

PAMOJA KENYA CONSTITUTION

ARTICLE 1 NAME AND PURPOSE

Section 1

The group shall be known as Pamoja Kenya.

Section 2

The purpose of Pamoja Kenya is to raise benevolent funds for bereaved members.

Section 3

The principal office of Pamoja Kenya at which the general business of the organization will be transacted and where the records of the organization will be kept shall be at such location as may be fixed from time to time by the Board of Trustees.

ARTICLE 2 MEMBERSHIP

Section 1

Membership is open to all people of Kenyan descent in Minnesota living within a radius of seventy-five (75) miles from the operating office.

Section 2 REGISTRATION

- a. Registration of new members shall be in January of each year. To be considered, applicants must be physically present to register, completely fill out the registration form(s) and pay a non-refundable registration fee of two hundred dollars (\$200.00) for single family and four hundred dollars (\$400) for double family. Registration fees are subject to change with members' approval in a given general meeting. Receipts will be issued upon payment during registration.
- b. New members will be required to deposit 20 shares x \$20= \$400 in Pamoja Kenya account .
- c. Upon registration, a member shall sign a binding agreement to remain a Pamoja Kenya member for at least five (5) years after benefiting.
- d. Pamoja Kenya shall have a right to take a legal action against any member, who fails to follow the signed agreement, to recover the total amount of money given.

Section 3

There shall be a hundred and eighty (180) days probationary period for new members during which they are not entitled to the share benefits. During the probation period, the new members shall contribute towards occurrences for the qualified members. Voluntary contributions may be given in case the member on probation loses covered beneficiary-(amended on 12/31/2020).

Section 4

Registration Requirements

A valid Minnesota state picture ID or driver's license.

Section 5

Declaration

Upon registration, a member shall sign an agreement that will bind him/her to remain a Pamoja Kenya member for at least five (5) years after benefiting, failure to follow the signed agreement, Pamoja Kenya shall have a right to take a legal action against the said member to recover the total amount of any money given.

ARTICLE 3 COVERAGE

Section 1

- a. Members may register as a single or double family.
- b. A husband and wife must register each as single family when both are members and reside in the USA.
- c. Brothers and sisters may register as members but shall be considered as individual entities.
- d. No more than two members from the same family shall be allowed to register (a maximum of two brothers or sisters or father and mother may become members of Pamoja Kenya).
- e. One beneficiary cannot be covered more than two times
- f. Updating of spouses of unmarried members shall be done at any time and will have a probation period of 6 months from the time of update.
- g. Change of spouses shall only be done during the registration period (January each year) and will have a probation period of six months (180 days). The member changing the spouse, must provide evidence of a changed relationship during the changing process and must be approved by Board of Trustee.

Section 2

Single Family Beneficiaries

1. Wife
2. Husband

Double Family Beneficiaries

- | | |
|------------|------------------|
| 1. Wife | 8. Mother In-law |
| 2. Husband | 9. Father In-law |

- | | | |
|-------------|-------------|--------------------|
| 3. Children | 3. Children | 10. Brother In-law |
| 4. Mother | 4. Mother | 11. Sisters In-law |
| 5. Father | 5. Father | |
| 6. Brothers | 6. Brothers | |
| 7. Sisters | 7. Sisters | |

Section 3

Members who are not registered as a double family are allowed to register step relations (e.g. brothers, sisters, mother and father) and pay double shares.

ARTICLE 4 SHARES

Section 1

1. The share for a single family shall be 20 dollars (\$20.00).
2. The share for a double family shall be 40 dollars (\$40.00).
3. Members are required to deposit twenty (20) shares in the account (amended 12/18/21).
4. In case of an event one share in the account shall be used.
5. After an event, members have one-month grace period to pay back used share/shares.
6. Members defaulting after the one-month grace period shall be disqualified immediately.
7. Pamoja Kenya members shall be notified of disqualified members.
8. In case a member quits voluntarily or disqualified from the group and has not benefited, his/her share(s) in the account shall be refunded.
9. In case a member quits voluntary or disqualified from the group and has already benefited, his/her share(s) in the account will NOT be refunded and this money will be credited to the group for miscellaneous expenditures.

Section 2

Disqualified members Regulations

1. Disqualified members or members who voluntarily quit shall be allowed to rejoin Pamoja Kenya group one (1) year from the date they were disqualified or resigned.
2. There shall be a grace period of six months (180 days) during which they are not entitled to the share benefits.
3. During the probation period, the new members shall contribute towards occurrences for the qualified members. Voluntary contributions may be given in case the member on probation loses covered beneficiary.
4. Any defaulting or gross misconduct will lead to the member's immediate disqualification without notice and the member will not be allowed to rejoin the group in future.
5. Any member who defaulted/voluntarily resigned from the group and had already benefited, shall not be allowed to rejoin Pamoja Kenya at any time.

ARTICLE 5 REGULATIONS ON BEREAVEMENT

Section 1

1. The bereaved member shall notify the regional coordinator who, in turn, must notify the chief coordinator who shall inform the Chairman and other leaders.
2. The Chief coordinator shall lead in organizing and the execution of events.
3. The deceased should be in the list of beneficiaries as per the registration forms.
4. References shall be contacted to confirm whether the deceased is the true relative of the bereaved Pamoja Kenya member
5. It is the responsibility of the bereaved member and leaders to confirm whether the deceased is among the beneficiaries.
6. A bereaved member shall be given one share according to the current member's contributions in the account.
7. The check shall be payable to the bereaved member only (no proxy).
8. In case, the bereaved member is outside the state/country, the check can be issued to the designated next of kin provided the bereaved member send an email with attached picture to authorize the treasurer to do so.
9. All checks shall be issued in Pamoja Kenya office
10. Newborns shall be defined as babies born alive.
11. Newborns will only be covered if their names have been reported and updated in the registration forms.
12. Polygamous families should declare only one spouse in the registration form to be covered.
13. A member can list his or her step-children as beneficiaries so long as the former spouse has not listed those children as his or her beneficiary in Pamoja Kenya.
14. The treasurer shall issue checks within 48 hours from the date instruction(s) to do so is transmitted through Pamoja Kenya communication channels. This is to allow members enough time to raise or report any falsification/discrepancy regarding the bereaved or beneficiary.
15. If the bereaved member is outside Minnesota during the death of the family member, the check shall be issued to the designated person. The bereaved member must send an email to the treasurer attaching his/her Minnesota valid picture ID/ biographic page of passport and the full name of the person receiving the check. The person picking the check will be required to provide a valid Minnesota picture ID before picking the check.

Section 2

Regulation on a member passing

1. In case, a member passes, members will be required to pay double their shares to the event and it will be used towards funeral expenses.
2. Voluntary contributions are allowed towards the funeral.
3. The group will not manage the affairs of the deceased but may coordinate with committees designated by the family, the general public and other entities.

4. Members are allowed to join the public welfare committee in their personal capacity.
5. In case, a member dies outside USA a next of kin on file will be given the check. The next of kin must be above 18 years old.

ARTICLE 6 RULES OF ORDER

Section 1

Robert's Rules of Order shall be the authority for all questions and procedures at any and all meetings.

Section 2

STRUCTURE OF THE ORGANIZATION

Pamoja Kenya shall consist of a Board of Trustees, a Board of Directors, Executive Committee and General members.

ARTICLE 7 BOARD OF TRUSTEES

Section 1

1. The Board of Trustees shall consist of 13 members who shall be elected by members during general elections.

Section 2

TERMS OF OFFICE

The Board of Trustees shall hold office for a life term period from the day they were elected, unless removed from due to gross misconduct, voluntary resignation, death or cease to be a Pamoja Kenya member.

Section 3

QUALIFICATIONS FOR BOARD OF TRUSTEES

1. Must know and understand the origin and purpose of Pamoja Kenya.
2. Must fully understand and able to interpret the bylaws of Pamoja Kenya.
3. Must be a registered member of Pamoja Kenya.
4. Must have been a member of Pamoja Kenya on or before December 31st 2014.
5. He/she should not be among the Board of Directors or Executive Committee.
6. Their shares should be up to date, and have not missed two general meetings in a year
7. Must be a permanent resident or US citizen.
8. He /she should not be a leader in any other benevolent organization(s) in the Kenyan community in Minnesota.

Section 4

ROLE OF BOARD OF TRUSTEES

1. They shall make final decisions concerning Pamoja Kenya.
2. They shall conduct general oversight concerning Pamoja Kenya and its business.
3. They have powers to guide and direct the Board of Directors and the Executive Committee on matters and business of Pamoja Kenya as per the by-laws.
4. They have the final say concerning any disciplinary action recommended by the Board of Directors.
5. They are in charge of elections and shall appoint members of the Election Board.
6. Upon assuming office, board of trustees shall choose the chairperson, secretary and treasurer.
7. The chairperson, secretary and treasurer of the Board of Trustees shall be signatories of Pamoja Kenya bank account.
8. The Treasurer of the Board of Trustees shall be the custodian of Pamoja Kenya finance and maintain financial records.
9. The Board of Trustees shall have the power to audit/examine all Pamoja Kenya financial transactions.
10. The chairperson, secretary and treasurer of the Board of Trustees shall sign all constitutional amendments/changes after members' approval.

ARTICLE 8 BOARD OF DIRECTORS

Section 1

The Board of Directors shall be elected by members every three (3) years in September.

Section 2

Number and qualifications:

The Board of Directors shall consist of:

1. Chairman
2. Vice-Chairman
3. Secretary
4. Vice-Secretary
5. Treasurer
6. Assistant- Treasurer
7. Chief Coordinator
8. Regional Coordinators (shall be limited to certain areas as the board can decide).

Section 3 QUALIFICATIONS

1. To be a Director, a member must:
 - a. not have missed at least two general meetings in a year.
 - b. should be up to date with his/her shares.
 - c. have been a member of Pamoja Kenya Group for at least four (4) years.

- d. should not be a leader in any other benevolent organization
- e. must have not misbehaved/misappropriated funds or property of any organization/group in the community.

Section 4 GOVERNING POWERS

The Board of Directors in consultation with the Board of Trustees shall have the powers and duties necessary or appropriate for the overall direction of the organization and may engage in such acts not prohibited by a law or these bylaws.

Section 5 TERM(S) OF OFFICE

Directors shall hold office subject to the terms under Article 15 of the bylaws.

Section 6 VACANCIES

Vacancies on the Board shall be filled by the Executive director subject to approval by the Board of Trustees.

Section 6 REGULAR MEETINGS

Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. The Board of Directors shall meet at least four times each year, approximately quarterly.

Section 7 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair of the Board or through the Secretary upon, at least, five working days' notice to each Director. The notice shall be given personally or by e-mail or telephone. The notice shall state the place, time and the purpose of the meeting.

Section 8 QUORUM

At all meetings of the Board of Directors, fifty one percent (51%) of the Directors of record shall constitute a quorum for the transaction of all authorized business. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of

Directors, except where a larger number is required by law or these bylaws. In the absence of a quorum, a majority of the Directors present may adjourn any meeting from time to time until there is a quorum. Notice of any adjourned meeting need not be given other than by the announcement at the meeting at which adjournment is taken.

Section 9 VOTING AND PROXIES

Decisions made by the Directors shall be based on one person one vote. No voting by proxy shall be permitted at the meetings of the Board of Directors. The chairperson can only vote in case of a tie.

ARTICLE 8 THE EXECUTIVE COMMITTEE

Section 1

The executive committee shall consist:

1. Chairperson
2. Vice Chairperson
3. Secretary
4. Treasurer
5. Chief Coordinator.

Section 2

Executive Committee: The Executive shall represent Pamoja Kenya and run its functions. The Chair of the Board of Directors shall be the Chair of the Executive Committee. The designation of such Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any of its duties and responsibilities.

Section 3

Chairperson: The Chairperson shall be the Chair of the Board of Directors and the Executive head of Pamoja Kenya. S/he shall be responsible to the membership for the due and proper execution of its business and coordination of its activities. The Chairperson shall preside at all Pamoja Kenya meetings, unless otherwise provided under these bylaws, and shall sign all the minutes thereof after normal adoption. S/he shall sign all important resolutions, declarations and statements made by organization at its General or Executive meetings (other than correspondence and dispatches in the normal course of business) which represent the organization's opinion or policy on any major issue affecting the interest of the organization, before such documents are issued out of the Secretariat. S/he shall have a deciding vote, at all meetings of the organization in case of a tie. S/he cannot sign any constitutional amendments/changes.

Section 4

Vice Chair: The Vice-Chair shall, in the absence of the Chairperson, execute all duties and assume all responsibilities falling within the purview of the Chairperson's authority. S/he shall perform all such functions as the Chairperson may, from time to time, delegate to him/her.

Section 5

Secretary: The Secretary shall be responsible for the management and running of Pamoja Kenya Secretariat. S/he shall, in consultation with the Chairperson arrange, convene and see to the proper organization of all meetings. S/he shall take and keep minutes of all meetings. The Secretary shall sign all correspondence, papers and documents emanating from the Secretariat and shall, with the Chairperson, sign such papers, documents, and statements as are referred. The Secretary shall keep a proper and an up to date register of all members and shall submit to the membership an annual report on activities of Pamoja Kenya.

Section 6

Treasurer: The Treasurer shall keep/maintain Pamoja Kenya financial records. He/she shall deposit Pamoja Kenya funds into the bank account. He/she shall observe all financial rules, regulations, and/or policies as directed and, or, stipulated by the State and Federal regulations, consistent with the provisions of this bylaw. The Treasurer shall also perform such duties as may be assigned by the Chairperson or the Board of Directors.

ARTICLE 9 GENERAL MEMBERSHIP

Section 1

Qualifications: General membership of Pamoja Kenya shall include all registered members.

Section 2

Rights and responsibilities: The General membership shall deliberate on the goals and agenda set by the Directors. It may also propose, by majority vote, new ideas and suggestions to the board of directors subject to approval by board of trustees.

Section 3

Regular Meetings: Regular meetings for the general members may be held on the last weekend of March, June, September and December of each year at such time and place as shall be determined from time to time by the Board of Directors.

Section 4

Special Meetings: A special meeting of the general membership may be called by the Chair of the Board or through the Secretary upon at least five (5) working days' notice to each member. This notice shall be given personally, by e-mail or telephone. The notice shall state the place, time and the purpose of the meeting.

Section 5

Quorum: At all meetings, majority of members present shall constitute a quorum for the transaction of all authorized businesses. The acts of the majority of members present at a meeting shall be the acts of the general membership, except where a larger number is required by law or these bylaws.

Section 6

Voting and Proxies: Decisions made by the general membership shall be one person one vote. No voting by proxy shall be permitted.

ARTICLE 10 COMMITTEES

Section 1

Authority: Committee(s) may be established by the Chair of the Board of Directors or by a motion passed in an appropriately constituted meeting of the Board of Directors. The Board of Directors may act by and through such committee(s) as may be specified in resolutions adopted by the Board of Directors. Non-members of the Board of Directors may serve on such committees. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors and, at all times, subject to the control and direction of the Board of Directors.

Section 2

Meetings: Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair of that committee, or by the Board of Directors. Notice of meetings shall be given to the committee members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

Section 3

Procedures: Each Committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the Committee.

ARTICLE 11 COMPENSATION OF MEMBERS

Section 1

All Pamoja Kenya members shall not receive any compensation for their services as members, including, without limitation, their services on committees. Members may, however, be reimbursed for reasonable expenses incurred in the performance of duties assigned by the organization. This compensation must be confirmed by the Board of Directors and approved by board of trustees before disbursement of any funds.

ARTICLE 12 FISCAL MANAGEMENT

Section 1

Fiscal Year: The fiscal year for Pamoja Kenya shall begin on the first day of January 1st and end December 31st each year.

Section 2

Books and Accounts: Pamoja Kenya's books and accounts shall be kept under the control and direction of board trustees.

Section 3

Execution of Pamoja Kenya's Documents: Subject to the approval of Board of Trustees, an Officer may enter into any contract or execute and deliver any instrument in the name, and on behalf, of Pamoja Kenya. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these bylaws.

Section 4

Loans: No loans shall be contracted on behalf of Pamoja Kenya nor shall evidence of indebtedness be issued in its name.

Section 5

Deposits: All Pamoja Kenya funds, not otherwise employed shall be deposited from time to time to the credit of Pamoja Kenya in such bank or banks or other depositories as the Board of Trustees may elect.

Section 6

Conflict of Interest: Pamoja Kenya shall not enter into any contract or transaction with (a) one or more of its Trustees, Directors or General Members, (b) an organization in or of which a Trustee, Director or General Member of Pamoja Kenya is a director, officer or legal representative, or in some other way has a material financial interest unless:

- i. that interest is disclosed or known to the Board of Trustees,
- ii. the Board of Trustees approves, authorizes or ratifies the action in good faith,
- iii. the approval is by a majority of board of trustees (not counting the interested board of trustee member),
- iv. at a meeting where a quorum is present (not counting the interested board of trustee member).

The interested Trustee, Director or General member may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 7

Checks, Drafts, etc.: All checks, drafts and other orders for payment of funds shall be signed by one of the following officers: The Chairperson, Treasurer or the Secretary of board trustees.

Section 8

Examination of books/records: Every Trustee or Director of Pamoja Kenya shall have a right to examine, in person or through the Board of Trustees or authorized representative, at any reasonable time or times, and at the place or places where usually kept, all Pamoja Kenya books and records and make extracts or copies therefrom.

ARTICLE 13 REMOVAL OF MEMBERS

Section 1 **Procedure for removing a leader**

Any member may propose the removal of any official with specific reasons and evidence. The Board of Trustees shall investigate cases, make recommendations and present its findings at a general meeting where members shall vote on the recommendations. The proposal to remove a leader must be approved by a vote of two thirds (2/3) majority of members present at the general meeting.

Section 2 **Reasons for removing a leader**

1. A leader may resign at any time by giving written ninety (90) day notice to the board of trustees. The resignation shall take effect at the time specified therein; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
2. A leader may be removed:
 - a. with reasonable cause and by a vote of two thirds of a majority of members present at a general meeting after recommendations from the Board of Trustees.
 - b. for gross misconduct as may be determined by board of trustees
 - c. for incompetence.
 - d. for financial impropriety.
 - e. for being absent for three (3) general meetings.

ARTICLE 14 MEMBER DISQUALIFICATION

- ### Section 1
- A member can be disqualified from the group for:**
- a. Gross misconduct, as determined by members.
 - b. Financial impropriety.
 - c. Defaulting on share(s).
 - d. Fraud

- e. Not attending three general meetings in a year.

Section 2

Procedure for disqualifying a member

1. Through an Executive meeting, leaders can decide to disqualify a member based on the above violations.
2. General members must be notified of the disqualification of a member(s).
3. Members defaulting on shares are automatically disqualified.

ARTICLE 15 ELECTIONS AND BY-ELECTIONS

Section 1

Members elected as Pamoja Kenya Officers shall hold office for three (3) years and are eligible for re-election for a second term. No third term will be considered unless otherwise decided by the General membership. No director shall be elected to the same position more than three (3) consecutive terms.

Section 2

A general election of Officers of Pamoja Kenya shall take place during September meetings of the General membership.

Section 3

A special election to fill a vacancy caused by resignation or otherwise shall take place by Executive appointment subject to approval by Board of Trustees, until the next general election, where an election for the said position shall take place.

Section 4

All voting at elections shall be by secret ballot.

ARTICLE 16 GOVERNING LAW

All disputes, action and special proceedings emanating from, and, under these bylaws shall be governed by the laws of the State of Minnesota, without regard to the jurisdiction in which any action or special proceeding may be instituted.

ARTICLE 17 DISSOLUTION

Section 1

The following procedure shall be adopted with regard to dissolution: The method for convening the meeting for dissolution shall be as provided, as in the case for convening a special meeting.

Section 2

Pamoja Kenya shall be deemed dissolved if, at least:

- a. 75% of the Board of Trustees vote in favor of dissolution and is rectified by at least 75% of the general membership, or,
- b. 75% of the general membership vote in favor of dissolution and is approved by at least 75% of the Board of Directors.
- c. 75% of Board of Trustees will have the final approval for the dissolution of the group.

Section 3

Upon dissolution, all property and funds of Pamoja Kenya shall, subject to the payment of all liabilities due at the date of dissolution, be distributed among current members according to their shares.

ARTICLE 18 AMENDMENTS

Section 1

These bylaws may be amended when necessary by a majority of the membership. Proposed amendments must be submitted to the Secretary who will submit the same to the Board of Directors and Board of trustees at least one month before any general meeting at which the amendments are to be considered. The Board of Trustees shall make the final review before submitting the amendments to the general membership.

These bylaws were amended and approved at a meeting of Pamoja Kenya on 18th of December, 2021.

Signed by Board of Trustees:

1. Chairman _____ Date 12/18/2021
2. Secretary _____ Date 12/18/2021
3. Treasurer _____ Date 12/18/2021