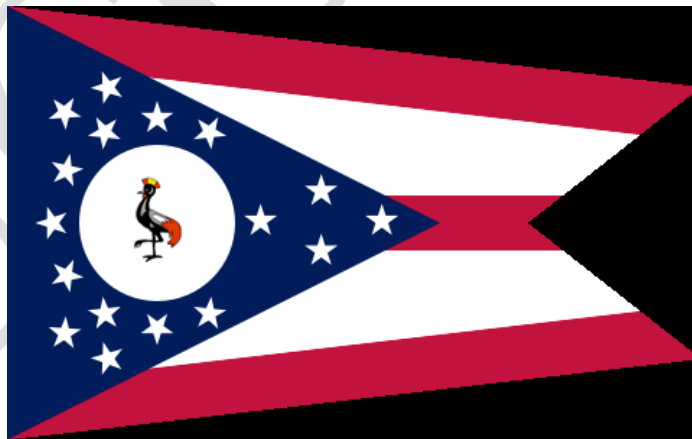


UGOHIO CRESTED CRANES ASSOCIATION

UgOhio Crested Cranes (UCC) Association Bylaws



OCTOBER 6N 2012

BYLAWS
OF
UGOHIO CRESTED CRANES ASSOCIATION ORG

ARTICLE I – NAME AND LOCATION

The name of this organization shall be the UGOHIO CRESTED CRANES (UCC) Association and its principal place of business shall be in Columbus, Ohio

ARTICLE II – PURPOSE

The purpose of this Association shall be:

- to foster unity and cooperation among members in Columbus and surrounding cities
- to promote and sustain the Ugandan culture, and assist in the development of individual members in career opportunities and education
- to address challenges amongst members
- to identify opportunities for development in Uganda
- for exclusively charitable, cultural and educational purposes

ARTICLE III – MEMBERSHIP

Membership in the Association is open to a natural person who is eighteen years old or older and their minor dependents, supporting the objectives of the Association

ARTICLE IV. – DUES

All members shall pay a non-refundable one-time membership entry fee of 75 dollars.

And all members shall pay association annual subscription dues. The UCC association subscription dues shall be established by vote of the membership at the annual meeting.

For 2013, the UCC association annual subscription dues will be 100 dollars.

ARTICLE V. – MEETINGS AND VOTE

Section 1. Annual Meeting. The Association shall hold an annual meeting for the election of directors and the transaction of business that may properly come before the membership. The directors will determine the place and time of the annual meeting.

Section 2. Special Meetings. Special meetings may be called at any time by a 2/3 vote of the Association Executive committee of directors at such time and place as the Association Executive committee directs.

Section 3. Meeting Notice. Notice of any meeting shall be sent to all members at their last known email address at least fifteen days prior to the date of the meeting.

Section 4. Quorum. In the event a quorum is not present at any meeting, the members may adjourn the meeting to a later date without further notice. A quorum shall consist of 25% of the total number of the association members.

Section 5. Voting. Each member is entitled to one vote, with voting governed by parliamentary procedure according to Robert's Rules of Order. Members may vote by email (registered email on record), ballot sent to the Secretary on amendments to these By-Laws, on assessments, and on any other email balloting of the membership.

ARTICLE VI – OFFICERS

Section 1: Executive committee. The business of this Association shall be conducted by an Executive committee. The Executive committee will consist of the Chairman, Vice Chairman, Treasurer, Secretary, and three Support council members.

Section 2: Election and Term of Office. The Executive committee shall be elected from the association members. The committee officers shall be elected at the annual meeting: a Chairman, Vice Chairman, Treasurer, Secretary and 12 Support Officers. All Officers shall serve for 2 years or until a successor is elected.

Section 3. Vacancies. The Executive committee shall fill by appointment any vacancy occurring in its membership, such appointment holding until the next annual meeting, when the members shall fill unexpired terms by election.

Section 4. Quorum. Attendance by 25 percent of the Executive committee shall constitute a quorum at any meeting of the Association. The act of a majority of the officers present at a meeting at which a quorum is present shall be the act of the Executive committee.

Section 5. Conflict of Interest. Any officer is expected to disclose any conflict of interest ahead of any committee activity. In the determination of a quorum of the directors, or in voting, the adverse interest of an officer shall not disqualify the director or invalidate his or vote.

Section 6. Removal. Any officer may be removed from the committee due to unsatisfactory service or non-performance of duty by a two-thirds vote of the remaining members of the Executive committee.

Section 7. Compensation. No officers or director shall receive any salary or payment for his services.

ARTICLE VII – DUTIES OF OFFICERS

Section 1. Management of Business. The Executive committee shall have general supervision and control of the business and affairs of the Association, and shall make all necessary rules and regulations consistent with the law, or the by-laws of this Association, or the Certificate of Incorporation, for the management of the Association. It shall be their duty to require proper records to be kept of all business transactions.

Section 2. Bonds

A blanket crime policy shall protect the Association in the event of misappropriation of funds, embezzlement or fraud. The Association shall pay the cost of said bond.

Section 3. Meetings

The Executive committee shall meet once each month at such time as they may agree upon. The Chairman or two officers may convene a meeting of the officers at any time. Notice of such meeting shall be communicated to each director not less than 24 hours before the meeting is to take place, provided that meetings of the directors may be held at any time, without formal notice, if all directors are present, or those absent have waived notice or have signified their consent to the meeting being held in their absence.

Section 4. Annual Audits

At least once in each fiscal year the Executive committee shall have an audit made of the books of the Treasurer and the report of this auditor or auditing committee shall be submitted to the members of the Association at their annual meeting. Two non- Executive committee members shall be selected or volunteer to audit the books.

Section 5. Chairman

The Chairman shall preside over all meetings of the Association and of the Executive committee, sign as Chairman with the Secretary, all notes, contracts, conveyances, agreements, and other instruments requiring such signatures, call special meetings of the Association and of the Executive committee, and perform all acts and duties usually required of an executive and presiding officer.

Section 6. Vice Chairman

The Vice Chairman shall be vested with all the powers of the Chairman in the Chairman's absence. In the absence of both aforementioned, the Secretary shall preside over the business of the association. The Vice Chairman shall be vested with all the powers of the Chairman in his absence or disability, shall generally be in charge of all committee work, and shall perform other duties as shall be prescribed by the Executive committee

Section 7. Treasurer

The Treasurer shall:

- a. be the custodian of the permanent funds and securities of the Association; shall keep or cause to be kept a full and complete record of all receipts and disbursements
- b. pay out money upon the approval of the Executive committee and with the joint signature of the Chairman, Secretary and Treasurer
- c. deposit all money and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Executive committee
- d. sign as Treasurer with the Chairman, all notes, contracts, conveyances, agreements, and other instruments requiring such signature
- e. shall present a report of receipts and disbursements at each meeting of the Board
- f. shall present a yearly financial summary at each annual meeting.

Section 8. Secretary. The Secretary shall:

- a. keep a complete record of all meetings of the Association and of the Executive committee;
- b. serve all notices required by law and by these By-laws;
- c. keep a complete record of all business of the Association and make a full report of all matters and business pertaining to his office to the members at the annual meeting;
- d. make all reports required by law and perform such other duties as may be required of him by the Association or by the Executive committee

Section 9. Support Officers. The Association shall have 12 Support Officers. Three of the Support officers shall be selected by the Chairman to serve on the Executive committee.

ARTICLE VIII – FINANCIAL MATTERS

Section 1. Contracts. Except as otherwise provided in these By-laws, the Executive committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association and such authority may be general or confined to specific business. No debts shall be contracted against the Association except by order of the Executive committee or persons specifically authorized by the Executive committee.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and all notes, bonds or other evidence of indebtedness issued in the name of the Association shall be jointly signed in the name of the Association by two officers. The chairman and treasurer shall be principle joint signatories on any disbursement of funds.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the association in such bank or banks as the Executive committee may select.

Section 4. Fiscal Year. The fiscal year of the Association shall run from January 1 through December 31.

Section 5. Accounting System and Reports. The Executive committee shall cause to be established and maintained, in accordance with generally accepted principles of accounting.

Section 6. Non-Liability for Debts. No member shall be liable or responsible for any debts or liabilities of the Association. The private property of the members shall be exempt from execution or liability for any debt of the Association.

ARTICLE IX – COMMITTEES

Section 1. The Executive committee shall consist of the Association Chairman, Vice Chairman, Treasurer, Secretary and 4 Support officers to make day-to-day business decisions of the UCC Association. This committee shall have full authority to manage the affairs of the Association between meetings of the Board, subject to review and change of actions taken by the Executive committee provided that no vested rights of third parties shall be adversely affected thereby.

Section 2. Any member of the Executive Committee who is unable to attend a meeting therefore may name any director to serve in his stead with full authority in such meeting.

Section 3. The Chairman (or in his absence the Vice Chairman) may call meetings of the Executive Committee upon 24 hours' notice and meetings may be held at any time upon waiver of notice.

Note: While it is recommended that at least one Executive committee member be on each of the following committees, participation should not be limited to Executive committee members. This committee work provides an excellent opportunity for non-Executive committee members of the Association to become involved. The chairman of each committee need not be a Executive committee member either.

Section 6. Finance Committee. It shall be the duty of the Finance Committee to submit to the Executive committee from time to time as may be necessary a budget of the probable expenditures of the Association, and to recommend ways and means of raising funds to meet expenses. The committee should also be involved in helping the Association Vice Chairman of Finance and Association executive committee in their budgeting duties and cash flow planning. The Executive committee shall approve the association's annual budget during the first quarter of the calendar year per the recommendation of the Finance Committee.

Section 7. Ad Hoc Committee. The Chairman may establish ad hoc committees at any time from the Executive committee and the 12 Support Officers to server a specific purpose.

Section 8. Great African Award Committee. The Great African Award Committee shall facilitate the Great African Award process. They shall request nominations at a Association Annual meeting, review nominations submitted by the active membership, select a recipient, and arrange for presentation of the award. The committee shall prepare a summary paragraph of the recipient's qualifications for entry in the Great African Award Book.

Note: Procedure for selection of the Great African Award winner shall be outlined by the UCC Association Executive committee in the Members Benefits guidelines that are established for the year.

ARTICLE X – POWER TO AMEND BY-LAWS

The Executive committee of Directors shall have the power to initiate action to alter, amend and /or appeal these Bylaws or adopt new Bylaws, except that any such alteration, amendment, repeal or adoption must first be approved by an affirmative vote of two-thirds (2/3) of members present at a regular meeting, with respect to which notice of such purpose has been given to members.

ARTICLE XI – DISSOLUTION

After fulfillment of the requirements of the law on dissolution or after discontinuance of business and payment of debts, any surplus shall be transferred as a gift to charity organization in Uganda, or shall be distributed for charitable purposes related to the purposes stated herein.

ARTICLE XII – INDEMNIFICATION

This Association shall, to the full extent permitted by law, indemnify any director or officer of this Association against expenses including attorney's fees, judgments, fines and amounts paid in settlement reasonably incurred in the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer of this Association, except in matters in which it is finally adjudged in such action, suit or proceeding that he is liable for negligence or willful misconduct in the performance of his association duties.

