



# **Constitution of the League of Young Professionals, Kenya**

**Revised February 9, 2013**

# **League of Young Professionals Kenya**

## **Purposes**

1. To ORGANIZE, CHARTER AND SUPERVISE LYP chapters/clubs.
2. To SUPPORT the chapters in their pursuit of programs and activities that promote the purpose of LYP;
3. To COORDINATE and generally direct the activities of LYP and standardize the administration of LYP clubs/chapters.
4. To UNITE the clubs in the bonds of friendship, good fellowship and mutual understanding.
5. To DEVELOP professional, organizational & leadership skills;
6. To PROVIDE opportunities for young professionals to achieve financial freedom.
7. To PROVIDE a platform for social interaction and networking amongst young professionals in Kenya.
8. To PROVIDE opportunities for young professionals to address the needs and concerns of our society and our world;
9. To ATTRACT, RETAIN AND DEVELOP young professionals in all spheres of life.
10. To ORGANIZE any event that may further the above goals.

## **Vision**

TO BE the first place of choice for young people to interact, share, learn and grow.

## **Mission**

To PROVIDE a platform for young people to find and create opportunities that will enhance their professional and leadership skills, entrepreneur and business skills while having fun and bringing a positive social change in our society'

## **Core Values**

- Respect for diversity;
- Integrity;
- Professionalism;
- Stewardship;
- Teamwork



# CONSTITUTION AND BY-LAWS

Revised February 9, 2013

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**EXECUTIVE OFFICERS  
OFFICERS AND DIRECTORS  
2013-2014  
League of Young Professionals**

- **National Chairperson**
  
  
  
  
  
  
  
  
  
  
- **National Vice-Chairperson**
  
  
  
  
  
  
  
  
  
  
- **National Administrator**
  
  
  
  
  
  
  
  
  
  
- **National Treasurer**

**Other Directors**

- **Boniface Mbuki**, LYP Nairobi
- **Dan Nyutu**, LYP Nairobi
- **Dommie Ntubiri**, LYP Mombasa
- **Francis Mwangi**, LYP Nairobi
- **Ivraj Hayer**, LYP Kisumu
- **Josephine kamanthe**, LYP Nairobi
- **Reuben Shuma**, LYP Mombasa

## **Article 1: Definitions**

As used in the constitution and bylaws of League of Young Professionals, Kenya, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. **Board:** The Board of Directors of League of Young Professionals, Kenya.
2. **Officer:** An officer of the of League of Young Professionals, Kenya
3. **Club:** A LYP club/chapter.
4. **Chairperson:** LYP Kenya Chairperson.
5. **Constitutional documents:** The LYP constitution, bylaws and the standard LYP club constitution.
6. **Member:** A member of a LYP club.
7. **Year:** The twelve-month period this begins on the 1<sup>st</sup> of January.
8. **LYP:** League of Young Professionals, Kenya.

## **Article 2: Name, Emblem, Slogan and Corporate Colors.**

**Section 1: Name.** The name of this organization shall be **The League of Young Professionals, Kenya**. LYP is the association of LYP clubs throughout the country.

**Section 2: Emblem.** The emblem of this organization and each chartered club shall be of a design as follows:



**Section 3: Slogan:** Its Slogan shall be: **Connect. Enrich. Empower.**

**Section 4: Color:** The colors of this association and of each chartered club shall be maroon, gold and navy blue.

**Section 5: Use Of Name And Emblem.** Use of the name, goodwill, emblem and other logos of the association shall be according to the guidelines established from time to time in the by-laws.

## **Article 3: Purposes**

The purpose of LYP is to provide a platform for young people to find and create opportunities that will enhance their professional and leadership skills, entrepreneurial and business skills while having fun and bringing a positive social change in our society

The goals of the League of Young Professionals are:

1. To organize, charter and supervise LYP chapters/clubs.
2. To support the chapters in their pursuit of programs and activities that promote the purpose of LYP;

3. To coordinate and generally direct the activities of LYP and standardize the administration of LYP clubs/chapters.
4. To unite the clubs in the bonds of friendship, good fellowship and mutual understanding.
5. To develop professional, organizational & leadership skills;
6. To provide opportunities for young professionals to achieve financial freedom.
7. To provide a platform for social interaction and networking amongst young professionals in Kenya.
8. To provide opportunities for young professionals to address the needs and concerns of our society and our world;
9. To attract, retain and develop young professionals in all spheres of life.
10. To organize any event that may further the above goals.

## **Article 4: Membership**

**Section 1:** *How Constituted.* The membership of LYP shall consist of clubs which continue to perform the obligations as set forth in this constitution and the bylaws.

**Section 2:** *Authority for Chartering Clubs.* Except as otherwise provided herein, the LYP Board of Directors shall have full power and authority to organize and charter all clubs, under such rules and regulations as it may prescribe. Subject to the provisions of this constitution and by-laws and policies established by the LYP Board of Directors, from time to time, all clubs shall be autonomous.

A LYP club shall be considered chartered when its charter has been officially issued pursuant to the procedures established, from time to time, by the LYP Board of Directors. The acceptance of charter by a LYP chapter shall be a ratification of, and agreement on its part to be bound by, the constitution and by-laws of this organization and a submission by said LYP club to have its relationship with this association interpreted and governed by this constitution and by-laws.

**Section 3** *Composition of Clubs.*

- a) A club shall be composed of active members each of whom shall be young professionals of good character and leadership potential above the age of 20 years.
- b) Each club shall have a well-balanced membership in which no one business, profession or type of community service predominates.
- c) The bylaws of LYP may provide for active membership, life membership, honorary membership or affiliate membership in clubs and shall prescribe the qualifications for each.

**Section 4** *Ratification of Constitution and Bylaws.* Every club admitted to membership in LYP accepts, ratifies, and agrees to be bound in all things, not contrary to law, by this constitution and the bylaws of LYP, and amendments thereto, and to faithfully observe the provisions thereof.

## **Article 5: Officers and Board of Directors**

**Section 1: *How Constituted.*** The board of directors shall be 9 in number. The Chairperson of LYP shall be a member and chairperson of the board. The immediate past chairperson shall be a member of the board.

**Section 2: *Powers.*** The affairs and funds of LYP shall be under the direction and control of the board in conformity with this constitution.

**Section 3: *Administrator.*** The general administrator of LYP shall be secretary of the board.

**Section 5: *Officers.*** The officers of LYP shall be Chairperson, vice-chairperson, general administrator, treasurer (who constitute the executive officers) and other directors. The officers of LYP shall be nominated and elected as provided in the bylaws. Each officer of this association, except administrative officers, shall be an Active Member in good standing of a chartered club. Each such officer, by virtue of his/her office shall be an accredited delegate to each annual convention of this association shall not be included in the delegate quota of his/her club for any such convention.

**Section 6. *Meetings.*** Regular and special meetings of Board of Directors shall be called and conducted pursuant to the by-laws. The board shall meet at least 4 times in a year Quorum for meeting 50% of board members.

## **Article 6: Administration**

**Section 1** The administration of clubs shall be under general supervision of the board together with one or other of the following forms of direct supervision, which shall be at all times in conformity with the provision of this constitution and the bylaws:

- (a) Supervision of a club by the board.
- (b) Such supervision, as may be deemed advisable by the board

**Section 2** LYP and clubs are encouraged to computerize their business operations to speed up and economize the operation of the LYP organization.

## **Article 7: Annual Convention**

**Section 1: *Time and Place.*** An assembly of LYP shall be held annually within the last three months of the fiscal year, at a time and place to be determined by the board, subject to change by the board for good cause.

**Section 2: *Special Conventions.*** In case of emergency, special conventions may be called by the Chairperson with the approval of a simple majority of the members of the board.

**Section 3: *Representation.***

- (a) In any convention, each club shall be entitled to be represented by at least 6 delegates. Any club with a membership of more than thirty (30) shall be entitled to



be represented by an additional delegate for each additional 5 of its members or major fraction thereof. For this purpose, representation shall be determined on the basis of membership in the club as shown by the records of the LYP office on the first day of the month last preceding that month during which the convention is held. A club may authorize a delegate to cast one or more of the votes to which the club is entitled.

- (b) It shall be the duty of each club to be represented at each convention of LYP either by one of its own members as a delegate and to vote on each proposal submitted for determination.

**Section 4 Delegates-at-Large.** Each officer and each past Chairperson of LYP, still holding membership in a club, shall be a delegate-at-large.

**Section 5 Electors and Voting.** The duly accredited delegates and delegates-at-large shall constitute the voting body of the convention and shall be known as electors. Voting shall be as provided in the bylaws.

## **Article 9: Fees and Dues**

In the manner and within the time prescribed by the LYP Board of Directors each club shall report to office of this association, the names of all new members elected, and shall remit therewith such entrance fee for each new member as shall be determined by the Board of Directors.

## **Article 10: Foundation**

There shall be a Foundation of LYP to be established and operated in accordance with the provisions of the bylaws of LYP.

## **Article 12: Investment Club**

There shall be a LYP Investment Club to be established and operated in accordance with the provisions of the bylaws of LYP, and in accordance with the laws of Kenya, under which it will be incorporated.

## **Article 13: Bylaws**

Bylaws not inconsistent with this constitution embodying additional provisions for the government of LYP, shall be adopted, and may be amended by the assembly of LYP delegates.

## **Article 15: Interpretation**

Throughout this constitution and the bylaws of LYP, and the standard club constitution the following rules of construction shall apply: The words "shall," "is," and "are" are mandatory, and the words "may" and "should" are permissive. Pronouns of either the masculine or feminine gender shall include the other gender. The terminology "mail," "mailing," and "ballot-by-mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

## **Article 15 Amendments**

**Section 1** *Circumstances.* This constitution may be amended only by a two-thirds vote of those present and voting in the assembly of LYP Delegates.

**Section 2** *Who May Propose.* Amendments to this constitution may be proposed only by a club or by the board in accordance with the procedures contained in the bylaws.

## By Laws League of Young Professionals, Kenya

### **Article 1: Definitions**

As used in the constitution and bylaws of League of Young Professionals, Kenya, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of League of Young Professionals, Kenya.
2. Club: A LYP chapter.
3. Constitutional documents: The LYP constitution and bylaws and the standard LYP club constitution.
4. Chairperson: LYP Kenya Chairperson.
5. Member: A member of a LYP club.
6. Year: The twelve-month period this begins on the first day of January.
7. LYP: League of Young Professionals, Kenya.

### **Article 2: Membership in LYP**

**2.010.** Club Organization.

**2.020.** Club Name.

**2.030.** Application for Membership in LYP.

**2.040.** Adoption of Standard LYP Club Constitution by Clubs.

**2.050.** Obligation of the club

**2.010. Club Organization.** LYP clubs may be organized and chartered in any defined geographic area, including those in which an established club, or clubs, may exist, with the consent of and/or the approval of the Board of Directors. The area within which a club or clubs are to be chartered shall be defined and subject to change as above provided.

**2.020. Club Name.** Each club shall be known by the name of the defined geographic area in which it is located. In any such geographic area having more than one club, each club shall add a distinguishing designation to such name

**2.030. Application for Membership in LYP.**

A club seeking admission to membership in LYP shall apply to the board. The application shall be accompanied by the admission fee as determined by the board. The fee shall be in Ksh. currency or equivalent currency of the country in which the club is located. Membership shall become effective on the date such application is approved by the board.

**2.040. Adoption of Standard LYP Club Constitution by Clubs.**

The standard club constitution shall be adopted by all clubs admitted to membership.

2.040.1. *Amendments to the Standard Club Constitution.*

The standard club constitution may be amended in the manner prescribed in the constitutional documents. Such amendments shall automatically become a part of the constitution of each club.

2.040.2. *Exceptions by the Board to the Standard Club Constitution.*

The board may approve provisions in an individual club's constitution which are not in accordance with the standard club constitution so long as such provisions do not contravene the LYP constitution and bylaws. Such approval shall be given only to comply with local law or custom or in exceptional circumstances. Such approval requires a two-thirds majority of the board members present.

**2.050. *Obligations of A Club.*** Each club, to remain in good standing, shall:

- a) Collect from each member, except as otherwise provided herein, minimum annual dues to cover LYP dues and such other expenses as are necessary for club administration.
- b) Submit such regular reports to the association's office as may be called for by the Board of Directors.
- c) Abide by the constitution, by-laws, and the policy of the Board of Directors.
- d) Attempt to resolve all disputes arising at the club level according to the Club Dispute Resolution Procedure set out, from time to time, in the policy of the Board of Directors.

### **Article 3: Resignation, Suspension or Termination of Membership in LYP**

**3.010.** Club Resignation from LYP.

**3.020.** Reorganization of a Club.

**3.030.** Board Authority to Discipline, Suspend, or Terminate a Club.

**3.040.** Surrender of Rights by Suspended Club.

**3.050.** Surrender of Rights by Terminated Club.

**3.010. *Club Resignation from LYP.*** Any chartered club may resign from this association and said resignation shall become effective upon acceptance thereof by the Board of Directors. The Board of Directors may withhold acceptance, however, until all indebtedness has been paid, all club funds and property have been properly disposed of, the club charter has been returned, and all right to the use of the name "LYP," the emblem and other insignia of this association has been surrendered..

**3.020. *Reorganization of a Club.***

Where a terminated club seeks to be reorganized, or where a new club is organized in the same locality, the board may determine whether each such club must pay a charter fee or other indebtedness due to LYP from the former club as a condition for membership.

**3.030. *Board Authority to Discipline, Suspend, or Terminate a Club.***

3.030.1. *Suspension or Termination for Failure to Pay Dues.*

The board may suspend or terminate the membership of any club which fails to pay its dues or other financial obligations to LYP

**3.030.2. *Termination for Failure to Function.***

The board may terminate the membership of any club where such club disbands for any reason, fails to meet regularly, or otherwise fails to function.

**3.030.3. *Discipline for Cause.***

The board may take action against a club for cause provided a copy of the charges and notice of the time and place of hearing is mailed to the chairperson and the club administrator of such club at least 30 days before such hearing. Such club shall be entitled to be represented by counsel at any such hearing. Following such hearing, the board may discipline or suspend a club upon a majority vote of the entire board or expel the club upon a unanimous vote.

**3.040. *Surrender of Rights by Suspended Club.***

Any club that has been suspended by the board shall have none of the rights provided to clubs under the bylaws so long as it remains suspended, but shall retain the rights granted to clubs under the constitution.

**3.050. *Surrender of Rights by Terminated Club.***

The privilege of using the name, emblem, and other insignia of LYP shall cease upon the termination of membership of the club. The club shall have no proprietary rights in the property of LYP upon termination of its membership. The general administrator shall proceed to recover the certificate of membership of such former club.

## **Article 4: Membership in Clubs**

**4.010. Types of Membership in a Club.**

**4.020. Active Membership.**

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**4.040. Dual Membership.**

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**4.080. Limitation on Membership.**

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**4.100. Attendance at Other Clubs.**

**4.010. *Types of Membership in a Club.***

A club may have four kinds of membership; active, life, affiliate and honorary. Each individual member of a LYP club, on approval of the club's board of directors, shall be classified in one of the categories. All categories of members shall be required to pay such dues (except honorary, where the club pays the dues) as are determined by the LYP club, and engage in conduct reflecting a favorable image of the LYP club in their community. In the case of a Life Member, a one-time fee of Ksh. 20,000 shall be paid to the association, in lieu of future dues, and such status shall be approved in accordance with the policy of the Board of Directors. All past Chairpersons of LYP Kenya are

accorded the status of Life Member upon the completion of their term in office without any fee required with approval of the board.

**4.020. Active Membership.**

A person possessing the qualifications set forth in article 4, section 3 of the LYP constitution may be elected to active membership in a club.

**4.030. Transferring of LYP Member.**

A member may transfer his membership, if the member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession in the locality of the former club or the surrounding area.

**4.040. Dual Membership.**

No person shall simultaneously hold active membership in more than one club. No person shall simultaneously be a member and an honorary member in the same club.

**4.050 Affiliate Member:** A quality individual of the community who currently is not able to fully participate as an Active member of the club but desires to support the club and its community service initiatives and be affiliated with the club. This status may be conferred by the invitation of the club's board of directors. An Affiliate Member may be eligible to vote on club matters at meetings where he/she is present in person, but may not represent the club as a delegate at LYP assembly. He/she shall not be eligible to hold club, or national office. An Affiliate Member shall be required to pay club dues as the local club may charge.

**4.060 Life Member:** Any member of this club who has maintained Active membership as a Member for 4 or more years and has rendered outstanding service to this club, his/her community, or this association; may be granted Life Membership in this club upon:

- (1) recommendation of this club to the association,
- (2) payment to the association of Ksh. 20, 000.00 by this club in lieu of all future dues to the association, and
- (3) Approval by the Board of Directors.

Nothing herein shall prevent this club from charging a Life Member such dues as it shall deem proper. A Life Member shall have all privileges of active membership so long as he/she fulfills all obligations thereof. Life Membership refers to continuous membership as long as one still qualifies to be a member.

**4.070. Honorary Membership.**

**4.070.1. Eligibility for Honorary Membership.**

Persons who have distinguished themselves by meritorious service in the furtherance of LYP ideals and those persons considered friends of LYP for their permanent support of LYP's cause may be elected to honorary membership in more than one club. The term of

such membership shall be as determined by the board of the club in which they hold membership.

*4.070.2. Rights and Privileges.*

Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the club. Such members shall be entitled to attend all meetings and enjoy all the other privileges of the club in which they hold such membership. No honorary member of a club is entitled to any rights or privileges in any other club, except for the right to visit other clubs without being the guest of a LYP Member.

**4.080. Limitations on Membership.**

Notwithstanding the provisions of section 2.030., no club, regardless of the date of its admission to membership in LYP, may by provisions in its constitution or otherwise, limit membership in the club on the basis of gender, race, color, creed, or national origin or impose any condition of membership not specifically prescribed by the LYP constitution or bylaws. Any provision in any club constitution or any condition otherwise imposed in conflict with this section of the bylaws is null, void, and without effect.

**4.090. Attendance Reports.**

Each club shall forward monthly attendance reports of its meetings to the board within 15 days of the last meeting of each month.

**4.100. Attendance at Other Clubs.**

Every member shall have the privilege of attending the regular meeting of any other club except for a club that previously terminated the membership of said person for good cause.

**Article 5 Board of Directors**

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**5.020. Publication of Board Action.**

**5.030. Powers of the Board.**

**5.040. Meetings of the Board.**

**5.050. Voting by Communication.**

**5.060. Executive Committee.**

**5.070. Vacancies in Board Membership.**

**5.010. Duties of the Board.**

The board is responsible for doing whatever may be necessary for the furtherance of the purposes of LYP, the attainment of the Purpose of LYP, the study and teaching of its fundamentals, the preservation of its ideals, ethics, and unique features of organization, and its extension throughout the country. In order to fulfill the purposes of article 3 of the LYP constitution, the board shall adopt a strategic plan.

**5.020. Publication of Board Action.**

All minutes of board meetings and board action shall be available to all members by posting to the LYP Worldwide Web site within 15 days after such board meeting or action. Additionally, all appendices filed with the official records of the minutes shall be made available to a member upon request, except any materials that are deemed by the board to be confidential or proprietary may be excluded.

**5.030. Powers of the Board.**

**5.030.1. Directs and Controls the Affairs of LYP.**

The board directs and controls the affairs of LYP by:

- (a) Establishing policy for the organization;
- (b) Evaluating implementation of policy by the general administrator; and
- (c) Exercising such other powers conferred upon the board by the constitution, by the bylaws

**5.030.2. Controls and Supervises Officers and Committees.**

The board shall exercise control and supervision over all officers and committees of LYP. The board may remove an officer or committee member for cause following a hearing. The person to be removed must be provided written notice containing a copy of the charges at least 15 days before the hearing thereon. Such notice shall specify the time and place of such hearing and shall be served personally, by mail, or other rapid means of communication. At the hearing, such person may be represented by counsel. A vote to remove such officer, or committee member must be passed by a two-thirds vote of the entire board. The board shall also have the additional powers provided in section 6.100.

**5.040. Meetings of the Board.**

**5.040.1. Time, Place, and Notice.**

The board shall meet at such times and places as it may determine or upon the call of the Chairperson. Notice of meetings shall be given by the general administrator to all directors at least 30 days preceding the commencement of the meeting unless such notice is waived. At least three meetings of the board shall be held in each year. In lieu of in-person meetings, the use of teleconferencing, internet, and other communications equipment may be utilized for an official meeting of the board.

**5.040.2. Quorum.**

A majority of the board members shall constitute a quorum for the transaction of all business except for items requiring a larger vote as provided for in the LYP constitution or bylaws.

**5.040.3. First Meeting of Year.**

The incoming board shall meet immediately following the annual assembly. The incoming chairperson shall designate the time and place of such meeting. The actions taken at such meeting must be approved by the board on or after 1 January at a meeting or by one of the methods described in section 5.050., and shall be effective only after such approval.

**5.050. Voting by Communication.**



5.050.1. *Informal Meetings.*

The directors may participate in and act at any meeting of the board through the use of a conference telephone, internet, or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

5.050.2. *Informal Action.*

The board may transact business without meeting together by unanimous written consent of all directors.

**5.060. Executive Committee.**

The board may appoint an executive committee to be composed of at least five but no more than seven of its members, including any *ex officio* members. The board may delegate to such executive committee authority to make decisions on behalf of the board between meetings of the board. Such authority is limited to matters where the policy of LYP has been established. The executive committee shall function under such terms of reference not in conflict with the provisions of this section, as may be prescribed by the board.

**5.070. Vacancies in Board Membership.**

5.070.1. *Alternates.*

At any time if the office of a director becomes vacant, due to whatever reason, the board shall elect the alternate selected at the time the director was elected from the same club to serve as director for the rest of the term.

5.070.2. *Alternate Unable to Serve.*

If the alternate is unable to serve for any reason, the remaining members of the board shall elect a director from the same club in which the vacancy occurs. Such vote shall take place at its next meeting or through voting by communication, as determined by the Chairperson.

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**6.020.** Qualifications of Officers.

**6.030.** Term of Office.

**6.040.** Vacancy in the Office of Chairperson.

**6.050.** Compensation of Officers.

**6.060.** Duties of Officers.

**6.070.** Removal.

**6.010. Election of Officers at Assembly.**

The Chairperson, Vice-Chair, General Administrator, Treasurer and directors of the association shall be elected at the convention by secret ballot

**6.020. Qualifications of Officers.**

**6.020.1. Club Membership.**

Each officer of LYP shall be a member in good standing of a club.

**6.020.2. Candidacy Requirements For chairperson.** A candidate for the office of LYP Chairperson shall

- (1) Be an Active Member in good standing of a LYP club in good standing;
- (2) Have completed or be completing his/her term, by election or appointment, as board director;
- (3) Must have served a full term as a club/chapter chairperson
- (4) Secure the endorsement of his/her club.

**6.020.3. Candidacy Requirements Board Director.** A candidate for the office of LYP Director

- (1) Be an Active Member in good standing of a LYP club in good standing;
- (2) Have completed or be completing his/her or major portion thereof as officer of LYP Club;
- (3) Secure the endorsement of his/her club.

**6.030. Term of Office.**

**6.030.1. Officers.**

The term of each officer shall begin on 1 January following such election. All officers shall serve for a term of 2 years or until their successors have been duly elected.

**6.030.2. Office of Director.**

The term of office of each director shall begin on 1 January in the year next following such election.

**6.040. Vacancy in the Office of Chairperson.**

In the event of a vacancy in the office of chairperson, the vice-chairperson shall succeed to the office of chairperson. The board select a new vice-chairperson from among the remaining members of the board.

**6.050. Compensation of Officers.**

No officer shall receive compensation other than reimbursement of reasonable, documented expenditures as authorized pursuant to the expense reimbursement policy established by the board.

**6.060. Duties of Officers.**

**6.060.1. Chairperson.**

The chairperson shall be the highest officer of LYP. As such, the chairperson:

- (a) Shall be the principal person to speak on behalf of LYP;
- (b) Shall preside at all assemblies and meetings of the board;
- (c) Shall counsel the general administrator; and

(d) Shall perform such other duties as pertain to the office, consistent with the strategic plan as adopted by the board.

**6.060.2. *General Administrator.***

The general administrator shall be the chief operating officer of LYP. As chief operating officer, the general administrator shall be responsible for the day-to-day management of LYP under the direction and control of the board. The general administrator shall be responsible to the chairperson and board for the implementation of its policies and for the operations and administration, including the financial operation, of LYP. The general administrator also shall communicate with LYP Members and clubs the policies established by the board. The general administrator shall be solely responsible for the supervision of the secretariat staff. The general administrator shall make an annual report to the board. Upon approval by the board, the annual report shall be submitted to the assembly. The general administrator shall give bond for the faithful discharge of those duties in a sum and with sureties as required by the board.

**6.060.3. *Treasurer.***

The treasurer shall regularly receive financial information from and confer with the general administrator regarding the management of LYP finances. The treasurer shall make appropriate reports to the board and shall also make a report to the annual assembly. The treasurer shall have only such duties and powers as arise from membership on the board, but may be assigned further duties by the chairperson or by the board.

**6.070. *Removal.***

Any elected officer of this association may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the entire number of members of the Board of Directors.

**Article 7: Annual Convention**

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**7.010.** *Time and Place of Convention.*

The board may determine the possible time and/or place for the annual convention of LYP up to 4 months in which the convention shall convene, and make appropriate arrangements for holding such a convention.

**7.020.** *Call to Attend Convention.*

The national chairperson shall issue and the general administrator shall mail to each club the official call for the annual convention at least 3 months prior to the convention. The call for a special convention shall be issued and mailed at least 60 days prior to the date thereof.

**7.030.** *Officers of the Convention.*

The officers of the convention shall be the national chairperson, treasurer, general administrator, Convention Committee Chairperson, and sergeant-at-arms. The national chairperson shall appoint the sergeant-at-arms.

**7.040.** *Delegates to the Convention.*

7.040.1. *Delegates.*

All delegates and alternates shall be members of the clubs they represent.

7.040.2. *Alternate Delegates.*

When selecting its delegates, a club may choose an alternate delegate for each delegate. Where an alternate is unavailable to serve when called upon, a second alternate may be chosen. An alternate is entitled to vote only in case of the absence of the elected delegate. A second alternate may be substituted for a delegate from a club whose first alternate is absent. An alternate when serving as a delegate may cast such vote on all matters on which the original delegate was entitled to vote.

7.040.3. *Delegate Substitution Procedure.*

A substitution of an alternate for a delegate shall be reported to the credentials committee. When such substitution has been made, the alternate shall act as the delegate until the convention adjourns. The credentials committee may permit the delegation of the host club to substitute an alternate for a delegate for one or more sessions. Such substitution will be allowed where the delegate is engaged in the administrative work of the convention so as to make it impossible for such delegate to attend such session(s) of the convention. Such substitution must be duly reported and noted by the credentials committee prior to taking effect.

*Credentials for Delegates.*

The authority of all delegates and alternates shall be evidenced by certificates signed by the chairpersons and administrators of the clubs they represent. All certificates must be delivered to the credentials committee at the convention to entitle delegates and alternates to vote.

**7.060.** *Delegates-at-Large.*

Each LYP officer and each past chairperson of LYP still holding membership in a club shall be a delegate-at-large and entitled to cast one vote on each question submitted to vote at the convention.

**7.070. Registration Fee.**

Each convention attendee who has reached 20 years of age shall register and pay a registration fee to attend the convention. The registration fee shall be fixed by the board. No delegate shall be entitled to vote at the convention unless the registration fee has been paid.

**7.080. Convention Quorum.**

**7.080.1. Quorum Number.**

Delegates representing one-tenth of the clubs shall constitute a quorum at a convention.

**7.080.2. Absence of Quorum.**

Should the question of the absence of a quorum be successfully raised at any plenary session, no vote(s) shall be taken for a period as designated by the presiding officer. Such period shall not exceed one-half day. At the expiration of such period, the convention may act upon such matters as may be properly brought before it, irrespective of the presence of a quorum.

**7.090. Credentials Committee.**

The national chairperson shall appoint a credentials committee prior to the adjournment of the convention. The committee shall consist of no fewer than five members.

**7.100. Electors.**

The duly accredited delegates and delegates-at-large shall constitute the voting body of the convention and shall be known as electors.

**7.120. Balloting Committee.**

**7.120.1. Appointment and Duties.**

The national chairperson shall appoint from among the electors a balloting committee at each convention. Such committee shall have charge of all balloting at the convention, including the distribution and counting of ballots. This committee shall consist of at least five electors as determined by the national chairperson. The general administrator shall have charge of printing of all ballots.

**7.120.2. Notice of Election of Officers.**

The national chairperson shall notify the electors of the time and place for nominations and elections of officers. Such notice shall be given at the first session of the convention.

**7.120.3. Report of Committee.**

The balloting committee shall report promptly to the convention the result of the balloting. The report shall be signed by a majority of the committee. The Chairperson

shall retain all ballots. The Chairperson of the committee shall destroy all ballots following the adoption of such report unless otherwise instructed by the convention.

**7.120. Election of Officers.**

**7.120.1. Electors Voting Rights.**

The electors shall each be entitled to cast one vote for each officer to be elected.

**7.120.2. Ballot.**

The election of all officers shall be by secret ballot. Where there are more than two candidates, such balloting shall be by means of the single transferable vote. Where there is one nominee for any office, the electors may instruct the general administrator to cast their united ballot for such nominee pursuant to a voice vote.

**7.120.3. Majority Vote.**

The nominee for each of the aforementioned offices who receives a majority of the votes cast shall be declared elected. Second and subsequent preferences shall be taken into account where necessary.

**7.120.4. Presentation of Nominations to Convention.**

The names of the nominees certified to the general administrator as duly nominated for national chairperson, directors, shall be presented by the general administrator to the convention for election.

**7.130. Convention Program.**

The program reported by the convention committee, as approved by the board, shall be the order of the day for all sessions. Changes in the program may be made during the convention by a two-thirds vote of the board.

**7.150. Seating of Delegates.**

At each plenary session, a number of seats equal to the number of delegates duly certified to the credentials committee shall be reserved exclusively for such delegates.

**Article 8: Committees**

**8.010.** Number and Term.

**8.020.** Membership.

**8.030.** Meetings.

**8.040.** Term of Service.

**8.050.** Secretary of Committees.

**8.060.** Quorum.

**8.070.** Transaction of Business by Communication.

**8.080.** Authority.

**8.010. Number and Term.**

The Chairperson, with the approval of the Board of Directors shall establish standing committees on Communications, Constitution And Bylaws, Finance, Membership

Development, Leadership, Long Range Planning, Public Relations, Service Activities and as well as such other committees as it from time to time may determine is in the best interests of LYP.

**8.020. Membership.**

Except as otherwise provided in these bylaws, the chairperson shall appoint the members of the committees and any subcommittees thereof after consultation with the board. The chairperson shall also designate the Chairperson of each committee and subcommittee. The chairperson shall be an *ex officio* member of all LYP committees.

**8.030. Meetings.**

Except as otherwise provided in these bylaws, committees and subcommittees shall meet at such times and places and upon such notice as may be determined by the chairperson. A majority of the membership shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee or subcommittee.

**8.040. Term of Service.**

No person shall be eligible to serve on the same committee of LYP for more than three years except as may be otherwise provided in the bylaws. No person who has served on a committee for three years shall be eligible for subsequent appointment to the same committee. The provisions of this section shall not apply to an *ex officio* member of any committee or to members of ad hoc committees. Notwithstanding the foregoing, the chairperson may appoint as Chairperson of a convention committee a member who has previously served for two years as a member of a convention committee who has not previously served as Chairperson.

**8.050. Secretary of Committees.**

The general administrator shall be the secretary of all committees, unless otherwise provided for in the bylaws or by the board in establishing committees. The general administrator may appoint another person to serve as secretary.

**8.060. Quorum.**

A majority of all the members of a committee shall constitute a quorum at any meeting of such committee, unless otherwise provided for in the bylaws or by the board in establishing committees.

**8.070. Transaction of Business by Communication.**

A committee may transact business by any appropriate means of communication under such rules of procedure as may be prescribed by the board unless otherwise provided in the bylaws.

**8.080. Authority.**

The operations and activities of all committees shall be subject to the control and supervision of the board pursuant to subsection 5.040.2. All committee actions and decisions shall be subject to the approval of the board

## **Article 9 Fiscal Matters**

**9.010.** Fiscal Year.

**9.020.** Club Reports.

**9.030.** Dues.

**9.040.** Date of Payment.

**9.050.** Budget.

**9.060.** Five-Year Financial Forecast.

**9.070.** Audit.

**9.080.** Report.

### **9.010.** *Fiscal Year.*

The fiscal year of LYP shall begin on 1 July and end on 30 June.

### **9.020.** *Club Reports.*

Each club shall certify to the board the number of its members on 1 January and on 1 July in each year. This certificate shall be signed by the club chairperson and administrator and shall be transmitted to the general administrator.

### **9.030.** *Dues.*

#### 9.030.1. *Dues.*

Each club shall pay to LYP dues for each of its members Ksh. 200 per year. Such dues shall remain constant until changed by the Board of Directors.

### **9.040.** *Date of Payment.*

#### 9.040.1. *Due Date of Per Capita Dues.*

Per capita dues shall be due and payable pursuant to subsection 9.030.1. on 1 January and 1 July of each year. Dues payable pursuant to subsection 9.030.2. shall be due and payable on 1 July.

#### 9.040.4. *New Clubs.*

No club shall be liable for payment of dues until the semiannual period following its date of admission.

### **9.050.** *Budget.*

#### 9.050.1. *Adoption by Board.*

Each year the board shall adopt a budget for LYP for the succeeding fiscal year. Budgeted anticipated total expenses shall not exceed total anticipated revenue.

#### 9.050.2. *Revision of Budget.*

Such budget may be revised by the board at any time, provided that anticipated total expenses shall not exceed total anticipated revenue.

#### 9.050.3. *Budgeted Expenditures.*



No expenditure of LYP funds shall be made unless such expenditure is within the budget approved by the board. The general administrator shall have the duty and authority to enforce compliance with this subsection.

*9.050.4. Expenditures in Excess of Anticipated Revenue; Emergency and Unforeseen Circumstances.*

The board, by a three-quarters vote of all directors, may authorize the expenditure of amounts in excess of anticipated revenues, but only in emergency and unforeseen circumstances, provided that the board shall not incur any expenditure which will result in indebtedness which exceeds the net assets of LYP. Full details of the excess expenditure and the circumstances leading thereto shall be reported by the chairperson to all officers of LYP within 60 days and to the next convention.

*9.050.5. Publication of the Yearly Budget of LYP.*

The budget of LYP as adopted according to the provisions of subsection 9.050.1. shall be published in a form to be decided upon by the board and brought to the knowledge of all LYP clubs not later than 30 September of each LYP year.

**9.060. Five-Year Financial Forecast.**

*9.060.1. Annual Review of Five-Year Forecast.*

The board shall consider a five-year financial forecast on an annual basis. Such forecast shall describe the development of total revenues and total expenses of LYP. The forecast shall also describe the development of assets, liabilities, and fund balances of LYP.

**9.070. Audit.**

The board shall provide for an audit of LYP on at least an annual basis. Such audit shall be prepared by licensed, certified, or chartered public accountants, or auditors. The general administrator shall submit their books and vouchers for audit whenever required by the board.

**9.080. Report.**

The general administrator shall publish the audited annual report of LYP no later than the end of December following the fiscal year end. Such report shall, by individual office, clearly show all reimbursed expenses paid to, and all payments made on behalf of, the chairperson. In addition such report shall clearly show all reimbursed expenses paid to, and all payments made on behalf of, the office of the chairperson. The report shall further contain the expenditures of the board, the annual convention, and each major division of the administration and the operations of the secretariat, and be accompanied by a statement comparing each of these items with the budget adopted in accordance with subsection 9.050.1. and, if necessary, as revised in accordance with subsection 9.050.2. The report shall contain full details of any expenditures that vary from the approved budget by more than 10 percent in each category. The report shall be distributed to each current and past officer of LYP and shall be made available to any club upon request. The report for the year immediately preceding a board meeting shall be mailed by the general administrator to all members of that board at least 30 days prior to the opening of that board.

## **Article 10: The LYP Foundation**

**10.010.** Purpose of The Foundation.

**10.020.** Trustees.

**10.030.** Terms of Trustees.

**10.040.** Compensation of Trustees.

**10.050.** Expenditures of Trustees.

**10.060.** Report of Trustees.

### **10.010.** *Purpose of The Foundation.*

The LYP Foundation of LYP shall be operated exclusively for charitable and educational purposes by the trustees of The LYP Foundation in accordance with the Foundation's articles of incorporation and bylaws. The articles of incorporation and bylaws can only be amended by the trustees with the consent of the board.

### **10.020.** *Trustees.*

There shall be 9 trustees appointed by the Chairperson with the approval of the board. All trustees shall satisfy the qualifications listed in the Foundation's bylaws.

### **10.030.** *Terms of Trustees.*

The terms of the trustees shall be 2 years. Trustees may be reappointed.

### **10.040.** *Compensation of Trustees.*

All trustees shall serve without compensation.

### **10.050.** *Expenditures of Trustees.*

The trustees shall make expenditures from the property of the Foundation only with the approval of the board, except for the following two types of expenditures, which require only the approval of the trustees: (1) the necessary expenses of administration of the Foundation, and (2) expenditures of the income or principal of gifts to the Foundation which are prescribed by the terms of the gift

### **10.060.** *Report of Trustees.*

The trustees shall report no less than annually to LYP on the programs and finances of the Foundation. The annual report of the Foundation shall, by individual office, clearly show all reimbursed expenses paid to, and all payments made on behalf of, the Chairperson and incoming Chairperson of the trustees.

## **Article 11: The LYP Investment Club**

### **11.010.** *Purpose of the Investment Club.*

The Purpose of LYP Investment Club is to be the investment vehicle for LYP Members who want to invest. It shall be operated in accordance with the laws of Kenya under which it will be registered.

## **Article 12 Name and Emblem**

**12.010.** Preservation of LYP's Intellectual Property.

**12.020.** Restrictions on the Use of LYP's Intellectual Property.

**12.010.** *Preservation of LYP's Intellectual Property.*

The board shall maintain and preserve an emblem, badge, and other insignia of LYP for the exclusive use and benefit of all LYP Members.

**12.020.** *Restrictions on the Use of LYP's Intellectual Property.*

Neither the name, emblem, badge, or other insignia of LYP nor of any club shall be used by any club or by any member of a club as a trademark, special brand of merchandise, or for any commercial purpose. The use of such name, emblem, badge, or other insignia in combination with any other name or emblem is not recognized by LYP.

## **Article 13: LYP Worldwide Web**

The board is responsible for opening and maintaining a LYP site on the worldwide web. This web site shall be called the LYP Worldwide Web site. The purpose of this web site is to help the board advance the purpose of LYP. LYP and clubs are urged to maintain web which include, where feasible, a link to the LYP Worldwide Web site.

## **Article 14 Indemnification**

The board may establish and implement policies for indemnification of directors, officers, employees, and agents of LYP.

## **Article 15 Arbitration and Mediation**

**15.010.** Disputes.

**15.020.** Date for Mediation or Arbitration.

**15.030.** Mediation.

**15.040.** Arbitration.

**15.050.** Decision of Arbitrators or Umpire.

**15.060.** Costs of Mediation or Arbitration.

**15.010.** *Disputes.*

Should any dispute other than as to a decision of the board arise between any current or former member(s) of a LYP club, LYP or an LYP officer, on any account whatsoever which cannot be settled amicably, the dispute shall, upon a request to the general administrator by any of the disputants, be resolved by mediation or, if mediation is refused by one or more parties, be settled by arbitration. Such a request for mediation or arbitration should take place within sixty (15) days of the occurrence of the dispute.

**15.020.** *Date for Mediation or Arbitration.*

In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within ninety (15) days after the receipt of the request for mediation or arbitration.

**15.030. Mediation.**

The procedure for such mediation shall be set by the board. Either of the disputants may request the general administrator, or someone appointed by the general administrator for this purpose, to appoint a mediator who is a member of a LYP club, other than that of the disputing parties, and who has appropriate mediation skills and experience.

**15.030.1. Mediation Outcomes.**

The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s), and one copy given to the board to be held by the general administrator. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of both parties. Either party through the general administrator may call for further mediation, if either party has retracted significantly from the mediated position.

**15.030.2. Unsuccessful Mediation.**

If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 15.040. of this article.

**15.040. Arbitration.**

In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a LYP club, other than that of the disputants, may be appointed as umpire or arbitrator.

**15.050. Decision of Arbitrators or Umpire.**

If arbitration is requested, the decision by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

**15.060. Costs of Mediation or Arbitration.**

The costs of the conflict resolution, whether by mediation or arbitration, should be borne on an equal basis by the disputants, unless otherwise decided by the mediator or umpire of the arbitration.

**Article 16 Amendments**

The bylaws may be amended only by a majority vote of those present and voting at the assembly of LYP delegates.