

By Laws
ANGOLAN COMMUNITY OF MAINE

Article 1

Name, Purposes and Location

The name of the Corporation is Angolan Community of Maine (hereinafter the “Corporation”). The Corporation’s principal place of business shall be in Maine. The Corporation is organized as a public benefit corporation under the Maine Nonprofit Corporation Act, Title 13-B M.R.S.A., as amended, and shall carry on business and operate anywhere within the State of Maine or in any state or country where it has a legal authority to carry on business and operate.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The foregoing enumeration of specific purposes shall not be deemed to be exclusive, and in general, the Corporation shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended from time to time and Section 501(c)(3) of the Internal Revenue Code, as amended.

Article II

Members and No Discrimination

Section 1. The Corporation shall have members. Classes of membership: There shall be one class of membership. Each individual and/or family who wishes to engage in the activities of the organization is welcome to do so. The membership fee is \$10 per person per month/year (“monthly/annual membership dues”, such sum may be collected at the Office or Annual Meetings of the Organization). The one class of membership as a quorum elects those directors and officers who are standing for election or re-election by a majority vote. Members may attend Board Meetings but may not vote on Board matters and members of the organization may serve, and are encouraged to serve, on Committees of the Board of Directors although only Board members can chair committees of the Board.

Section 2. Participation in the activities of the Corporation shall be open to all persons in the general public regardless of race, ethnicity, age, national origin, gender, gender identity, sexual orientation or disability. The activities of the Corporation will be conducted on a non-

discriminatory basis.

Article III Officers and Directors

Section 1. General Powers. A Board of Directors shall manage the property, affairs, and activities of the Corporation. The Board of Directors shall have and may exercise all the powers allowed to nonprofit corporations under the laws of the State of Maine except as may otherwise be limited by the provisions of these Bylaws and the Articles of Incorporation. The Board of Directors may by general resolution delegate to committees, officers, or staff of the Corporation such powers as it sees fit.

Section 2. Duties. Every Director in exercising his or her powers and discharging his or her duties shall: (a) act honestly and in good faith with a view to the best interests of the Corporation; and (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Section 3. Number, Tenure, and Qualifications. The number of Directors constituting the Board of Directors shall be not less than three (3) or more than nine (9). The exact number of Directors shall be fixed from time to time by a resolution adopted by the affirmative vote of a majority of the Directors then in office. The initial Board of Directors shall be composed of those Directors appointed by the Incorporator and each such Director shall serve an initial term of two (2) years. Thereafter, Directors shall be elected at the General Assembly of Members or as soon thereafter as conveniently possible. Each Director so elected shall hold office for a term of three (3) years and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation, or removal. Directors may be elected to succeed themselves.

Section 4. Resignation; Removal; Vacancies. Any Director may resign at any time by giving written notice to the President or to the Board of Directors. A Director may be removed at any time, with or without cause, by a vote of two-thirds of the Directors then in office at a special meeting of the Board called expressly for such purpose. Any vacancy in the Board of Directors occurring during the year, including any vacancy created by an increase of the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by an affirmative vote of the majority thereof, and any Director so elected shall hold office until the election and qualification of a successor.

Section 5. Advisory Board. The Corporation may have an unlimited number of Directors on the Advisory Board, who shall be entitled to notice of and the right to attend all meetings of the Board, but who shall not have the right to vote. Advisory Board Directors shall be elected for one (1) year terms at the annual meeting of the Corporation.

Section 6. Annual Meeting. An annual meeting of the Corporation shall be held each year for the purpose of electing Directors and taking such other action as may come before the

Board. As soon as practicable after each annual election, the newly elected Directors shall meet for the purpose of organization, the election of officers, and the transaction of other business. Such meetings shall be held at such place as may be designated by the Board of Directors.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and at such places as may from time to time be determined by resolution of the Board. The Board of Directors may authorize the President to fix the exact date and place of each regular meeting, in which case notice of the time and place of such regular meetings shall be given in the manner provided in Section 9 of these Bylaws.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President or by the Secretary and must be called by either of them on the written request of any two (2) members of the Board. Special meetings may be held at such place and at such time as shall be specified in the notice of meeting.

Section 9. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by telephone, text message, email or facsimile transmission at least one (1) day before the meeting to the usual business or residence (email/phone) address of the Director. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any meeting of the Board need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 10. Quorum; Voting. At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. Notwithstanding the foregoing, the Board of Directors may resolve any procedural matter by the affirmative vote of a majority of Directors present in person. Further, an affirmative vote on any substantive matter in question shall constitute the waiver of any procedural objection. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

Section 11. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee. Such written consent may be made by facsimile transmission or by electronic mail ("email").

Section 12. Telephone/Digital Communications Meetings. Members of the Board of Directors or a committee of the Board may participate in a meeting by means of a conference

telephone or similar electronic or digital communications if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

Article IV Officers and Directors

Section 1. Executive Officers. The Executive Officers of the Corporation shall be a President (Chief Executive Officer), Vice President (Executive Officer), a District Representatives, Secretary, Treasurer, Commissioners, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two offices may be held by the same person, provided that the President shall not also be a Vice-President if a Vice-President is appointed, and an Administrative Coordinator may not serve concurrently as the President.

Section 2. Election and Term of Office. The term of office of all officers shall commence upon their election or appointment and shall continue until the next annual meeting of the Board of Directors of the Corporation and thereafter until their respective successors are chosen or until their earlier resignation or removal. Each Officers so elected or appointed shall hold office for a term of four (4) years and until his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation, or removal. Officers may be elected or appointed to succeed themselves to the maximum limit of two (2) consecutive terms.

Section 3. Resignation, Removal; Vacancies. Any officer may resign at any time by giving written notice to the President or to the Board of Directors and may be removed from office by vote of the Directors at any time, in accordance with applicable law. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Directors by majority action may select an officer to fill such vacancy.

Section 4. President. The President shall be the Chief Executive Officer (CEO) of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation and shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, he or she may execute for the Corporation any contracts or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote

all securities which the Corporation is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

Section 5. Vice President, in the absence or inability to act of the President, the Vice President shall exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and shall have such other powers and perform such other duties as may from time to time be designated by the President or by the Board of Directors.

Section 6. Secretary. The Secretary shall keep, or shall cause to be kept, the minutes of all meetings of the Board of Directors in books provided for that purpose. The Secretary shall attend to the giving and serving of all notices of the Corporation; the Secretary shall have charge of the minute books and such other books and records as the Board of Directors may direct, may attest to the accuracy of such books and records, and shall perform such other duties as are customary to that office and as may from time to time be directed by the President or the Board of Directors.

Section 7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, the Treasurer shall endorse on behalf of the Corporation for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, including a general supervision and control of the accounts of the Corporation, subject to the control of the Board of Directors.

Section 8. District Representative. Is the highest ACM representative in a specific district, is responsible for overseeing ACM accreditation by serving the Executive director with program implementations and reviews, conducting local programs, and reporting on corporation program outcome measures. This position is supervised by the President and Vice President.

Section 9. Commissioner: Is responsible for the operations of specific programs for ACM. This position serves as case manager as well as cultural broker (Angola - USA), ensuring adherence to all VALUES governing communities' relationship. This position is responsible for promoting Angolan traditional and cultural values in Maine while making sure to adopt American values. A commissioner manages and supervises specific programs and provides case management services (assessment, program planning and follow-up) to clients. Commissioner also facilitates group's educational sessions. The position is supervised by either the President or Vice President. ACM's Commissioners:

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| 1. Legal Immigration | 5. Workforce; |
| 2. Health care | 6. Cultural & Entertainment; |
| 3. Education & Apprenticeship; | 7. Finance Literacy & Business (American Dream). |
| 4. Basic Needs; | |

Section 10. Other Officers. The Board of Directors may elect or appoint one or more Vice-Presidents and such other officers and assistant officers as they may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the President or by the Board of Directors.

Section 11. Agents and Employees. The Board of Directors may appoint Agents or Representatives who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove such employee at any time with or without cause. Any employees other than the Executive Director are hired (and fired) by the Executive Director. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 12. Compensation of Agents and Employees. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered with such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers. The Corporation may pay compensation to specific board members for international development work done on behalf of or as an agent of the Corporation in conformity with the Maine Nonprofit Corporation statute.

Article V Committees

Section 1. Committees. The Board of Directors also may appoint from their number, or from among such other persons as the Board may see fit, such committees as the Board may determine, which shall in each case have such powers and duties as shall from time to time be prescribed by the Board. The President shall be a voting member ex officio of each committee appointed by the Board of Directors.

Section 2. Executive Committee. The Board of Directors, by majority vote of the full Board of Directors, may appoint from its members an Executive Committee consisting of two or more Directors to serve at its pleasure and to the extent permitted by applicable law; and may delegate to such Executive Committee all the authority of the Board of Directors, except that the Executive Committee shall have no authority to elect officers or to enter into any transaction or activity which it knows to be contrary to the wishes of the Board of Directors.

Section 3. Rules; Record of Proceedings. Each Committee may prescribe rules and procedures to call and conduct its meetings. Each Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors and the President when required.

Article VI
Executive Director and Other Employees

The Board of Directors shall determine the staffing needs of the Corporation, and may select, evaluate, and supervise an Executive Director. The Executive Director shall be in charge of and shall exercise general management of the business of the Corporation with such powers and functions as the Board of Directors may direct. The Executive Director shall act as technical advisor to the Board and its committees and shall attend Board meetings but shall not be a Director and shall have no vote. The Executive Director shall be responsible for hiring, terminating, and determining the terms, duties and compensation of all other employees and consultants, in consultation with the Board of Directors.

Article VII
Corporate Assets and Earnings

Section 1. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 and applicable Regulations relating thereto as they now exist or as they may hereafter be amended (the "Code").

Section 2. Inurement Prohibition; Interest in Contracts. No Director, officer, committee member, or employee of, or any person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any director, officer, employee, committee member, or agent of the Corporation may be interested directly or indirectly in any contract relating to the operation of the Corporation, and may freely make contracts, enter transactions or otherwise act on behalf of the Corporation notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this 0 of this Article.

Section 3. Dissolution. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction

upon application of the Board of Directors, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

Section 4. Exempt Activities. Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

Article VIII Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors and evidenced by resolution filed with the corporate records.

Section 2. Records and Reports. The Corporation shall keep correct and complete books and records of account and of its transactions and minutes of the proceedings of its Board of Directors and of any committee. The President or the Secretary of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the Board of Directors and filed within twenty days thereafter at the principal office of the Corporation.

Article IX Indemnification and Insurance

Section 1. Indemnification. The Corporation shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, indemnify any and all present and former officers, Directors, employees, committee members, and agents of the Corporation against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit, or proceeding in which they, or any of them, are made parties or a party by reason of their being or having been officers, directors, employees, committee members, or agents of the Corporation; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other Bylaw, agreement, or otherwise.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 3. Certain Limitations on Indemnification. In no case shall the Corporation indemnify or reimburse any person for any taxes on such individual under Chapter 42 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended (the "Code"), or under the comparable or corresponding provisions of any future United States internal revenue laws. Further, at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code, then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure as defined in sections 4941(d) or 4945(d), respectively, of the Code.

Section 4. Indemnification from Other Sources. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, or other enterprise.

**Article X
Amendments**

The Board of Directors shall have power to make, alter, amend, and repeal the Articles of Incorporation or the Bylaws of the Corporation by vote of a majority of all of the Directors at any regular or special meeting.

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I certify that the foregoing Bylaws of Angolan Community of Maine were approved and adopted for the organization by its Board of Directors by unanimous consent on March 3, 2019, and that they currently are in effect.

Respectfully Approved and Submitted, by it's President,

Date: March 3, 2019