

ARTICLE ONE

NAME AND OBJECTIVES

Section 1. Name This organization shall be named **Kenya Association of Middle Tennessee** and will operate and be constituted as a registered Not-For-Profit (NFP) corporation in the State of Tennessee, USA. The organization is hereinafter referred to as the corporation.

Section 2. Objectives: The corporation is organized with the exclusive purpose of bringing together Kenyans and Friends of Kenya in Middle Tennessee for the following objectives:-

- a. To create a central point where the Kenyan Community in Nashville and its environs can socialize, network, cater for the welfare of the community and otherwise productively exchange useful information
- b. Develop programs and also provide an environment that will enable Kenyan and Kenyan descended children to build a strong African cultural foundation and identify with the country and its cultural values.
- c. Act as the voice of the Kenyan Community in Middle Tennessee and to represent and articulate the needs of the community.
- d. Network and build friendships and strong working relationships with the friends of Kenya and Africa, as well as other community organizations working on similar issues.
- e. Share the rich heritage of Kenya with the friends of Kenya and Africa in the Nashville area.
- f. Provide a forum to encourage, assist and promote a spirit of entrepreneurship among Kenyans living in the Middle Tennessee area.
- g. Contribute to local and Kenyan community projects wherever possible.

ARTICLE TWO.

OFFICES

The principal office of the corporation shall be located at **113 Rigby Drive, Franklin, TN 37064**. The board of directors shall have the power and authority to establish to relocate the principal office at any time as allowed by law, to other locations within the same city or within the same state.

ARTICLE THREE.

MEETINGS

Section 1. Annual Meeting. The annual meeting of the members shall be held on the **First Saturday** in the month of **June** in each year, beginning with the year 2007, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the annual meeting is not held on fixed date, the Members of the Board shall cause the meeting to be held not later than the end of the month of July of the same year. If the election of officers is not held on the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the Members of the Board shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the Members of the Board, and shall be called by the president at the request of at least seventy-five percent of the members of the organization entitled to vote at the meeting.

Section 3. Place of Meeting. The Members of the Board may designate any place within the State of Tennessee, as the place of holding of such meeting for any annual meeting or for any special meeting called by the board of directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Tennessee, as the place for the holding of such meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be as designated by the board of directors.

Section 4. Notice of Meeting. Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 14 days nor more than 30 days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed or send electronically or through other means provided by the membership, such notice shall be deemed to be delivered when deposited in the United States mail or send through other means, addressed to the members at their address as it appears on the membership books of the organization, with delivery method thereon prepaid. Notice of each meeting shall also be mailed to members not entitled to vote, as herein provided, but lack of such notice shall not affect the legality of any meeting otherwise properly called and noticed.

Section 5. Closing membership Books or Fixing Record Date. For the purpose of determining members entitled to notice of, or to vote at, any meeting of members or any adjournment thereof, or to make a determination of membership for any other proper purpose, the members of the board of the organization may provide that the membership books shall be closed for a stated period, but not to exceed 45 days. If the membership books shall be closed for the purpose of determining members entitled to notice of, or to vote at, a meeting of members, such books shall be closed for at least 30 days immediately preceding such meeting. In lieu of closing the membership books, the board members may fix in advance a date as the record date for any such determination of members, such date in any event to be not more than 30 days, and in case of a meeting of members, not less than 14 days prior to the date on which the particular action requiring such determination of members is to be taken. If the membership books are not closed and no record date is fixed for the determination of members entitled to notice of, or to vote at, a meeting of members, the date that notice of the meeting is mailed, shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the membership books and the stated period of closing has expired.

Section 6. Quorum. A majority of the members of the organization entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a majority of such members are represented at a meeting, a majority of the members in attendance may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. Proxies. At all meetings of members, a member may vote by proxy executed in writing by the members or by duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after two months from the date of its execution unless otherwise provided in the proxy.

Section 8. Voting of Shares. Subject to the provisions of any applicable law, each member entitled to vote, shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

ARTICLE FOUR.

MEMBERS OF THE BOARD

Section 1. General Powers. The business and affairs of the organization shall be managed by its Board Members.

Section 2. Number, Tenure, and Qualifications. The number of Board Members of the organization shall be no less than 3 and not more than 7. Board Members shall be elected at the annual meeting of members, and the term of office of each director shall be two years and until the election and qualification of successors. Board Members have to be residents of the State of Tennessee and be paid-up members of the organization.

Section 3. Regular Meetings. A regular meeting of the board members shall be held without notice other than this bylaw immediately after the annual meeting and at a place the board of directors may from time to time determine. The board members may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the organization or at such other place as the directors may determine in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the president or any *two* Board Members, and shall be held at the principal office of the organization or at such other place as the directors may determine.

Section 5. Notice. Notice of any special meeting shall be given at least *48 hours* before the time fixed for the meeting, by written notice delivered personally or mailed physically or electronically to each Board Member at his or her business address, or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, or by electronic mail so addressed, not less than two days prior to the commencement of the above-stated notice period. If notice is given by email, such notice shall be deemed to be delivered when the email is sent out. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the board members, but if less than such majority is present or by proxy at a meeting, a majority of the board members present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions. The act of the majority of the board members present at a meeting at which a quorum is present shall be the act of the board members unless the act of a greater number is required elsewhere in these By-laws or by law.

Section 8. Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining board members though less than a quorum of the board members. A member of the Board elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any office to be filled by reason of an increase in the number of Board Members shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 9. Compensation. By resolution of the board members, they may be paid their expenses, if any, of attendance at each meeting of the board members, and may be paid a fixed sum for attendance at each meeting of the Board or a stated salary as board member. No such payment shall preclude any board member from serving the organization in any other capacity and receiving compensation therefor.

Section 10. Presumption of Assent. A Board Member of the organization who is present at a meeting of the Board at which action on any organizational matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE FIVE.

OFFICERS

Section 1. Number. The officers of the corporation shall be a president, a vice-president, treasurer, assistant treasurer, secretary, assistant secretary and public relations officer or publicity secretary. Each of these officers shall be elected by a majority vote of the full members of the corporation, every two years at the annual general meeting. Such other officers as may be deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person, except the offices of president, treasurer and secretary.

Section 2. Election and Term of Office. The officers of the organization shall be elected by **fully paid up members of the organization** every two years during the Annual General Meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until he or she resigns or is removed in the manner hereinafter provided. If re-elected, officers can serve a maximum of two (2) 2-year terms.

Section 3. Removal. Any officer or agent elected or appointed by the members of organization may be removed by the Board with communication to the membership whenever in its judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Powers and duties. The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the Board Members. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of the organizations similar in organization and business purposes to Kenya Association of Middle Tennessee.

Section 6. Salaries. The current Board will continue serving voluntarily until a determination is made by membership. If in the future it is determined that compensation for time and effort would be necessary, salaries of the officers shall be fixed from time to time by the Board, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a member of the Board of KAMT.

ARTICLE SIX.

MEMBERS AND SPONSORS

Section 1. Members. The board of directors shall establish and periodically revise classes of members for individual membership in the corporation, taking into account the objectives of the corporation, and shall establish appropriate dues and benefits for each class of members. Currently, the following classes will exist:

Category	Registration Fees (US\$)	Annual Membership Fees (US\$)	Comment(s)
Family	20	100	
Individual	10	50	
Student (18-25 years)	5	10	Valid student ID required
Exceptions to the above rules will be considered by the board on a case-by-case basis			

Section 2. Sponsors. The board of directors shall establish and periodically revise classes of sponsorship for corporate and individual contributions to the Corporation and shall establish appropriate recognition and benefits for each class of sponsors.

ARTICLE SEVEN.

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The board members may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits. All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board may select.

ARTICLE EIGHT.

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of June of each year and end at midnight on the last day of May of the following year.

ARTICLE NINE.

SEAL

The Board shall provide an organizational seal, which shall be circular in form and shall have inscribed thereon the initials of the organization and the state of incorporation and the words "Corporate Seal." The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the board of directors.

ARTICLE TEN.

WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these bylaws or under the provisions of the *articles or certificate* of incorporation or under the provisions of law, a waiver thereof in

writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN.

AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board at any regular or special meeting of the board; provided, however, that the number of directors shall not be increased or decreased nor shall the provisions of Article Two, concerning the members, be substantially altered without the prior approval of the members at a regular or special meeting of the members, or by written consent. Changes in and additions to the bylaws by the board of directors shall be reported to the members at their next regular meeting and shall be subject to the approval or disapproval of the members at such meeting. If no action is then taken by the members on a change in or addition to the bylaws, such change or addition shall be deemed to be fully approved and ratified by the members.