



Constitution and Bylaws

April 2025

www.kenyansingreaterhouston.org

Connect@kenyansingreaterhouston.org

Constitution and Bylaws for Kenyans in Greater Houston (KIGH)

Preamble

We, the members of Kenyans in Greater Houston (KIGH), in recognition of our shared heritage, diverse cultures, and community aspirations, establish this constitution to promote unity, mutual support, and cultural pride among Kenyans living in Houston. We aim to foster fellowship, offer support, and represent the interests of our members through collective action and engagement.

Article I: Name

The name of the organization shall be "Kenyans in Greater Houston" (KIGH).

Article II: Purpose

The purpose of KIGH is to connect Kenyans residing in greater Houston, promote their interests, cultures, and welfare, and foster community engagement, support, and cohesion.

Article III: Membership

Section 1: Eligibility

Membership is open to all Kenyans, their descendants and individuals interested in Kenyan culture and community development.

Section 2: Membership Categories

1. **Regular Membership:** Open to all Kenyans residing in Greater Houston. Regular members have full voting rights.
2. **Associate Membership:** Open to individuals interested in Kenyan culture but not of Kenyan descent. Associate members can participate but do not have voting rights.
3. **Honorary Membership:** Bestowed upon individuals who have contributed significantly to the community or organization. Honorary members do not have voting rights.

Section 3: Dues

Annual membership dues shall be proposed by the committee, put to a vote at the Annual General Meeting, reviewed periodically, and shall be payable by January 31st of each year.

Section 4: Membership Rights

Members shall have the right to participate in general meetings, vote on organizational matters, and be eligible to serve on committees.

- **Networking Opportunities:** Connect with fellow members, professionals, and community leaders to build relationships and collaborate on various initiatives.
- **Cultural Events:** Participate in cultural celebrations, festivals, and gatherings that promote Kenyan heritage and traditions.
- **Support Services:** Access resources and support for newcomers, including assistance with settling in, job searching, and navigating local services.
- **Educational Programs:** Attend workshops, seminars, and educational sessions that focus on personal and professional development.
- **Community Engagement:** Get involved in community service projects and initiatives that make a positive impact in the Houston area.
- **Social Activities:** Enjoy social events, recreational activities, and outings that foster a sense of belonging and camaraderie.
- **Discounts and Benefits:** Receive special discounts or benefits from local businesses and organizations that support the community.
- **Voice and Representation:** Have a platform to voice concerns and advocate for issues affecting the Kenyan community in the greater Houston area.

Section 5: Roles and Responsibilities of General Members

- **Participation:** Members are expected to actively participate in meetings and events.
- **Dues Payment:** Members must pay any dues as determined by the committee to remain in good standing.
- **Engagement:** Members should contribute to discussions, support initiatives, and foster a positive atmosphere within the organization.

Section 6: Non-Discrimination Policy

KIGH does not discriminate based on race, gender, religion, sexual orientation, age, or disability. Membership and participation are open to all individuals who support the purpose of the organization.

Article IV: Code of Conduct

Section 1: Purpose

To establish expected behavior for all members, ensuring respect, professionalism, and inclusiveness.

Section 2: Member Expectations

- **Respect:** All members are expected to treat others with respect, courtesy, and consideration.
- **Inclusivity:** Members should work to create an inclusive environment for everyone, regardless of differences.
- **Accountability:** Members should act responsibly, uphold the organization's values, and support its goals.

Section 3: Violations

Any member found violating the Code of Conduct may be subject to disciplinary action, up to and including termination of membership.

Article V: Committee Structure

Section 1: Committee Members

The organization shall have the following elected positions, each with specific roles and responsibilities:

1. **Chairperson (President)**
 - Leads the Board and oversees the overall functioning of the organization.
 - Sets the agenda for meetings, leads discussions, and ensures the Board operates effectively in accordance with the organization's mission and vision.
2. **Vice Chairperson (Vice President)**
 - Supports the Chairperson and may assume their responsibilities in their absence.
 - Leads specific initiatives or projects as delegated by the Chairperson.
3. **Secretary**
 - Maintains accurate records of all board meetings, decisions, and correspondence.
 - Ensures that all legal documents and minutes are properly documented and accessible.
 - Coordinates communication within the Board and with the organization's members.

4. **Assistant Secretary**

- Assists the Secretary in ensuring accurate record-keeping of all meetings and member documents.
- Performs other duties as delegated by the Secretary.

5. **Facilitator/Operations Manager (FOM)**

- Oversees day-to-day activities of the organization, ensuring alignment with strategic goals.
- Manages logistics, coordinates between board members and committees, and ensures the smooth running of events, meetings, and day-to-day activities.
- **Other Responsibilities:**
 - **Encouraging Participation:** Promotes a culture of trust and respect by encouraging open sharing of ideas.
 - **Time Management:** Creates clear agendas and is adaptable for better outcomes.
 - **Conflict Resolution:** Incorporates conflict resolution skills during meetings and activities.
 - **Communication:** Speaks confidently in front of audiences and practices active listening.
 - **Active Listening:** Pays close attention to group members and understands their concerns.
 - **Agenda Setting:** Structures meeting agendas to allow member-led discussions.

6. **Assistant Facilitator/Operations Manager (AFOM)**

- Assists the FOM in managing organizational logistics.
- Performs delegated duties and acts as a deputy during the FOM's absence to ensure continuity in operations.

7. **Treasurer**

- Manages the financial affairs of the organization, including budgeting, financial planning, and reporting.
- Ensures that all financial transactions are transparent and compliant with relevant laws and policies.

8. **Assistant Treasurer**

- Assists the Treasurer in maintaining proper financial records of the organization.
- Performs duties as delegated by the Treasurer.

9. **Youth Representative**

- Provides a voice for younger community members, ensuring their perspectives are considered in Board decisions.
- Leads youth-focused initiatives and programs.

10. **Community Outreach & Welfare Officer (Welfare Officer)**

- **Advocacy:** Represents the needs and interests of community members, ensuring their voices are heard in decision-making processes.
- **Resource Coordination:** Identifies and mobilizes resources, such as funding, services, and volunteers, to support welfare initiatives.
- **Program Development:** Designs and implements programs that address specific community needs, such as health, education, and housing.

- **Networking:** Builds partnerships with other organizations, government agencies, and stakeholders to enhance service delivery and community support.
- **Education and Awareness:** Promotes awareness of welfare issues and resources available, helping to empower community members.
- **Support Services:** Provide direct support and counseling to individuals and families in need, helping them navigate challenges.
- **Evaluation and Feedback:** Assesses the effectiveness of welfare programs and initiatives, using feedback to make improvements
- **Crisis Management:** Addresses urgent community issues and crises, providing timely support and resources.
- **Policy Development:** Engages in shaping policies that affect welfare services, advocating for changes that benefit the community.
- Chairs the welfare committee and actively recruits new members.

11. **Assistant Welfare Officer**

- Assists the Welfare Officer in administrative tasks, such as organizing meetings and maintaining records.
- Acts as deputy in the Welfare Officer's absence to ensure continuity.
- Supports crisis management, welfare program evaluation, and feedback collection.

Section 2: Term Length

Each **board member** shall serve a term of three years, with the possibility of re-election. A member can serve up to two consecutive terms for each position.

Section 3: Staggered Elections

To ensure continuity and preserve organizational knowledge, elections shall be staggered as follows:

- In the first election cycle, approximately half of the positions (e.g., Chairperson, Secretary, Treasurer, Youth Representative, and Community Outreach & Welfare Officer) will be elected for full three-year terms.
- The remaining positions (e.g., Vice Chairperson, Assistant Secretary, Assistant Treasurer, Facilitator/Operations Manager, Assistant Facilitator/Operations Manager, Assistant Welfare Officer) will be elected for an initial two-year term.
- Following the initial election cycle, all subsequent elections shall be for full three-year terms.
- This staggering ensures that not all board positions are up for re-election at the same time, promoting continuity and the retention of experienced leadership.

Article VI: Advisory Council and Operational Committees

Section 1: Advisory Council

The Advisory Council is a group of experts in various fields such as religion, law, business, and other relevant areas. These members are called upon as needed to provide guidance, advice, and expertise to the Board and operational committees. Advisory Council members do not have voting rights but play a crucial role in shaping the organization's strategy and providing specialized knowledge.

Section 2: Operational Committees

Each committee will have multiple members, with one designated as the lead.

1. Membership Committee

- Focuses on recruiting, retaining, and engaging members of the organization.
- Develops membership benefits and strategies to grow the organization.

2. Cultural Committee

- Responsible for preserving and promoting Kenyan culture within the Houston community.
- Organizes cultural events, celebrations, and educational programs that highlight Kenyan heritage.

3. Education & Career Development Committee

- Provides educational resources, career development opportunities, and mentorship programs for members.
- Collaborates with local educational institutions and employers to provide resources and information to the community.

4. Health & Wellness Committee

- Aims to promote the health and well-being of members by organizing health-related events.
- Provides resources on wellness and connects members to healthcare services.

5. Community Outreach Committee

- Builds relationships between KIGH and the broader Houston community.
- Organizes volunteer opportunities, charity drives, and partnerships with other local organizations.

6. Youth Committee

- Focuses on the needs and interests of youth within the Kenyan community in Houston.
- Develops programs and activities that engage young people and support their personal and professional growth.

7. Economic Empowerment Committee

- Provides members with tools and resources for financial literacy, business development, and economic growth.
 - Organizes workshops, networking events, and mentorship programs to support entrepreneurship and financial independence.
8. **Family Support Committee**
- Supports families within the community by providing assistance, resources, and initiatives aimed at addressing family-specific challenges.

Section 3: Support Functions

These functions support the operational committees and the Board.

1. **Administration Committee**
 - Manages administrative tasks, including record-keeping, scheduling, and correspondence.
2. **Finance Committee**
 - Works closely with the Treasurer to ensure financial stability.
 - Manages budgets and oversees financial reporting.
3. **Marketing & Public Relations Committee**
 - Promotes the organization's activities and manages public relations.
 - Ensures effective communication with the community
 - Handles social media, press releases, and other marketing efforts.

Article VII: Election of Committee Members

Section 1: Nomination Process

Nominations for committee positions shall open one month prior to the election date. Members may nominate themselves or other eligible members.

Section 2: Voting Procedure

- **One Member, One Vote:** Each member in good standing is entitled to one vote.
- **Elections:** Elections shall be held annually during a designated general meeting.
- **Voting Methods:** Voting can be conducted via secret ballot, online survey, or other methods as determined by the committee.
- **Elections shall be held before the conclusion of the 3-year term or whenever there is a vacancy.**
- **Quorum:** A quorum for elections shall consist of at least 50% of the membership in good standing, either present or represented by proxy.
- **Results Announcement:** Election results shall be announced immediately following the voting process.

Section 3: Vacancy and Succession Planning

- **Vacancies:** In the event of a vacancy in any board position, the committee may appoint an interim member to serve until the next election.
 - **Succession:** If the Chairperson position becomes vacant, the Vice Chairperson shall assume the role until a formal election is held.
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Article VIII: Committee Remuneration

Section 1: Current Policy

No remuneration shall be provided to committee members at this time. All committee positions are voluntary.

Section 2: Annual Review

- The remuneration policy shall be reviewed annually during the AGM.
 - Any proposed changes to the remuneration policy must be approved by a two-thirds majority vote of members in good standing.
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Article IX: Meetings

Section 1: Regular Meetings

The committee shall hold regular meetings at least quarterly to discuss ongoing activities and organizational matters.

Section 2: Special Meetings

Special meetings may be called by the Chairperson or by a majority of the board members when deemed necessary.

Section 3: Record Keeping and Access

- Minutes of all meetings, including AGMs, committee meetings, and special meetings, shall be documented.
- Records shall be stored securely and made available to members upon request.

Article X: Annual General Membership Meeting (AGM)

Section 1: Purpose

The AGM serves to:

1. Review the organization's activities and achievements over the past year.
2. Present the financial status of the organization.
3. Elect committee members.
4. Discuss plans and initiatives.
5. Address any concerns from the membership.

Section 2: Scheduling

- **Frequency:** The AGM shall be held once a year, typically in the month of [specify month].
- **Notice:** Members shall receive at least 30 days' notice prior to the AGM, including the date, time, location, and agenda.

Section 3: Agenda

The agenda for the AGM shall include, but is not limited to:

- Call to Order
- Approval of Previous Meeting Minutes
- Financial Report
- Committee Reports
- Election of Committee Members
- Open Forum for Member Questions and Concerns
- Adjournment

Section 4: Quorum

A quorum for the AGM shall consist of at least [specify percentage, e.g., 25%] of the membership in good standing, either present or represented by proxy.

Section 5: Voting

- **Eligibility:** All members in good standing are eligible to vote during the AGM.
- **One Member, One Vote:** Each member has one vote, either in person or by proxy.
- **Voting Method:** Voting may take place via secret ballot or other approved methods for committee elections and important decisions.

Section 6: Record Keeping

Minutes of the AGM shall be recorded and made available to all members within 30 days after the meeting.

Article XI: Financial Management

Section 1: Financial Records

- The Treasurer must maintain accurate and up-to-date financial records, including income, expenses, and account balances, using reliable bookkeeping methods and tools that support the preparation of standard financial statements.
- The Treasurer must conduct monthly reconciliations of all bank accounts and financial records to ensure consistency between transactions and bank statements. This process must include verifying that all deposits, withdrawals, and transfers are properly recorded and categorized.
- Financial records must be made available to members for review upon request, promoting transparency and accountability within the organization.

Section 2: Budgeting and Reporting

- A proposed annual budget shall be presented at the AGM for member approval.
- The Treasurer shall provide quarterly financial reports at committee meetings and an annual financial report at the AGM.

Section 3: Financial Transactions

- All expenses shall be approved by the committee before funds are disbursed.
- The Treasurer and at least one other committee member must authorize financial transactions.
- Only traceable payment methods, such as bank transfers, checks, mobile money services, and credit/debit card transactions, shall be used to deposit and withdraw money from KIGH accounts. No cash transactions.

Section 4: Fiscal Year

- The fiscal year for KIGH shall begin on January 1st and end on December 31st of each year.

Section 5: Fundraising and Sponsorship

- The committee shall have the authority to organize fundraising events and seek sponsorships to support KIGH activities.
- Funds raised shall be used in alignment with the organization's purpose, and detailed records of funds received and spent shall be maintained.

Section 6: Reconciliation Requirement

- The Treasurer shall perform a monthly reconciliation of all bank accounts and financial records to ensure accuracy between bookkeeping records and bank statements.

- The reconciliation process shall include verifying that all deposits, withdrawals, and transfers are accurately recorded and appropriately categorized using the organization's chosen bookkeeping system.
 - A designated committee member or an external party (such as an accountant or auditor) shall review the reconciliations quarterly to provide an additional layer of oversight.
 - Any discrepancies discovered during reconciliation must be reported to the committee promptly and resolved within 30 days.
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Article XII: Privacy Management

Section 1: Data Collection

- KIGH shall collect only the personal information necessary to fulfill its organizational purposes, such as names, contact information, and membership details.
- Any data collected shall be gathered transparently, with members informed of the purpose and scope of data collection.
- All forms and documents used to collect personal data must include a disclaimer.

Section 2: Use of Data

- Personal information shall be used solely for organizational purposes, including communication, event planning, and membership management.
- Any additional use of personal information beyond stated purposes requires prior consent from the members.

Section 3: Data Protection

- Personal information shall be stored securely and accessible only to authorized committee members who require access for legitimate organizational purposes.
- Members' information shall not be shared with third parties without explicit consent, except as required by law.
- KIGH shall implement technical and organizational measures to safeguard personal data from unauthorized access, alteration, or disclosure.

Section 4: Member Rights

- Members have the right to access, update, or request the deletion of their personal information at any time. Requests shall be processed within a reasonable timeframe.
- In the event of a data breach involving personal information, affected members shall be notified promptly, and appropriate remedial measures shall be taken to prevent further breaches.

Section 5: Data Retention

- Personal information shall be retained only as long as necessary for organizational purposes or as required by applicable law. Once no longer needed, data shall be securely deleted or anonymized.

Section 6: Privacy Policy Review

- This privacy policy shall be reviewed periodically to ensure it remains compliant with relevant privacy laws and best practices. Members shall be informed of any significant changes.

Article XIII: Conflict of Interest

Section 1: Definition

A conflict of interest arises when a committee member's personal, financial, or professional interests may influence or appear to influence their decisions, actions, or conduct related to their duties in KIGH. This also includes any situation where a member's decisions may benefit them personally at the expense of the organization's best interests.

Section 2: Types of Conflicts

1. **Financial Interest:** A situation where a committee member has a direct or indirect financial interest in a transaction, contract, or proposed decision by KIGH.
2. **Family or Personal Relationships:** A situation where decisions made by a committee member benefit a family member, partner, or close personal relationship.
3. **Competing Interests:** When a committee member is involved in another organization or activity that directly competes with KIGH or presents a conflict in terms of resource allocation, loyalty, or effort.
4. **Use of Information:** Using confidential or privileged information gained through the member's role in KIGH for personal gain or the benefit of another party.

Section 3: Duty to Disclose

Committee members are required to disclose all actual, perceived, or potential conflicts of interest in writing. Disclosures should include:

1. **Nature of the Interest:** The specific nature of the personal, financial, or relational interest.
2. **Affected Parties:** Who may benefit from the decision (e.g., the committee member, a family member, or an associate).
3. **Potential Impact:** Any ways in which the interest may conflict with KIGH's decisions or goals.

Section 4: Procedures for Handling Conflicts

1. **Disclosure Timing:** Conflicts of interest must be disclosed as soon as they arise. Members should also declare potential conflicts before committee discussions begin on the matter.
2. **Record Keeping:** All disclosures shall be documented in the meeting minutes to maintain transparency and accountability.
3. **Recusal:** If a conflict is identified, the affected member shall recuse themselves from discussions and decision-making related to the matter. This includes leaving the room during the discussion to avoid influencing others.
4. **Independent Review:** For significant conflicts, an independent subcommittee or a third party may be appointed to review the matter and recommend a course of action.

5. **Committee Action:** The remaining members of the committee will determine by a majority vote whether the disclosed interest presents a conflict and what actions are required to manage or eliminate it.

Section 5: Violations of Conflict of Interest Policy

1. **Unreported Conflicts:** If a committee member fails to disclose a conflict of interest, this may be considered misconduct and subject to disciplinary action, including removal from the committee.
2. **Investigation:** In the event of a suspected violation, the committee shall initiate an investigation. The affected member will be notified and given an opportunity to explain the situation.
3. **Corrective Measures:** Depending on the nature and severity of the violation, corrective measures may range from a formal warning to removal from office. The committee may also demand that any undue financial benefits be returned to the organization.

Section 6: Examples of Conflict of Interest Situations

1. **Contract Approval:** A committee member recommends a service provider for an event in which they or a family member has a financial stake.
2. **Competing Interests:** A committee member is also on the board of another organization with competing objectives and is privy to confidential strategies from both sides.
3. **Gift Acceptance:** Accepting gifts, entertainment, or favors that could be perceived as an effort to influence the member's decision-making in favor of a third party.

Section 7: Best Practices for Avoiding Conflicts

1. **Transparency:** All committee members should act in a transparent manner, declaring any potential conflicts even if they are unsure of the conflict's impact.
2. **Education:** New committee members should receive training on identifying and avoiding conflicts of interest. This training should be refreshed periodically.
3. **Avoidance:** Where possible, committee members should proactively avoid situations that could lead to conflicts by recusing themselves from relevant discussions or abstaining from related votes.

Section 8: Reporting and Whistleblowing

1. **Confidential Reporting:** Members who are concerned about a potential conflict of interest involving another committee member may report this concern to the Chairperson or Vice Chairperson confidentially.
2. **Protection Against Retaliation:** Members reporting a potential conflict of interest in good faith shall be protected from retaliation. Reports shall be investigated discreetly, with respect for all parties involved.

Article XIV: Termination and Resignation of Committee Members

Section 1: Grounds for Termination

Committee members may be terminated for the following reasons:

- **Failure to Attend Meetings:** Missing three consecutive meetings without a valid excuse.
- **Misconduct:** Engaging in unethical, harmful, or inappropriate behavior.
- **Inability to Perform Duties:** Consistent failure to fulfill responsibilities.
- **Conflict of Interest:** Participating in activities that conflict with the organization's interests.
- **Violation of Bylaws:** Breaching the organization's bylaws.

Section 2: Termination Process

1. **Notice:** The committee member shall receive written notice detailing the grounds for termination.
2. **Opportunity to Respond:** The member will have the opportunity to respond to the allegations within a specified timeframe (e.g., 14 days).
3. **Committee Review:** The remaining committee members will review the case and determine if termination is warranted, requiring a majority vote.
4. **Final Decision:** The decision will be communicated in writing to the member and the organization.

Section 3: Resignation

- Any committee member may resign at any time by giving written notice to the Committee, the Chairperson, or the Secretary of the organization.
- Unless otherwise specified in such written notice, such resignation shall take effect upon receipt by the Committee or the designated official.
- The acceptance of such resignation shall not be necessary to make it effective.

Section 4: Reinstatement

- **Eligibility:** A terminated member may apply for reinstatement after a minimum of one year.
- **Process:** The committee will review reinstatement requests and decide based on the merits of each case.

Article XV: Dispute Resolution

Section 1: Purpose

To provide a structured process for resolving disputes within KIGH.

Section 2: Procedure

1. **Mediation:** Members involved in a dispute shall first attempt to resolve it informally through mediation.
 2. **Committee Review:** If mediation fails, the dispute shall be brought to the committee for review and a decision.
 3. **Final Decision:** The decision made by the committee shall be binding.
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Article XVI: Indemnification and Liability

Section 1: Indemnification

Committee members shall be indemnified against any legal action taken against them in their capacity as committee members, provided they acted in good faith and in the best interest of KIGH.

Section 2: Liability

KIGH shall not be liable for the actions of individual members that are not expressly authorized by the committee.

Article XVII: Affiliations and Partnerships

Section 1: Affiliations

- KIGH may affiliate with other organizations that align with its purpose.
- All affiliations must be approved by a majority vote of the committee.

Section 2: Partnerships

- Partnerships with other organizations must be documented, including the terms of collaboration and expected outcomes.
- The committee must review and approve all partnership agreements.

Article XVIII: Amendments

Section 1: Proposing Amendments

Proposed amendments to the constitution and bylaws must be submitted in writing to the committee.

Section 2: Adoption of Amendments

Amendments shall be adopted by a two-thirds majority vote of members present at the next regular meeting, either in person or by proxy.

Article XIX: Dissolution

In the event of dissolution, any remaining assets shall be distributed to a charitable organization in Kenya or the U.S., as decided by the committee.

Non-Political and Non-Lobbying Clause

The organization is dedicated solely to charitable, educational, and scientific purposes. It shall not engage in any political activities, including supporting or opposing candidates, parties, or ballot measures. The organization will not participate in lobbying efforts aimed at influencing legislation. All members must comply with relevant laws to maintain the organization's tax-exempt status. The Board of Directors will oversee compliance with this policy.