

# **Bylaws of The Empowerment, Relief and Inclusion Agenda (TERIA).**

## **Article 1 – Name, Location and Purpose**

*Section 1 – Name:* The name of the group shall be The Empowerment, Relief and Inclusion Agenda (**TERIA**). It shall be a Community Based Organization incorporated under the laws of Kenya.

*Section 2 – Location and Address:* The Group shall have its head office at Chianda Marketplace, in the Rarieda Sub county in Siaya County. The address shall be P.O Box 44-40604-Ragengni, Kenya. The group's operations shall encompass the entire Rarieda Sub County.

*Section 3 – Purpose:* The Empowerment, Relief and Inclusion Agenda is organized exclusively for non profit and charitable purposes, to support the welfare and overall economic and social development of especially the marginalised and vulnerable in the community.

Specifically, this shall mean:

- The research, proposal and implementation of the charitable projects designed to ameliorate hardship of the welfare and livelihoods of the vulnerable and marginalised groups;
- The support and undertaking of various initiatives in the larger community to promote economic and social development.
- The undertaking of fund-raising in order to support the group's charitable goals.

## **Article II - Membership**

*Section 1 – Eligibility for membership:* Application for membership to the CBO shall be open to all persons who support the purpose of the CBO, as outlined in Article 1, section 3. In addition, members must:

- a) be at least 18 years of age;
- b) be capable of paying the membership fee;
- c) must understand the basic functions of the organization and their rights and responsibilities as members. This shall be attained by reading these by-laws, or in case of illiteracy, the by-laws shall be read by a current member to the prospective member.

The charitable CBO is committed to a policy of non-discrimination based on race, gender, ability or economic standing in its membership.

*Section 2 – Annual Dues:* Every member shall pay upon admission to the CBO, the amount of 300 Ksh, renewable annually at a rate of 50 Ksh. Membership fees may be changed through a special resolution at an annual general meeting of the members. Continued membership is contingent upon the annual paying of fees.

*Section 3 – Rights of Members:* Each fully paid up member shall be eligible to vote at the annual general meeting to elect the management committee of the CBO.

*Section 4 – Resignation and Termination:* Any member may resign by either providing written or verbal notice to any person who forms part of the elected management committee. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by the majority vote of the membership, provided he/she is deemed to have flagrantly breached some part of these by-laws.

*Section 5 – Expenses:* While undertaking the business of the CBO, the members shall be entitled to claim any reasonable expenses incurred directly incidental to business. These include and are limited to office supplies (stationery, pens, etc.), meals and transport. All expenses are to be paid out of pocket and re-reimbursed on a monthly basis through the use of an expense form upon supply of receipts justifying the reimbursement for purposes of record keeping. The expense form shall be handled by the treasurer, who must authorize the monthly payment of expenses. In no case shall any member be paid a salary in their undertaking of the normal functions of membership.

*Section 6 – Employment:* Members or non-members may from time to time be employed under a contract for service where certain projects require a large time commitment. In this case, the qualification for 'paid labour of members' vs. 'unpaid' shall be that paid labour requires a degree of time and effort that goes above and beyond the ordinary charitable duties of a member, and is such that it disrupts the member from his/her regular economic course of affairs. Generally, this shall be thought of as requiring a time commitment of at least 30 hours a week directly towards one project. The terms of contract shall be conceived by the management committee and must be approved by the general membership.

### **Article III – Meetings of Members**

*Section 1 – Regular Meetings:* Regular meetings of the members shall be held quarterly, at a time and place designated by the chairperson.

*Section 2 – Annual Meetings:* The annual general meeting shall take place every year no later than July 31. The specific time, date and place of the meeting shall be designated by the chairperson. Notice of the meeting shall be given no later than one month preceding the meeting. It shall be posted on the message board in the main office and communicated to members through the various electronic medium. At the annual general meeting the members shall elect the management committee (provided this is necessary), receive reports on the activities of the association, and determine the direction of the organization for the coming year, i.e. which projects will be undertaken.

*Section 3 – Special Meetings:* Special meetings may be called by the chairperson or any other member of the management committee. A written signed petition by a third of the membership to any member of the management committee may also constitute sufficient reason for the assembly of a special meeting.

*Section 4 – Notice of Meetings:* Any meeting shall be announced on the message board located in the main office and/or through other electronic medium. Notice of meetings may also be carried out using SMS services or phone services by the management committee, where not everyone has the opportunity to see the message board.

*Section 5 – Quorum:* One-third of the total membership of the organization shall constitute a quorum that enables the meeting to proceed.

*Section 6 – Voting:* All issues to be voted on such as the choice of projects to undertake shall be decided by a simple majority of those present at the meeting and shall be done by simple show of hands.

#### **Article IV – Management Committee**

*Section 1 – Committee Role, Size and Compensation:* The management committee is responsible for overall policy creation and implementation of the association, and delegates' responsibility of day-to-day operations to any paid staff or committees of members. The committee shall have five members. The committee receives minimal compensation in the form of an annual honorarium of kshs. 5000. In cases where the net annual surplus of the charity is less than Kshs. 25000 or equal to zero, the Committee shall receive no compensation.

*Section 2 – Term Length and Limits:* All management committee members shall serve two-year terms, but are eligible for re-election for up to four consecutive terms.

*Section 3 – Meetings and notice:* The management committee shall meet at least quarterly, at an agreed upon time and place. An official management committee meeting requires that each board member be made aware of the meeting at least two weeks in advance, however this may be achieved.

*Section 4 – Management Committee Elections:* New officials and current officials shall be elected or re-elected by the simple majority of the fully paid up members of the charitable CBO present and voting at the annual general meeting. A run-off election shall be held in case of a tie vote.

*Section 5 – Nomination Procedures:* At the annual general meeting, members shall be nominated to run for official positions by any individual member. Any nomination shall require a seconder (i.e. someone who seconds the initial nomination).

*Section 6 - Gender Equality in Management:* If, after the normal electoral procedures have been followed, the management committee is composed of solely one gender, either male or female, there shall be a by-election for the position of organizing secretary, where the winner must be of the opposite gender of the majority of the management committee. This by-election shall take place immediately following the initial election, and members shall be nominated using the same procedure as outlined in section five, except that they must be of the under-represented gender. If no member of the opposite gender can be found to run for the position, the CBO shall be considered to have made a reasonable effort to promote gender equality in management. A committee shall be formed to investigate ways in which the under-represented gender can better partake in the management of the group in the future.

*Section 7 – Quorum:* A quorum must be attended by at least sixty percent of board members for the business of the organization to be carried out and for motions to pass.

*Section 8 – Officers and Duties:* There shall be five officers on the Management Committee: A chairperson, vice-chairperson, secretary, organizing secretary and treasurer.

### **Chairperson**

The Chairperson shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Management Committee to preside at each meeting in the following order: vice chair, secretary, treasurer, organizing secretary. The chairperson is also responsible for the day-to-day responsibilities of the organization, including carrying out the organization's goals and policies. The chairperson will attend all board meetings, report on the progress of the organization, answer questions of the management committee and carry out the duties described in the job description. The management committee can designate other duties as necessary.

### **Vice-Chairperson**

The Vice-chairperson shall chair committees on special subjects as designated by the board. The vice-chair shall also assist the chairperson in the day-to day management of the organization. If for any reason, the chairperson cannot fulfil his/her duties and can no longer hold office, the vice chair shall become the chair-person until the next regular bi-annual election and a by-election shall be held for the position of vice-chair.

### **Secretary**

The Secretary shall be responsible for keeping records of the management committee's actions, including taking all minutes at board meetings and general meetings. The secretary shall also handle all general electronic or standard correspondence between individuals and the charity. In case the Secretary is absent, the Chairperson shall appoint a temporary Secretary who will be selected from the members present at the meeting to write down the minutes.

### **Treasurer**

The Treasurer shall make a report at each board meeting. The treasurer shall be in charge of all finances of the organization, be responsible for the preparation of the budget, and also be responsible for the accurate accounting of the organization.

### **Organizing Secretary**

The Organizing Secretary shall be responsible for coordinating the logistics of meetings, including sending out meeting notices, ensuring the availability of venues, and managing attendance records. The Organizing Secretary will also assist in organizing events and activities in line with the organization's objectives and support other officers as needed to facilitate smooth operations.

*Section 9 – Vacancies in the Management Committee:* When a vacancy in the management committee exists mid-term for any reason, a by-election shall be held for the position no later than one month from the time the individual vacates the position, except in the case of the office of the chairperson, who shall be filled by the vice-chair, as outlined in section 8.

*Section 10 – Resignation, Termination and Absences:* Resignation from the management committee must be received in writing by the secretary. A management committee member shall be instantly removed from their position due to two or more unexpected absences from management committee meetings in one year.

*Section 11 – Special Meetings:* Special meetings of the management committee shall be called upon request of the chairperson or two other members of the management committee.

## **Article V – Committees**

*Section 1 – Committee formation:* The management committee may create other committees as needed, such as fund-raising, public relations, data collection etc. The management committee has the power to appoint all committee chairs.

*Section 2 – Finance Committee:* The treasurer is the chair of the Finance Committee, which includes three other management committee members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with members and other committee members. The Committee must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the management committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the management committee showing income, expenditures, and pending income. The financial records of the organization shall be made available to the membership and committee members.

## **Article VI – Amendments**

*Section 1 – Amendments:* These bylaws may be amended when necessary by 3/4 of the management committee. Proposed amendments must be submitted to the secretary to be announced to the general membership.

## **Certification**

These bylaws were approved at a meeting of the management committee by a 3/4 majority vote on **2<sup>nd</sup> April 2019**.

**By-Laws Compiled by:**  
**NAME:** Cecilia Chacha  
**DESIGNATION:** Secretary

**SIGNATURE:** .....

**DATE:** 02/04/2019

**Confirmed by:**  
**NAME:** Linet Jessica  
**DESIGNATION:** Chairperson

**SIGNATURE:** .....

**DATE:** 02/04/2019