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*UNITED AFRICA MOVEMENT BY-LAWS*

# **Article 1.**

The name of the organization shall be United Africa Movement

Details

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Postal code : 00200.

Phone number: (+254)705062880.

Headquarters : Nairobi (Kenya).

# **Article 2.(Objectives.)**

## **Introduction:**

United Africa movement is a movement that is determined to unite African youths to reason together diplomatically , critically and strategically with an aim of finding solutions to problems and challenges facing the youth such as ;unemployment ,poverty, corruption ,drug abuse and drug addiction and political sycophancies among other issues facing the youth in this generation.

## **Declaration:**

This is a politically neutral and socially positive movement .its a movement that treats people equally ,not bias or prejudicial towards any party /persons. In order to unite African youth we should be able to treat each other as families and look past everyone differences.

## **Mission:**

To partner with national government of African states to help them realize that the youth are the future of tomorrow by preparing them through helping them find opportunities , give them support ,and help them tackle challenges for what is stored for the future.

## **Vision**:

To minimize the beaurecracy ,corruption ,nepotism to provide a level field for the youth to secure our future and protect the coming generation by ensuring the resources are correctly and carefully exploited to brig Africa to its glory.

## **Objectives.**

* To help enlighten African nation on how to improve their source of income through innovation and boost investments through inter African trade among nations.
* To reduce the ignorance in Africa by educating Africans through seminar, media by helping them understand their heritage in order to protect it.
* To help Africans realize that the effective form of leadership mostly political ,our leaders should have our interest at heart.
* To promote social-cultural ties across African nations
* To put up a fight against corruption by encouraging people with legitimate reasons to report misuse of the financial resources and any activity of corruption
* To advocate for favorable business environment for African nations through making trading conditions for business people fair from custom duty ,tariffs and quotas
* To promote peaceful co-existence among African nations
* To secure African natural recourses to be maximally exploited for African to benefit economically
* To raise the mortality rate by promoting good health services across the nations
* Eradicate discrimination and encourage people to live peacefully

# **Article 3.(Membership.)**

## **Section 1**:

Any person ranging from the age of (18 – 65 years) may be allowed to join the movement provided their intentions are clear and a member should be free from prior convictions.

## **Section 2:**

Dues if any established will be established by the board of members.

* Registration payment fee will be $5 per person and their national identity card shall be used to process membership.
* If dues are charged a member must have paid his or her dues at at least 30 calendar day, Before the meeting to be considered a member with good standing votes.

# **Article 4 (officers and election)**

## **Section i:**

Officers shall be ; President, deputy president ,general secretary, assistant secretary, treasurer, the board of members

a)**president .**

The president shall preside over meetings of the movement and board of members, The president shall represent the organization in meetings outside the movement and coordinate work of all officers and committee so that the duties of the movement are served.

**Qualifications.**

* Must be 25 years and above .
* Must be a diploma holder at minimum.
* Must have a certificate of good conduct.
* Must have been in the movement for at least 5 years
* Must at least have attained more than 50% of the total votes cast
* Must have convinced more than 1000 members into the movement

**b)deputy president**

the deputy president shall assist the president and carry out the presidents duties in his or her absence or inability to serve.

**Qualifications**

* Must be 25 years and above
* Must be of the opposite gender from the president
* Must be in the movement for a minimum period of 3 years
* Must be selected from the board of members because they understand and have to protect the organization
* Must have a certificate of good conduct
* Tenure of office leaves with the president.

**c) general secretary**

The secretary shall keep the records of the organization ,take and record minutes ,prepare the agenda, handle correspondence and send notices of meeting to members .the general secretary also keeps copy of minutes book and bylaws, membership lists and brings them to meetings

**Qualifications**

* Must be 20 years and above .
* At least have 1 year experience in secretarial duties.
* Must have a minimum certificate holder in any course
* Fluent in more than two languages
* Must understand and be able to abide with the bylaws.

**d) assistant secretary**

Shall assist the general secretary and the treasurer with his or her duties in an event of their absence or inability to work.

In event of conflict of interest between the treasurer and the general secretary the general secretary takes precedence.

**E )treasurer.**

The treasurer shall receive all the funds of the organization ,keep an accurate record of expenditures, receipts and payout funds in approval of the board of governing

He or She will present a financial statement at the end of the year or when requested by the governing board and make a full report at the end of the year.

**Qualifications**

* Must be above 25 years
* Must be a licensed certified public accountant
* Must have a certificate of good conduct
* Must have been with the movement for a minimum of a year.

**Section 2 : Nominations and elections**

Elections will be held after every four years and a report is generated .The board of members shall select a candidate for each office and present at a meeting prior to the month of elections

At the meetings the nominations are made at the floor voting shall be voice vote if slate is presented

If more than one person is running for office a ballot vote shall be taken.

**Section 3: Eligibility**

Members are eligible for office if they are members of standing for at least 30 calendar days before the board of members presents its slate.

**Section 4: Terms of office**

Officers elected for a term may serve no more than (2)two terms

Each person elected shall hold one office at a time.

**Section 5 :vacancies**

If there is a vacancy in the office of the president .the deputy president will become president at the next regular scheduled meeting a new deputy president will be elected

If there is a vacancy in other office members will fill the vacancy at the next regular scheduled meeting through voting

**Section 6: Removal from office**

Officers can be removed from office with or without cause by two-thirds of those votes present (assuming a quorum) at a regular meeting where a previous notice has been issued.

# **Article 5 : Meetings**

**Section 1. Regular meetings**

Regular meeting are scheduled for 4 weekdays regularly from 10p.m or at a time or place determined by the board of members .

Annual general meetings are held at the first week of December the annual meeting is for receiving reports and conducting other business should arise . The secretary will notify the members of the meeting through an invitation via emails and flyers

**Section 2 :Special meetings**

Special meetings may be called by the president and two any other members of board members

Or 5 general members submitting written request to the general secretary

Previous notice of the special notice of the special meeting shall be sent to members 7 days prior to the meeting by phone call or via Email.

**Section 3: quorum**

Half the number of board of members plus 1 constitutes a quorum

# **Article 6: Board of Members**

**Section 1 : Membership**

Board of members shall consist of officers in office and a representative(leader) from each willing country in Africa has to nominate their representative into the organization

Each country gets to pick only one member.

**Section 2 : Duties**

* The board of members shall be to transact business between meetings in preparation for general meeting
* Create standing rules
* Submit budget to the members
* Approve routine bills
* Prepare reports and recommendation to membership

**Section 3 : Meetings**

Regular meetings shall be held monthly on the same day same time same time determined by the board

Special meeting may be called by any 8 board members with 24 hours notice.

**Section 4: quorum**

Half the number of board of members plus 1 constitutes a quorum

# **Article 7 : committees**

**Section** 1**. Membership**.

Committees may consist of members and board members, with the president acting as an ex officio member of all committees.

**Section 2.** **Standing Committees**.

The following committees shall be held by the organization: Fundraising, Hospitality, Membership, Communications, Arts and Enrichment, Family Events, Nominating, and Auditing.

**Section 3**. **Additional Committees.**

The board may appoint additional committees as needed.

# **Article 8 : Finances**

The movement is an independent organization that does not rely on donations and government grands however our primary source of income comes from;

* Membership registration fees
* Donations from within or outside the organization
* Government grants for youth empowerment
* Investments approved by the board of members

**Section 1**

A tentative budget shall be drafted in the fall for each year and approved by a majority vote of the members present.

**Section 2**

The treasurer shall keep accurate records of any disbursements, income, and bank account information.

**Section 3**

The board shall approve all expenses of the organization.

**Section 4**

Two authorized signatures shall be required on each check over the amount of $500. Authorized signers shall be the president, treasurer, and general secretary

**Section 5**.

The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

**Section 6**

.Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership’s approval, spent for the benefit of the organization.

# **Article 9 : Standing rules**

Standing rules may be approved by the board of members and secretary shall keep a record of the standing rules for the future reference

# **Article 10 : Dissolution**

The organization may be dissolved with a previous notice (14 days of calendar) and two-thirds vote of those present in the meeting.

# **Article 11 : Amendments**

These bylaws may be amended at any regular or special meeting provided that a previous notice was given prior to the meeting sent to all members of the movement by the general secretary notice sent via email

Amendments will be approved by two-thirds of present votes (assuming quorum).

# **Article 12 : Conflict of interest policy.**

**Section 1. Purpose**.

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2. Definitions.**

Interested Person. Any president ,deputy president or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

1. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
2. An ownership or investment interest in any entity with which

the organization has a transaction or arrangement;

1. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
2. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Section 3. Procedures.**

1. Duty To Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

1. Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during

**Section 4. Records of Proceedings**. The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation.**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member’s compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member’s compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Annual Statements**.

Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

* Has received a copy of the conflict of interest policy;
* Has read and understood the policy;
* Has agreed to comply with the policy; and
* Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

**Section 7. Periodic Reviews**.

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm’s length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

**Section 8. Use of Outside Experts**. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.