

# LEARN FOR LIFE KENYA BYLAWS

Amended on 4 May 2019

# LEARN FOR LIFE KENYA BYLAWS

## ARTICLE 1 – PURPOSE

Learn for Life Kenya, Inc., a US-based nonprofit corporation, and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Learn For Life Kenya has been organized to prepare impoverished communities in Kenya for employment through vocational skills training. We will do this by initially partnering with Riamukurwe Parish in Nyeri, Kenya, to financially support their efforts to complete a vocational center building project. We will seek to bring awareness of this cause to American and international donors. We will assist the parish as they plan the vocational center's programs and as they strategize a funding model to ensure sustainability of the building and future programs. We will seek to work with the community around the school to ensure job placement opportunities for the center's trainees.

Learn for Life Kenya may therefore seek, apply for, and receive donations, grants, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of its charitable activities.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations that fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (b) a corporation, contributions

to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954; or (c) a non-stock corporation under the Wisconsin Statutes, Chapter 181.

## **ARTICLE 2 – MEMBERSHIP**

Learn for Life Kenya shall have no members.

## **ARTICLE 3 – DIRECTORS**

### **3.1 General Powers**

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the powers of the Corporation shall be vested in its Board of Directors. The Board will manage and control the affairs of the Corporation and may delegate the management of the day-to-day operations of the Corporation to any person, persons, or committee under the ultimate direction of the Board. Directors shall not be employees of the Corporation nor otherwise be compensated for their duties except for out-of-pocket expenses as determined by the Board.

### **3.2 Number and Qualifications**

The Board of Directors shall consist of at least three (3) but not more than fifteen (15) Directors until changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within these limits, by resolutions adopted by the Board. Directors must be at least 18 years of age. Directors shall be sought who have experience or working interest in areas such as finance, fundraising, skills/personal development, entrepreneurship, grants/grant writing, and/or possess a specific skills necessary to chair and oversee the Corporation's activities. This Corporation is committed to a policy of fair representation on the Board which does not discriminate based on race, physical handicap, gender, ancestry, or religion.

### **3.3 Election and Term of Office**

The Directors shall be selected by the members of the Board from candidates nominated by the Board Governance Committee. At the first

annual meeting, one-third of the Directors shall be elected to three (3) year terms and the remaining to two (2) year terms. The term of office for newly elected Directors shall commence at the succeeding Board meeting. Each Director shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Members of the Board may be reappointed to serve successive two (2) or three (3) year terms.

## **ARTICLE 4 – OFFICERS**

### **4.1 Number and Qualifications**

The officers shall be President, Vice President, Secretary, Treasurer, and such other Officers and assistant Officers as may be determined by the Board. The same person, except for the offices of President and Secretary, may hold two or more offices.

### **4.2 Election and Term of Office**

The Board at the annual meeting shall elect Officers each year. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **4.3 President**

The President shall be the principal executive of the Corporation responsible for carrying out the direction and resolutions of the Board. He or she shall preside all meetings of the Executive Committee. Upon resolution of the Board, and not otherwise, he or she may sign with the Secretary, Treasurer, or any other Officer authorized by the Board any contracts or other instruments (including acceptances of donations or contributions) except in cases where the signing and executing thereof is expressly delegated by these bylaws to some other Officer or agent of the Corporation, or is required by law to be otherwise signed and executed. The President shall in general perform all duties incident to the office of the President and such other duties as may be assigned by the Board from time to time.

#### **4.4 Vice President**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have the powers and be subject to the restrictions placed on the President. The Vice President shall in general perform all the duties incident to the office of the Vice President and such other duties as may be assigned by the President or the Board from time to time.

#### **4.5 Secretary**

The Secretary shall (a) keep the minutes of the meetings of the Board; (b) see that all notices are duly given accordance with the provisions of these Bylaws as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board from time to time. The Secretary will be entrusted with filing and recording all reports and registration statements required by state statutes for new corporations.

#### **4.6 Treasurer**

The Treasurer shall (a) have custody and be responsible for all funds and securities of the Corporation; (b) receive contributions to the Corporation and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation into such banks in accordance with the provisions of these Bylaws; and (c) in general perform all duties incident to the office of Treasurer and other such duties as may be assigned by the President or the Board from time to time.

#### **4.7 Compensation and Expenses**

The officers and other employees of the Corporation shall receive such compensation as shall be determined by the Board from time to time but shall in no event receive discretionary or revenue-based bonuses or incentives. Expenses incurred in connection with performance of an officer or employee's official duty may be reimbursed upon approval by the Board.

## **ARTICLE 5 – COMMITTEES**

### **5.1 Executive Committee**

The Executive Committee shall consist of all Officers of the Corporation and at least two (2) Directors. The Committee shall have the power to act on behalf of the Corporation subject to final ratification of its acts by the Board. Any Officer may call a meeting of the Executive Committee.

The Executive Committee shall concern itself with all financial policies of the Corporation. Responsibilities of the Executive Committee shall include, but not limited to, review and formulation of the financial goals and policies of the Corporation; review and monitoring of the mechanisms by which the financial policies are implemented, including such mechanisms as accounting and accounting systems of the Corporation, the extension of credit, the collection of all accounts, and management of all funds; review of the annual operational and capital budgets; consideration and recommendation of plans for securing capital and operating funds; review and recommendation of contracts with third parties; review and recommendation of the financial feasibility of projects, acts, and undertakings referred to by the Board; assessing the ongoing needs of the community and determining areas in which the Corporation may become involved; recommending expenditures for programs and/or services; and review of, and recommendation based on the findings and final reports of auditors. The Executive Committee shall meet at least twice during the year.

### **5.2 Board Governance Committee**

The Board Governance Committee shall consist of not less than three (3) or more than five (5) members, each one of whom shall be a Director of the Corporation. The members of the Board Governance Committee shall be selected by the Board of Directors of the Corporation and shall serve for a term of one year until his or her successor shall have been similarly selected and shall have qualified. Members of the Board Governance Committee may be reappointed to serve successive one year terms. The Board Governance Committee shall be responsible for Board Governance individuals to be elected as Directors of the Corporation.

### **5.3 Development Committee**

The Fundraising Committee shall consist of at least one (1) Director. The Committee shall be responsible for planning fundraising and public relations activities, and for review and monitoring of such activities. The Committee shall meet at least quarterly.

### **5.4 Other Committee**

The Board may establish and empower such standing committees and ad hoc committees as it deems necessary, and may solicit and approve participation by members of the general public. A Director shall chair every committee. Committee chairs shall perform all duties incident to their office as determined by the President or Board. Each committee shall keep regular minutes of proceedings and report the same to the Board of Directors as the Directors may require. Any committee composed of persons, one of whom or more are not Directors, may act solely in an advisory capacity to the Board. Committee decisions must be approved by the Board prior to enactment.

### **5.4 Quorum and Voting Requirements**

A majority of the voting members of a committee shall constitute a quorum and any transaction of a committee shall require a majority vote of the quorum present at the meeting. Each voting member of a committee, including the person presiding at the meetings, shall be entitled to one (1) vote.

### **5.5 Removal of Members**

A member of the committee may be removed, by the vote of a majority of the Board, with or without cause.

### **5.6 Committee Expenditures**

Any expenditure of Corporate funds by a committee shall comply with the organization's financial policies and procedures.

## **ARTICLE 6 – PROCEDURE**

### **6.1 Meetings**

The annual meeting of the Board shall be held in September for the purpose of electing Directors and transacting such business as may properly come before the meeting. Regular meetings of the Board shall be at least quarterly on a date and time established by the Board. Special meetings of the Board may be called by or at the request of the President, and any two Directors, or a majority of paid staff of the Corporation. No business shall be conducted at the special meeting except that mentioned in the notice. Meetings will be conducted by telephonic or electronic means.

### **6.2 Notice**

Unless otherwise stated in these Bylaws, notice of all meetings shall be given to the appropriate Directors and committee members no less than ten (10) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Notice for all meetings concerning the removal of a Director or Officer, amendment to these Bylaws, or dissolution of the Corporation, shall be given to the appropriate Director or Committee members not less than fifteen (15) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Any notice required under the provisions of these bylaws or as otherwise required by law shall be given in person or electronically with a return receipt.

### **6.3 Quorum**

A majority of members shall consist a quorum for the purposes of conducting business at any meeting of the Board or any committee designated and appointed by the Board. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than a quorum.

### **6.4 Procedure**

The Board shall seek to make decisions through consensus. If consensus cannot be reached in a reasonable period of time, the President may table the decision until the next meeting or ask that a decision be made by

affirmative vote of not less than 75% of those present and eligible to vote. Each Board member or committee member shall be entitled to one vote. Members not present may vote by written proxy submitted before or at the meeting. Unless otherwise provided for in these Bylaws, the decisions of those present in person or by proxy at a meeting at which a quorum has been attained will be binding. Except upon motion properly passed to conduct an executive session, all meetings of the Board shall be open to the public. Executive sessions may exclude anyone not designated to the motion for the executive session, but shall only be for personnel matters, property acquisition, and communication with legal counsel.

## **6.5 Resignation**

Any Director, or committee member may resign at any time by delivering in written notice to the President, Secretary, or appropriate committee chair at the registered office of the Corporation, or by giving oral or written notice at any meeting. Such resignation shall take effect at the time specified therein, or if time is not specified, upon delivery thereof.

## **6.6 Removal**

The Board may remove any Director, Officer, or committee member if they have knowingly violated the rules and policies of the Corporation or carried out activities without Board authorization that have legal or financial consequences for the Corporation. Such termination may take place at any Board meeting. If removal of a Director is proposed, all Directors shall be notified of the meeting and the cause of the proposed termination.

## **6.7 Vacancies**

A vacancy on the Board or any committee, or in any office, may be filled by the approval of the Board for the duration of the unexpired term. If the number of Directors in office is less than the minimum required by these bylaws, a vacancy may be filled by approval of a majority of the Directors then in office or by a sole remaining Director.

## **ARTICLE 7 – ADMINISTRATION**

### **7.1 Fiscal Year**

The fiscal year shall be the calendar year or such other period as determined by the Board.

### **7.2 Annual Reports and Financial Statements**

The Board may issue annual reports or financial statements to the Directors of the Corporation, or other member of the general public, as they consider appropriate. Such financial statements may be reviewed by an independent, certified financial public accountant. The Corporation shall cause to be sent to the Directors not later than 120 days after the close of its fiscal year, a report containing the following information in reasonable detail:

- a) The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year.
- b) The principal changes in asset and liabilities, including trust funds, during the fiscal year.
- c) The revenue or receipts of the Corporation for the fiscal year.
- d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year
- e) Any information required by law relating to annual statements of certain transactions and indemnifications.

The Corporation shall otherwise fully comply with any mandatory disclosure requirements now or hereinafter in effect under the Wisconsin Statutes or other applicable laws.

### **7.3 Books and Records**

The Corporation shall keep correct and complete books and records of accounts, minutes of meetings of the Board and committees having authority of the Board, and, at its registered office and electronically, the names and addresses of the Directors and Officers. All books and records shall be open and accessible for public inspection for any proper purpose at any reasonable time.

## **7.4 Contracts**

The Board may authorize any Officer or agent of the Corporation to enter into any contract or to execute and deliver any instruments on behalf of the Corporation.

## **7.5 Loans**

No loans shall be contracted on behalf of the Corporation and evidences of indebtedness issued in its name unless determined by the Board. No loans shall be made to any Director.

## **7.6 Checks and Electronic Transfers**

All checks or other orders for the payment of money or other evidences of indebtedness issued on behalf of the Corporation shall be signed by such Officer or agent of the Corporation in such a manner as determined by the Board.

## **7.7 Deposits**

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks or other depositories as determined by the Board.

# **ARTICLE 8 – MISCELLANEOUS**

## **8.1 Offices**

The principal office of the Corporation shall be located in Milwaukee County in the State of Wisconsin. The Corporation may also have offices at such other places as its business and activities may require and as the Board may, from time to time, designate.

## **8.2 Indemnification**

The Corporation may indemnify to the fullest extent permitted by Wisconsin State law any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding,

whether civil, criminal, administrative, or investigative, by reason of the fact that the person was a director, officer, employee, or agent of the Corporation against expenses (including attorney's fees), judgments, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by him or her in connection with the action, suit, or proceeding. In addition, the Corporation may pay for or reimburse the reasonable expenses of a Director, Officer, employee, or agent of the Corporation who is a party to a proceeding to the extent and under the circumstances permitted by Wisconsin State law.

### **8.3 Amendment**

These Bylaws may be amended by a two-thirds vote of the Directors at any meeting of the Board provided all Directors have been notified of this purpose, and that as amended the bylaws shall not contain any provision that permits the Corporation to carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or by a corporation incorporated under the Wisconsin State Statutes, Chapter 181.

### **8.4 Dissolution**

The Corporation may voluntarily dissolve and cease to operate upon the affirmative vote of not less than seventy-five (75%) of the Directors at any meeting of the Board, provided all Directors have been notified of this purpose. Upon dissolution, any net assets of the Corporation after payment of the Corporate debt shall be distributed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## ARTICLE 8 – ADOPTIONS OF BYLAWS

I, the undersigned, do hereby certify the following:

- (a) That I am the duly elected and acting Secretary of Learn for Life Kenya, a Wisconsin nonprofit corporation; and
- (b) That the following Bylaws, comprised on thirteen (13) pages, constitute the Bylaws of the Corporation as duly adopted by two-thirds majority vote of the Board of Directors on  
\_\_\_\_\_ May 4 \_\_\_\_\_, 2019.

Dated this \_\_\_\_\_ 4<sup>th</sup> \_\_\_\_\_ day of \_\_\_\_\_ May \_\_\_\_\_, 2019

\_\_\_\_\_ Emmett Wood

Secretary

## AMENDMENTS

1. Removed “Central” from “Central Kenya” in Learn for Life Kenya mission statement to reflect the organization’s broader purpose to help communities in need, regardless of geographic location.

*Approved by Learn for Life Kenya Board on September 12<sup>th</sup>, 2015*

### Sections 3.3 and 5.2

Changed Nominating Committee to Board Governance Committee

### Section 5.3

Changed Fundraising Committee to Development Committee

### Section 5.6

#### *Original Text*

Any expenditure of Corporate funds by a committee shall require prior approval of any two of the President, Vice President, and/or Treasurer for any one transaction exceeding \$100.

#### *Revised Text*

Any expenditure of Corporate funds by a committee shall comply with the organization’s financial policies and procedures.

### Article 8

Changed adoption date to 2019

*Approved by Learn for Life Kenya Board on 4 May 2019.*

