

**BY-LAWS  
OF  
WEST MICHIGAN KENYANS (WMK)**

**ARTICLE I:  
NAME**

The name of the organization is West Michigan Kenyans (WMK). The organization has not been formed for the purpose of making any profit or any personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support or oppose a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c) of Internal Revenue Code.

**ARTICLE II  
MISSION STATEMENT**

West Michigan Kenyans (WMK) exists to bring together the West Michigan Kenyans and friends of Kenya to form a productive community both socially and economically and to foster a stronger support system for the general welfare of all Kenyans. We will seek to promote unity amongst Kenyans in West Michigan and to create a spirit of patriotism to encourage active participation in the affairs of West Michigan and our country, Kenya.

**ARTICLE III  
VALUES STATEMENT**

We shall be the proud representatives of the face of Kenya in West Michigan and US community at large. WMK is a non-tribal, non-partisan, and non-religious group that will encourage membership from every social, economic and professional back ground of all Kenyan immigrants living in West Michigan. We shall always strive to promote unity among Kenyans, creating best relationships and liaisons with our local West Michigan communities for the welfare of our members.

WMK will achieve and live its values by:

- a) Organizing events that will promote our heritage bring together Kenyans and friends of Kenya in West Michigan as well as other African community members through cultural and knowledge exchange.
- b) Providing a much smoother settlement for new Kenyan immigrants through easy connection to resources such as job opportunities, housing, college information and contacts for entertainment and community connections.
- c) Building a reliable network and support system with the best interest of our Kenyan community and matters that affect members here and back in Kenya.
- d) We shall occasionally invite guest speakers like government officials, religious leaders, academicians, businessmen, and or any subject matter experts to inform us on issues that concern us.
- e) WMK shall collaborate with similar Kenyan communities and the diaspora across the country to learn how we can improve and enhance the welfare of our members.
- f) WMK will conduct and participate in our local community outreach activities through charitable and volunteer events

#### **ARTICLE IV**

#### **MEMBERSHIP**

West Michigan Kenyans is open to all people of Kenya, their Spouses, children and friends of Kenya living in West Michigan. The West Michigan Kenyans shall not discriminate against any individuals for reasons of race, national origin, color, religion, gender, age, veteran status, sexual orientation and/or disability. There will be an annual membership fee of twenty dollars. Membership will be accepted all year round.

**ARTICLE V**  
**MEETINGS**

Annual Meeting: An annual members meeting shall be held once each calendar year for the purpose of electing local branch office bearers. At the annual meeting members shall review the previous year's business and approve the budget for the new fiscal year. Every other year at the annual meeting members will elect directors. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Special Meetings: Special meetings maybe requested by the President or the Board of Directors.

Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be emailed or mailed to all members of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective at the time the email was sent or when the mail was deposited in ordinary U.S. Mail, properly addressed, with postage prepaid.

Place of Meeting: All meetings shall be held at a place designated by the Board of Directors or as indicated in the meeting notice.

Quorum: A majority of the members shall constitute a quorum at a meeting. In the absence of a quorum, a majority may adjourn the meeting to another time. Another email shall be sent out to all concerned informing them of the new date, place and time of meeting. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. Those present at a meeting represented by a quorum may continue to transact business until adjournment, even if the absence of some members results in representation of less than a quorum.

**ARTICLE VI**

## **BOARD OF GOVERNORS**

West Michigan Kenyans is governed by a Board of Directors chaired by the Chairperson. The Board of Directors shall consist of the Chairman and three or four members. The duties and responsibilities of the Board of Directors are to oversee the operations of the organization. The Board of Directors shall meet quarterly but meetings shall be subject to changes deemed necessary by the President. Written notification of time and place will be sent by the Secretary General at the intervals of a month out, fourteen (14) days, and seven in advance of the meeting. Roberts' Rules of Order shall be the law of procedure at Board meetings. The vote of a majority of the directors present at a properly called meeting shall be the act of the Board of Directors, unless the vote of a greater number is required by law or one of these by-laws for a particular resolution. The Board of Directors shall keep written minutes of its proceedings in its permanent records.

### **Executive Officers**

The officers of the organization shall consist of the following:

- a) The President – Board Chair
- b) Vice President
- c) The Secretary General
- d) Assistant Secretary
- e) The Treasurer
- f) Assistant Treasurer
- g) Director of Public Relations
- h) Women Affairs Coordinator
- i) Events Director

The Board of directors shall be elected for two-year terms, renewable once for a maximum of four consecutive years. The Board of Directors may, in addition to the officers provided in the by-laws, appoint or provide for the election of such assistants and

officers as it may deem necessary. Any officer so provided for may be removed at will by action of the appointed body.

**B. Current Board of Directors**

Fridah Kanini – The President

Winnie PuffPaff – The Secretary General

Muli Muthiani – The Treasurer

Daudi Mbuta – Board Member

**ARTICLE VII**

**Board Member Attendance and Vacancies**

An elected Board Member who is absent from 4 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Board Chair his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed 4 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board. Any vacancy on the Board may be filled by vote of a two-thirds majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**ARTICLE VIII**

**OFFICERS AND RESPONSIBILITIES**

The Board of Directors is responsible for the implementation of the Mission Statement, policy formation and fiduciary for WMK assets and money.

The President is responsible for creating, communicating, and implementing the organization's vision, mission and overall direction. The President will lead the development and implementation of the organization's strategic plan. The President shall be the presiding officer at the business sessions of the Corporation.

The Vice President shall in the absence or disability of the President perform the duties and functions of the President's office, and in addition thereto, such other duties as the Board of Directors or President shall prescribe.

The Secretary General is responsible for management and administrative services as directed by the Board. The Secretary shall be responsible for the safekeeping, supervision and usage of the corporate papers, seals and other official documents of the organization. The Secretary shall be responsible for the recording of all meetings of the Board of Directors and shall be responsible for the sending of such minutes to members in accordance with the vote of the Board of Directors. The Secretary shall be responsible for proper notification of all meetings.

The Assistant Secretary General shall in the absence or disability of the Secretary General perform the duties and functions of the Secretary General's office, and in addition thereto, such other duties as the Board of Directors shall prescribe.

The Treasurer shall have custody of the corporate funds and securities of the Corporation. These shall be kept, disbursed and accounted for in accordance with the procedures set up by the Board of Directors. The Treasurer shall receive, review and file the audited financial reports of projects involving finances and call to the attention of the Board any irregularities.

The Assistant Treasurer shall in the absence or disability of the Treasurer perform the duties and functions of the Treasurer's office, and in addition thereto, such other duties as the Board of Directors shall prescribe.

The Director of Public relations is responsible for communication to build, maintain and manage the reputation of West Michigan Kenyans. As such this director will be responsible for: preparing and supervising the production of publicity brochures,

handouts, direct mail leaflets, and promotional publications. This director is responsible for maintaining and updating information on the West Michigan Kenyans' website. The Director of Public relations is responsible for organizing public events. The Director will lead liaisons connections with other Kenyan communities in the diaspora and the local West Michigan communities.

The Women Affairs Coordinator shall be responsible for coordinating and overseeing the issues affecting women. This can be accomplished by maintaining an active team to coordinate such activities.

The Events Director will oversee the smooth running of overall WMK events by mobilizing people, communicating, delegating duties and working with specific designated events coordinators to execute spectacular events.

The Board of Directors may build staff for the administration and management of projects and Business Affairs as they deem appropriate. The Administrative Secretary shall nominate people for administrative staff positions to be confirmed by the Board of Directors.

## **ARTICLE IX POLICIES**

West Michigan Kenyans board of directors will adopt policies to guide the standard operating procedures of the organization. Each WMK member is responsible for understanding all the policies of the organization.

## **ARTICLE X CONFLICT OF INTEREST**

No board member shall utilize WMK funds and assets for personal gain. Each WMK board member shall disclose to the Board President any transaction where there is a potential for conflict of interest. Conflict of interest ruling shall be made by the full Board

of Directors. Such a member shall be excused from the named conflict of interest decision. The Board of Directors minutes shall reflect that the conflict of interest was disclosed, that the interested member was not present during the deliberation on the matter, and did not vote.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year for this corporation/organization shall end December 31.

## **ARTICLE XII**

### **AMENDMENT TO BYLAWS**

These By-Laws may be amended, altered, or repealed by a two-thirds vote of any duly called meeting providing written notice of meeting and proposed by-law changes has been given to each member of the Board thirty days in advance of said meeting.

## **ARTICLE XIII**

### **DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors and members given at a special general meeting called for that purpose and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of dissolution the current President and Board of Directors will ensure that all remaining WMK assets are used exclusively for charitable causes approved under the policy of how WMK will meet its values.



**CERTIFICATION**

The President and Secretary of West Michigan Kenyans certify that the foregoing is a true and correct copy of the bylaws of the above-mentioned organization, adopted by the initial Board of Directors on October 26<sup>th</sup> 2014.

\_\_\_\_\_, President

\_\_\_\_\_, Secretary