

BY-LAWS

FOR THE

**BOARD OF DIRECTORS OF THE ANTOINETTE
TUBMAN CHESHIRE HOME (ATCH) IN**

MONROVIA, LIBERIA

CONSTITUTION & BY-LAWS COMMITTEE MEMBERS:

1. DR. AMELIA T. WEAH-LIBERTY - CHAIR
2. MD. AGNES PIERRE - CO-CHAIR
3. MD. LLOA BASS - SECRETARY
4. MD. GERALDINE PIERRE - MEMBER

LEADERSHIP REPRESENTATION:

1. MD. MARION A. BROWN - EX-OFFICIO

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Preamble

The Antoinette Tubman Cheshire Home consists of a higher body which governs the affairs of the Home. This higher body is known as the Board of Directors of the Antoinette Tubman Cheshire Home; bearing the Acronyms 'BOD-ATCH' and 'ATCH' respectfully (hereinafter refer to as the Organization).

These Bylaws are subject to, and governed by the Articles of Incorporation and the Constitution of the Antoinette Tubman Cheshire Home, as well as the Constitution of the Republic of Liberia. When it comes to a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Constitution of Liberia, the Constitution of Liberia shall be controlling. In any event of a direct conflict between the provisions of these Bylaws and that of the Constitution of the Antoinette Tubman Cheshire Home, the Constitution of the Antoinette Tubman Cheshire Home shall be controlling. Again, in the event of a direct conflict between the provisions of these By-Laws and that of the Articles of Incorporation of the Antoinette Tubman Cheshire Home, the Articles of Incorporation shall be controlling.

Section I. Purpose

1.1 The sole purpose shall be: To govern the organization in making key decisions that address the organization's objectives, mission and vision.

1.2 Other purposes are:

- 1.2.1 To resolve grievances or any problem amongst its members;
- 1.2.2 To promote adequate communication in order to keep members abreast of current events through its local group.
- 1.2.3 To plan the organization's annual activities which should be implemented by the administrative arm of the Home.
- 1.2.4 To assist in resource mobilization and coordination, monitor the performance and implementation of the Home Operational Plan through the Home Administration.
- 1.2.5 To ensure the implementation of decisions taken at board meetings.

Section II. Membership

- 2.1 Membership shall be opened to all agreed members of relevant organizations and prominent donors of the Antoinette Tubman Cheshire Home as is stated in the Constitution of the Organization.
- 2.2 It shall be the responsibility of the members of the Board of Directors to recruit new members for their replacement on the Board of Directors three (3) months to the end of their membership tenure.
- 2.3 Membership shall not be limited to only Liberians, but any national fully associated or any representative from a relevant donor organization.
- 2.4 The relevant agreed government entities chosen by the Board of Directors of the Antoinette Tubman Cheshire Home shall be:
 - i. **The Ministry of Gender, Children & Social Welfare**
 - ii. **LBDI**
 - iii. **Save the Children**
 - iv. **Christian Aid**
 - v. **WHO**
 - vi. **DZP-ZIP**
 - vii. **Rotary Club**
 - viii. **UNICEF**
- 2.5 Any recognized and accepted donor organization/donor individual desirous of being on the board and/or recommended by the General Manager of the Organization and agreed by the BOD-ATCH shall have a seat on the BOD-ATCH.
- 2.6 Only high-ranking officers of an agreed government entity or donor organization shall occupy one (1) slot on the BOD-ATCH.
- 2.7 Any individual or organization desirous of becoming a member of the BOD-ATCH shall submit a completed membership form to the Secretary through his/her representative for review and processing by the existing BOD-ATCH.

- 2.8 Membership on the Board of Directors shall be for Five (5) consecutive years.
- 2.9 All members of the Board of Directors have a voice and the right to vote.
- 2.10 All members shall agree based on democratic process before a decision is accepted and implemented.
- 2.11 Whenever there is a potential conflict of interest in a legal/business process, the member involved shall recuse oneself from the process until otherwise completed by the Board of Directors.
- 2.12 No two relations (spouses, siblings, 1st & 2nd cousins, uncles, aunts, parent/child & guardian) shall be members of the ATCH Board of Directors.
- 2.13 Members are obliged to obey the guidelines of the Organization.
- 2.14 Members are eligible and obliged to participate in all activities of the Organization.
- 2.15 All members shall be issued a copy of both the organization's Constitution and By-laws upon acceptance and inclusion on the Board of Directors.
- 2.16 Membership shall be terminated in either of the following manner:
 - i. Upon written request from the member;
 - ii. By expulsion after a fair hearing and a simple majority vote;
 - iii. Upon separation from the Home: if a member fails to visit the Home at least once a year for international members and four (4) times a year for local residence.

Section III: Board of Directors

3.1 General Powers and Responsibilities:

- 3.1.1 The Board of Directors shall govern the organization with all rights, powers and privileges.
- 3.1.2 The Board of Directors shall establish policies and directives governing programs and businesses of the Organization, delegating authority and responsibility to the Manager and the organization's staff who are subject to both bylaws and constitution of the organization to ensure that the policies and directives are appropriately implemented.
- 3.1.3 The Board of Directors shall serve as supervisor for the managerial team of the organization.

3.2 Number and Qualifications:

- 3.2.1 The Board of Directors shall be Seventeen (17) members. The number of board members may be increased or decreased by the affirmative vote of a majority of the then-serving Board of Directors.
- 3.2.2 A Board member does not have to be a resident of Monrovia or Liberia.
- 3.2.3 In addition to the regular members of the Board of Directors, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members (or have observers' status), but shall not have voting rights, shall not be counted as one of the regular Board members, and shall not be eligible for office.

3.3 Elections:

- 3.3.1 The Board of Directors shall by a simple majority vote, elect from among its members their officers as follows:
 - i. **Chair**
 - ii. **Co-Chair**
 - iii. **Recording Secretary**
 - iv. **Financial Secretary**
 - v. **Treasurer**
 - vi. **Chaplain**

- 3.3.2 The Elections Committee shall present nominations for new and renewing Board members at the Board meeting immediately preceding the beginning of the next annual budget year. Recommendations from the committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a majority of the Board members at a Board meeting at which a quorum is present.

3.4 Term of Board:

3.4.1 Officers of the Board of Directors shall be determined every two (2) years by the Election Commission.

3.4.2 No officer shall serve more than two consecutive terms unless a majority of the Board at a Board meeting at which a quorum is present votes to appoint a Board member to one additional year.

3.4.3 No member shall serve more than five consecutive years. After serving a total of two terms or two terms and one year, as the case may be, a Board member may be eligible for reconsideration as a Board member after two years have passed since the conclusion of such Board member's service.

3.5 Vacancies:

3.5.1 Vacancies on the Board may be filled by a majority vote of the Board at a Board meeting at which a quorum is present.

3.5.2 A Board member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

3.6 Resignation:

3.6.1 Each Board member shall have the right to resign at any time upon written notice thereof to the Board Chair or the Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section IV: Officers

4.1 Nomination of Board officers: Nomination of Board officers shall be based on the following criteria:

- Membership Requirements
- Meeting Attendance Requirements
- Details of how officers were appointed/voted
- Election/Appointment Timeline
- Length of term as member
- Conduct

4.2 Officers and Duties:

The Leadership of the Board of Directors shall comprise of elected Officers and other officers as the Board shall from time to time determine. One person may hold any two offices, except the Chair and Secretary.

Offices and duties are as follows:

4.2.1 The Chair

- i. The Chair shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the businesses and affairs of the ORGANIZATION and shall be the Spokesman of the Board of Directors;
- ii. The Chair shall have the power to call meetings, dictate the agenda to the Secretary and preside over all meetings of the Board of Directors, except a meeting dedicated to the elections of officers. In the absence of the Chair, a proxy designated by the Chair shall preside over meetings;
- iii. The Chair shall appoint heads of committees;
- iv. The Chair shall authorize all payments;
- v. The Chair shall make annual operational reports on all transactions of the Board of Directors and a turn over note at the end of his/her term of office.
- vi. The Chair shall announce upcoming vacancies on the Board three months to the end of members terms;
- vii. The Chair shall attest the signatures of the organization's officers and Board members as required and may sign contracts and other instruments on behalf of the organization.

4.2.2 The Co-Chair

- i. The Co-Chair shall have all powers and duties of the Chair during the absence of the Chair, disability, or disqualification, or during any vacancy in the position of Chair, and such other powers or duties assigned by the Chair, the Board, or the By-laws.
- ii. The Co-Chair shall serve as Co-Administrator and Spokesman of the organization;
- iii. The Co-Chair shall serve as Ex-Officio on all appointed committees;
- iv. The Co-Chair shall act in the absence of the Chair when designated;
- v. The Co-Chair shall serve in other important capacities, as deemed necessary in the interest of the organization.

4.2.2 The Recording Secretary

- i. The Recording Secretary shall be responsible to maintain all administrative communications of the Board of Directors and the organization;
- ii. The Recording Secretary shall record and submit accurate minutes and proceedings of all Board and Executive Committee meetings no less than two weeks prior to the next scheduled meeting, using the template provided;
- iii. The Recording Secretary shall send out meeting citations two weeks ahead of scheduled date;
- iv. The Recording Secretary shall maintain accurate membership listing and attendance at every meeting;
- v. The Recording Secretary shall arrange for the preparation, printing and distribution of all publications and other materials as required;
- vi. The Recording Secretary shall sign correspondence on behalf of the Board, and have all other powers assigned by the Board, the Chair, or these Bylaws.
- vii. The Recording Secretary shall assist in responding and following up all communications internally and externally;
- viii. The Recording Secretary shall create an agenda by directive of the Chair using an agreed template provided, no less than seven (7) calendar days prior to each scheduled meeting;
- ix. The Recording Secretary shall track membership rotation and report to the Chair Three (3) months prior to the end of members' terms.

4.2.3 The Financial Secretary

- i. The Financial Secretary shall manage; handle and maintain records of all the Association's monetary transactions, (deposits and disbursements) as instructed by the Executive Committee, approved by the General Assembly.
- ii. The Financial Secretary shall prepare all authorized payment vouchers;
- iii. The Financial Secretary shall make a regular monthly financial report to the Executive Committee; however, the Financial Secretary shall also make all financial records of the Organization available upon request from the Executive Committee;
- iv. The Financial Secretary shall keep all bankbooks and checks of the Association;
- v. The Financial Secretary shall make full quarterly financial reports available to each member of the General Assembly.

4.2.4 The Treasurer

- i. The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the organization and shall report to the Board on the condition of such records and financial condition of the ORGANIZATION from time to time and at least quarterly.
- ii. Prior to the beginning of the fiscal year, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented to the Board for approval.
- iii. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing ORGANIZATION's net worth at the close of the fiscal year and cause a firm of outside certified public accountants to audit the organization's books and records at the end of each fiscal year.
- iv. The Treasurer shall cause all employees of the organization responsible for the handling of funds to be adequately bonded and shall report on the fidelity bonds of such employees to the Board annually.
- v. The Treasurer shall be responsible to collect all fines paid by board members and have it deposited for safe keeping and onward expenditure.

4.2.5 The Chaplain

- i. The Chaplain shall serve as the Spiritual Head and manage all religious affairs of the organization;
- ii. The Chaplain shall represent the Association at all spiritual functions;
- iii. The Chaplain shall assist the Recording Secretary in duties of the Secretariat and shall act in the absence of the Secretary.

Section V: Committees

That the Board of Directors in its Bylaws may set up as many other committees, both standing and ad-hoc, with specific responsibilities as the business of the organization may require to carry out and achieve its objectives. The Chair may designate and appoint committees of the Board as deemed necessary. Each Board committee shall be chaired or co-chaired by a Board member appointed by the Chair or, at the Chair's discretion, selected by the committee's members, subject to the approval of the Board. Non-Board members may be appointed to any Board committees at the discretion of the Chair. The committees shall be:

5.1 Standing Committees

- i. The Board shall maintain the following standing committees: Executive Committee, Financial Committee, Development & Welfare Committee, Governance Committee & Advisory Council.
- ii. All Standing Committees shall consist of at most five (5) members.
- iii. With the exception of the Election and Audit Committees, every committee shall have an officer of the Board appointed by the President.
- iv. Other members of all committees will be appointed by the Board.

5.1.1 Executive Committee: The Executive Committee shall be composed of the officers of the Board of Directors. The Executive Committee shall be responsible for conducting Board affairs in the intervals between meetings, dealing with matters of urgency that may arise between Board meetings, and coordinating the annual performance review of the Manager. The Executive Committee shall meet at the discretion of the Chair.

5.1.2 Finance Committee: The Finance Committee shall be composed of three or more Board members, one of whom shall be the Treasurer. The Finance Committee shall oversee all financial operations of the organization, develop long-range fiscal plans, procure and review any and all external audits, and prepare and recommend an annual operating budget to the Board.

5.1.3 Development and Welfare Committee: The Development and welfare Committee shall be composed of three or more Board members. The Committee shall be responsible for the organization's fundraising activities and shall coordinate its fundraising goals with the Finance Committee. The Committee shall plan and conduct all development projects; execute all welfare programs on behalf of the Organization; encourage and establish Management/Employees programs that would create social or economic benefits for the members of the Organization; present a plan of action and budget to the Executive Committee annually for review and subsequent approval by the Board of Directors; and submit a quarterly report of all its activities to the Executive Committee.

5.1.4 Governance Committee: The Governance Committee shall be composed of three or more Board members. This committee shall recommend candidates to fill Board and officer vacancies and shall present a slate of candidates for officer and Board member positions to the Board before the regular Board meeting at which approval of recommended candidates will be sought. The Governance Committee shall also be responsible for overseeing Board governance which shall include orientation of new Board members, overseeing Board development tactics and programs, and using best efforts to review and update these Bylaws at anytime, if necessary and approved by the majority.

5.1.5 Advisory Council: The Advisory Council shall not have nor exercise the authority, responsibility, or duties of the Board. Members of the Advisory Council shall not be Board members, except as otherwise provided in such resolution. The Board Chair shall appoint the members thereof. Any member may be removed by the Board Chair whenever, in the Board Chair's judgment, the best interests of the ORGANIZATION with approval of the Board of Directors shall be served by such removal.

5.2 Ad-hoc Committees: The Chair shall constitute ad-hoc committees and these Committees will be constituted as the need arises (i.e., special fundraising events, etc.). The Chair shall appoint an officer of the Board to either serve on or head a special ad-hoc committee.

5.2.1 Elections Committee:

- i. The Committee will be appointed by the Board of Directors;
- ii. The Committee shall plan & conduct elections for the Officers of the Board of Directors;
- iii. The Committee shall present Officers of the Board of Directors to the General body at the next General meeting;
- iv. The Committee shall plan & conduct By-elections during the course of the year as the need arises;
- v. The Committee shall present a plan of action and budget to the Executive Committee annually for review and subsequent approval by the General Assembly;
- vi. The Committee shall submit a quarterly report of all its activities to the Executive Committee.

5.2.2 Auditing Committee:

- i. The Committee shall conduct an annual audit of all financial books and records;
- ii. The Committee shall plan and conduct annual audits of the Executive Committee and all its standing committees;
- iii. The Committee has a responsibility to provide the report to the Executive Committee before presenting it to the General Body.

5.2.3 Constitution Review Committee

- i. The Committee shall be constituted in the third week of October after every four (4) years;
- ii. The Committee shall plan and conduct constitutional reviews;
- iii. The Committee shall submit its report to the Officers of the Board in the third week of December of the year they were appointed.

5.3 Term of Office: Each member of a committee and the Advisory Council shall serve a term of one year, unless the committee is sooner terminated or unless a committee member is removed from such committee or Advisory Council.

5.4 Vacancies. Vacancies in the membership of any committee or Advisory Council may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.5 Quorum: Manner of Acting - The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

5.6 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board. Committee Bylaws may not contradict the current Institutional policies or procedures.

Section VI: Financial Management

6.1 Annual Budget

The Board of Directors shall adopt an annual operating budget at its General Assembly in April.

6.2 Books and Records

ATCH shall keep correct and complete books and accounting records.

6.3 Checks and Drafts

All checks and drafts for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by two (2) designated Board members of the Organization and in such manner shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and co-signed by the Board Chair.

6.4 Deposits

All funds shall be deposited to the credit of the Organization's accounts into banks or other depositories as the Board shall select.

6.5 Acceptance of Gifts

The Board may accept on behalf of the Organization any cash contributions, gifts, bequests, or devices.

6.6 Investments

- i. The Organization shall have the right to retain all or any part of any property acquired in whatever manner.
- ii. The Organization shall have the right to invest and reinvest any funds acquired at the discretion of the Board.
- iii. Funds derived from interest earned shall be used in whatever manner pursuant to the direction and judgment of the Board.

6.7 Benefits

- i. In the case of a death of an employee or Board member, the Organization shall contribute One Hundred United States Dollars (\$100.00) to the family of the deceased.
- ii. If the death of an employee is caused by an accident during duty, the Organization shall be responsible for the casket, embalment of the deceased along with three (3) months salary to the family.

Section VII: Elections, Appointments, Removal

7.1 Elections

- i. ATCH Board Members shall be elected for a 3-year term.
- ii. No member shall be eligible to serve more than two consecutive terms as a Board officer.
- iii. See Article IV of the Constitution for additional guidelines.

7.2 Appointments

A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board appointment of a replacement for the unexpired portion of the term of office left vacant.

7.3 Removal

- i. Any officer, member or employee, elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- ii. See Article V of the Constitution for additional provisions.

Section VIII: Meetings

8.1 Venue and Frequency:

- i. **Regular Meetings**
Regular General Assembly meetings shall be held quarterly in the third week of January, April, July and October; at a time and place designated by the chair.
- ii. **Annual Meetings**
An Annual General Assembly meeting shall take place in the month of November, the specific date, time and location of which will be designated by the Chair. At this annual general assembly meeting, the members shall elect officers, receive annual reports on the activities of the organization, and determine the direction of the organization for the coming year.
- iii. **Special Meetings**
Special meetings may be called by the Chair, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting.
- iv. **Notice of Meetings**
A Citation of each meeting shall be sent to every member of the Board of Directors by email, not less than two weeks prior to the meeting.
- v. The Executive Committee meeting shall be held monthly; dates and time to be determined by the members.
- vi. The General Assembly of the Board of Directors may summon the Executive Committee to an emergency meeting when found to be inefficient, engaged in any act which tends to undermine the aims and objectives of the Organization, or misuse of the resources and funds of the Organization.

8.2 Quorum

- i. A quorum for a general assembly meeting shall consist of at least twenty percent (20%) of the active membership.
- ii. Sixty percent (60%) of the members of the Executive Committee shall constitute a Quorum for a Meeting.

8.3 Voting

- i. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

8.4 Order

- i. Roberts Rules of order shall govern the conduct of the Organization meetings and all committee meetings. In the event of a conflict between Roberts Rules of Order and the Constitution and By-laws, the Constitution and By-laws shall control.
- ii. The basic order of business of meetings of the Organization shall be:
 - a. Call meeting to order
 - b. Invocation
 - c. Minutes
 - d. Reports (Committees)
 - e. Communications (if any)
 - f. Any Other Business (AOB)
 - g. Adjournment
 - h. Benediction
- iii. Minutes of the General Assembly must be circulated at least one month following the meeting;
- iv. The Agenda of the General Assembly must be circulated at least one week before the next meeting.

8.5 Annual Calendar

No.	Months of the Year	Regular Meetings Schedules	Activities
1.	January	1 st General Assembly	<ul style="list-style-type: none"> • Installation of Executive Committee* • Review of Audit Report by Executive Committee.**
2.	February		
3.	March		
4.	April	2 nd General Assembly	<ul style="list-style-type: none"> • Annual Plan of Action** • Approval of the Annual Budget and Calendar of Events by the General Assembly.** • Appointments of Heads of other Committees and members* • Audit Report presented to the General Assembly.**
5.	May		
6.	June		
7.	July	3 rd General Assembly	<ul style="list-style-type: none"> • Other Committee’s report to the General Assembly
8.	August		
9.	September		
10.	October	4 th General Assembly	<ul style="list-style-type: none"> • Appointment of the Elections and Audit Committees
11.	November		<ul style="list-style-type: none"> • Elections of General Assembly members**
12.	December		<ul style="list-style-type: none"> • Elections of Executive Committee*

*These activities shall take place every two years.

**This activity shall take place annually.

Section IX: Affiliations

The Board of Directors shall reserve the right to consort and affiliate with organizations whose aims and objectives are similar to its own.

Section X: Documents and Properties

10.1 Documents:

- i. All documents including bankbooks, receipt books, deeds, minutes, Memoranda of Understanding, Agreements, Constitution, By-laws, communications & correspondences, visitor's registry, stationeries, etc., shall remain the sole property of the Organization;
- ii. The Articles of Incorporation shall be the Organization and Board of Directors primary document;
- iii. The By-Laws shall be used as the Board of Directors Operating Manual;
- iv. Any officer leaving the Organization for a period of one week or more, for any reason, shall turn over all documents to the President or his designate.

10.2 Properties:

- i. All furniture, equipment and other assets purchased by the Organization shall remain the sole property of the Organization;
- ii. No officer or member shall dispose of any property without proper authorization by the general assembly;
- iii. All Real Estate owned by ATCH shall not be sold under any circumstances without the consent of the General Assembly of ATCH;
- iv. All meeting minutes shall be archived in the Google Drive.

Section XI: Board Code of Ethics

Board members shall make decisions in terms of the interest of the non-profit organization they serve. Every Board member shall be committed to:

11.1 Integrity

- i. Acting honestly, truthfully and with integrity in all transactions and dealings;
- ii. Avoid conflicts of interest;
- iii. Appropriately handle actual or apparent conflicts of interest in relationships;
- iv. Treating grantees fairly;
- v. Treating each individual with dignity and respect;
- vi. Treating employees with respect, fairness and good faith, and providing conditions of employment that safeguard their rights and welfare.

11.2 Objections

- i. Constructively challenge and assist in order to achieve commonality in goals.

11.3 Accountability

- i. To trust those we serve and the donors who support the organization;
- ii. Being responsibly transparent and accountable for all actions.

11.4 Leadership

- i. Exercise good judgment;
- ii. Create support between Board Members and Administrators.

11.5 Confidentiality

- i. Matters pertaining to the effectiveness, integrity of the non-profit and its relationship to its donors and the public are to be treated as sensitive and thereby handled accordingly.

11.6 Equity

- i. Applies to the fair and impartial treatment throughout the organization of all individuals within the non-profit or otherwise in a potential or actual relationship with the organization.

11.7 Ethical Misconduct

- i. Breach of Trust: Criminal, fraudulent, illegal or dishonest actions.
- ii. Internal Misconduct: Lack of respect for the community we work with and that which we serve, thereby creating undue distractions and a hostile work environment, negatively impacting organizational efficacy.

11.8 Disciplinary Actions

- i. Failure to adhere to first warning, warrants a dismissal from the meeting.
- ii. Second infraction will result in a Fine of US\$100.00. Said Fine should be paid within 30 days.
- iii. Third infraction, will result in a dismissal/removal from the Board by a consensus of majority of Board members.

Section XII. Amendments

- 12.1 The Board, in accordance with good governance practices, shall review and make amendments to the By-laws when necessary to ensure sound leadership;
- 12.2 The Board shall verify that the amendments comply with the Government of Liberia's non-profit laws and the organization procedures;
- 12.3 A proposed amendment shall be made in writing and circulated among the Board of Directors at least thirty (30) days prior to the general meeting at which such amendment will be considered;
- 12.4 This By-laws shall be amended by two-thirds majority vote of the Board of Directors of the organization.

Section XIII: Adoption of the Constitution/By-laws

- 13.1 Copies of the Constitution/By-laws shall be distributed to all members for review and consideration prior to passing a resolution for adoption;
- 13.2 A 2/3 majority vote of the members present shall be sufficient to adopt the Constitution/By-laws;
- 13.3 The General body shall agree on an effective date the Constitution/By-laws shall be adopted as the Guidelines of the Organization in substitution for prior guidelines of the Organization;
- 13.4 A resolution shall be made for the adoption after all adjustments are made and the necessary members have consented to the adoption of the Constitution/By-laws. Then the documents shall be officially adopted and shall be in operation immediately upon adoption.