



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

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Articles of Incorporation
DOMESTIC Non-Profit Corporation

→ Filing Fee: \$35.00

The undersigned, acting as incorporator(s) of a corporation under RIGL 7-6-34, adopt(s) the following Articles of Incorporation for such corporation.

1. The name of the corporation is: HENRY BARNARD SCHOOL PARENTS ASSOCIATION		
2. The period of its duration is: CHECK ONE BOX ONLY		
☒ Perpetual (on-going)		
☐ Date certain for dissolution _____		
3. The specific purpose or purposes for which the corporation is organized are: PLEASE SEE ATTACHED ARTICLES OF INCORPORATION AND BY-LAWS.		
Check the box to indicate an attachment ☒		
4. Provisions, if any, not consistent 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: PLEASE SEE ATTACHED ARTICLES OF INCORPORATION AND BY-LAWS.		
Check the box to indicate an attachment ☒		
5. Name and address of the initial registered agent/office in Rhode Island is:		
Agent Name KRISTIN MCBRIDE, C/O HENRY BARNARD SCHOOL		
Street Address (<u>NOT</u> a P.O. Box) 600 MT PLEASANT AVENUE		
City PROVIDENCE	State RHODE ISLAND	Zip Code 02908

MAIL TO:
Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

FILED
STAMP
NOV 20 2018
BY *[Signature]* E5YHN

6. The number of the initial Board of Directors of the Corporation is 3 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS
KRISTIN MCBRIDE	C/O HBS 600 MT PLEASANT AVENUE, PROVIDENCE, RI 02908
LIZA PINTO	C/O HBS 600 MT PLEASANT AVENUE, PROVIDENCE, RI 02908
SARAH ANEYCI	C/O HBS 600 MT PLEASANT AVENUE, PROVIDENCE, RI 02908

Check the box to indicate an attachment ☐

7. The name and address of each incorporator is:

NAME	ADDRESS
KRISTIN MCBRIDE	C/O HBS 600 MT PLEASANT AVENUE, PROVIDENCE, RI 02908
LIZA PINTO	C/O HBS 600 MT PLEASANT AVENUE, PROVIDENCE, RI 02908
SARAH ANEYCI	C/O HBS 600 MT PLEASANT AVENUE, PROVIDENCE, RI 02908

Check the box to indicate an attachment ☐

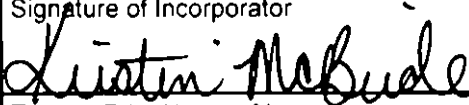
8. Date when these Articles of Incorporation will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

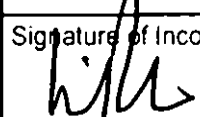
☐ Later effective date (Date must be no more than 30 days from the date of filing) _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Incorporator KRISTIN MCBRIDE	Date 9/20/2018
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Signature of Incorporator 	SIGN DOCUMENT HERE
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Type or Print Name of Incorporator LIZA PINTO	Date 9/20/2018
--	-------------------

Signature of Incorporator 	SIGN DOCUMENT HERE
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Type or Print Name of Incorporator SARAH ANEYCI	Date 9/20/2018
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Signature of Incorporator 	SIGN DOCUMENT HERE
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BYLAWS OF

HENRY BARNARD SCHOOL PARENTS ASSOCIATION

ARTICLE I. NAME

The name of this organization shall be the Henry Barnard School Parents Association (hereafter referred to as the "Association").

ARTICLE II. PURPOSE AND MISSION

The purpose of the Association shall be:

1. to assist the Henry Barnard School administration and staff to provide varied enrichment programs for Henry Barnard School children;
2. to provide educational programs for Henry Barnard School parents;
3. to provide an avenue for communication between parents, teachers, the Henry Barnard School administration and staff and the Rhode Island College administration and staff;
4. to foster communication among parents and teachers concerning the educational and emotional development of the children;
5. to raise funds as deemed necessary by the Executive Board; and
6. to take such actions as are appropriate to support the concepts and philosophy of the Henry Barnard School at Rhode Island College.

ARTICLE III. POLICIES

Section 2. By action of the Executive Board, the Association may make suggestions and recommendations concerning the school's activities, policies, and goals to the administration of the Henry Barnard School; however, the Association shall seek neither to direct the administrative policies of the school nor to control its policies.

Section 3. This Association shall endeavor to cooperate with other organizations and agencies active in education, provided its representatives make no commitments that bind the Association.

Section 4. No part of the Association's net income shall inure to the benefit of the Executive Board, Association members or other private persons. The books and records of the Association shall be maintained by the treasurer and shall be made available for inspection at the administrative office of Henry Barnard School upon reasonable notice not less than three days. If the Association is dissolved, all the funds and treasurer's records shall be distributed to the Henry Barnard School via the Rhode Island College Foundation, and these remaining funds shall be utilized to benefit the Henry Barnard School.

ARTICLE IV. MEMBERSHIP AND ANNUAL SUPPORT

Section 1. Any parent and/or legal guardian of a current Henry Barnard School student(s) who is willing to uphold the Association's Bylaws shall be a member of the Association. Such members shall have the right to attend and participate in all meetings and activities of the Association, including the election of officers. In addition, any administrator, teacher, or staff member of Henry Barnard School who is willing to uphold this Association's Bylaws shall be a member of the Association; and such member shall have the right to attend and participate in meetings and activities of the Association, with the exception of voting and participation in the election of officers.

Section 2. Upon a determination by the Executive Board, an annual support drive may be held in which each Association member will be requested to donate a small fee to the Association. The amount of such fee, if any, shall be determined by a vote of the Executive Board. Teachers, administrators, and staff members of Henry Barnard School who are not parents or guardians are exempt from any donation delineated in this Section.

ARTICLE V. GOVERNANCE, OFFICERS AND THE EXECUTIVE BOARD

Section 1. Governance and the Executive Board. The Association shall be governed by an Executive Board. The Executive Board shall consist of no more than twenty-one (21) members, which shall include, the elected officers of the Association, the elected chairpersons or co-chairpersons of the Standing Committees, and the Executive Board Advisor. The faculty representatives to the Executive Board (elected in accordance with Henry Barnard School Policy) and the Principal of Henry Barnard School shall serve as non-voting, ex-officio members of the Executive Board.

Section 2. The Duties of the Executive Board. The duties of the Executive Board shall be to transact the business of the Association, to approve the plan of work of all activities, to present informative reports at regular meetings, and to fill all vacancies arising between elections.

Section 3. Officers. The officers of this organization shall be a President, a Vice-President, a Secretary, a Treasurer, and a Recruitment & Nomination Secretary.

- A. Term of Office. Each officer shall be elected to a one year term from July 1 through June 30. Officers may not serve in more than one office simultaneously.
- B. Vacancies. Vacancies of an Officer or Executive Board Member occurring during the term of such office or membership shall be filled by a majority vote of the Executive Board.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees. The following standing committees (and any such other standing committees as are necessary for the conduct of the business and programs of the Association) may be formed at the discretion of the Executive Committee. Each Standing Committee may have up to two (2) elected co-chairpersons.

- A. Family Activities Committee;
- B. Children's Programs Committee;

- C. Media Committee;
- D. Fundraising Committee;
- E. Global Awareness Committee; and
- F. Health and Wellness Committee

The duties of each Standing Committee shall be determined by votes of the Executive Board when necessary. Each Standing Committee shall submit monthly reports to the Executive Board for approval.

Section 2. Ad Hoc Committees. There shall be such ad hoc committees as are necessary for the conduct of the business and programs of the Association. The Executive Board shall establish each ad hoc committee and appoint the members thereof. Each ad hoc committee shall submit monthly reports to the Executive Board for approval. Upon completion of its work, each ad hoc committee shall submit a written report in duplicate to the President to be filed with the Secretary.

ARTICLE VII. DUTIES OF OFFICERS AND THE EXECUTIVE BOARD

Section 1. Officers.

- A. **PRESIDENT.** The President shall preside at all Association Meetings and Executive Board Meetings; shall serve ex-officio on all Standing and ad hoc committees except the Nominating Committee; and may serve as the parents' representative to the Henry Barnard School Advisory Committee.
- B. **VICE PRESIDENT.** The Vice-President shall be responsible for oversight of the Standing Committees. In addition, the Vice-President shall be responsible for the duties of the President in the event of the President's absence or disability, shall assume such other duties and responsibilities as the President shall determine, and shall maintain an updated copy of the Bylaws.
- C. **SECRETARY.** The Secretary shall keep records of all Association Meetings and Executive Board Meetings. The Secretary shall place copies of all meeting records, notices and newsletters in a binder in the school office. In addition, the Secretary shall act as the website liaison, is responsible for the correspondence of the organization, shall file all papers, shall prepare all press notices, and shall notify the Association and the Executive Board of meetings.
- D. **TREASURER.** The Treasurer shall collect, receive, and account for all Association funds and prepare the annual operating budget for the Association. The Treasurer shall receive, manage, and acknowledge any gifts on behalf of the Association. The Treasurer shall present a monthly report (including revenues, expenditures and account balances) at regular meetings. Upon approval of the Executive Board, the Treasurer has the authority to sign contracts as directed by the Executive Board. The Treasurer prepares the annual operating budget for the Association.
- E. **RECRUITMENT & NOMINATION SECRETARY.** The Recruitment & Nomination Secretary coordinates and prepares volunteers of the Association, including grade coordinators and room parents, to support classroom teachers' needs and activities of the Association. The Recruitment & Nomination Secretary chairs the Nomination Committee and plays an active role in identifying potential nominees for the Executive Board.

Section 2. The Executive Board. Each member of the Executive Board shall prepare a monthly report for each activity he or she directs. The reports will be filed with the Secretary. The duties of the Officers as set forth in this Section shall be incorporated, included, and set forth in the Henry Barnard School Family Handbook on an annual basis.

ARTICLE VIII. ELECTIONS

Section 1. Elections shall be held at the Annual Meeting in May. Elections for Officers shall be held each year.

Section 2. Procedure. Establishment of a Nominating Committee. The Nominating Committee shall be constituted by the end of February of each year. The Nominating Committee shall have three (3) members: the current Recruitment & Nomination Secretary; a non-Executive Board member, who is appointed by the President; and the Principal of the Henry Barnard School or his designee. The chair of the Nominating Committee shall be the current Recruitment & Nomination Secretary. This committee shall submit to the President a slate of Executive Board Members, including Officers, two weeks before the May meeting. This list is to be published with the notice of the May meeting.

Section 3. At the Annual Meeting, the chairperson of the Nominating Committee will present the Executive Board slate. The chairperson of the Nominating committee will then conduct the election. Nominations for any position may be made from the floor. Elections shall be by closed ballot for any office where there is more than one candidate. If there are no additional nominations, the Secretary shall cast one ballot for the slate. For elections that have at least one contested position, unopposed candidates shall be elected first. Officers shall be elected in the following order:

President, Vice President, Treasurer, Secretary, Recruitment & Nomination Secretary,
Family Activities Committee Co-chairs, Children's Programs Committee Co-chairs,
Media Committee Co-chairs, Fund Raising Committee Co-chairs, Global Awareness
Committee Co-chairs, and Health and Wellness Committee Co-chairs.

Section 4. Installation. The Executive Board shall be installed at the annual May meeting by the Principal of Henry Barnard School. Following the installation, the retiring officers shall transfer to their successors such books, papers, and records as belong to the office. The outgoing president shall serve as Executive Advisor to the Executive Board for the next term.

ARTICLE IX. MEETINGS

Section 1. Meetings and Agenda. Meetings and workshops shall be held to fulfill the purposes of the Association as stated in these Bylaws. The President shall set the Agenda for each meeting. Association members may add items to the agenda upon written notice to the President. Such agenda additions must be received by the President prior to the mailing of the agenda to the membership.

Section 2. Notices. The Executive Board shall cause a notice for each meeting (Association Meetings and Executive Board Meetings) to be published prior to such meeting in such manner

as to reasonably notify the membership of such meeting, including but not limited to email, first class mail, and/or telephone. The Notice shall include the Agenda for the meeting.

Section 3. Annual Meeting. The May meeting shall be the Annual Meeting at which officers shall be elected and installed.

Section 4. Quorum. Five (5) voting members of the Executive Board will constitute a quorum for the transaction of business at Executive Board Meetings and Association Meetings, so long as the President or his designee are one of the five (5) voting members present.

Section 5. The majority vote of those present and voting at any properly noticed meeting of the Association shall be an act of the Association.

Section 6. Association Meetings. The Executive Board shall conduct monthly meetings of the Association. Dates and times of such meetings shall be posted at the beginning of the school year in the office, but are subject to change upon reasonable notice. Meetings shall be open to the membership, and dates and times shall be published on the Association's website and on the bulletin board outside of the Principal's office during the first week of school. By a majority vote of the Executive Board, one Executive Board meeting may be eliminated. Special Association Meetings may be called by the President or at the request of the Executive Board or the Henry Barnard School administration.

Section 7. Executive Board Meetings. The Executive Board shall conduct such meetings of the Executive Board as are necessary to conduct the business of the Executive Board. Such meetings shall be held at least one half hour prior to Association meetings or at a time determined by the President after consultation with the Executive Board. Executive Board Meetings or portions thereof shall be closed to the membership; however, the Executive Board shall publish dates and times of such meetings in such manner as to provide reasonable and sufficient notification to the Association members.

ARTICLE X. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall be the Association's final authority on all questions of procedure and parliamentary law.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended at an Association meeting by two-thirds vote of the members present, provided that the proposed amendment is sent to the membership at least ten (10) days before the date of the meeting at which the amendment is to be voted upon.

ARTICLE XII. MISCELLANEOUS

1. Voting at any meeting shall be in person; however, the Executive Board may conduct voting via electronic mail in its discretion and with proper notice to the Association membership.
2. In the discretion of the Executive Board, it may appoint a Parliamentarian, in which case said Parliamentarian shall serve concurrently with the term of the Executive Board. The

Parliamentarian shall be a nonvoting participant at Executive Board and Association meetings. Any question regarding the proper interpretation of the Bylaws shall be resolved by the Parliamentarian.

3. All correspondence sent home via students or email shall be approved by the Henry Barnard Administration prior to distribution.
4. Executive Board members may be removed by majority vote of the Executive Board for cause.
5. The fiscal year-end for the Association shall be June 30.

ARTICLE XIV. EFFECTIVE DATE

These Bylaws will be effective as of September 20, 2018.

ARTICLES OF INCORPORATION OF HENRY BARNARD SCHOOL PARENTS ASSOCIATION

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Rhode Island and Providence Plantations, do hereby certify:

FIRST: The name of the Corporation shall be *Henry Barnard School Parents Association*.

SECOND: The place in this state where the principal office of the Corporation is to be located is the City of Providence, Providence County.

THIRD: Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FOURTH: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Kristin McBride	c/o HBS 600 Mt Pleasant Avenue, Providence RI 02908
Liza Pinto	c/o HBS 600 Mt Pleasant Avenue, Providence RI 02908
Sarah Aneyci	c/o HBS 600 Mt Pleasant Avenue, Providence RI 02908

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 Article Third hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

SIXTH: Upon the dissolution of the corporation, assets shall be distributed to the Rhode Island College Foundation to be used in support of Henry Barnard School, or, in the event such a distribution is impossible, then for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

In witness whereof, we have hereunto subscribed our names this day of SEPTEMBER 20, 2018.



Kristin McBride, President



Liza Pinto, Treasurer



Sarah Aneyci, Secretary