

Kenya Scholars and Studies Association (KESSA) Bylaws

PREAMBLE

Kenya Scholars and Studies Association (KESSA) is an independent nonprofit professional Association established in the United States for the purpose of uniting and promoting scholarly and research work in the Republic of Kenya. Its membership is drawn from all disciplines and persuasions.

ARTICLE I: THE NAME OF THE ASSOCIATION:

The name of the Association shall be the Kenya Scholars and Studies Association, herein referred to as KESSA.

ARTICLE II: PURPOSE:

KESSA seeks to unite and promote scholarly exchange among intellectuals and researchers from Kenya or with an interest in the country. The specific aims of KESSA are:

- A.** To promote scholarly research in or about Kenya in all scholarly disciplines and persuasions
- B.** To promote and facilitate cooperation through the exchange of ideas and meaningful dialogue among groups and/or persons engaged in research on Kenya.
- C.** To encourage the dissemination of information, publication and other scholarly work on Kenya.
- D.** To organize workshop panels, discussions, symposia, and conferences on Kenya

ARTICLE III: MEMBERSHIP:

Membership shall be open to all Kenyan scholars and other scholars and researchers with interest in Kenya irrespective of race, color, sex, age, religion, ideology, political affiliation, nationality, sexual orientation or handicap.

There shall be three types of membership:

1. **Regular Members:** Regular Members shall consist of Kenyan-born and/or naturalized Kenyans.
2. **Associate Members:** Associate Membership shall, upon application, be conferred to non-Kenyans with research interest in Kenya.
3. **Honorary Members:** Honorary Members shall consist of distinguished individuals upon whom the Association wishes to confer membership.

ARTICLE IV: STRUCTURE AND COMPOSITION:

The Association shall be composed of:

- (I) The **General Assembly** that shall consist of all members of the Association.
- (II) The **Executive Council** that shall be composed of the following elected officers:
 - a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
- (III) The **Governing Council** that shall consist of the Executive Council and Five Regional Representatives: four from the US and one from Canada. The four US Regional Representatives shall be elected officers drawn from the four time zones of the conterminous United States – Eastern, Central, Mountain and Pacific.

ARTICLE V: DUTIES AND RESPONSIBILITIES:

Part 1. The General Assembly

Shall consist of all bona fide Regular and Associate members of KESSA. The bona fide members shall (i) pay in full all annual membership dues and any other fees accruing, (ii) attend Association meetings when convened by the Executive Council and Governing Council, (iii) volunteer to serve as members of the Executive Council and Governing Council and (iv) elect members of the Executive Council and Governing Council on a regular basis as outlined in the constitution.

Part 2. The Executive Council

1. Shall manage the daily business of the Association

Section (A): President

The President shall (i) be the Chief Executive Officer of the Association, (ii) convene and preside over meetings of the Executive Council, the Governing Council, and the annual business meetings of the Association (iii) supervise and manage all the business and affairs of the Association (iv) have authority and power, in the name of the Association, to sign checks, drafts, notes, and orders for the payment of money by the Association (v) in consultation with the Executive Council, seek and enter into affiliations with complementary Associations (vi) nominate the Editor of the Association's Journal and other publications and the coordinator of the internet listserv, all of whom shall be confirmed by a vote of the Governing Council and, (vii) designate committees as she/he deems necessary to carry out specific duties related to the activities of the Association -- such committees and their appointed heads shall dissolve immediately after their specific duties have been accomplished.

Section (B): Vice President

The Vice President shall (i) in the absence, disability or delegation by the President, perform the duties and exercise the authority and power of the President, (ii) serve as the Association's publicity officer and, (iii) coordinate the Regional Representatives.

Section (C): Secretary

The Secretary shall (i) be the Public Relations (PR) officer of the Association, (ii) record the minutes of Executive Council, the Governing Council, and regular business meetings of the Association (iii) distribute the minutes and agenda to the membership as needed (iv) keep current the official membership list which names all members of record and (v) perform any other duties which are delegated by members of the Executive Council and the Governing Council.

Section (D): Treasurer

The Treasurer shall be the Chief Custodian for all funds, assets and other valuable documents of the Association. In consultation with the President he/she shall (i) have authority and power to endorse, on behalf of the Association, checks, notes, and other obligations, and deposit of the same to the credit of the Association in such bank or banks as the Executive Council may designate, and (ii) record the income and expenditures of the Association and give a full written report of all monies received and paid out at the annual business meeting of the Association.

Part 3. The Governing Council

Shall (i) comprise of the Executive Council and five Regional Representatives of the Association, (ii) ensure smooth transition of the Executive Council, (iii) fill vacancies on the Executive Council, (iv) remove any member of the Executive Council who violates the Association's by-laws, (v) vet membership of the Association and (vi) shall publicize the Association and help host its annual conferences.

Section (A): The Regional Representatives

The five Regional Representatives of the Association shall be elected officers drawn from the General Assembly and shall assist the Executive Council in the management of the Association, organizing and promoting the Association's events, and in discharging other duties as designated by the President and the Executive Council.

ARTICLE VI: ELECTIONS

Section A: Election Procedures

1. Executive Council and Governing Council elections shall be held at alternate annual meetings of the Association. Candidates for office shall submit brief statements for publication in the last newsletter preceding the annual meeting. In case extenuating circumstances make it difficult to disseminate the newsletter before the elections, candidates for office can present their statements orally before the General Assembly.
2. Any duly paid Regular member of the General Assembly may nominate him/herself or somebody else for any office of the Executive Council and Governing Council provided the nominee's consent is secured ahead of time.
3. Voting for Members of the Executive Council and Governing Council shall be by secret ballot. In the event that a member of the General Assembly cannot make it to the annual general meeting, he/she can vote by written proxy or absentee ballot.
4. For the transaction of normal business and the election of officers of the Executive Council and Governing Council, a simple majority vote by members of record present and by proxy shall suffice.
5. Changes to the By-Laws of the Association or removal of a member of the Executive Council at an annual meeting, a vote by two-thirds of the Regular dues-paying members of record is required. Any other action to be taken by vote of the members shall be authorized by a majority of the votes cast at a meeting by the members on record.
6. Each duly paid member of the Association shall be entitled to one vote on each matter submitted to a vote by members of the Executive Council or Governing Council or General Assembly.

Section B: Election to Executive Council and Governing Council

1. Members of the Executive Council and Governing Council must be duly paid members of the Association
2. Members of the Executive Council and Governing Council shall be elected by simple majority by duly paid members of the Regular General Assembly.
3. Council and Governing Council elections shall be held every two years.
4. Only Regular members of the Association can serve on the Executive Council. No member can run for Executive Council office prior to being a member of the Association for at least one calendar year.

Section C: Vacancies on the Executive Council and Governing Council

1. Any Executive Council or Governing Council member may resign at any time provided such a resignation is made in writing and with sufficient notice to his/her respective council. The President and Treasurer can only resign after rendering a satisfactory financial statement. Any Executive Council member may be removed by a vote of two-thirds majority of the members of record.
2. In the event that an Executive Council member is unable to effectively execute his/her duties or resigns or is removed, the Governing Council shall declare the position vacant and nominate one of its members to hold office

- on interim basis until the next special or general meeting; except in the case of the President who shall be succeeded by the Vice President.
3. If a Regional Representative is unable to effectively execute his or her duties, the Executive Council, in consultation with the Governing Council, shall declare the position vacant and nominate one of its General Assembly members to hold office on interim basis until the next special or general meeting.
 4. Special elections may be held sooner to fill vacancies on either the Executive Council or Governing Council due to unexpected departures of officer(s) for any number of reasons including voluntary resignation or removal from office.
 5. Any interim appointee shall hold such office for the unexpired term and until a successor is nominated or elected. An interim appointee may stand for office at the end of the unexpired term and will begin a regular term upon election at the annual meeting.
 6. Any member of the Executive Council can be removed if his/her actions are not in the interest of the Association

Section D. Term Limits

1. All members of the Executive Council shall serve for a term of two years and can serve up to a maximum of two consecutive terms. The two-year term begins upon the election of the officer by the members at the annual meeting.

ARTICLE VII: MEETINGS:

Section 1. A meeting of the General Assembly shall be held annually.

Section 2. The President of the Association or the Executive Council shall convene regular and special meetings of the General Assembly. The notice for such special meetings shall state the purpose thereof.

Section 3. The Executive Council shall give a full report of the state of the Association at the annual business meeting of the Association

ARTICLE VIII: DUES

Section 1. Membership Fees

- (a) Regular and Associate members shall pay an annual membership fee of US\$50
- (b) Student annual membership fee shall be US\$25

ARTICLE IX: AMENDMENT AND REPEAL OF BY-LAWS:

Section 1. These by-laws may be amended, repealed, or adopted by two-thirds of the dues-paying members, either by mail vote or by vote at the annual meeting.

Section 2. Any member of the General Assembly can submit changes to the by-laws provided such proposals are submitted and published in the last newsletter preceding the annual meeting.

ARTICLE X: ACCOUNTS AND EXPENDITURE:

Section 1. KESSA funds shall be used for official business only. Unauthorized use of organizational funds for any other purpose is prohibited and punishable by law.