



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

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 CORPORATION DIVISION
 2019 MAR 28 AM 11:53

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:

Wood Street Cooperative

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:

See Article 1 Section 1 of Articles of Incorporation

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:

See Articles of Incorporation

Check the box to indicate an attachment ☒

5. Name and address of the initial registered agent/office in Rhode Island is:

Agent Name
Anne Fosburg

Street Address (NOT a P.O. Box)
156 Wood St.

City
Providence

State
RHODE ISLAND

Zip Code
02909

MAIL TO:

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

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FILED
 MAR 28 2019
 BY **44068**

6. The number of the initial Board of Directors of the Corporation is 5 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS

Check the box to indicate an attachment ☒

7. The name and address of each incorporator is:

NAME	ADDRESS
Anne Fosburg	156 Wood St. Providence, RI

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 Anne Fosburg	Date 3/25/19
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Signature of Incorporator  SIGN DOCUMENT HERE

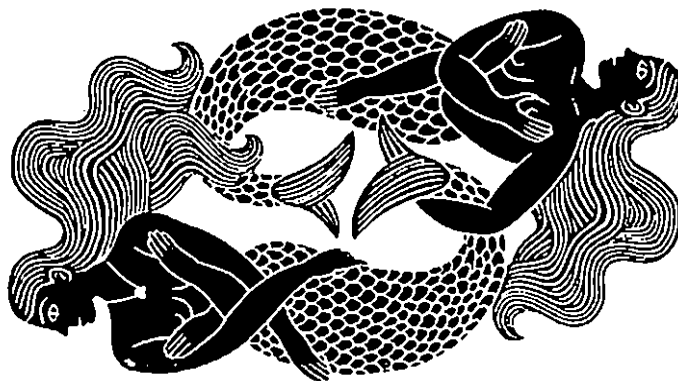
Type or Print Name of Incorporator	Date
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Signature of Incorporator SIGN DOCUMENT HERE

Type or Print Name of Incorporator	Date
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Signature of Incorporator SIGN DOCUMENT HERE

Articles of Incorporation



Wood St. Cooperative

ARTICLE I: NAME AND PURPOSE

Section 1 — **Name:** The name of the corporation shall be Wood St. Cooperative. It shall be a nonprofit corporation incorporated under the state of Rhode Island.

Section 2 — **Purpose:** Wood St. Cooperative is a housing cooperative in the West End of Providence, Rhode Island.

ARTICLE II: MEMBERSHIP

Section 1 — **Eligibility for membership:** Eligibility shall be determined by agreement to the **community norms and guidelines established by the Board** and ratified by current membership. Eligibility will **not** be determined by race, class, gender, religion, sexual orientation, ability, or age.

Section 2 — **Selection of residential members:** Residential membership shall be determined by the residential membership protocol outlined in the policies of the corporation. Residential membership opportunities will be made publicly available.

Section 3 — **Selection of nonresidential members:** Selection of nonresidential members shall be determined by the nonresidential membership protocol outlined in

the policies of the corporation. Nonresident membership opportunities will be made publicly available.

Section 4 — **Rights of members:** Each category of members is entitled to participation in the decision making process as defined in these bylaws and the policies of the corporation. Board members, resident members, and nonresident members will be granted participation in any given type of decision-making as determined by organizational policy. All current members, regardless of membership category, will have equal voting stake in bi-annual membership meetings.

Section 5 — **Responsibilities of members:** All members must comply with all policies and rules of the corporation. Members must remain current on all financial and contractual obligations to the corporation, including labor requirements and attendance of meetings as may be required by policy.

Section 6 — **Termination of membership:** An individual's membership may only be terminated for violation of their membership agreement or by the termination protocol outlined in the corporation's policies.

Section 7 — **Resignation from membership:** Resignation from membership must be in writing and received by the Secretary.

Section 8 — **New categories of membership:** Current membership shall have the authority to establish and define new categories of membership.

ARTICLE III: MEETINGS OF MEMBERS

Section 1 — **Regular meetings:** bi-annual Cooperative Protocol Meetings shall be held at which board members will be appointed, bylaws and policies will be reviewed, revised, and ratified, reports will be received on the activities of the corporation, and business matters will be deliberated on. It is the responsibility of all corporation members to be present at each bi-annual meeting or waive their voting rights for matters discussed at the meeting.

Section 2 — **Special meetings:** Special meetings can be called by any member of the corporation. **Residential members** reserve the right to call meetings exclusively for residential members to discuss issues that **primarily impact residents**. **Nonresidential members** reserve the right to call meetings exclusively for nonresidential members to

discuss **issues that primarily impact nonresidents**. Proposals brought to special meetings must be approved by the membership of the corporation.

Section 3 — **Notice of meetings:** Notice of each Cooperative Protocol Meeting shall be given to each member, by mail, email, group text, or by hand delivery to their residence in the Cooperative, not less than two weeks prior to the meeting.

Section 4 — **Voting:** All issues to be voted on will be decided by the process outlined in the corporation's policies. Votes may be cast by digital poll or absentee vote in writing.

ARTICLE IV: BOARD OF DIRECTORS

Section 1 — **Board Composition:** The Board of Directors may have no fewer than three members.

Section 2 — **Terms:** All board members shall serve one-year terms, but are eligible for re-election or re-appointment indefinitely.

Section 3 — **Meetings and notice:** The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have notice at least 48 hours in advance.

Section 4 — **Board elections:** Board members will be elected by members present at the annual meeting.

Section 5 — **Quorum:** $\frac{2}{3}$ of board members must be present for business transactions to take place and motions to pass. Board decisions must be passed by the decision-making process as determined by corporation policy.

Section 6 — **Officers and Duties:** There shall be four officers of the board, consisting of a chair, vice-chair, secretary, and treasurer. Their duties are as follows:

- The chair shall convene regularly scheduled board meetings, and shall facilitate or arrange for another member to facilitate the meeting. The chair shall be primarily responsible for public-facing affairs of the organization.
- The vice-chair shall serve as the chair in the chair's absence. The vice-chair shall also be responsible for regular reports of house maintenance, and provide annual reports of capital needs.

- The secretary shall be responsible for keeping records of board and member actions, including overseeing the taking of minutes at all board and member meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each member, and assuring that corporate records are maintained.
- The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop development plans, and make financial information available to board members and the public.

Section 7 — **Vacancies:** If a board member elected by the membership vacates their seat mid-term, the seat shall remain open until a duly called membership meeting elects a new board member.

Section 8 — **Resignation, termination, and absences:** Resignation from the board must be in writing and received by the Secretary. Board members may be terminated from the board due to excess absences. A board member may be removed by a vote of the general membership as outlined in the corporation policies.

Section 9 — **Compensation:** Board members may receive no monetary compensation for their service. Time spent on board duties may be counted toward fulfillment of member service requirements as may be required by policy and member contracts.

ARTICLE V: COMMITTEES

Section 1 — **Committee formation:** Committees can be created as needed. Such committees shall have no powers or authorities other than those rightfully granted by board membership or these bylaws. Each committee shall appoint a chair who will provide regular reports on the activities of the committee to membership.

ARTICLE VI: FINANCIAL PRACTICES

Section 1 — **The fiscal year** shall be the calendar year.

Section 2 — **The financial records** of the corporation, including any audits by third parties, shall be made **available** to the membership and board members upon request.

Section 3 — No portion of the funds or any asset of the corporation may be distributed or transferred to a member except as reimbursement or repayment for member loans.

ARTICLE VII: DISSOLUTION

Section 1 — The corporation may only be **dissolved** by a unanimous vote of the membership.

In the event of dissolution, the **net assets** of the corporation shall be transferred to an organization committed to work in line with the mission of the corporation. The recipient of the net assets shall be determined by 2/3 vote of membership.

ARTICLE VIII: AMENDMENTS

Section 1 — **Amendments:** These bylaws may be amended at a bi-annual Cooperative Protocol Meeting.

Board of Directors

President - Anne Fosburg - 156 Wood St., Providence, RI 02909

Vice President - Ariane Berelowitch - 156 Wood St. Providence, RI 02909

Vice President - Matthew Marsico - 156 Wood St. Providence, RI 02909

Treasurer - Eliza Cohen - 156 Wood St. Providence, RI 02909

Secretary - Wren Droege - 156 Wood St. Providence, RI 02909



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

March 28, 2019 11:53 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

