

BY_LAWS
OF
FE ESPERANZA AMOR

Article 1

Purposes, Objectives, and Governing

Section 1.01 – The purpose of Fe Esperanza Amor, as set forth in the articles of incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (section 501(c)(3)). Fe Esperanza Amor will do all things necessary to carry out its purposes as set forth in the articles of incorporation and these bylaws. The purpose of Fe Esperanza Amor is to spread faith, hope, and love in Honduras and beyond.

Section 1.02 – Fe Esperanza Amor will be governed by its articles of incorporation and these bylaws.

Section 1.03 – Fe Esperanza Amor will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 1.04 – No part of the activities of Fe Esperanza Amor will consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office. Fe Esperanza Amor will not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501©(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 2

Membership

Fe Esperanza Amor will have no members.

Article 3

Directors

Section 3.01 – The number of directors constituting the entire board be 3 at a minimum and no more than 7.

Section 3.02 – A meeting of the board will be held annually at such place, on such date and at such time as may be fixed by the board, for the purpose of electing directors, receiving annual reports of the board and officers, and for the transaction of such other business as may be brought before the meeting.

Section 3.03 – The term for a director will be 5 years or until death, resignation, or removal.

Section 3.04 – At any meeting of the board, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 3.05 – At all meeting of the board, each director shall have one vote. In the event of a tie in any vote, the president shall have an additional vote to be the tiebreaker.

Section 3.06 – Any director can be removed for cause by unanimous vote of all other board members.

Section 3.07 – Any director may resign from office at any time by delivering a resignation in writing to the board.

Section 3.08 – Any new directors shall be added with the unanimous vote of the board. A replacement director will hold office for predecessors remaining term.

Section 3.09 – If executive director is hired. The executive will be required to be on the board but will not have voting rights.

Section 3.10 – Electric communication such as email, phone, video calls, and text messages will be considered participation in meetings.

Article 4

Officers

Section 4.01 – The officers of Fe Esperanza Amor will be a President, a secretary, and a treasurer. Officers will be elected at the annual meeting. The same person will not hold more than one office.

Section 4.02 – The president will preside over board meetings, and have such other powers as granted by the board.

Section 4.03 – The secretary will keep minutes at board meetings and custodian of all documents and other powers as granted by the board.

Section 4.04 – The treasurer shall be the custodian of all funds and securities of Fe Esperanza Amor. The treasurer will at any time deliver the books and accounts to the board. The treasurer will present financial statements at the annual meeting for review by the board, and other powers as granted by the board.

Section 4.05 – If an officer is found to not be able to carry out their duties for any reason a sufficient replacement will be found by the board until such time the officer can resume duties.

Section 4.06 – An officer can be removed for cause by unanimous vote of the board.

Section 4.07 – An officer may resign at any time in writing.

Article 5

Bank Accounts, Checks, Contracts, Investments

Section 5.01 – The board is authorized to select banks or depositories it deems proper for the funds of Fe Esperanza Amor. The board shall determine who shall be authorized to sign checks, drafts or other orders for payment of money, acceptances, notes, or other evidences of indebtedness.

Section 5.02 – The board may authorize any officer or officers, agent or agents, in addition to those specified in the by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Fe Esperanza Amor. Such authority can be granted by the board generally or for a specific instance. Unless authorized by the board, no officer, agent, or employee shall have any power or authority to bind Fe Esperanza Amor by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 5.03 – The funds of Fe Esperanza Amor may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal, or otherwise, or stocks, bonds or other securities, as the board deems desirable.

Article 6

Dissolution

Section 6.01 – Fe Esperanza Amor may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the board that is consistent with the certificate of incorporation and state law.

Section 6.02 – Upon dissolution all assets will be donated to churches in Honduras as the board sees fit.

Article 7

Amendments

These by-laws may be altered, amended, added to, or repealed at any meeting of the board called for that purpose by the vote of a majority of the directors then in office.

Article 8

Construction

In case of any conflict between the certificate of incorporation of Fe Esperanza Amor and these by-laws, the certificate of incorporation shall control.

These bylaws were adopted at a meeting of the board of directors of Fe Esperanza Amor on _____, 2021.

Name
President

Name
Secretary

Name
Treasurer