

RI Communities for Addiction Recovery Efforts, Inc.

A Rhode Island Non-profit Corporation

BYLAWS

ARTICLE I **NAME & LOCATION**

1.01 Name

The name of this corporation shall be RI Communities for Addiction Recovery Efforts, Inc. The business of the corporation may be conducted as RICARES.

1.02 Location

The principal office of the corporation for the transaction of its business is located at 133 Mathewson St., Providence, Rhode Island 02903. This location may change and any updated will be reflected in reports filed with the Secretary of State of Rhode Island.

1.03 The corporation may also have offices at such other places, within the State of Rhode Island, where it is qualified to do business, as its business may require and as the board of Directors may from time to time designate.

ARTICLE II **PURPOSES AND POWERS**

2.01 Purpose

RI Communities for Addiction Recovery Efforts, Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

RICARES is the Recovery Community Organization (“RCO”) for Rhode Island, to maintain RCO recognition RICARES will Educate, Mobilize, & Advocate.

The stated mission of the organization is to focus on creating a just community for all Rhode Islanders impacted by substance use disorder.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. RI Communities for Addiction Recovery Efforts, Inc. is a Rhode Island non-profit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, 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 Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of RI Communities for Addiction Recovery Efforts, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of RI Communities for Addiction Recovery Efforts, Inc. hereunder shall be selected in the discretion of a majority of the board members.

ARTICLE III **MEMBERSHIP**

3.01 The corporation shall have no members.

BOARD OF DIRECTORS

4.01 Number of Directors

RI Communities for Addiction Recovery Efforts, Inc. shall have a board of directors consisting of at least seven (7) and no more than fifteen (15) directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of RI Communities for Addiction Recovery Efforts, Inc. shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

(a) All directors shall be elected to serve a three-year term, however the term may be extended until a successor has been elected. Terms will be limited to a maximum of three (3) terms.

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin January 1 and end December 31.

4.04 Qualifications and Election of Directors

Directors may be elected at any board meeting by the majority vote of the board of directors present at such meeting. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors

Removal. Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds of the full number of Directors then in office acting at a meeting of the Board, the notice of which has specified the proposed removal. In addition, three consecutive absences from regular meetings of the Board shall constitute an automatic resignation without any further action of the Board of Directors, unless the President of the Board has excused the absences.

4.07 Board of Directors Meetings.

(a) Regular Meetings. The board of directors shall have a minimum of nine (9) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Rhode Island law.

4.08 Manner of Acting.

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the

meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. If a board member incurs reasonable expenses in carrying out his or her duties, the board members shall vote on reimbursement eligibility on a case by case basis.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

4.11 Informal Action By The Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE V **COMMITTEES**

5.01 Committees

Standing Committees: The Board of Directors may annually establish and appoint members of an Executive/Governance Committee, Finance Committee, Advocacy Committee and Development Committee.

5.02 Ad Hoc Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a)** take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b)** fill vacancies on the board of directors of in any committee which has the authority of the board;

- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction;
- (i) to which the corporation is a party and one or more directors have a material financial interest; or
- (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.03 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.04 Executive/Governance Committee.

The Board of Directors shall establish an Executive Committee, consisting of four (4) Board members, including the incumbent officers. The Executive Director shall serve as an ex-officio Board Member on the Committee. Except as provided in Section 5.02, the Executive Committee shall have the full power of the Board of Directors to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such nature as to require action prior to the next regular meeting of the Board of Directors but do not require a calling of a special meeting of the Board of Directors. Any action taken by the Committee involving the exercise of the powers of the Board of Directors shall be reported promptly to the Board, and ratified at the next meeting of the Board following such action. The Executive Committee shall be subject to the authority of the Board of Directors in all matters. The Executive Committee shall present to the Board of Directors an annual evaluation of the performance of the Executive Director. There shall be no non-Board members on this Committee.

The Committee shall develop policies that relate to the governance of the Corporation and the Board of Directors, including, but not limited to: determining criteria for board membership, development of recruitment tools, and periodically reviewing the bylaws.

5.05 Finance Committee

The Board of Directors shall establish a standing Finance Committee, consisting of no fewer than three (3) voting members. The Executive Director shall serve as staff to the Committee. This Committee shall be chaired by the Treasurer. The Committee reports to the full Board. There shall be no non-Board members on this Committee.

5.06 Advocacy Committee

The Board of Directors shall establish an Advocacy Committee consisting of no fewer than three (3) Board members. The Executive Director shall serve as staff to the Committee. The Committee may also include persons who are not members of the Board, but whose experience and qualifications may assist the Committee and the Board in the performance of their program oversight and advocacy responsibilities. However, at all times a majority of the Committee, and a majority of a quorum, shall consist of Board members. The Committee reports to the full Board.

5.07 Development Committee

The Board of Directors shall establish a standing Development Committee consisting of no fewer than three (3) Board members. The Executive Director shall serve as staff to the Committee. The Committee may also include persons who are not members of the Board, but whose experience and qualifications may assist the Committee and the Board in the performance of their program oversight responsibilities. However, at all times a majority of the Committee, and a majority of a quorum, shall consist of Board members. The purpose of the Committee is to oversee the strategy and implementation of the fund development efforts and to provide assistance to the organization in seeking diverse sources of revenue.

ARTICLE VI
OFFICERS & AGENTS

6.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. One person shall not hold two offices with the permissible exception of a Secretary-Treasurer. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each

of whom shall have such authority and shall perform such duties as the board of directors may determine.

6.02 Other Officers and Agents:

The Board of Directors:

a. shall retain a chief executive officer, or Executive Director: The Executive Director shall be the Chief Operating Officer of the corporation and ex-officio, member of the Board of Directors. The Executive Director shall report to the President. The Executive Director shall have the authority to authorize transactions of the corporation that are consistent with the budget, particularly those pertaining to the regular operation of the organization.

The Executive Director is responsible for the day-to-day responsibilities and management of RICARES, including carrying out the organization's goals and policies. The day-to-day oversight of staff, hiring and terminating employees, the maintenance of all organization records, accounts, and temporalities.

Compensation. The Executive Director shall be entitled to reasonable compensation for his or her services, to be set by the Board of Directors.

Duties. The Executive Director shall be responsible for the management of the business affairs of the Corporation and for the management of the facilities and services of RICARES in a manner that accomplishes the purposes of the Corporation and is consistent with policies established by the Board.

6.03 Term of Office

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.04 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.05 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

6.06 Vice President

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

6.07 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president.

6.08 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer. It shall be the responsibility of the treasurer to ensure Segregation of Financial Duties. No one person shall have more than one of the following responsibilities: (1) approval of transactions, (2) recording of transactions (bookkeeping), and (3) asset handling and disposition.

6.09 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII

SEGREGATION OF FINANCIAL DUTIES,

INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Executive Director treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Indemnification

Each person who at any time is, or shall have been, a director or officer of the corporation, and is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is, or was, a director, officer, employee or agent of the corporation, or is or has served at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and

reasonably incurred in connection with any such action, suit or proceeding to the full extent permitted under §7-6-6 of the Rhode Island Nonprofit Corporation Act, as from time to time amended. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which such director, officer, employee or agent may be entitled, under any by-law, agreement, vote of disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII **MISCELLANEOUS**

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from July 1 to June 30 of each year.

8.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of RI Communities for Addiction Recovery Efforts, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986,

or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX
Transparency and Accountability
Disclosure of Financial Information With The General Public

9.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, RI Communities for Addiction Recovery Efforts, Inc. practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

9.02 Financial and IRS documents (The form 1023 and the form 990)

RI Communities for Addiction Recovery Efforts, Inc. shall provide its Internal Revenue forms 990, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge. However, donor information will be maintained as confidential and private.

9.03 Means and Conditions of Disclosure

RI Communities for Addiction Recovery Efforts, Inc. shall make “Widely Available” the aforementioned documents on its internet website: www.ricares.org to be viewed and inspected by the general public. Additionally, should the website capacity change, RICARES shall direct website traffic to GuideStar, a national group that posts the financial information of all non-profits.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) RI Communities for Addiction Recovery Efforts, Inc. shall not charge a fee for downloading the information.

9.04 IRS Annual Information Returns (Form 990)

RI Communities for Addiction Recovery Efforts, Inc. shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

10.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

