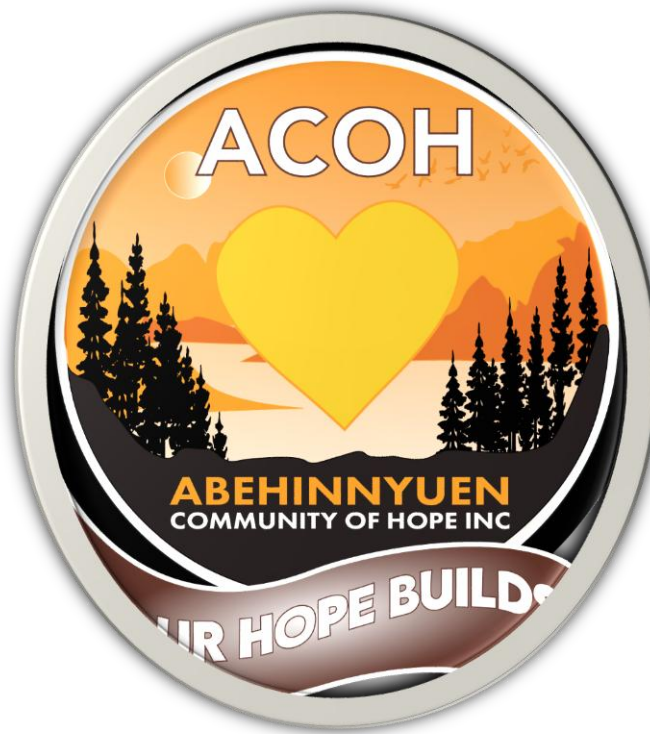


# ***Constitution***

And

## **By-laws**



**ABEHINNYUEN COMMUNITY OF HOPE, (ACOH)  
INC.**

***DRAFTED: FEBRUARY 14, 2017  
STATEN ISLAND, NEW YORK***

# **ABEHINNYUEN COMMUNITY OF HOPE (ACOH), INC.**

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## **CONSTITUTION & BYLAWS OF ABEHINNYUEN COMMUNITY OF HOPE, INC.**

**EIN: 82-1994991**

### **ARTICLE I: Name, Office, and Duration**

1. Name: The name of this Organization is **Abehinnyuen Community Of Hope (ACOH), Inc.**

2. Location. The principle place of business and administrative office shall be located at 456 Van Duzer Street, Suite D2, Staten Island, NY 10304

3. Duration. The Organization shall have perpetual existence, and its fiscal year shall be January 1 through December 31.

### **ARTICLE II: Purpose**

Purpose: is to share the GOSPEL of LOVE through (humanitarian) ACTIONS based on God's perspectives and connecting our communities and networking with faith-based (Christian, Islam, non-Christian-non-Islam) organizations and local government for unity and services. The Organization is organized exclusively as a **not-for-profit** for charitable, religious, social and educational purposes here in the United States of America within the meaning of Section 501(c) (3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:

1. To assess the needs and barriers of new immigrants, and offer them information, referrals to resources and help them to become independent, contributing members of the community by teaching skills and promoting cross- cultural understanding
2. To provide high quality interpretation and translation services in Bassa, other Liberian and West African Languages, English, Spanish and French to government and non-governmental agencies.
3. To support and assist youth in their search for employment by providing training in resume/cover letter preparation, interviewing skills, local labor market and

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career transition, career counseling and referrals to existing resources for other employment-related assistance

4. To engage in train-to-train-to-serve in religious and academic settings
5. To provide rehabilitation and reentry services for youth who have a history of substance abuse.
6. To promote health & wellness of “at-risk” children, including those who are physically challenged, or who have other special needs through educational programs and community involvement.
7. To provide awareness in tropical and non-tropical diseases to hospitals and healthcare agencies in the US.
8. To promote police & community relations through the teaching of civic rights and responsibilities and encouraging youth participation in police auxiliary, and community participation in the affairs of local government.
9. To network with other charitable, religious, and civic organizations

## **ARTICLE II SECTION I: CORE VALUES**

1. We are to be a community of love, freedom, and service as demonstrated by the Lord Jesus Christ.
2. We are to inspire hope by encouraging the growth and affirming the worth of each person.
3. We are to celebrate learning illuminated by faith and informed by Christian wisdom.
4. We are to assist people to interpret social and human relationships in the light of the WORD OF GOD.
5. We are to encourage the spiritual growth of people served to foster the gift of eternal spirituality

## **ARTICLE III: Membership**

1. Membership: The Organization shall have no members (non-membership).

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## **ARTICLE IV: Board of Directors**

### **1. Election**

The Organization shall designate a Board of Directors, Board of Advisors and Executive Director, who shall initially be appointed by a majority of the incorporators to serve as Directors until such Director's death, resignation, or removal as provided by these bylaws.

### **2. Number**

The initial number of Directors shall be three (3) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three

### **3. Qualifications**

To serve as a Director, an individual shall have prior experience serving on a not for profit board, general business or entrepreneurial experience, and shall have a desire to pay it forward with what they have, know, or have access to. In addition, each prospective Director shall have at least two (2) years' experience in working with community development, children and youth.

### **4. Powers**

The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of New York, to conduct the affairs of the Organization in accordance with these bylaws. The Board of Directors shall possess the power to engage in the following activities:

- a. Purchase both real, and personal property, receive bequest, receive gift, devise, either directly or indirectly.
- b. Shall own, hold in trust, construct, maintain, operate, make improvements, use, sell, convey, mortgage, rent, lease, and dispose of real, personal property located in New York City, or the continental United States of America, or in any part of the world, where permitted by law.

# **ABEHINNYUEN COMMUNITY OF HOPE (ACOH), INC.**

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- c. Solicit funds and raise money and other essential materials necessary to effectively carry out the purpose of the Organization. It shall borrow money, issue bonds, debentures, notes, and other financial instruments.
- d. Engage into credit arrangements with any lawful business in or outside the United States of America.
- e. The Board shall not engage in any other activities not permitted by provision of 501(c) (3) of the Internal Revenue Code of the United States of America.
- f. No part of the net income of the Organization shall be paid or distributed to the directors or any officer of the Board.
- g. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Organization such powers as they deem appropriate.

## **5. Meetings**

Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.

## **6. Special Meetings**

Special meetings may be called by the Chief Executive Officer of the Organization or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

## **7. Annual Meetings**

Directors may meet each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing.

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## **8. Notice and Waiver**

Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

## **9. Quorum**

A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.

## **10. Vacancy**

Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. The incorporating Board of Directors shall serve initial terms of three years unless otherwise asked and agreed upon by a majority of the Board of Directors.

## **11. Removal**

Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Organization, or lack of sympathy with the stated purpose of the Organization.

## **12. Compensation**

Directors shall receive no compensation for their service as Directors.

## **ARTICLE V: Officers**

### **1. Designation of Officers**

The officers of the Organization shall be the Chief Executive Officer/Director, Program Coordinator, Administrative assistant, and Chief Financial Officer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Organization shall be designated by the incorporators, and shall serve for five years. One

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person may hold more than one office, except no person may hold the office of Chief Executive Officer/Director and Administrative Assistant.

## **5. Election and Term**

Officers of the Organization shall be reelected at the annual meeting of the Board of Directors, and shall serve for five years or until their replacements are elected and qualified.

At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Organization, or for lack of sympathy with the stated purpose of the Organization. Any officer proposed to be removed is entitled to five (5) business days' notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

## **6. Compensation**

Officers of the Organization shall receive reasonable compensation as fixed by the Board of Directors. The fact that any officer is also a Director shall not preclude receipt of reasonable compensation for services provided under Article V of these bylaws.

## **7. Vacancy**

Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

## **8. Duties of Offices**

**A. Chief Executive Officer:** The Chief Executive Officer is the Supreme Officer of this Organization and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Organization. The Chief Executive Officer will perform all duties incident to the office of Chief Executive Officer and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

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**B. Program Coordinator/Director:** The Program Coordinator/Director will perform all duties and exercise all powers of the Chief Executive Officer when the Chief Executive Officer is absent or is otherwise unable to act. The Program Coordinator will perform any other duties that may be prescribed by the Board of Directors.

**C. Administrative Assistant:** The Administrative Assistant will keep minutes of all meetings of the Organization, Executive Members and of the Board of Directors; by the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Administrative Assistant and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

**D. Chief Financial Officer:** The Chief Financial Officer will have charge and custody of all funds of this Organization, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Organization's properties and business transactions, and render reports and accountings to the Directors. The Chief Financial Officer will perform all duties incident to the office of Chief Financial Officer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

**E. Administrative Manager:** The Administrative Manager will recruit new employees/volunteers, orient and train them for their specific job descriptions; conduct semi-annual evaluations of administrative personnel and provide guidance about potential improvements in each employee/volunteer's performance; serve as the liaison between administrative personnel and senior management, communicating needs and concerns so they can be handled expeditiously; select employees/volunteers for special projects and programs, then oversee their output; achieve specific financial objectives by communicating with administrative personnel and making adjustments to workflow as necessary; implement customer service standards and evaluate employees based on their ability to meet those standards; provide technical and logistical support for all administrative personnel



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## **ARTICLE VI: Restrictions on Actions**

1. All the assets and earnings of the Organization shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Organization or be distributed to its Directors, officers, or any private person, except that the Organization shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

2. Notwithstanding any other provision of these bylaws, the Organization will not carry on any activities not permitted by an organization exempt under Section 501(c) (3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c) (2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Organization shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Organization.

3. No substantial part of the Organization's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Organization shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Organization may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

A. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

# **ABEHINNYUEN COMMUNITY OF HOPE (ACOH), INC.**

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B. Engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

D. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

E. Make any taxable expenditure as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

## **ARTICLE VII: Contracts, Checks, Deposits and Funds**

### **1. *Contracts.***

The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Organization.

### **2. *Checks, Drafts and Orders of Payment.***

All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Organization shall be signed by the Chief Financial Officer or Board agent (in consultation with Chief Executive Officer) such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.

### **3. *Deposits.***

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, of other depositories as the Board of Directors may designate.

### **4. *Gifts.***

The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Organization.

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## **5. *Loans.***

No Director, Officer or agent shall have the authority, on behalf to the Organization, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

## **ARTICLE VIII: Dissolution**

Upon dissolution of the Organization, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Organization, including the costs and expenses of such dissolution, dispose of all the assets of the Organization exclusively for the exempt purposes of the Organization or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Organization. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter. all the assets of the school remaining after the payment of debts, shall be distributed as the Board may determine and recommend to ACOH's National Board of Directors, which would recommend to the CEO and ACOH's supreme Board of Directors for final decision.

## **ARTICLE IX: Statement of Nondiscrimination**

Notwithstanding any provision of these bylaws, the Organization shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity, age or national origin.

## **ARTICLE X: Amendment & Adoption of Constitution & Bylaws**

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Organization by majority vote.

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Adoption of Bylaws:

Adopted by the Board of Directors by resolution and vote of all directors on the date below:

Steven Zimmermann

STEVE ZIMMERMANN

02/14/2017

Solomon B. Reeves

SOLOMON B. REEVES

02/14/2017

William Phillips

WILLIAM PHILLIPS

02/14/2017

Mayra Roman

MAYRA ROMAN

02/14/2017

**NOTE:** Amendment & Adoption of Constitution & Bylaws

On December 27, 2017, The Board of Directors had its annual Board meetings and unanimously agreed to replace Board member Steve Zimmermann, who decided to resign from the Board due to busy work schedules, making the current board members to be three (3).

The Board of Directors also unanimously agreed and adopted a banking Resolution, where either the CEO or CFO withdraw money, but anyone can deposit.

Amended and adopted by the Board of Directors by resolution and vote of all directors on the date below:

Solomon B. Reeves

SOLOMON B. REEVES

12/27/2017

William Phillips

WILLIAM PHILLIPS

12/27/2017

Mayra Roman

MAYRA ROMAN

12/27/2017

## **ACOH ORGANOGRAM CHART**

