Bylaws of the

**Internet Society Kenya Chapter**

**TABLE OF CONTENTS**TABLE OF CONTENTS.

[Internet Society Kenya Chapter 3](#_Toc320883735)

[Name and Offices 3](#_Toc320883736)

[Objects 3](#_Toc320883737)

[Membership 3](#_Toc320883738)

[Rights 4](#_Toc320883739)

[Duties 4](#_Toc320883740)

[Cessation of Membership 4](#_Toc320883741)

[Reinstatement of Membership 4](#_Toc320883742)

[Board of Trustees 5](#_Toc320883743)

[Executive Committee and Officers 5](#_Toc320883744)

[Director 6](#_Toc320883745)

[Deputy Director 6](#_Toc320883746)

[Secretary 6](#_Toc320883747)

[Treasurer 7](#_Toc320883748)

[Standing Committees 7](#_Toc320883749)

[Role of Standing Committees 7](#_Toc320883750)

[Temporary Committes 8](#_Toc320883751)

[Meetings 8](#_Toc320883752)

[Funds 8](#_Toc320883753)

[Dissolution 9](#_Toc320883754)

[Miscellaneous 9](#_Toc320883755)

# Internet Society Kenya Chapter

## Name and Offices

1. (1) This organization shall be called the Internet Society Kenya Chapter.
	1. This Chapter is chartered by the Internet Society. These bylaws neither supersede nor abrogate any of the Bylaws of the Internet Society that regulate chapter affairs. This Chapter will serve persons who live or work in the Republic of Kenya.
	2. The registered office of the Chapter is CCK Centre Waiyaki Way.
	3. The Chapter shall advance and promote ISOC’s principles and goals.

## Objects

2. The Chapter’s objects are:

a) To promote realization of a safe, open Internet for all Kenyans;b) To represent the Kenyan Internet community in fora that deal with governance of the Internet;c) To promote development of Internet in Kenya through, among others, trainings capacity building public awareness and advocacyd) To promote development and application of Internet standards in Kenya;e) To work together with other Kenyan stakeholders and international bodies with similar objects.

Membership

 3. (1) All members of a chapter shall also be members of the Internet Society. Membership is not necessary, however, for participation in activities of the society or its chapters. All individuals and organizations falling within the defined scope of the chapter shall be eligible for membership without discrimination.

(2) Membership to the Chapter shall be open to corporate bodies and organizations promoting the growth and development of the Internet in Kenya

 (3) Members shall pay to the Chapter an annual subscription fee as may be determined by the Chapter at a General Meeting from time to time.

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## Rights

4. A member shall have the following rights:

1. to exercise the right to vote on all matters relating to the affairs of the Chapter;
2. to be eligible to any elective or appointive office of the Chapter;
3. to participate in meetings of the Chapter; and
4. to examine all the records or books of the Chapter during business hours.

## Duties

5. A member shall have the following duties and responsibilities:

1. to comply with the By-laws and regulations that may be promulgated by the Chapter from time to time;
2. to attend meetings of the Chapter;
3. to pay membership dues and other assessments of the Chapter; and
4. to uphold ideals of the Chapter at all times

## Cessation of Membership

6. Membership may cease in the following cases:

a) A member may withdraw their membership by a notice in writing to the membership Committee through its Secretary.

b) A member in arrears for fees or assessments for any year shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Chapter until reinstated.

c) Any member upon a majority vote of all members of the Chapter in good standing may be expelled from membership by the membership commitee for any cause which the Chapter may deem reasonable.d) Members who don’t participate in the Chapters activities for 3 years without valid reasons may be deregistered from the Chapter upon recommendation of the membership committee and after they have been duly notified of the committees decision.

## Reinstatement of Membership

7. (1) A person whose membership had ceased as provided for in Article 6 may apply in writing to the Membership Committee provided for in Article 14 for reinstatement of their membership.(2) The membership committee after consideration of the application, may reinstate such a member or refuse to reinstate such a member, citing reasons for their decision.(3) A member who is dissatisfied with the decision of the Membership committee may appeal to the Board.

Executive Committee and Officers

8. (1) The general affairs of the Chapter shall be run by an Executive Committee comprising of the following officers:

a) Chairman ; b) Vice Chairman; c) The Secretary;d) The Treasurer; ande) Chairs of Standing Committees.

(2) The Executive Committee shall be elected by members for a term of two years. In the event of a resignation by an officer of their position, the executive committee shall designate an officer to hold such position until the next scheduled election.

Chairman

9. The Chairman shall:

1. be generally responsible for leading the Chapter and managing its activities in accordance with the policies and procedures of the Internet Society and these By-laws;
2. preside at all meetings of the general membership of this Chapter;
3. serve as Chair of the Executive Committee and any other meetings of the Chapter;
4. in consultation with the Executive Committee appoint temporary committees;
5. carry out any other duties incidental to this office;

## Vice Chairman

10. The Vice Chairman shall:

a) In the absence of the Chairman, preside over meetings and perform any duties which are "executive" or "external" in nature as defined by the Executive Committee; b) Generally oversee the performance of Committees and programs of the Chapter; c) Carry out any other duties designated to them by the Executive Committee.

## Secretary

11. The Secretary shall:

a) Make official communication on behalf of the Chapter;b) Keep minutes of the Chapter as well as those of Executive Committee meetings;c) Prepare the Chapters annual report for presentation to the members at the Annual General Meeting;d) Prepare the Chapters annual work plan for submission to ISOC Headquarters;e) Keep safe custody of the members register and the correspondence files of the Chapter;f) Notify ISOC headquarters of any changes in the Executive Committee;g) Submit any proposed amendment to the Manager Chapter Formation for approval.h) Report to ISOC Headquarters from time to time as required by ISOC regulations, including preparing an annual activity report and list of members and executive committee officers;i) Carry out any other duties incidental to this office.

Treasurer

13. The Treasurer shall:

1. Collect dues, pay all bills, and maintain the Chapters financial records;
2. Prepare the Chapters Annual Financial Report for presentation to the members at the Annual General meeting and in compliance with the Laws of Kenya;
3. Submit the Annual Financial Report to ISOC Headquarters;
4. Carry out any other duties incidental to this office.

Standing Committees

14. (1) The Chapter shall have at least three (3) Standing Committees, the members of which shall be elected by the general members. The Standing Committees of the Chapter may include the following:

1. A Membership Committee;
2. A Budget and Finance Committee; and
3. A Program Committee.

(2) The members of each Standing Committee shall designate a Chair for such a committee. The Chair of each Standing Committee shall also serve on the Executive Committee provided for in Article 9.

(3) Standing Committees shall have a term of 1 year. Where a member of a Standing Committee ceases being a member as provided for in Article 14, resigns or is unavailable, the Chairman, in consultation with the Executive Committee may appoint another member in their stead.

##  Role of Standing Committees

15. (1) The Membership Committee shall represent the welfare of members, and promote recruitment and training of new members joining the Chapter. The Committee shall advice on questions of quorum and membership as well as reinstatement of members as provided for in Article 7(2) The Budget and Finance Committee shall ensure accuracy in the accounting of the Chapters funds for the relevant financial period in collaboration with the treasurer. The budget and finance commitee shall also verify the accuracy of the Financial Report prepared by the Treasurer before submission to ISOC. (3) The Program Committee shall plan and make arrangements for the Chapters activities in accordance with the member’s interest and the objects of the Chapter as set forth in the Article 2.

## Temporary Committees

16. (1) The Chairman, in consultation with the Executive Committee may appoint not more than five temporary committees at any time.

(2) The duties of temporary committees must be consistent with the purposes of the Chapters objectives and these By-laws; provided such committees' purposes are not in conflict with any of the permanent Standing Committees. In the event of a disagreement in this connection, the executive committee shall settle the disagreement in question.

Meetings17. (1) The supreme authority of the Chapter shall be vested in the General Meetings of the members.

(2) The Annual General Meeting (AGM) shall be held within four months to the close of the Chapters year.

(3) Special General Meetings (SGM) of the members shall be called as the need arises, by the executive committee, the Chairman or by the motion of at least a third of the members.

(4) The Secretary shall, at least 21 days prior to the date of the AGM, send out a notice of the meeting indicating the time, venue, agenda and purpose of the meeting to be held, if any. The notice of every special meeting shall state briefly the special purposes of such meeting.

(5) A quorum for a General Meeting shall consist of a third of the Chapters registered members. Each member shall have one vote at a General Meeting. Proxies will not be allowed.

(6) The Chapter shall hold meetings only in places that are open and accessible to members.

## Funds

18. (1) The funds of the Chapter shall be derived from members’ subscriptions, gifts, grants and donations.(2) Disbursements from the Treasury for Chapter expenditure shall be made by the Treasurer and countersigned by the Chairman and Secretary. All such expenditures shall be included in the relevant minutes of the General Meeting.

(4) Any disbursements outside the budget must be approved by the Executive Committee. (5) The fiscal year of the Chapter shall be from July 1st to June 30th of each year.

## Dissolution

19. (1)Dissolution of this Chapter by consent of the members shall be by unanimous agreement of all its Officers together with a majority vote at General Meeting.

(2) In the event that the Chapter be dissolved, its assets shall be transferred to the Internet Society (International Headquarters).

## Miscellaneous

20. (1)In the event of an ambiguity in the interpretation of any provision of these By-laws, the executive commitee shall resolve such ambiguity, and the By-laws shall be amended to reflect such resolution in accordance with ISOC Headquarters procedures.(2) No official business of the Chapter, the Executive Committee, or any Standing Committee shall be conducted unless a quorum of the relevant body is present, as the case may be. (3) Unless otherwise specifically provided for in these By-laws, a simple majority of the members of the relevant body (as the case may be), who are present and voting shall be required to carry a motion or nomination.(4) In the event of any tie votes of the general membership, the Chair shall have a casting vote. (5) These By-laws or any provision thereof may be amended or repealed by a majority vote of the members at any General meeting duly held for the purpose. All proposed changes to these By-laws shall have been approved by at least 20 members before being presented to the Chapter members for a vote.

 (6) \*All proposed changes to these Chapter Bylaws shall have been approved by the Internet Society Headquarters before being presented to the Chapter membership for a vote.\*

Adopted this ………………………….. day of ………………………………………, 2012 in ……………………………………………..by the affirmative vote of the undersigned members representing a majority of the members of the Internet Society Kenya Chapter in a special meeting duly held for the purpose.