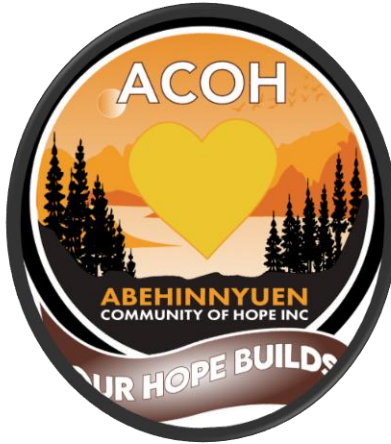


# **BY-LAWS & CONSTITUTION**



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

***DRAFTED: APRIL 14, 2017  
THINKER VILLAGE, PAYNESVILLE, LIBERIA***

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

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

### **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 in Monrovia in the “Watanga Base” Congor Town Community, Montserrado County, Liberia, and that other offices are established in the fifteen (15) subdivisions of Liberia.
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 Republic of Liberia as provided for in the Liberia Business Registry and the Liberia Internal Revenue Code, or the corresponding provisions of any future Liberia business law. Such purposes include but are not limited to:

1. To provide education to buttress the existing educational structures in Liberia by establishing quality Christian-based academic and vocational institutions.
2. To train teachers and provide in service teacher-training to upgrade existing teachers.
3. To train pastors and Church workers by providing in service training to become authentic in their witness and services to God’s people.
4. To plant and maintain healthy churches.
5. 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.

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6. To provide psycho-social services for youths who have a history of illicit drugs use and substance abuse challenges.
7. To promote community security through police & community relations by teaching civic rights and responsibilities, and encouraging youth participation in police auxiliary, and community participation in the affairs of local government.
8. To network with other charitable, religious, and civic organizations

## **ARTICLE II SECTION I: Philosophy of Operation**

### **GOALS**

- Contribute to the national educational and capacity building efforts by utilizing sustainable Christian-based academic and vocational education.
- The primary goal of the vocational unit is to provide a high performance center approach through the development of student's skills to attain sport, masonry, agriculture, medical, construction, mass media, etc., capability as a career/calling/ministry
- Deliver a compelling access to affordable health care services
- Foster strong reading, writing, speaking, analytical thinking and practical skills in broadcasting, feature films, journalism, documentaries, commercial communications, and digital media platforms.

### **MISSION**

Our Primary Mission, as Abehinnyuen Community of Hope (ACOH), Inc. is to share the GOSPEL of LOVE through (humanitarian) ACTIONS and connecting our communities and networking with faith-based (Christian, Islam, non-Christian-non-Islam) organizations and local government for unity and services. Such ACTIONS include sharing God's love through providing (practical Christian-based) academic and vocational education programs that will enable students and other vulnerable youths and adults to attain their fullest potential and become responsible, engaged citizens and future leaders of their communities and society. In addition we promote health and wellness education about tropical and non-tropical diseases, psycho social needs (illicit drugs use

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and abuses counseling), proper sanitation techniques, and the skills to involve local people in community building projects and business development. ACOH also provides in-service training (in academic and religious/Biblical teachings for school teachers, ministers, and pastors); engages in planting and maintaining healthy churches; we engage in public education and awareness via radio broadcasting, social media; we engage in providing medical assistance, basic needs, such as food, clothing and footwear to vulnerable people in underserved communities.

The ACOH plants seeds of understanding in appreciation of a respectful progressive life and safe environment that links ALL individuals in a community of lifelong services. Using institutionally-based, hands-on learning, integrated with today's technology; the Organization offers unique academic, vocational and athletic opportunities for its students and non-students.

### MISSION STATEMENT

The quality learning environment of the ACOH will be fostered by the following mission statements:

- **Learning:** The Organization will embrace education in the Christian tradition which is a lifelong process of seeking and coming to know God in the fullness of creation;
- **Integrity:** The Organization will recognize the role parents and the local Church community in the formation of students' heart, mind, body, and spirit, and to build, retain and maintain parents and children unity and love in their respective communities while the children receive solid, (Christ centered) Christian based education.
- **Loyalty:** Our Organization will strive to provide an atmosphere of love in which people are inspired by hope in Jesus Christ and have their faith strengthened through the power of the Holy Spirit.
- **Excellence:** The Organization will improve through continuous monitoring and assessment of practices.

### CORE VALUES

- **We** are to be a community of love, freedom, and service as demonstrated by the Lord Jesus Christ.

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- We are to inspire hope by encouraging the growth and affirming the worth of each person.
- We are to celebrate learning illuminated by faith and informed by Christian wisdom.
- We are to assist people to interpret social and human relationships in the light of the WORD OF GOD.
- We are to encourage the spiritual growth of staffs and people served to foster the gift of eternal spirituality

## **ARTICLE III: Membership**

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

## **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 for-profit or 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 Republic of Liberia, 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:

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- 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 any county of the Republic of Liberia, or in any part of the world, where permitted by law.
- 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 Liberia.
- e. The Board shall not engage in any other activities not permitted by provision of the not-for-profit guidelines of the Internal Revenue Code of the Republic of Liberia.
- 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.

### **8. Notice and Waiver**

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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 Board of Directors, Chief Executive Officer/Director, Administrative Manager, Program Coordinator/Director, Project Coordinator/Director, Administrative assistant, Chief Financial Officer and Staff, 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 with the exception of the staff, whose tenure of service is based on job performance. One person may hold more than one office, except no person may hold the office of Chief Executive Officer/Director and Administrative Assistant.

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## **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.** The Board of Directors shall oversee the continuing operation of this humanitarian ministry and generally oversee the business affairs of ABEHCOH in compliance with this Constitution. However, the Executive Director of Abehinnyuen Community of Hope (ACOH) in consultation with its Board of Directors is the highest decision-maker for ACOH's established educational (school), economic, health and social programs. The responsibilities of the Board will include, but not be limited to making policy, acting on matters of personal (including hiring and firing), appointing Board Members, establishing tuition and fees, promoting vocational and academic education and praying for the life and ministry of Abehinnyuen Community of Hope, Inc.
- B.** 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,

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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.

**C. The Administrative Manager and Program Coordinator:** In consensus with the Chief Executive Office, The Administrative Manager and Program Coordinator 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 Director and Program Coordinator will perform any other duties that may be prescribed by the Board of Directors. **Note:** The Program Director is solely responsible for the overall direction of the Organization.

**D. 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.

**E. 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.

### **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.

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2. Notwithstanding any other provision of these bylaws, the Organization will not carry on any activities not permitted by an organization exempt under charity provision of the Liberia Non-for-profit Act of 1977 and the Liberia Business Registry (LBR) and the Liberia Revenue Authority (LRA) or the corresponding provisions of any future Liberian law. The Organization shall 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. I 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 in keeping with the charity provision of the Liberia Non-for-profit Act of 1977 and the Liberia Business Registry (LBR) and the Liberia Revenue Authority (LRA) or the corresponding provisions of any future Liberian 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 charity provision of the Liberia Non-for-profit Act of 1977 and the Liberia Business Registry (LBR) and the Liberia Revenue Authority (LRA) or the corresponding provisions of any future Liberian law.

**B.** Engage in any act of self-dealing as defined in the charity provision of the Liberia Non-for-profit Act of 1977 and the Liberia Business Registry (LBR) and the Liberia Revenue Authority (LRA) or the corresponding provisions of any future Liberian law

**C.** Retain any excess business holdings as defined in the charity provision of the Liberia Non-for-profit Act of 1977 and the Liberia Business Registry (LBR) and the Liberia Revenue Authority (LRA) or the corresponding provisions of any future Liberian law

**D.** Make any investment on such manner as to subject it to tax under the charity provision of the Liberia Non-for-profit Act of 1977 and the Liberia Business Registry (LBR) and the Liberia Revenue Authority (LRA) or the corresponding provisions of any future Liberian law.

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E. Make any taxable expenditure as defined in the charity provision of the Liberia Non-for-profit Act of 1977 and the Liberia Business Registry (LBR) and the Liberia Revenue Authority (LRA) or the corresponding provisions of any future Liberian 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.

### **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.

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## **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 shall be determined as described in keeping with the charity provision of the Liberia Non-for-profit Act of 1977 and the Liberia Business Registry (LBR) and the Liberia Revenue Authority (LRA) or the corresponding provisions of any future Liberian law, as shall be selected by the last Board of Directors or all the assets of the Organization 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.

### **Adoption of Bylaws**

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

Edwin A. Nelson 04/14/2017  
Edwin A. Nelson

Anthony S. Kangar 04/14/2017  
Anthony S. Kangar

Solomon B. Reeves 04/14/2017  
SOLOMON B. REEVES

# COMMUNITY OF HOPE (ACOH), ABEHINNYUEN INC.

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ACOH ORGANOGRAM CHART

