

By-Law of Children's Hope International

Amended June 2006

Article I: Name, Office and Purpose

1.1 Name

The name of the corporation shall be Children's Hope International. It was first known as Children's Hope International/China's Children when the corporation began in 1992. The name was legally changed to Children's Hope International by the Secretary of State of Missouri on May 19, 2003.

1.2 Office

The juridical and registered address of the principal office of the corporation is currently 11780 Borman Drive St. Louis, MO 63146. The registered offices are located in various states and countries where the regional offices are. The establishing of registered offices is to be approved by the board of directors in board meetings.

1.3 Purpose

The corporation is a non-denominational, not-for-profit, organization based on Christian values, serving people of all faiths and high-moral principles. It is the intention that all decisions and action of the corporation shall be a result of the Board resolving such decisions according to Christian humanitarian principles. This is permanent and shall not be amended at any time.

The purposes of the corporation shall be to give children and families hope through adoption and humanitarian aid.

- A. To facilitate the adoption of orphaned and abandoned children by adoptive families who fulfilled the legal requirements.
- B. To provide humanitarian aid to orphaned and needy children without families, through medical care, foster care and education, etc.
- C. To provide social services to adoptive families, adoptive children.
- D. To advocate for children in need of families and help and promote adoption to the general population.
- E. To facilitate the purpose of the corporation, the agency has the authority to establish a representative office in foreign countries, as well as appoint the head of the representative office. The term of employment for such staff will be determined by the Executive Director. The job responsibilities, financial regulation and asset regulation for the country representative office will be determined by the decisions of the Executive Director.
- F. Any other necessary activities which are related to fulfill the purpose of the agency can be determined by the Executive Director or the head of the representative office in the particular country, as needed.

1.4 Duration

The period of duration of the corporation shall be perpetual.

1.5 Size

The size of the corporation shall be what is the most effective and sufficient to carry its task. It shall not decrease or increase too suddenly so as to destabilize the organization. It shall be decided, based on the financial ability and service opportunities and approved by the board of directors annually.

Article II: Board of Directors

2.1 General Powers

The business and affairs of the corporation shall be managed by the board of directors. The board appoints the executive director, delegates authority in the absence of the executive director, and handles the replacement of the executive director.

- A. Oversees the organization's operation and services, defines outcomes and goals and ensures those planned or provided services are consistent with the organization's mission and long term plan and determines if the services are within the organization's capabilities and resources. These will be done annually and a review of the mission and purpose will be done every four years
- B. Adopt, review and approve major policies annually for operation, finance and personnel, etc. and when there are changes to be made.
- C. Approve long-term and short-term goal, review and approve financial report and budget annually.
- D. The board appoints and orients the executive director, delegates authority in the absence of the executive director, and handles the replacement of the executive director. Approves and defines the responsibility for the executive director to fulfill the organization's mission. Oversees and conducts annual evaluation, review and approve the executive director's compensation and benefits in relationship to industry practices and federal requirements annually.

2.2 Number, Tenure and Qualifications and Election

- A. Number: The number of directors of the board shall be at least 5 and no more than 15. There should be a president, vice president, as secretary and a treasurer.
- B. Tenure: 3-year terms are the normal term. Because there should be majorities directors from previous year remaining on board every year The board of directors may serve more than one term.
- C. Qualification: The board of directors should be in total agreement with the mission statement of the corporation. They should be in agreement with the humanitarian and Christian values as expressed in our mission, and practice these principles consistently in every area of their lives. This is permanent and should not be amended at any time. Furthermore:
 - a. They should represent the population the corporation serves;
 - b. And/or are experts in one or more area the corporation has business in;
 - c. And/or are the leader of their field that will benefit the corporation by being on the board.
 - d. Agree and able to commit sufficient time for board functions such as meetings, planning, etc.
- D. Election: Each board member may nominate one to two prospective person(s) to be elected as new board members The new board of directors should be elected at the in-person board meeting annually and be notified, in writing, to attend the next board meeting. The current board of directors who will not renew their term will remain until the new board of director's first in-person meeting.
 - a. They should represent the population the corporation serves;
 - b. And/or are experts in one or more area the corporation has business in;
 - c. And/or are the leader of their field that will benefit the corporation by being on the board.
 - d. Agree and able to commit sufficient time for board functions such as meetings, planning, etc.

2.3 Meetings

All meetings should start with affirmation of the agency's mission and every issue throughout the meeting shall be guided by humanistic and Christian principles.

- A. Regular board meetings shall be held four times annually in January/April/July/October. At least one of them should be in person with more than 50% board members attending. The other meetings can be conference via phone or internet, etc. For each board meeting, there should be more than 50% board members attending.
- B. Special meetings may be called by and at the request of the president or any director for special issues that will need immediate board attention. The President will be in charge of arranging the place and time for the meeting.

2.4 Quorum

A majority of the number for the directors shall constitute a quorum for the transaction of the business at any meeting. If less than majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

2.5 Action without a meeting

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if a consent thereto, in writing and setting for the action so taken, shall be signed by all of the directors.

2.6 Vacancies

Any vacancy occurring in the board of the directors may be filled by the affirming vote of a majority of the remaining directors thought less than of quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the board of directors for a term of office continuing only until the next election of directors.

2.7 Compensations

By resolution of the board of directors, each director may be paid the expenses, if any, of attendance at each board meeting. Or a fixed sum for attendance at each meeting. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Article III: Board Officers

3.1 Number

The officers of the Board shall be a president, a vice president, a secretary and a treasurer, each of whom shall be elected by the board of directors. These are volunteer positions and the participants are not compensated. Such other officers and assistant officers, as may be deemed necessary, may be elected or appointed by the board of directors. The same person, except the offices of president and secretary, may hold any two or more offices.

The officers of the corporation shall be an Executive Director and Associate Director. The Executive Director and Associate Director are salaried positions and their main responsibilities are the daily administrative duties to fulfill the mission statement of the corporation. They have the ability to sign and approve any financial documents and decisions, except the decisions which are the responsibilities of the board of directors, as outlined by the corporation by-laws.

3.2 Election and Term Offices

The officers of the board to be elected by the board of directors shall be elected annually at the board meeting held in person. The term of office shall be for one year. If the election of the officers shall not be held at such meeting, such elections shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3.3 Responsibilities

- A. President. The president shall in general oversee the direction of the corporation and be responsible for the general performance of the corporation. The president shall ensure that all service and actions are consistent with the organization's mission and long-term plan. The president may be the executive director upon board approval.
- B. Vice President. In the absence of the president or in the event of his death, inability or refusal to act, the vice president shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned by the president or by the board of directors.
- C. Secretary. The secretary shall:
 - a. Keep the minutes of the board of directors in one or more books.
 - b. Given in accordance with the provision of these bylaws or as required by law.
 - c. To be the custodian of the corporate records and see that the seal of the corporation is affixed to all documents and executions on behalf of the corporation.
 - d. In general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to by the president of the board of directors.

- D. Treasurer. The treasurer will oversee the finance matters of the agency.
- a. Review the corporation's finance records and overall financial structure periodically and present it to the board at each meeting annually
 - b. Receive the annual financial report from the executive director and present to the board for approval at the annual in person meeting.
 - c. Review and present the annual budget present by executive director and present to the board prior the in person meeting for approval.

Article VI: Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December each year.

Article V: Charitable Contributions

The board of directors may, for any fiscal year, authorize the corporation to make donations according to the mission of the corporation in an amount of at least ten percent of the gross revenues of the corporation for such fiscal year within or outside the corporation.

Article VI: Corporate Seal

The board of directors shall provide a corporate seal which shall be circular in form and shall have inscribed there on the name of the corporation and the estate of the corporation and the words "corporate seal".

Article VII: Dissolution

Upon the dissolution of the corporation, the board of directors shall, after paying and making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall the time qualify as an exempt organization for child welfare under section 501 (c3) of the internal revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII: Amendments

These bylaws may be altered, amended or repealed, or new bylaws may be adopted by the board of directors at regular or special meeting, except those noted permanent shall always remain.

Article IX: Gender

Whenever in these bylaws the word "he" "his" or "him" are used, they shall be deemed to mean, where appropriate, the comparable feminine or neuter pronoun.

Accepted, approved and adopted unanimously this 14th day of June, 2006.



Mike Wild, President of the Board
Children's Hope International