperson, Vice Chairperson, and Secretary of the Board.**

The Advisory Board shall have a Chairperson, Vice Chairperson, and Secretary appointed from amongst the appointed Board members by majority vote of the members present at a duly convened meeting. The Chairperson, Vice Chairperson, and Secretary of the Advisory Board shall serve for a term of three (3) consecutive years which may be renewed once.

5.3.1 The Advisory Board shall not hold Officer positions within the Community Association and any person who is serving on the Leadership Team of the Community Association shall not be appointed as a member of the Board unless he or she first submits a written resignation to the Advisory Board for approval.

5.3.2 Removal of the Chairperson, Vice Chairperson, and Secretary of the Advisory Board.  
A person appointed as Chairperson, Vice Chairperson, and Secretary of the Advisory Board may at any time prior to the expiry of his or her term of office,

relinquish their position by formally notifying the Advisory Board of his or her intention to resign. The Advisory Board may, at a duly convened meeting, pass a resolution to rescind the appointment of a Chairperson, Vice Chairperson and Secretary of the Board where any of the reasons for the removal of a member of the Advisory Board apply to the Chairperson, Vice Chairperson, and Secretary. The Advisory Board shall not pass a resolution for the removal of the Chairperson, Vice Chairperson or the Secretary without formally notifying the person of the reasons for the removal and giving him or her an opportunity to be heard.

#### **5.4 Removal of an Advisory Board Member.**

A person may be removed and will cease to be a member of the Advisory Board for any of the following reasons:

- 5.4.1 When the Leadership Team moves a vote of no confidence, and such a vote is supported by three-thirds (2/3) majority of the voting members.
- 5.4.1 When a Board member formally notifies the Leadership Team of their intention to retire or resign from the Board.
- 5.4.2 When a Board member is incapacitated by illness or disability and the Leadership Team passes a resolution at a duly convened meeting, to remove him or her by virtue of incapacity. Such resolution must be supported by two-thirds(2/3) majority of the voting members.
- 5.4.3 When a Board member is convicted of a Criminal offence by the courts of law either in Uganda, USA, or any other jurisdiction.
- 5.4.4 When a Board member engages in conduct prejudicial to the mission, vision, and objectives of the Community Association.
- 5.4.5 When a Board member no longer meets the requirements for appointment to serve on the Advisory Board as provided for in these bylaws.
- 5.4.6 Without reason, fails to attend four consecutive meetings of the Advisory Board.
- 5.4.7 Prior to removing an Advisory Board member for any of the reasons stated above, the Leadership Team shall formally notify the concerned person and give him or her an opportunity to be heard.

#### **5.5 The Functions of the Advisory Board**

The functions of the Advisory Board shall be to:

- 5.5.1 Provide strategic direction for the Community Association.
- 5.5.2 Establish and approve such policies as may be deemed necessary to help achieve the mission, vision and objectives of the Community Association.
- 5.5.3 Hold, protect, and safeguard the vision, mission, objectives, values and assets of the Community Association.
- 5.5.4 Establish adequate internal controls and effective risk management strategies.
- 5.5.5 Oversee the proper functioning and management of the Community Association.
- 5.5.6 Mobilize resources, establish and maintain strategic partnerships to advance the aims and objectives of the Community Association.
- 5.5.7 Serve as advocates, champions, and ambassadors of the Community Association within and outside of the State of Colorado.

#### **5.6 Advisory Board Meetings.**

- 5.6.1 The Advisory Board shall have at least four (4) meetings in a calendar year. Meetings of the Advisory Board shall take place at such times and in such a place or manner

within the State of Colorado as the Board shall determine.

- 5.6.2 The Chairperson of the Advisory Board shall chair all meetings of the Board. In his or her absence, the Vice Chairperson or in his or her absence, any other member of the Board appointed by the Chairperson, shall chair the meeting.
- 5.7.3 In the absence of both the Chairperson and the Vice Chairperson of the Board, a member of the Advisory Board designated by the Chairperson or the Vice Chairperson shall preside at a duly convened meeting of the Advisory Board.
- 5.6.4 All decisions of the Advisory Board shall be by majority vote. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 5.6.5 The quorum necessary to transact the business of the Advisory Board shall be five (5) members present.
- 5.6.6 A vacancy in the membership of the Advisory Board shall not invalidate any proceedings of the Board provided there is a quorum.
- 5.6.7 Where the number of Advisory Board is reduced below the minimum number required for quorum, the only business that the remaining Advisory Board may transact shall be to work with the Leadership Team to appoint additional members of the Board.
- 5.6.8 The Secretary of the Advisory Board shall safely keep records of all Board meetings.

### **5.7 Regular Meetings.**

A regular annual meeting of the Advisory Board shall be held without other notice than this bylaw, immediately after, and at the same place as the annual meeting of members. The Advisory Board may provide by resolution the time and place within the State of Colorado for the holding of additional regular meetings of the Board without other notice than such a resolution.

### **5.8 Special Meetings.**

Special meetings of the Advisory Board may be called by or at the request of the Chairperson or any two Board members. The person or persons authorized to call special meetings of the Board may fix any place within the State of Colorado, as the place for holding any special meetings of the Board called by them.

### **5.9 Notice or Meetings.**

Notice of each meeting of Board members, whether regular or special, shall be sent directly to each member either by email, personal text message, or by personal social media accounts (such as WhatsApp, Messenger, Twitter, Instagram, Facebook, and other appropriate, safe, and private means of communication. Such notice for meetings shall be given at least two (2) weeks prior to the meeting. The notice of all meetings shall state the place and/or platform link to be used, date and time thereof, but need not, unless otherwise required by statute, state the purpose or purpose thereof.

### **5.10 Quorum for the Board meetings.**

Five (5) of the Advisory Board members shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board members are present at said meeting, the majority of the Board members present may adjourn the meeting from time to time without further notice.



**5.11 Manner of Acting.**

The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Advisory Board, unless the act of a greater number is required by law or by these bylaws.

**5.12 Vacancies.**

Any vacancy occurring on the Advisory Board will be filled by the Leadership Team. A Board member appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

**5.14 Compensation.**

The Advisory Board as such shall not receive salaries for their services, but by resolution of the Advisory Board in consultation with the President and the Leadership Team, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meetings of the Board; but nothing herein contained shall be construed to preclude any Board member from serving the Community Association in some other capacity and receiving compensation therefor.

**5.15 Informal Action by Board members.**

Any action required by law to be taken at a meeting of Board members, or any action which may be taken at a meeting of Board members, may be taken without a meeting if: each and every Board member in writing either:

(a) votes for such action; or

(b) votes against such action or abstains from voting; and waives the right to demand that action not be taken without a meeting.

Action is taken under this section only if the affirmative vote for such action equals or exceeds the minimum number of votes that it would be necessary to take such action at a meeting at which all of the Board members then in office were present and voted.

**5.16 Virtual Meetings.**

Members of the Advisory Board or any committee designated thereby may hold or participate in a meeting of the Advisory Board or such committee by means of virtual or online conference or similar communication platforms provided that all such persons so participating in such meeting can hear and where possible see each other at the same time.

**ARTICLE 6.****The Electoral Commission****6.1 Electoral Commission**

There shall be an independent and neutral/nonpolitical - but not autonomous Electoral Commission comprised of selected members of the Community Association if and where applicable representing some of the following groups: Northern Region, Eastern Region, Western Region, Central/Buganda Region, Youth and children, Women, Men, Moslems, Christians, Elderly (65 years and above), and the Disabled/Special needs.

## **6.2 Number of the Electoral Commission members.**

The number of Electoral Commission shall be seven (7).

## **6.3 Criteria for Selecting Members of the Electoral Commission.**

Members of the Electoral Commission shall be selected by President and the Leadership Team and confirmed by the Advisory Board using the following criteria:

- 6.3.1 Must be a Ugandan by birth, heritage/ancestry, naturalization, or a spouse of a Ugandan.
- 6.3.2 Not an agent or representative of an aspiring candidate.
- 6.3.3 A resident in the State of Colorado.
- 6.3.4 18 years of age or older.
- 6.3.5 Willing to serve on a volunteer basis – without compensation.
- 6.3.6 Nonpartisan and impartial.
- 6.3.7 Credible person with good character and willing to collaborate with people from diverse backgrounds/belief systems. Willing to listen to other people's views.
- 6.3.8 Not having conflict of interest in UUACO matters.

## **6.4 The Functions, Purpose, and Powers of the Electoral Commission.**

The Electoral Commission is responsible for organizing and conducting free and fair UUACO elections in accordance with the established Bylaws and electoral rules/guidelines. Other Functions will include:

- 6.4.1 Create the Election Processes and Procedures and educate UUACO candidates and registered members accordingly. This will ensure that members understand their rights and responsibilities regarding elections.
- 6.4.2 Design and create the nomination and voting materials (hard copies and/or digital)
- 6.4.3 Set dates for opening nominations, closing nominations, vetting candidates, announcing approved candidates, time and venue for voting, which shall be no later than sixty (60) days prior to the election.
- 6.4.4 In collaboration with the General Secretary confirm and display the current voter's register.
- 6.4.5 Vet and approve candidate applications.
- 6.4.6 Conduct elections, count the votes and declare the results of the elections.
- 6.4.7 EC Members, if they choose may vote for the candidates of their choice.
- 6.4.8 EC Members shall not promote any particular candidate.
- 6.4.9 When necessary, the Advisory Board shall have the power to dissolve the EC. A motion shall be brought forward by a board member and a two thirds (2/3) majority vote shall be required to pass the motion.

## **6.5 Structure of the Electoral Commission.**

The Electoral Commission shall have a Chairperson and Secretary appointed from among themselves as the selected members of the Commission.

## **6.6 Term of Office.**

Members of the Electoral Commission shall serve for a period of three (3) years renewable once.

### **6.7 Resignation and replacement of members of the Electoral Commission.**

A member(s) of the Electoral Commission who is interested in serving as a member of the Advisory Board or one of the Officers for the Association may resign from the Commission. Upon his or her written resignation, the Chairperson or other members of the Commission shall meet (physically or virtually) and decide and formally communicate with the concerned member of the Commission.

### **6.8 Procedures of the Electoral Commission**

- 6.8.1 Every decision of the EC shall be by consensus as far as possible.
- 6.8.2 If consensus cannot be reached, the matter shall be decided on by EC member voting and the majority will determine the outcome.
- 6.8.3 Each member of the EC shall have one vote, and none shall have a casting vote.
- 6.8.4 All EC members shall be appointed by the President and the Leadership Team and approved by the Advisory Board.
- 6.8.5 The quorum of the EC meetings shall be five (5).
- 6.8.6 The secretary shall record all the minutes during the proceedings of the commission and also be the custodian of the same.
- 6.8.7 The EC shall not make its own rules and guidelines. If anything is missing or not clear, they shall consult and seek advise from the Leadership Team and Advisory Board.

### **6.9 Candidate Nomination Process:**

A candidate is nominated and approved once he/she meets the following requirements.

- 6.9.1 Officially submits his/her application, nomination, declaration, and conflict of interest disclosure form(s) to the EC.
- 6.9.2 Submits proof of payment for the nomination fee of \$300 for the position of the President and \$250 for all other positions.
- 6.9.3 A candidate may change/switch elective positions before the set deadline for nominations.
- 6.9.4 If a candidate wishes to change/switch elective positions, he/she must first withdrawal in writing from a prior elective position applied for and reapply for a different position.
- 6.9.5 All candidates must apply for one position at a time.
- 6.9.6 Any current Board member who is interested in contesting for UUACO leadership position must first resign in writing from the Board.
- 6.9.7 Any disqualified candidate may appeal to the Board in writing before the nomination and application deadline.
- 6.9.8 The application and nomination deadline, once fixed, may not be extended.

### **6.10 Adjudication.**

Any electoral complaint that is not resolved by the EC shall be referred to the Board for arbitration and resolution. A Board meeting shall be called upon first to resolve any conflicts among the EC members or electoral candidates before involving external/government authorities.

If an EC member breaches these Bylaws and guidelines, she/he will be requested to step aside/resign, and the new member will be selected. This will apply to all members of the Electoral Commission.

## **ARTICLE 7. Officers**

### **7.1 Election of the Officers.**

All Officers responsible for the day-to-day administration and management of the affairs of the Community Association shall be elected by the voting members. All voting members must have a Government Issued Picture ID. Any elected Officer cannot be appointed as a member of the Advisory Board unless he or she first submits a written resignation to the Board for approval.

### **7.2 Officers.**

Officers of the Community Association shall be the President, Vice President, General Secretary/ Registrar, Treasurer, Director of Women's affairs, Director of Youth affairs, Director of Men's affairs, Director of Social and Economic Welfare, Director of Education and Job Placement, Director of Community Mobilization and Publicity, and such other Officers as may be elected in accordance with the provisions of this Article.

#### **7.2.1 President.**

The President shall be ex-officio to the Advisory Board. As such, she/he shall participate in all meetings of the Advisory Board as a non-voting member. The President of the Community Association shall in general oversee and supervise the day today activities and business of the Community Association. He or she shall be the legal representative of the Community Association and as such, may sign, with the General Secretary or any other elected Officer of the Community Association, contracts or other instruments which the Advisory Board has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Advisory Board or by these bylaws or by statute to some other Officer or agent of the Community Association; and in general he or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Advisory Board from time to time.

#### **7.2.2 Vice President.**

The Vice President shall deputize and perform the functions of the President in the event of a President's absence, resignation, removal, death, or incapacitation and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform any other roles and responsibilities as may be assigned from time to time by the President and the Advisory Board.

#### **7.2.3 General Secretary.**

The General Secretary shall keep minutes of the meetings of the Leadership Team and all community meetings both electronically and in hard copies. He/she shall ensure that all notices of the meetings are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Community Association and see that the seal of the Community Association is affixed to all documents, the execution of which on behalf of the Community Association under its seal is duly authorized in accordance with the provisions of these bylaws; electronically keep and manage the data and personal information of all registered and voting members of the Community Association which shall be furnished to the Electoral Commission upon request. The General Secretary shall oversee and manage the Community Association Logo, annual performance reports, and all other paperwork as required by the State of

Colorado. He/she shall work hand in hand with the President and the Treasurer to file and update all legal documents of the Community Association and perform all other duties incident to the office of the General Secretary. From time to time as needed the President and/or the Advisory Board may assign additional duties and responsibilities to the General Secretary.

**7.2.4 Treasurer.**

The Treasurer shall manage and oversee all financial resources of the Community Association. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Community Association; receive and give receipts for moneys due and payable to the Community Association from any source whatsoever, and deposit all such moneys in the name of the Community Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws. The Treasurer with the approval of the President and other Officers shall be responsible for all Federal and Colorado State financial compliance requirements (such as filing tax returns, annual audit, etc). In general, the Treasurer shall perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the President and/or by the Advisory Board.

**7.2.5 Director of Women's affairs.**

The Director of Women's affairs shall manage and oversee Women's affairs and other activities of the of the Community Association.

**7.2.6 Director of Youth affairs.**

The Director of Youth affairs shall manage and oversee Youth affairs and other activities of the Community Association.

**7.2.7 Director of Men's Affairs.**

The Director of Men's affairs shall manage and oversee Men's affairs and other activities of the Community Association.

**7.2.8 Director of Social and Economic Welfare.**

The Director of Social and Economic Welfare shall manage and oversee the social and economic welfare and other activities of the Community Association.

**7.2.9 Director of Education and Job Creation.**

The Director of Education and Job creation shall manage and oversee education and job creation/placement affairs and other activities of the Community Association.

**7.2.10 Director of Community Mobilization and Publicity.**

The Director of Community Mobilization and Publicity shall manage and oversee the mobilization, publicity, and other activities of the Community Association. She/he shall also oversee and manage the community Website, WhatsApp group, Email, Telephone, and other community social media tools, sites and platforms.

**7.2.11** Any elected Director shall perform such other duties as from time to time may be assigned to him or her by the President or by the Advisory Board.

**7.2.12** The Leadership Team in consultation with the Voting and Associate members may create and appoint such other Officers from time to time as they shall deem

desirable to meet the growing needs of the Colorado Ugandan Community.

**7.2.13** As deemed necessary, the Leadership Team may appoint Assistant Directors. In general, Assistant Directors shall perform such duties as shall be assigned to them by the President, Vice President, and the Directors. In the case where an Assistant Director is appointed, the Advisory Board shall be informed of such a decision.

**7.2.14** At the discretion and approval of the Advisory Board, The Leadership Team may appoint friends of the Community Association and well-wishers to serve as “Ambassadors” to represent the Community Association in different sectors of life or professional areas of expertise. Before such appointments are made, the President in consultation with the Advisory Board shall develop a criteria, roles and expectations of the “Ambassadors.”

### **7.3 Election and Term of Office.**

The Officers of the Community Association shall be elected every after three (3) years by the voting members under the guidance and coordination of the Electoral Commission. New offices may be created and filled at the discretion and approval of the voting members. Each Officer shall hold office until his or her successor shall have been duly elected.

### **7.4 Criteria to be Elected as an Officer.**

All Officers shall be elected by the voting members based on the following criteria:

- 7.4.1 Must be a Ugandan by birth, heritage/ancestry, naturalization, or a spouse of a Ugandan living in Colorado.
- 7.4.2 Not a flag bearer or promoter of any Political Party either in Uganda or in the US. Must be apolitical.
- 7.4.3 Not a person who is leading or owning a 501(c)(3) organization that has parallel/ competing vision, mission, and objectives as UUACO.
- 7.4.4 Demonstrates commitment and support for the mission, vision, and objectives of the United Ugandans Association of Colorado.
- 7.4.5 Eighteen (18) years of age or older.
- 7.4.6 Demonstrates maturity, character, integrity, and servant leadership skills.
- 7.4.7 Must be a resident of Colorado State for at least one (1) year.
- 7.4.8 Must be financially independent and able to serve without pay(volunteer).
- 7.4.9 Must be a registered member of the Community Association in good standing for two (2) consecutive years.
- 7.4.10 Demonstrates patience, willing to listen to other peoples' opinions, and able to relate and work with people from different backgrounds and beliefs systems.
- 7.4.11 Ethnicity, tribes, religious beliefs, sexual orientation, educational level, and seniority shall not be the basis or disqualification to be elected as an Officer of the Community Association.

### **7.5 Leadership Transition Period**

Unless otherwise stated, the general elections shall be conducted in the month of July in the year when general elections are due. The leadership transition period shall be three (3) months – from August-October of the same year when general elections took place. This will ensure adequate time for planning, organizing, and conducting a smooth and peaceful transfer of power to the new leadership team. Where and when possible, the swearing in ceremony and handover for the newly elected leaders shall be conducted on the same day of celebrating the Uganda Independence Day. All new elected Officers shall

swear and sign the Oath of Office – either in person or in a different setting as may be approved by the Advisory Board.

#### **7.6 Removal of Officers.**

Under the guidance of the Advisory Board and the Electoral Commission, any Officer may be removed/voted out of office by the voting members of the Community Association at any time based on a specific cause or reason(s), but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed. An elected officer may also be removed due to incapacitation by illness or disability and either he or she retires as an Officer, or the voting members pass a resolution at a duly convened meeting to remove him or her by virtue of incapacity.

#### **7.6 Vacancies.**

Under the guidance of the Electoral Commission, a vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the voting members for the unexpired portion of the term.

### **ARTICLE 8. Committees**

#### **8.1 Creation of Committees.**

The President and other elected Officers shall create committees based on the established offices of the Community Association as stipulated in these bylaws and determine terms of reference for each committee. The established committees shall have and exercise the authority of the Advisory Board and the President in the management of the affairs and activities of the Community Association, except that no such committee shall have the authority of the Advisory Board in reference to authorizing distributions, approving or proposing to members action requiring member approval, electing, appointing or removing any member of the Board or elected Officers, amending articles of the Community Association, amending, altering or repealing the bylaws; approving a plan of merger not requiring member approval, or approving a sale, lease exchange or other distribution of all, or substantially all of the Community Association's property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members.

#### **8.2 Other Committees.**

The President and other elected Officers shall have the power to establish sub committees as they deem appropriate and appoint members of the Community Association with relevant skills and expertise to those sub-committees.

#### **8.3 Composition and Membership of the Committees.**

The President, Vice President, General Secretary, and other elected Officers shall determine the composition and membership of each committee by identifying and selecting members of the Community Association who are interested to serve as volunteers in different capacities based on the strategies, plans, and needs of each committee.

**8.4 Chairperson of the Committee.**

Each committee shall have a Chairperson (who is in essence, the Director of the office) and an Assistant who will be appointed by the Director from the committee members.

**8.5 Chairing Committee Meetings.**

The Chairperson of the Committee shall Chair meetings of the Committee and in his or her absence, shall appoint the Assistant or the Secretary or any other member of the committee to chair the meeting.

**8.6 Vacancies.**

Vacancies in the membership of any committee may be filled by the elected Officers of the Community Association.

**8.7 Matters Considered by the Committee.**

Matters considered by the committee shall be presented to a duly convened meeting of the elected Officers or by online circulation for approval. When and where applicable, the Advisory Board shall be informed of approved committee resolutions and decisions.

**8.8 Term of Office.**

Each member of a committee shall continue to serve as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member of the Community Association.

**8.9 Quorum.**

Unless otherwise provided in the resolution of the elected Officers designating a committee, the majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**ARTICLE 9.****Standards of Conduct for the Advisory Board and Officers****9.1 Standards of Conduct.**

Each Board member shall discharge their duties as Board members, and each Officer shall discharge their duties as Officers with discretionary authority under that authority: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the Board member or Officer reasonably believes to be in the best interests of the Community Association.

**9.2 Information used by the Board member or Officer.**

A Board member or Officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more Officers whom the Board member or Officer reasonably believes to be reliable and competent in the matters presented; and (b) legal counsel, a public accountant, or other person as to matters the Board member or Officer reasonably believes are within such person's professional or expert competence.



### **9.3 Acting in Good Faith.**

A Board member or Officer is not acting in good faith if she/he has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A Board member or Officer is not liable as such to the Community Association or its members for any action taken or omitted as a member of the Board or Officer, if, in connection with such action or omission, the Board member or Officer performed the duties of the position in compliance with this Article.

## **ARTICLE 10. Conflicting Interest Transactions**

### **10.1 Conflict of Interest.**

Any UUACO Board member, EC member, Leadership Team Member, and any other aspiring candidate will sign and submit a declaration form (hard copy or electronic) to the General Secretary clearly stating that he or she does not have any conflict of interest (hidden agenda) and will never use the resources of UUACO for personal benefit. That he/she will never compete with UUACO for any given grants, projects, networks, and such other resources intended to help achieve the vision, mission and objectives of the Association. Any individual or a group of individuals found (with evidence) to have conflict of interest shall be given a written warning, be asked to recuse themselves from decision making, and if he/she/they persist, shall be dismissed (in writing) from the association with immediate effect.

### **10.2 Prohibition against Loans to Board members, Officers, and Members of the Community Association.**

No loan(s) shall be made by the Community Association to its Advisory Board, elected Officers, or any other registered member.

## **ARTICLE 11. Indemnification**

### **11.1 Indemnification.**

To the extent permitted or required by the act (as defined below) and any other applicable law, if any Board member or Officer of the Community Association is made a party to or is involved in (for example as a witness) any proceeding because such person is or was a Board member or Officer of the Community Association, the Community Association:

11.1.1 shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants, or other experts) incurred by such person in such proceeding, and

11.1.2 shall advance to such person expenses incurred in such proceeding.

The Community Association may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an agent of the Community Association to the same extent as to a member of the Board or Officer.

**11.2 Foregoing Provisions for Indemnification.**

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Community Association may at its discretion provide for indemnification or advancement of expenses in a resolution of its members or Board members, in a contract or in its articles of in Community Association.

**11.3 Modification of Article for Indemnification.**

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

**ARTICLE 12.****Financial Management of the Community Association****12.1 Financial Management.**

A banking account or accounts in the registered names of UUACO shall be opened with a bank or banks approved by the Board members and all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies received shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner in accordance with financial management policies established by the Advisory Board.

**12.2 Financial Management Policies.**

The Advisory Board shall formulate and ensure that the financial management policies are complied with and that a proper financial management systems are put in place to give effect to such policies and shall ensure that all sums of money received and expended and the matters in respect of which the receipt and expenditure takes place; all sales and purchases of goods; and the assets and liabilities; are properly recorded in books of accounts as are necessary to give a true and fair view of the state of the affairs of the Community Association.

**12.3 Establishment of Internal Auditing.**

The Advisory Board shall have the powers to establish an internal audit function as it may deem appropriate.

**12.4 Appointment of External Auditors.**

The Advisory Board shall have the power to appoint external auditors in accordance with the laws of Colorado State and may also appoint persons to conduct special audits or investigations as may be required.

## **12.5 Contracts, Checks, Deposits, Gifts and Proxies**

### **12.5.1 Contracts.**

The Advisory Board may authorize any Officer or Officers, agent, or agents of the Community Association, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Community Association, and such authority may be general or confined to specific instances.

### **12.5.2 Checks, Drafts, and Money Orders.**

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of UUACO, shall be signed by such Officer or Officers, agent or agents of the Community Association and in such manner as shall from time to time be determined by resolution of the Advisory Board.

### **12.5.3 Deposits.**

All funds of the Community Association shall be deposited from time to time to the credit of UUACO in such banks, trust companies or other depositaries as the Advisory Board may determine.

### **12.5.4 Gifts.**

The Advisory Board and Officers may accept on behalf of the Community Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of UUACO. The Advisory Board and Officers shall declare in writing and account for all contributions and gifts received on behalf of the Community Association and the purpose for which such contributions and gifts are intended, if known.

### **12.5.5 Powers to Borrow.**

The President and the Leadership Team with the approval of the Advisory Board shall have powers to borrow money, and to mortgage or charge its assets or any part of it on behalf of UUACO. Before any amount is borrowed on behalf of the Community Association, the Advisory Board shall pass a resolution at a duly convened meeting by a vote of three quarters (3/4) of the of all Board members.

### **12.5.6 Funds of the Community Association.**

The Advisory Board shall ensure that any funds received by way of donations or revenue/income earned from the activities, assets or investments established by the Community Association are used in furtherance of the mission, vision, and objectives of the Community Association.

## **ARTICLE 13. Membership Cards**

### **13.1 Membership Cards.**

The President and the General Secretary (in consultation with the Advisory Board and other elected Officers) may provide UUACO picture identity cards (ID) as evidence of membership, which shall be in such form (digital and/or hard copy), shape, and color as may be determined by the President and the General Secretary. A valid (not expired)

UUACO membership ID or Government issued picture ID shall be required before anyone is permitted to vote or have access to other benefits of the members.

### **13.2 Signing and Sealing of Membership Cards.**

Membership cards shall be signed by the President and the General Secretary and shall be sealed with the seal of the Community Association.

### **13.3 Content, Renewal, and Numbering of Membership Cards.**

Voting membership cards (digital or hard copies) shall be renewed annually after the payment of annual subscription dues. Associate membership cards (digital or hard copies) shall be issued after registration. Online payments of the subscription dues and auto renewals of the ID cards shall be considered as need arises and as technology permits. The Community Association ID cards for all registered members shall be consecutively numbered. The name, date of birth, contact information of each member, the date of issuance and expiration of the membership card shall be entered on the records of the Community Association. If any membership card shall become lost, mutilated or destroyed, a new card may be issued therefore upon such terms and conditions as the President and General Secretary may determine.

### **13.4 Issuance of Membership Cards.**

When a member has been duly registered, a membership card in form of picture ID (hard copy and/digital) shall be issued in his or her name by the General Secretary.

## **ARTICLE 14. Books of Accounts and Records**

### **14.1 Books of Accounts and Records.**

The Community Association shall keep electronic and hard copies of correct and complete books and records of account and shall also keep minutes of the proceedings of its members. UUACO shall keep at its registered or principal office a record giving the names and addresses of the members. All books and records of UUACO may be inspected by any member for any proper purpose at any reasonable time.

## **ARTICLE 15. Dues**

### **15.1 Annual Dues.**

The Advisory Board in consultation with the President and other elected Officers may determine from time to time the annual subscription amount payable to the Community Association. The agreed upon annual subscription fee shall be the same for all voting members.

### **15.2 Payment of Dues.**

The annual subscription fee shall be paid in the first three (3) months of the year (January - March) – Not later than March 30th in a calendar year. A late payment fee as determined from time to time by the Advisory Board in consultation with the President and other elected Officers may be charged.

15.2.1 The Treasurer shall from time to time communicate details of where and how

members of the Community Association shall make the payments. This communication shall include simple, quick, and yet very secure forms of online payment/fund transfer such as Community website, CashApp, Wave, Zelle, Western Union, MoneyGram, PayPal, etc.

15.2.2 The Treasurer shall issue receipts showing the serial number, name of the person/member who has made the payment, amount paid, purpose of the payment, and date when the payment was made.

15.2.3 The annual subscription fees are nonrefundable.

## **ARTICLE 16. Corporate Seal**

### **16.1 The Seal of the Community Association.**

The Community Association shall have a corporate seal which shall be in the custody of the General Secretary, or such other Officer as shall be determined by the Advisory Board. The said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested to by either the President or the General Secretary for the authentication of contracts or other papers requiring the seal.

## **ARTICLE 17. Waiver of Notice**

### **17.1 Waiver of Notice.**

Whenever any notice is required to be given under the provisions of the Colorado Revised Nonprofit Community Association Act or under the provisions of the articles of incorporation or the bylaws of the Community Association, a waiver thereof may be granted in the following manner by members and Advisory Board, respectively:

### **17.2 Members.**

A member may waive any notice required to be given to such member by the Colorado Revised Nonprofit Corporation Act or these bylaws:

17.2.1 Whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the Community Association which is signed by the member entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or

17.2.2 By a member's attendance at the meeting whereby such member waives objection to lack of notice or defective notice, unless the member at the beginning of the meeting objects to the holding thereof or transacting business at the meeting because of lack of notice or defective notice, and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

### **17.3 Advisory Board.**

A waiver of notice by the Advisory Board may be made as in sections 17.2.1 and 17.2.2 except under section 17.2.2, the Advisory Board must not only object to holding the meeting but must also not vote for or assent to action taken at the meeting. Further, even if a Board member attends or participates in a meeting, the Board member does not waive any required notice if special notice was required of a particular purpose and the member of the Board objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

## **ARTICLE 18. Amendments to Bylaws**

### **18.1 Amendment of Bylaws of the Community Association.**

The Advisory Board in consultation with the President, other elected Officers, Associate and Voting members may amend the Bylaws of UUACO at any time to add, change, or delete a provision, unless the Colorado Revised Nonprofit Corporation Act reserve such power exclusively to the members in whole or in part, such amendment would fix a lesser or greater requirement or a greater voting requirement for members, or would result in a change of the rights, privileges, preferences, restrictions, or conditions of the membership class as to voting, dissolution, redemption, or transfer by changing those rights with respect to another class. The voting members of the Community Association may initiate the proposal and vote to amend the Bylaws even though the Advisory Board may not have initiated the process. In either case, the Advisory Board or members representing at least ten percent (10%) of all the votes entitled to be cast on the amendment may propose an amendment to the Bylaws for submission to the voting members who must approve it by a majority of every voting group entitled to vote thereon. The resolution, approval and enactment of the amended Bylaws must be approved by not less than two-thirds (2/3) majority of the Advisory Board present at a duly constituted meeting.

## **ARTICLE 19. Dissolution and Winding up of the Community Association.**

### **19.1 Powers to dissolve and wind up.**

The Advisory Board, in consultation with the President, other elected Officers and all registered members of the Community Association shall have powers to dissolve and wind up the Community Association by a resolution passed at a duly convened meeting by a vote of three quarters (3/4) of the Voting members present.

### **19.2 Transfer of assets of the Community Association on dissolution**

Where, upon dissolution, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Advisory Board and elected Officers but shall be transferred to another Community Association or organization whose mission, vision and objectives are similar to the United Ugandans Association of Colorado.

### CERTIFICATION

I, \_\_\_\_\_, Chairperson of the Advisory Board of the United Ugandan Association of Colorado (UUACO), and \_\_\_\_\_, Secretary of UUACO Advisory Board hereby certify that the foregoing is a true and correct copy of the Bylaws of the above-named Association, duly adopted by the Advisory Board on \_\_\_\_\_ and that they have not been amended or modified since the date above.

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, in the year \_\_\_\_\_ in the County of \_\_\_\_\_ in the State of Colorado.

**Signed by**

**Signature** \_\_\_\_\_

**Name** \_\_\_\_\_ **Date:** \_\_\_\_\_  
**Chairperson of UUACO Advisory Board**

**Signature** \_\_\_\_\_

**Name** \_\_\_\_\_ **Date:** \_\_\_\_\_  
**Secretary of UUACO Advisory Board.**

## Appendix A: Definitions:

As used in this Bylaws, unless the context otherwise requires, the following words or phrases shall have the meaning assigned to them:

1. **Associate Member:** Are Ugandans (by birth, heritage/ancestry, naturalization, and/or a spouse of a Ugandan) living in the State of Colorado who are registered as members but have not paid the annual subscription fee and as such do not have full access to all benefits and privileges of the Association.
2. **Voting Member:** Are Ugandans (by birth, heritage/ancestry, naturalization, and/or a spouse of a Ugandan) living in the State of Colorado who are registered members of the Community and are current on their annual subscription fee.
3. **Board:** The appointed Advisory Board of the United Ugandans Association of Colorado.
4. **Board Member :** The term "Board Member" means an appointed member of the Advisory Board of the United Ugandans Association of Colorado.
5. **Chairperson:** The Chairperson of the Advisory Board for the United Ugandans Association of Colorado.
6. **President:** The elected President of the United Ugandans Association of Colorado.
7. **General Secretary:** The elected General Secretary of the United Ugandans Association of Colorado.
8. **Officer:** The elected member of the Leadership Team of the United Ugandans Association of Colorado.
9. **Month:** The calendar month.
10. **Year:** The calendar year (January to December).
11. **Community Association:** The United Ugandans Association of Colorado
12. **Electoral Commission:** The appointed and independent group of men and women entrusted with the responsibility of conducting and overseeing the election of the Officers of the Community Association