



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Rhode Island Police Accreditation Commission

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

The specific purpose or purposes for which the corporation is organized are:

To promote and set standards for the police profession and the delivery of police services throughout the State of Rhode Island.

To establish and maintain professional standards for municipal, state, transit and campus police departments within the State of Rhode Island.

To establish an onsite assessment process by which all agencies meeting these standards can be awarded accreditation or certification.

To carry on any other activity in support of and to benefit the above purposes as may be carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code and by a corporation organized under the Rhode Island Nonprofit Corporation Act.

ARTICLE IV

Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

A. POWERS OF THE EXECUTIVE BOARD. THE EXECUTIVE BOARD SHALL HAVE THE SOLE AND EXCLUSIVE POWER TO PERFORM THE FOLLOWING ACTIONS: (I) DETERMINE THE REPRESENTATION ON THE COMMISSION; APPOINT AND REMOVE THE MEMBERS OF THE COMMISSION AS THAT TERM IS DEFINED IN THE BYLAWS ("COMMISSION"); (II) APPOINT THE CHAIRMAN OF THE COMMISSION AND ESTABLISH THE TERM THAT SUCH CHAIRMAN SHALL SERVE; APPROVE THE BYLAWS AND ALL AMENDMENTS FOR THE ORGANIZATION.

B. POWERS OF THE ORGANIZATION. SUBJECT TO ALL THE LIMITATIONS SET FORTH IN, OR REFERRED TO BY, OTHER PROVISIONS OF THESE ARTICLES OF

INCORPORATION, THE RHODE ISLAND POLICE ACCREDITATION COMMISSION SHALL HAVE, AND MAY EXERCISE IN FURTHERANCE OF ITS CORPORATE PURPOSES: (1) ALL OF THE POWERS SPECIFIED IN SECTION 7-6-5 OF CHAPTER 7-6 AND SECTION 7-1.2-302 OF CHAPTER 7-1.2 OF THE RHODE ISLAND GENERAL LAWS AS AMENDED FROM TIME TO TIME, EXCEPT THOSE POWERS REFERRED TO IN PARAGRAPH (B)(7) OF SECTION 7-1.2-302 WHICH DO NOT APPLY TO CHARITABLE CORPORATIONS; AND (2) ALL OTHER LAWFUL POWERS NECESSARY OR CONVENIENT TO AFFECT ANY OR ALL OF THE PURPOSES FOR WHICH THE CORPORATION WAS FORMED; PROVIDED ALWAYS THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH (I) CHAPTER 7-6 OR ANY OTHER CHAPTER OF THE RHODE ISLAND GENERAL LAWS; AND (II) THE EXEMPTION FROM TAXATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "INTERNAL REVENUE CODE").

THE RHODE ISLAND POLICE ACCREDITATION COMMISSION SHALL HAVE THE FOLLOWING ADDITIONAL AND INDEPENDENT POWERS: TO ORGANIZE, ASSIST AND PROMOTE, DIRECTLY AND INDIRECTLY, SUBSIDIARY OR OTHER CHARITABLE ORGANIZATIONS AND TO CONVEY, TRANSFER OR ASSIGN ANY PART OF ITS ASSETS TO ANOTHER CHARITABLE ORGANIZATION; TO SOLICIT, ACCEPT AND RECEIVE, BY GIFT, BEQUEST, DEVISE OR BENEFIT OF TRUST, AND TO HOLD, OWN AND ADMINISTER ANY PROPERTY, REAL OR PERSONAL, TANGIBLE OR INTANGIBLE, WHEREVER LOCATED; TO MAKE CONTRIBUTIONS, GRANTS, LOANS, GUARANTEES AND OTHER PAYMENTS OF MONEY; TO MAKE CONTRIBUTIONS, GRANTS, LOANS, GUARANTEES AND OTHER PAYMENTS OF MONEY AND PROPERTY AND EXTENSIONS OF CREDIT FOR THE USE OF ANY ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE; TO PURCHASE, LEASE, ACQUIRE, HOLD, MORTGAGE OR ENCUMBER, SELL OR DISPOSE OF PROPERTY, WHETHER REAL OR PERSONAL, TANGIBLE OR INTANGIBLE, OR ANY SHARE OR INTEREST IN SUCH PROPERTY, AND TO INVEST, REINVEST AND DEAL WITH THE SAME; TO BORROW MONEY, OR TO MAKE, ACCEPT, ENDORSE, EXECUTE AND ISSUE PROMISSORY NOTES AND OTHER OBLIGATIONS FOR MONEY BORROWED, PROPERTY ACQUIRED OR SERVICES RENDERED; TO MAKE AND PERFORM CONTRACTS AND INCUR LIABILITIES; TO DELEGATE FUNCTIONS, CONDUCT ITS ACTIVITIES THROUGH OTHER ORGANIZATIONS AND INDIVIDUALS, AND TO BECOME A MEMBER OF ANY COMMITTEE OR OTHER ORGANIZATION; AND TO HIRE OR RETAIN SUCH INDIVIDUALS OR GROUPS WHOSE EXPERTISE WILL BE OF BENEFIT TO THE CORPORATION.

C. TAX EXEMPTION. NO PART OF THE ASSETS OR NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ANY DIRECTOR OR OFFICER OF THE CORPORATION OR ANY OTHER PRIVATE INDIVIDUAL, OR ANY ORGANIZATION ORGANIZED AND OPERATED FOR A PROFIT EXCEPT THAT THE RHODE ISLAND POLICE ACCREDITATION COMMISSION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES AS STATED ABOVE; NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, EXCEPT TO THE EXTENT PERMITTED BY SECTION 501(H) OF THE INTERNAL REVENUE CODE; AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. IT IS INTENDED THAT THE CORPORATION SHALL BE ENTITLED TO EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE.

D. PRIVATE FOUNDATION RESTRICTIONS. IN THE EVENT THAT THE CORPORATION IS CLASSIFIED AS A PRIVATE FOUNDATION, AS THAT TERM IS DEFINED IN SECTION 509 OF THE INTERNAL REVENUE CODE, THEN NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THESE ARTICLES OF INCORPORATION, THE CORPORATION SHALL AT ALL TIMES CONDUCT ITS AFFAIRS IN CONFORMITY WITH THE PROVISIONS OF SECTION 7-6-8 OF CHAPTER 7-6 OF THE RHODE ISLAND GENERAL LAWS. IF AND FOR SO LONG AS THE CORPORATION IS A PRIVATE FOUNDATION, AND NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES OF INCORPORATION OR THE BYLAWS OF THE RHODE ISLAND POLICE ACCREDITATION COMMISSION THE FOLLOWING PROVISIONS SHALL APPLY:

1. THE INCOME OF THE CORPORATION FOR EACH TAXABLE YEAR SHALL BE DISTRIBUTED AT SUCH TIME AND IN SUCH MANNER AS NOT TO SUBJECT THE CORPORATION TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE INTERNAL REVENUE CODE; AND

2. THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING, AS DEFINED IN SECTION 4941(D) OF THE INTERNAL REVENUE CODE, NOR RETAIN ANY EXCESS BUSINESS HOLDINGS, AS DEFINED IN SECTION 4943(C) OF THE INTERNAL REVENUE CODE, NOR MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT THE CORPORATION TO TAX UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE, NOR MAKE ANY TAXABLE EXPENDITURES, AS DEFINED IN SECTION 4945(D) OF THE INTERNAL REVENUE CODE.

E. DISSOLUTION. UPON THE LIQUIDATION OR DISSOLUTION OF THE CORPORATION, AFTER PAYMENT OF ALL LIABILITIES OF THE CORPORATION OR DUE PROVISION THEREFORE, ALL OF THE ASSETS OF THE CORPORATION SHALL BE DISTRIBUTED PURSUANT TO CHAPTER 7-6, SECTION 7-6-51 TO ONE OR MORE ORGANIZATIONS WITH SIMILAR PURPOSES AND EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE, AS DETERMINED BY THE DIRECTORS OF THE CORPORATION.

F. NON-DISCRIMINATION. IN ADMINISTERING ITS PROGRAM AND ACTIVITIES, THE RHODE ISLAND POLICE ACCREDITATION COMMISSION SHALL NOT DISCRIMINATE ON THE BASIS OF SEX, RACE, OR RELIGION.

G. MEETINGS ANYWHERE IN THE UNITED STATES. EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED BY THE BYLAWS OF THE RHODE ISLAND POLICE ACCREDITATION COMMISSION, MEETINGS OF THE MEMBERS AND DIRECTORS MAY BE HELD ANYWHERE IN THE UNITED STATES.

H. AMENDMENT OF THE BY-LAWS. THE BYLAWS OF THE RHODE ISLAND POLICE ACCREDITATION COMMISSION MAY BE AMENDED OR REPEALED, IN WHOLE OR IN PART, BY A MAJORITY VOTE OF ALL DIRECTORS PRESENT AND VOTING AT ANY MONTHLY MEETING OR SPECIAL MEETING AFTER DUE NOTICE.

I. INDEMNIFICATION. EXCEPT AS OTHERWISE PROVIDED BELOW, THE RHODE ISLAND POLICE ACCREDITATION COMMISSION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE, AND ONLY TO THE EXTENT THAT THE STATUS OF THE CORPORATION AS AN ORGANIZATION EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE IS NOT ADVERSELY AFFECTED THEREBY, INDEMNIFY EACH PERSON WHO IS, OR SHALL HAVE BEEN, A DIRECTOR OR OFFICER OF THE CORPORATION,

AGAINST ALL LIABILITIES AND EXPENSES, INCLUDING JUDGMENTS, FINES, PENALTIES, AND REASONABLE ATTORNEYS' FEES AND ALL AMOUNTS PAID, OTHER THAN TO THE CORPORATION, IN COMPROMISE OR SETTLEMENT, IMPOSED UPON OR INCURRED BY SUCH PERSON IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY ACTION, SUIT OR OTHER PROCEEDING, WHETHER CIVIL OR CRIMINAL, BY REASON OF HIS HAVING BEEN SUCH A DIRECTOR OR OFFICER.

THE RHODE ISLAND POLICE ACCREDITATION COMMISSION SHALL PROVIDE NO INDEMNIFICATION WITH RESPECT TO ANY MATTER AS TO WHICH SUCH OFFICER OR DIRECTOR SHALL BE FINALLY ADJUDICATED IN ANY ACTION, SUIT OR PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS ACTION WAS IN THE BEST INTERESTS OF THE RHODE ISLAND POLICE ACCREDITATION COMMISSION. THE CORPORATION SHALL PROVIDE NO INDEMNITY WITH RESPECT TO ANY MATTER SETTLED OR COMPROMISED, PURSUANT TO A CONSENT DECREE OR OTHERWISE, UNLESS SUCH SETTLEMENT OR COMPROMISE SHALL HAVE BEEN APPROVED AS IN THE BEST INTERESTS OF THE CORPORATION, AFTER NOTICE THAT INDEMNIFICATION IS INVOLVED, BY (1) A DISINTERESTED MAJORITY OF THE BOARD OF DIRECTORS; OR (2) IF THERE ARE NO DISINTERESTED DIRECTORS, BY INDEPENDENT LEGAL COUNSEL REPRESENTING THE CORPORATION AND APPOINTED BY A MAJORITY OF THE DIRECTORS THEN IN OFFICE.

INDEMNIFICATION MAY INCLUDE PAYMENT BY THE RHODE ISLAND POLICE ACCREDITATION COMMISSION OF EXPENSES IN DEFENDING A CIVIL OR CRIMINAL ACTION OR PROCEEDING IN ADVANCE OF THE FINAL DISPOSITION OF SUCH ACTION OR PROCEEDING UPON RECEIPT OF AN UNDERTAKING BY SUCH OFFICER OR DIRECTOR TO REPAY SUCH PAYMENT IF IT IS ULTIMATELY DETERMINED THAT SUCH PERSON IS NOT ENTITLED TO INDEMNIFICATION UNDER SECTION 7-6-5 OF CHAPTER 7-6 OF THE RHODE ISLAND GENERAL LAWS OR PURSUANT TO THE PROVISIONS OF THE PRECEDING PARAGRAPH. SUCH AN UNDERTAKING MAY BE ACCEPTED WITHOUT REFERENCE TO THE FINANCIAL ABILITY OF SUCH PERSON TO MAKE REPAYMENT.

AS USED IN THIS ARTICLE IV(H), THE TERMS "DIRECTOR" AND "OFFICER" INCLUDE THEIR RESPECTIVE HEIRS, EXECUTORS, ADMINISTRATORS AND LEGAL REPRESENTATIVES, AND AN "INTERESTED" DIRECTOR OR OFFICER IS ONE AGAINST WHOM IN SUCH CAPACITY THE PROCEEDING IN QUESTION OR ANOTHER PROCEEDING ON THE SAME OR SIMILAR GROUNDS IS THEN PENDING.

THE RIGHT TO INDEMNIFICATION PROVIDED IN THIS ARTICLE IV(H) SHALL NOT BE EXCLUSIVE OF OR AFFECT ANY OTHER RIGHTS TO WHICH ANY DIRECTOR OR OFFICER MAY BE ENTITLED UNDER ANY AGREEMENT, STATUTE OR OTHERWISE. THE CORPORATION'S OBLIGATION TO PROVIDE INDEMNIFICATION UNDER THIS ARTICLE SHALL BE OFFSET TO THE EXTENT OF ANY OTHER SOURCE OF INDEMNIFICATION OR ANY OTHERWISE APPLICABLE INSURANCE COVERAGE UNDER A POLICY MAINTAINED BY THE CORPORATION OR ANY OTHER PERSON.

J. INTERESTED DIRECTORS AND OFFICERS. NO CONTRACT OR TRANSACTION BETWEEN THE CORPORATION AND ONE OR MORE OF ITS DIRECTORS OR OFFICERS, OR BETWEEN THE CORPORATION AND ANY OTHER CORPORATION, PARTNERSHIP, ASSOCIATION, OR OTHER ORGANIZATION IN WHICH ONE OR MORE OF ITS DIRECTORS OR OFFICERS ARE DIRECTORS OR OFFICERS, OR HAVE A FINANCIAL OR OTHER INTEREST, SHALL BE VOID OR VOIDABLE SOLELY FOR THIS REASON OR SOLELY BECAUSE SUCH OFFICER OR DIRECTOR IS PRESENT AT OR PARTICIPATES IN

THE MEETING OF THE BOARD OF DIRECTORS OR COMMITTEE THEREOF WHICH AUTHORIZES THE CONTRACT OR TRANSACTION, OR SOLELY BECAUSE HIS OR THEIR VOTES ARE COUNTED FOR SUCH PURPOSE, NOR SHALL ANY DIRECTOR OR OFFICER BE UNDER ANY LIABILITY TO THE CORPORATION ON ACCOUNT OF ANY SUCH CONTRACT OR TRANSACTION IF:

1. THE MATERIAL FACTS AS TO THIS RELATIONSHIP OR INTEREST AS TO THE CONTRACT OR TRANSACTION ARE DISCLOSED OR ARE KNOWN TO THE BOARD OF DIRECTORS OR THE COMMITTEE, AND THE BOARD OF DIRECTORS OR COMMITTEE AUTHORIZED THE CONTRACT OR TRANSACTION BY THE AFFIRMATIVE VOTES OF A MAJORITY OF THE DISINTERESTED DIRECTORS, EVEN THOUGH THE DISINTERESTED DIRECTORS COMPRISE LESS THAN A QUORUM; OR

2. THE CONTRACT OR TRANSACTION IS FAIR AS TO THE CORPORATION AS OF THE TIME IT IS AUTHORIZED, APPROVED OR RATIFIED, BY THE BOARD OF DIRECTORS, A COMMITTEE OF THE BOARD OF DIRECTORS OR OTHERWISE BY THE BOARD OF DIRECTORS.

K. EXCULPATION: NO PERSONAL LIABILITY. NO DIRECTOR OR OFFICER SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR OR OFFICER NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THE LIABILITY OF A DIRECTOR OR OFFICER, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW, SHALL NOT BE ELIMINATED (L) FOR ANY BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION: (2) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW: OR (3) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR OR OFFICER DERIVED AN IMPROPER PERSONAL BENEFIT. THE DIRECTORS AND THE OFFICERS OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE FOR ANY DEBT, LIABILITY, OR OBLIGATION OF THE CORPORATION. ALL PERSONS, CORPORATIONS OR OTHER ENTITIES EXTENDING CREDIT TO, CONTRACTING WITH, OR HAVING ANY CLAIM AGAINST, THE CORPORATION, MAY LOOK ONLY TO THE FUNDS AND PROPERTY OF THE CORPORATION FOR THE PAYMENT OF ANY SUCH CONTRACT OR CLAIM, OR FOR THE PAYMENT OF ANY DEBT, DAMAGES, JUDGMENT OR DECREE, OR OF ANY MONEY THAT MAY OTHERWISE BECOME DUE OR PAYABLE TO THEM FROM THE CORPORATION. NO AMENDMENT OR REPEAL SHALL DEPRIVE A DIRECTOR OR OFFICER OF THIS BENEFIT FOR ACTS OR OMISSIONS PRIOR TO AMENDMENT.

L. SUCCESSOR PROVISIONS. ALL REFERENCES (1) TO THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED; (2) TO THE GENERAL LAWS OF THE STATE OF RHODE ISLAND, OR ANY CHAPTER THEREOF, SHALL BE DEEMED TO REFER TO SUCH GENERAL LAWS OR CHAPTER AS NOW IN FORCE OR HEREAFTER AMENDED; AND (3) THE PARTICULAR SECTIONS OF THE INTERNAL REVENUE CODE OR SUCH GENERAL LAWS SHALL BE DEEMED TO REFER TO SIMILAR OR SUCCESSOR PROVISIONS HEREAFTER ADOPTED.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 317 IRON HORSE WAY
SUITE 301

City or Town: PROVIDENCE

State: RI

Zip: 02908

The name of its initial registered agent at such address is GARY R. PANNONE, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 6 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	CHIEF EDWARD A. MELLO	JAMESTOWN POLICE DEPARTMENT, 250 CONANICUS AVENUE JAMESTOWN, RI 02835 USA
DIRECTOR	CHIEF ANTHONY M. PESARE	MIDDLETOWN POLICE DEPARTMENT, 123 VALLEY ROAD MIDDLETOWN, RI 02842 USA
DIRECTOR	COLONEL STEPHEN M. MCCARTNEY	WARWICK POLICE DEPARTMENT, 99 VETERANS MEMORIAL DRIVE WARWICK, RI 02886 USA
DIRECTOR	CHIEF SIDNEY WORDELL	LITTLE COMPTON POLICE DEPARTMENT, 60 SIMMONS ROAD LITTLE COMPTON, RI 02837 USA
DIRECTOR	CHIEF THOMAS CAREY	WOONSOCKET POLICE DEPARTMENT, 242 CLINTON STREET WOONSOCKET, RI 02895 USA
DIRECTOR	CHIEF ANTHONY J. SILVA, DIRECTOR	RI MUNICIPAL POLICE ACADEMY, 1762 LOUISQUISSET PIKE LINCOLN, RI 02865 USA

ARTICLE VII

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	GARY R. PANNONE	317 IRON HORSE WAY, SUITE 301 PROVIDENCE, RI 02908 USA

ARTICLE VIII

Date when corporate existence is to begin
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 7 Day of October, 2011 at 2:17:19 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signatures below.

GARY R. PANNONE, INCORPORATOR

Revised 09/07

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State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

