

## 2022 Bylaws

# KENYA SCHOLARS AND STUDIES ASSOCIATION (KESSA)

### PREAMBLE

Kenya Scholars and Studies Association (KESSA) is an independent nonprofit professional association established in the United States for the exclusive purpose of advancing scholarly, scientific, and research work about and/or on 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

- A. To promote scholarly, scientific and research work 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 scholarly, scientific, and research on Kenya.
- C. To encourage and facilitate the dissemination of information, publications, and other scholarly works on Kenya.
- D. To organize workshop panels, discussions, symposia, and conferences on Kenya
- E. To raise funds in support of the above activities

### ARTICLE III: MEMBERSHIP

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

Three membership options are available:

- A) **Regular Member:** Regular Members shall consist of any professional or career person in good standing within the community he or she resides in.
- B) **Associate Member:** Associate Membership shall, upon application, be conferred to any student registered in an accredited learning institution.

- C) **Honorary Member:** Honorary Members shall consist of distinguished individuals or entities upon whom the Association wishes to confer membership, but shall have no voting power.

#### **ARTICLE IV: STRUCTURE AND COMPOSITION**

The Association shall be composed of:

The **General Assembly:** Consists of all members of the Association (Regular, Associate, Honorary).

The **Executive Council:** Composed of the following elected officers:

President  
Vice President  
Secretary  
Treasurer

The Governing Council: Consists of the Executive Council members, one Regional Representative from the defined geographic regions in the USA, one Country representative from Canada and one from Kenya, the Editor and Associate Editor of Kenya studies Review, and one student representative. The US Regional Representatives shall be elected officers drawn from the five regions of the contiguous United States – Northeast, Southwest, Southeast, West, and Midwest Region. The five Regional Representatives of the Association shall be elected officers drawn from the General Assembly.

#### **ARTICLE V: DUTIES AND RESPONSIBILITIES**

##### **Part 1. The General Assembly**

Shall consist of all bona fide Regular, Associate, and Honorary members of KESSA. The bona fide members shall, where applicable:

- (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 for elective opportunities to serve as members of the Executive Council and Governing Council, and
- (iv) elect members of the Executive Council and Governing Council.

##### **Part 2. The Executive Council**

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 conference and 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 or partnerships,
- (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 the 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 of 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:

- ii) 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, record the income and expenditures

- of the Association and give a full written report of all monies received and paid out at the annual conference and business meetings of the Association, and
- iii) present a financial status report at the General Assembly meeting and the Governing Council meeting upon request.

### **Part 3. The Governing Council**

Shall:

- (i) comprise of the Executive Council, five Regional Representatives of the Association, a representative from Kenya, a representative from Canada and a student representative
- (ii) ensure a smooth transition of the Governing Council and Executive Council,
- (iii) Coordinate the filling of vacancies on the Governing Council & Executive Council,
- (iv) remove any member of the Governing Council & Executive Council who violates the Association's by-laws,
- (v) vet membership of the Association,
- (vi) plan and coordinate the annual conference, and
- (vii) shall publicize the Association.

### **Part 4: 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 managing the Association, organizing and promoting the Association's events, and discharging other duties as designated by the President and the Executive Council.

## **ARTICLE VI: ELECTIONS**

### **Section A: Elections Procedures**

- i. The election of the officers for the Executive Council and Governing Council elections shall be held at the annual meetings of the Association. The officers' elections shall be staggered, with the President, Secretary, Southeast representative, West Regional Representative, and Student Representative elected every odd year. The officers for the office of Vice President and Treasurer, Northeast Regional Representative, Southwest Regional Representative, and Midwest Regional Representative shall be elected during even-year elections.
- ii. The first election under the 2022 Amended By-Laws shall be conducted at the 2023 Annual General Meeting, and the second shall be held in 2024. Subsequent annual elections shall follow the staggering of offices as outlined in sections (i) above.
- iii. All Executive Council and Regional Representatives officers shall serve for two consecutive 2-year terms. An officer may only serve for a maximum of two

consecutive terms before taking a mandatory two-year absence before s/he can be eligible to vie again for the same office. An seating officer may however run for a different office at any election.

- iv. Candidates for office must be duly paid members of the Association and shall submit brief statements for publication in the last newsletter. In addition, they shall participate in a virtual meet and greet the KESSA members meeting to share their visions and goals preceding the annual meeting. If extenuating circumstances make it difficult to disseminate the newsletter before the elections, candidates for office can present their statements orally before the General Assembly.
- v. Any duly paid up Regular or Associate member of the General Assembly may nominate him/herself or somebody else for the candidacy of any office of the Executive Council and Regional Representative (Governing Council) provided the nominee's consent is secured ahead of time. Only duly paid members of the Association may be nominted.
- vi. Voting for Members of the Executive Council and Governing Council shall be by secret ballot. If a member of the General Assembly cannot make it to the annual general meeting, he/she can vote by written proxy or absentee ballot, or electronic voting if available and so possible.
- vii. For the transaction of normal business and the election of the Executive Council and Governing Council officers, a simple majority vote by members of record present (or virtually) and by proxy shall suffice.
- viii. For 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 bona fide regular and associate members of record is required. Any other action to be taken by vote of the members shall be authorized by a simple majority of the votes cast at a meeting by the members on record.
- ix. 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**

Members of the Executive Council and Governing Council must be duly paid members of the Association

Members of the Executive Council and Governing Council shall be elected by a simple majority by duly paid members of the Regular General Assembly.

Council and Governing Council elections shall be held every two years.

Only Regular members of the Association can serve on the Executive Council. No member can run for Executive Council office before being a member of the Association

for at least one calendar year.

### **Section C: Vacancies on the Executive Council and Governing Council**

- i. Any Executive Council or Governing Council member may resign at any time provided such 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 with a two-thirds majority of the members of record at the annual General Assembly or a specially convened Special General Assembly.
- ii. If 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 an interim basis until the next special or general meeting; except in the case of the President who shall be succeeded by the Vice President until the end of the current term.
- iii. 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
- iv. position vacant and nominate one of its General Assembly members to hold office on an interim basis until the next special or general meeting.
- v. 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. Officer elected to fill a vacant position shall serve for the remainder of the term and may be re-elected in line with the election rules (a) (iv) above.
- vi. 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.
- vii. 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**

All members of the Executive Council may serve for two consecutive 2-year terms if elected as such, before taking a mandatory two-year absence and then become eligible to vie again for any Executive or Governing Council position.

## **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 conference and business meetings of the Association

## **ARTICLE VIII: DUES**

### **Section 1. Membership Fees**

- (a) Regular members (professionals & career persons) shall pay an annual membership fee of US\$50
- (b) Associate (Student) annual membership fee shall be US\$25
- (c) Honorary membership shall be free

## **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 special or 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 EXPENDITURES:**

**Section 1.** KESSA funds shall be used for official business only. Unauthorized use of organizational funds for any other purpose is prohibited and shall be pursued to the full extent of the law.

## **ARTICLE XI: DISSOLUTION AND DISPOSAL OF ASSETS:**

**Section 1.** If KESSA elects to dissolve itself, the Executive Council shall dispose of the remaining assets of the association by distributing them to another nonprofit organization with similar objectives. Such dissolution and disposal of assets shall follow the procedures outlined in the Ohio Revised Code Chapter 1702.47 (Voluntary

Dissolution), 1702.48 (Public notice of voluntary dissolution), and 1702.49 (Winding up or obtaining reinstatement - powers and duties of directors). Ohio Revised Code Chapter 1702: Nonprofit Corporation Law is available online at: <http://codes.ohio.gov/orc/1702>