

**BYLAWS MADE PURSUANT TO THE ARTICLE 11.7 OF ENDIP CONSTITUTION
AND ADOPTED BY THE BOARD ON FRIDAY 04/10/2019**

A. Membership

1. Pursuant to Article 6.1, each ordinary member will pay non-refundable fee of Kshs.1,000 sent to treasurer via Mpesa inclusive of withdrawal/ transfer charges or deposited directly to NGO Bank Account
2. Pursuant to Article 6.12 and 6.13, the list of registered members and details therein shall be kept by the Secretary.

B. Board of Directors

3. Notice of Board Meeting

- a) Pursuant to Article 14.2 and 14.3 , a notice of a board meeting shall be issued via Board of Directors WhatsApp group or SMS/ Call to individual Board Members.

4. Means of convening a meeting.

- a) Pursuant to Article 14.4 ,the Board may conduct meeting in following ways
 - i. physical meeting
 - ii. online meeting via WhatsApp
 - iii. both physical and direct calls/conference on the directors not present at the meeting

5. Quorum of the Board

- a) Although the Article 14.7 of Constitution put the quorum of the Board at 2, all Board members would endeavor to attend physically or by any other online means provided.

6. Chairing of meetings

- a) Pursuant to Article 11.1, 12.28 and 14.10 in absence of Chair, the Secretary shall chair the meeting and in absence of Secretary the Treasurer.
- b) In absence of chair, secretary and treasurer, the board of directors shall elect one of them to chair the meeting.

7. Filling a vacancy in the Board

- a) Pursuant to Article 11.4 and 14.5 , if the Board Membership falls below the required 9, the Board may in a resolution invite any member to express interest in serving in the Board

- b) After candidate express interest, then election would be conducted by a board member
- c) Election would be done via online voting by members if physical meeting is impossible
- d) The board member would then announce the results
- e) Each election of a board membership must reflect the gender balance
- f) The filling of vacancy of chair, secretary or treasury would be done only from existing directors by majority votes among them

C. **General Meetings**

8. .Notice of General Meeting

- a) Pursuant to Article 12.5, a notice of general meeting shall be communicated to the members via online platform

D. **Amendment/ alteration or addition**

9. Amendment/alteration or addition

- a) The board may in a majority vote amend, alter or add any by law to cater for the unique circumstances of the NGO
- b) Such amendment, alteration or addition shall not be inconsistent with NGO constitution

Chairperson

Name CICILY MABUTI KINYUA Sign  Date 15-10-2019

Secretary

Name JAMES GITHAKA NGINYA Sign  Date 15/10/2019

Treasurer

Name EVANS S. WAINAINA
CICHA Sign  Date 15/10/2019