



**G.E.A.R.**

# **Gusii Educational & Advancement Resources**

# **CONSTITUTION**

## **ARTICLE I NAME AND STATUS**

1. The name of the organization shall be Gusii Educational and Advancement Resources, Incorporated, hereinafter referred to as “Organization”.
2. The organization shall be a non-profit entity.
3. The principal office of the organization shall be in the State of Ohio, in the United States of America.
4. The organization may have offices in other states as well as outside the United States, as the members may from time to time deem necessary.

## **ARTICLE II MISSION**

The mission of the organization shall be to mobilize the Gusii people, and friends of Gusii in Kenya and in the Diaspora, to actively participate in resource mobilization aimed at enhancing and developing educational opportunities of the Gusii child, as well as to find means of raising living standards, nurturing the general growth, and fronting the welfare of the Gusii.

## **ARTICLE III PURPOSES OF ORGANIZATION**

1. To collectively mobilize resources in Kenya and in the Diaspora, to be used for projects aimed at accomplishing GEAR’s mission.
2. To explore avenues, through research and forum discussions, of ways to enhance the quality of education of the Gusii child.
3. To mobilize, recruit, and increase GEAR membership in the Diaspora, as well as in Kenya.
4. To expand the GEAR network through establishment of branch offices around the world in order to effectively tap resources aimed at achieving GEAR’s mission.
5. To lay a foundational structure and operative machinery that responds expediently and constructively to urgent educational and other welfare issues affecting the Gusii child.

## ARTICLE IV MEMBERSHIP

**Section 1.** Membership is open to all who share and support GEAR's vision and mission, and abide by its constitution.

**Section 2.** A member must be at least eighteen 18 years old, or if younger, must be emancipated.

**Section 3.** There shall be a one-time Registration Fee determined by Executive Board. The registration fee shall be appraised as necessary by the current Executive Board.

**Section 4.** Members shall pay an Annual Membership Fee to be determined by Executive Board. Changes to the Annual Membership fee shall be made by a vote of the general membership. The Annual Membership Fee shall be used to sustain and facilitate GEAR's activities.

**Section 5.** A paid up member shall be entitled to access the organization's membership directory, minutes of the organization's meetings, and the financial report, upon reasonable notice and request.

**Section 6.** Upon a majority vote, elected officers of each branch may nominate and extend honorary membership to individuals who share and support GEAR'S mission.

**Section 7.** For purposes of voting, each corporate member shall carry one vote, and shall be accorded the same benefits and responsibilities as outlined in Sections 4 and 5 of Article VI above. A voting representative must present proof of approval by that corporate member's lawful officers or guidelines.

**Section 8.** In recognition of Minnesota Kenyans' International Development Association (MKIDA) as a corporate founder of this organization, GEAR membership shall be extended to MKIDA in conformity with Section 7 above.

## ARTICLE V EXECUTIVE BOARD

**Section 1.** The Executive Board will consist of the President, Vice President, Secretary, Treasurer, Organizing Secretary, two delegates, and a MKIDA representative, who shall meet at least once every two months. For purposes of calendaring, dates shall be computed from the day of the general elections.

**Section 2.** Except for the MKIDA Representative who shall be nominated by its board, the general membership shall elect all other members of the Executive Board during the general elections.

**Section 3.** The term of office for a member of the Executive Board shall be three years and election of an Executive Board Member shall be as provided for in Article VI, Section 5 of the constitution.

**Section 4.** The term of office for an elected member of the Executive Board shall be two-year term, and can be re-elected for another term, provided that no member of the Executive Board shall serve more than four (4) years consecutively in the same office.

## **ARTICLE VI OFFICERS, THEIR QUALIFICATIONS AND ELECTIONS**

**Section 1.** An Executive Officer must be current in their annual Membership Fee Payments.

**Section 2.** To be a members of the Executive, one must be at least eighteen 18 years of age.

**Section 3.** Elections shall be held every two (2) calendar years. For purposes of determining the election date, a calendar year shall be computed from the date of the first election.

**Section 4.** Elections shall be conducted electronically or by secret ballot where electronic means are not available.

**Section 5.** To be elected to office, a candidate must win an election by a simple majority of fifty percent (50%) plus one (1) or more of the votes cast. If none of the candidates attain this majority, a run-off election of the top two candidates who received the highest number of votes for that office shall be conducted. The winner of the run-off election shall be determined by a simple majority vote.

**Section 7.** There shall be no proxy voting.

**Section 8.** The President shall appoint an Electoral Committee of five (5) non-official members to oversee the elections. The appointees shall be approved by a majority vote of the Executive Board.

**Section 9.** An officer shall not hold elective office of more than one regional branch of GEAR during the same term.

## ARTICLE VII OFFICERS AND THEIR DUTIES

### 1. The President:

- (a) Shall attend and chair all Executive Board meetings, as well as preside over general membership meetings
- (b) Shall provide leadership to the organization, shall be the chief director of the Executive Board, and executive officer of the Organization in overseeing all committees and Organizational activities
- (c) Shall be an ex-officio member of the Organization's special and standing committees
- (d) Shall appoint committees and chairpersons, with a majority approval of the Executive Board
- (e) Shall be the spokesperson of the Organization on all legal and official communications
- (f) Shall appoint an Electoral Committee, with a majority approval of the Executive Board
- (g) Shall be chief custodian of all tangible assets of the Organization
- (h) Term of office for the President shall be three (3) years and in conformity with Article VI (section 3) above

### 2. The Vice President:

- (a) Shall be the assistant to the President and serve as chair as needed
- (b) Shall assume the duties of the President in the President's absence
- (c) Shall attend all Committee Meetings
- (d) Shall report the results of the committee meetings at the Executive Council meetings.
- (e) Term of office for the Vice-President shall be two (2) years and in conformity with Article VI (section 3)

### 3. Organizing Secretary:

- (a) Shall coordinate membership drives
- (b) Shall coordinate social events and venues
- (c) Shall act as a liaison for the organization
- (d) Shall attend all Committee Meetings
- (e) Shall organize and coordinate special meetings as members may deem necessary
- (f) Term of office for the Organizing Secretary shall be three (3) years and in conformity with Article VI (section 3)

### 4. The Secretary:

- (a) Shall act as the secretary of the organization and the Executive Board and give advance notice of all meetings
- (b) Shall keep records of minutes of all meetings

- (c) Shall submit to the members the minutes of the last meeting at least seven (7) days before the next meeting
- (d) Shall keep copies of all documents of the organization
- (e) Term of office for the Secretary shall be two (2) years and in conformity with Article VI (section 3)

5. The Treasurer:

- (a) Shall receive all payments of the organization and deposit them into the organization's bank account(s)
- (b) Shall keep a record of the funds of the organization
- (c) Shall make authorized disbursement on requisitions approved by the Secretary and the President who are co-signatories to the Organization's accounts
- (d) Shall prepare and distribute quarterly financial reports to the general membership
- (e) Shall chair and coordinate fundraising efforts
- (f) Term of office for the Treasurer shall be three (3) years and in conformity with Article VI (section 3)

6. Special Delegates:

- (a) Shall assist the elected officers when and where necessary in accomplishing GEAR'S mission
- (b) Shall attend and participate in Executive Board meetings
- (c) Shall vote on Executive Board resolutions
- (d) Term of office for the Special Delegates shall be two (2) years and in conformity with Article VI (section 3)

## ARTICLE VIII ORGANIZATIONS' GENERAL MEETINGS

**Section 1.** There shall be public notice via e-mail, or through reasonably available means, to all members at least one (1) month in advance.

**Section 2.** There shall be a meeting at least once a year, at a venue to be announced by the Organizing Secretary.

**Section 3.** A simple majority vote of a quorum shall be required in order to make any major financial decision.

**Section 4.** The Secretary shall keep minutes of all general meetings.

**Section 5.** The Treasurer shall prepare a written quarterly financial report and distribute electronically, or through any available means, to all members of the organization.

**Section 6.** Any aggrieved member may call an extraordinary general meeting to be attended by the Executive Board or a representative of the Executive Board. A twenty-one (21) day recorded notice of the intended meeting must be given to any member of the Executive Board. The aggrieved member must collect signatures of two-thirds of the paid up membership and submit them to the Executive Board prior to convening the meeting.

**Section 6.** Quorum to the extraordinary meeting must constitute two thirds (2/3) of the membership.

**Section 7.** No other matter outside the issue(s) raised by the aggrieved member shall be discussed at the extraordinary meeting.

**Section 8.** Resolution(s) passed by two-thirds (2/3) majority vote during the extraordinary meeting is/are valid and binding.

## **ARTICLE IX IMPEACHMENT/REMOVAL AND REPLACEMENT OF OFFICER AND MEMBERS**

**Section 1.** All elected officers and members may be subject to removal by a two-thirds majority vote of all paid up members.

**Section 2.** Grounds for removal include but are not limited to, lack of ordinary care in discharge of duties, and misconduct that is damaging to the organization and the society at large.

**Section 3.** Vacancies of any officer(s) shall be filled in the following manner:

- (a) Vacancy in the Office of the President shall be filled by the Vice-President in acting capacity until elections are held.
- (b) For the vacancy of any other officer, other than that of the President, the Executive Board shall nominate any member of the Executive Board, to work in an acting capacity, until elections are held.
- (c) Elections to fill vacant positions shall be held either within two months of vacancy, or within a reasonable time decided by the Executive Board.

**Section 4.** In the event that a majority of the Executive Board resigns, any member of the organization may call for an extraordinary meeting to fill the vacant positions.

**Section 5.** Resignation of any officer must be submitted in writing to the President, and in case of Presidential resignation, to all members of the Executive Board.

## ARTICLE X COMMITTEES

**Section 1.** The Executive Board shall appoint the Standing Committees of this organization as necessary.

**Section 2.** The Standing Committees shall be governed by this Constitution, and by any other by-laws that may be enacted by the Executive Board, but which must conform with this Constitution and the laws of the state or country where a branch office is established.

## ARTICLE XI RESPONSIBILITIES

**Section 1.** This organization limits its liabilities to only those activities that have been approved by the Executive Board or Annual General Meeting resolutions, and are legal under the laws of the state of Ohio, or the laws of the country where a regional branch office is established.

**Section 2.** No officer or member shall have the right to incur any debt or become involved in any business under the title or by implying the title of GEAR in any way unless given full authority to do so by the Executive Board, or by a resolution at the Annual General Meeting.

## ARTICLE XII AMENDMENTS TO THE CONSTITUTION

**Section 1.** Any amendment change to this constitution requires a two-thirds (2/3) majority vote at a general or extra-ordinary meeting.

**Section 2.** A written petition circulated to all members at least fourteen (14) days before the meeting must propose any amendment to the constitution.