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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

172432

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is... Rhode Island School of Design  
Faculty Association (NEARI/NEA)

SECOND: The period of its duration (if perpetual, so state)..... Perpetual

THIRD: The purpose or purposes for which the corporation is organized are: To develop and improve working conditions for Rhode Island School of Design Faculty Association. To promote self improvement for members and to create goodwill between Rhode Island School of Design Faculty Association, Members of the community and the Administration of the Rhode Island School of Design.

To represent members in Collective Bargaining Relationship with the college, grievance processing and other employment related matters, advise members of development relating to or having any impact upon the performance and practice of their profession and any lawful business.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are: (Note 1)  
Copy of the Constitution and By-Laws of the Rhode Island School of Design Faculty Association (NEARI/NEA) is enclosed.

Provisions For the Distribution of Assets on Dissolution or Final Liquidation.

The Executive Committee shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all of the assets to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under 501(C) 5 of the Internal Revenue Code as the Executive Committee shall determine.

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FIFTH: The address of the initial registered office of the corporation is.....

Box E6, 2 College Street, Providence, Rhode Island 02903

(add Zip Code),

and the name of its initial registered agent at such address is: Catharine Seigel

*Catharine F. Seigel*

Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is.....4....., and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

Catharine Seigel President 1177 Saugatucket Road, Peacedale, RI 02879

Kenneth Hunnibell Vice President 95 Chestnut Street, Rehoboth, MA 02769

Debra Kruse Treasurer 90 South Angell #1, Providence, RI 02906

Leroy WHITE Grievance Officer 287 Highland Avenue, Providence, RI 02906

SEVENTH: The name and address of each incorporator is:

Name

Address

Kenneth Hunnibell VP 95 Chestnut Street, Rehoboth, MA 02769

Debra Kruse T 90 South Angell #1, Providence, RI 02906

Leroy White GO 287 Highland Avenue, Providence, RI 02906

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): May 15, 1993

Dated April 27, 1993

Incorporators must sign

*Kenneth Hunnibell*  
Kenneth Hunnibell, Vice President

*Debra Kruse*  
Debra Kruse, Treasurer

*Leroy White*  
Leroy White, Grievance Officer

NOTE:

1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

RHODE ISLAND SCHOOL OF DESIGN  
Two College Street  
Providence, Rhode Island 02903

July 14, 1992

Rhode Island Secretary of State  
Corporation Division  
100 North Main Street  
Providence, RI 02903

Re: Rhode Island School of Design Faculty Association  
(NEARI/NEA)

Dear Madam:

I, the undersigned, as President of Rhode Island School of Design, a Rhode Island corporation, hereby consent to the Rhode Island School of Design Faculty Association's use of the name "Rhode Island School of Design Faculty Association (NEARI/NEA)" in the State of Rhode Island for purposes of forming a Rhode Island corporation.

Very truly yours,

RHODE ISLAND SCHOOL OF DESIGN

By: 

Louis A. Fazzano  
President

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THE ARTICLES OF  
THE RHODE ISLAND SCHOOL OF DESIGN FACULTY ASSOCIATION/NEARI/NEA

ARTICLE I - NAME

The name of this Association shall be the Rhode Island School of Design Faculty Association.

ARTICLE II - PURPOSE

This Association of educators is established primarily for the purpose of improving and maintaining the quality of education at Rhode Island School of Design. To this end the Association will seek to unify and strengthen the faculty; to secure and maintain appropriate remuneration and benefits for instructional research and creative activity; to secure and maintain conditions of professional employment as are deemed by the Association necessary or conducive to effective service; to enable the Association's membership to speak with common voice on matters pertaining to professional service and to present their individual and common interests before the Board of Trustees and other legal authorities; and to hold property and funds and to employ staff for the attainment of the purposes of the Association.

ARTICLE III - AFFILIATION

This Association shall be affiliated with the National Education Association under its rules and regulations and with the National Education Association Rhode Island under its rules and regulations. Any alteration of the Association's affiliation shall require an amendment to these Articles.

ARTICLE IV - MEMBERSHIP

SECTION 1. Membership in the Association shall be open to professional interested individuals who hold full-time faculty and librarian positions at Rhode Island School of Design, including department and program heads.

SECTION 2. Active membership in the Association shall be contingent upon the payment of assessed dues and charges declared by the Association and its affiliates.

ARTICLE V - RELATIONSHIP

This Association supports the ideal of shared authority in manners and governance. As a consequence, it will support any faculty-authorized organization of Rhode Island School of design designed to develop and administer curricular and academic policies. Policies and procedures of such faculty-authorized academic organizations shall not take precedence over actions of the Association relating to matters of compensation and conditions of service.

ARTICLE VI - GENERAL MEETINGS

SECTION 1. Regular meetings of the Association shall be held at least five times during the academic year. Such meetings shall normally be held on the second Wednesday of September, November, February, April and May.

SECTION 2. Special meetings may be called with notice of one calendar week by the President of the Association; by the Vice-President of the Association in the absence of the President; by a majority of the Executive Committee; by petition of 20% of the general membership; or by a majority vote of the membership in attendance at the preceding general meeting.

SECTION 3. All general meetings shall be conducted within the spirit of accepted parliamentary procedure, with "Robert's Rules of Order" serving as the final authority. The president shall appoint a Parliamentarian for each academic year. In the event of the Parliamentarian's absence, he shall be responsible for designating his own substitute.

SECTION 4. Meetings shall be considered officially constituted to conduct business of a quorum equal to 25% of the total membership of the Association is in attendance. Each active member shall be entitled to one vote.

#### ARTICLE VII - OFFICERS

SECTION 1. The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer.

SECTION 2. The President shall preside over the meetings of the general membership and of the Executive Committee; shall be chairman of the negotiating team; shall establish ad hoc committees as he may deem necessary or as directed by either the general membership or the Executive Committee; shall cause an agenda, with reports as appropriate of the Executive Committee and each of the standing committees, to be published at least one calendar week before each general meeting; shall function as chief correspondent of the Association; and shall be empowered to call special meetings of the general membership with notice of one calendar week. The President, or his designee, shall represent the Association before the public and exercise all rights and privileges of the office in the negotiated agreement. The President, or his designee, shall function as liaison of the Association with NEARI.

SECTION 3. The Vice-President shall serve in the absence of the president; shall function as the liaison of the Association with the National Labor Relations Board and other such agencies, shall serve ex-officio as a member of the contract committee; shall be a member of the Executive Committee; and shall assist the President in the general management of the Association.

SECTION 4. The Secretary shall record, distribute and maintain minutes of all general meetings; shall record, distribute and maintain minutes of all open meetings of the Executive Committee, shall record and maintain minutes of all closed meetings of the Executive Committee; shall maintain files of minutes and reports of all standing and special committees which shall be available to any active member upon request except for reasons stated by the Executive Committee; shall assist the President and Vice-President in correspondence; and shall be a member of the executive Committee.

SECTION 5. The Treasurer shall hold funds, oversee the collection of dues, and disburse funds as authorized by the Executive Committee and/or the general membership; shall maintain accurate records of receipts and disbursements; shall prepare an

annual financial statement for the distribution to the general membership; shall maintain a roll of active members; shall be a member of the Executive Committee; and shall serve ex-officio as a member of the Finance Committee.

#### ARTICLE VIII - EXECUTIVE COMMITTEE

SECTION 1. The executive authority of the Association shall be vested in an Executive Committee, which shall have the power to act in behalf of the membership. A majority of the membership of the Committee shall be deemed a quorum and shall enable the Committee to conduct business.

SECTION 2. The Executive Committee shall consist of four officers of the Association. Each officer shall have one vote on the Committee.

SECTION 3. The Executive Committee shall normally meet once a month during the academic year and at such other times as determined by a majority of the Committee or the President of the Association. The Committee shall be empowered to declare any of its meetings closed subject to the approval of the general membership. Minutes of such closed meetings will be available to the general membership upon the request of the majority of the general membership. All other meetings of the Executive Committee shall be open to the general membership. Times and places of open meetings shall be convenient to the general membership. The President shall announce open meetings to the general membership three days in advance.

SECTION 4. The Executive Committee shall be empowered to negotiate contracts based on proposals presented to it by the Contract Committee; shall determine priorities of items and issues to be negotiated; and shall comprise the negotiating team along with such other persons it may solicit.

SECTION 5. Contracts negotiated between the Executive Committee and the Board of Trustees of Rhode Island School of Design shall require the affirmative approval of a majority of the total membership at a duly called general meeting. Contracts negotiated by the Executive Committee or individuals of the Association in the absence of a majority affirmative vote of the membership, shall not be binding upon the Association or its membership.

SECTION 6. Decisions and actions by the Executive Committee shall be binding upon the Association but may be rescinded by a majority vote of the membership in attendance at any general meeting. The Committee shall report its decisions and actions to date to the general membership at each general meeting. Summary reports of committee action, including majority and minority positions normally shall be distributed at least one calendar week before each of the five regular meetings.

SECTION 7. The Executive Committee shall have the power to employ staff, set dues, form committees, approve the budget, hold hearings, call general meetings and perform other actions it deems necessary for the completion of its duties.

SECTION 8. The Executive Committee shall have the power to appoint area representatives according to Association needs. The area representatives shall constitute the Grievance Committee and

shall be responsible for proceeding with the initial stages of any grievance that may arise in their area. They shall also be responsible for conducting liaison activities by the Executive Committee and the members of the association in their designated areas.

#### ARTICLE IX - STANDING COMMITTEES

SECTION 1. Standing committees shall function as extensions of the Executive Committee and shall have the power to act on behalf of the Association except in areas specifically reserved to the Executive Committee or the general membership. Actions or decisions of standing committees shall be subject to review of the Executive Committee and/or the general membership and may be overturned by a majority vote of either body. Each standing committee will elect its own chairman and secretary, and a representative to sit on the Executive Committee. Each committee shall be expected to record minutes with the Secretary of the Association. Each meeting of each committee shall be considered duly constituted to conduct business if a majority of its membership is present. Standing Committees shall have the right to subdivide themselves, form ad hoc committees, and conduct hearings as their business may dictate. Each member of the standing committee shall have one vote.

SECTION 2. The Contract Committee shall be composed of five elected members of the association and the Vice-president ex-officio; shall function as the primary agent of the Executive Committee in preparing final proposals as to the compensation and conditions of service for inclusion in the contract; shall solicit and consider recommendations from the faculty and librarians concerning items to be negotiated; and shall gather and maintain data on salaries, fringe benefits, academic freedom, and related matters from individuals and other institutions. Contract proposals made by this Committee must be approved by the Executive Committee for inclusion in negotiations.

SECTION 3. The Grievance Committee shall be composed of area representatives; shall be responsible for developing procedures for redress of grievances for members of the bargaining unit; shall hear, investigate and decide grievances filed by the members of the Association; and shall be responsible for making recommendations to the Contract Committee concerning grievance procedures and other negotiable matters which it deems appropriate.

#### ARTICLE X - ELECTIONS

SECTION 1. Elections shall be supervised by an Elections Committee consisting of three members elected annually at the regular March meeting of the general membership. No officer or chairman of another committee may serve on this committee.

SECTION 2. The Elections Committee shall conduct an annual election for each of the four offices prior to April 30th of each year. Beginning with the office of President, and followed in order by the offices of Vice-president, Secretary and Treasurer, the Elections Committee will conduct and conclude a separate nomination for each office, providing the person so nominated accepts such nomination in writing. Nominations in acceptance are

to be presented to the Election Committee no later than the 31st of March each year.

SECTION 3. Election of officers shall be conducted by ballot mailed to all active members. The Election Committee shall be responsible for announcing the results of the election to the total membership within two days after the close of the balloting for each office. The newly-elected officers shall assume office May 1st.

SECTION 4. The Elections Committee shall supervise nominations and elections to standing committees other than the grievance committee at the first regular meeting in September. Each year three members will be elected to each standing committee, the two receiving the largest number of votes serving two-year terms. Individuals may succeed themselves on committees not more than one time. No person shall serve more than four successive years on the same committee. No officer may be elected to a standing committee.

SECTION 5. All officers and members must be members of the Association in good standing.

#### ARTICLE XI - RECALL

Any officer or committee member may be recalled by an affirmative vote of two-thirds of the membership in attendance at a general meeting, providing a signed intention to introduce such action, with reasons, is submitted to the general membership at least thirty days preceding the said general meeting. In the event of recall, the active Elections Committee shall supervise a replacement election in a manner determined by this Committee.

#### ARTICLE XII - AMMENDMENTS

These Articles may be amended by an affirmative vote of two-thirds of the members in attendance at a general meeting, providing the proposed amendments are submitted in writing to the general membership at least thirty days prior to the general meeting.

#### ARTICLE XIII - PROVISIONS FOR THE DISTRIBUTION OF ASSETS ON DISOLUTION OR FINAL LIQUIDATION

The Executive Committee shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all the assets to such organization or organizations operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under 501(C) 5 of the Internal Revenue Code as the Executive Committee shall determine.