

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

East Bay Community Action Program

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (*check one box only*) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
<u>East Bay Community Action Program</u>	Non-Profit <u>27292</u>	<u>RI</u>
<u>Self Help, Inc.</u>	Non-Profit <u>31100</u>	<u>RI</u>

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is East Bay Community Action Program 27292 which is to be governed by the laws of the state of Rhode Island
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (**Attach Plan of Merger or Consolidation**)
- e. If the surviving entity's name has been amended via the merger, please state the new name:

N/A

- f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

N/A

- g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) June 1, 2004

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Self Help, Inc.
Print Entity Name

By: James Vincent President
Name of person signing Title of person signing

By: Deane Davis Secretary
Name of person signing Title of person signing

STATE OF
COUNTY OF

In Newport, on this 13th day of May, 2004, before me personally appeared James Vincent who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Janice L. Craddock
Notary Public
My Commission Expires: February 19, 2006

East Bay Community Action Program
Print Entity Name

By: James Vincent President
Name of person signing Title of person signing

By: Cheryl L. Abney Secretary
Name of person signing Title of person signing

STATE OF
COUNTY OF

In Newport, on this 13th day of May, 2004, before me personally appeared James Vincent who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Janice L. Craddock
Notary Public
My Commission Expires: February 19, 2006

Articles of Merger of
Self Help, Inc. and New Visions For Newport County, Inc.

Attachment

The Agreement and Plan of Merger was adopted by a majority vote of the Board of Directors of Self Help, Inc. on March 26, 2002.

The Agreement and Plan of Merger was adopted by a majority vote of the Board of Directors of New Visions of Newport County, Inc., predecessor by name change of East Bay Community Action Program on March 21, 2002.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated May 14, 2004 is by and between SELF HELP, INC., a Rhode Island non-profit corporation ("Self Help") and EAST BAY COMMUNITY ACTION PROGRAM, a Rhode Island non-profit corporation that is the successor by name change to NEW VISIONS FOR NEWPORT COUNTY, INC., ("East Bay CAP") (East Bay CAP and Self Help are sometimes hereinafter referred to collectively as the "Constituent Corporations").

WHEREAS, Self Help and East Bay CAP each operate community action programs, as well as East Bay CAP operating community health centers licensed by the Rhode Island Department of Health as Organized Ambulatory Care Facilities;

WHEREAS, the Boards of Directors of each of the Constituent Corporations deem it advisable that the Constituent Corporations merge and have duly approved and authorized the form of this Agreement and Plan of Merger; and

WHEREAS, the laws of the State of Rhode Island permit such a merger, and the Constituent Corporations desire to merge under and pursuant to the provisions of the laws of Rhode Island.

NOW, THEREFORE, in consideration of these premises and of the mutual agreements and covenants herein contained, it is agreed that Self Help shall be and it hereby is merged into East Bay CAP, which shall be the Surviving Corporation, and the terms and conditions of such merger and the manner of carrying it into effect are and shall be as follows:

Section 1. Name.

The name of the surviving corporation shall be East Bay Community Action Program upon the effective date of the merger.

Section 2. Purposes.

The purposes set forth in the Articles of Incorporation of East Bay CAP shall be amended effective on the date of the merger to provide as set forth on Exhibit 1 attached to this Agreement.

Section 3. Articles of Incorporation.

In addition to the amendments specified in Sections 1 and 2 above, the Articles of Incorporation of East Bay CAP shall be amended as set forth on Exhibit 1.

Section 4. Bylaws.

The Bylaws of East Bay CAP on the effective date of the merger shall be as attached hereto as Exhibit 2.

Section 5. Directors and Officers.

The Directors or Officers of East Bay CAP on the effective date of the merger shall be as attached hereto as Exhibit 3.

Section 6. Effective Date of Merger.

(a) For all purposes under the laws of the State of Rhode Island, this Agreement and Plan of Merger and the merger herein provided for shall become effective as soon as:

(i) this Agreement and Plan of Merger shall have been adopted, approved and signed in accordance with the laws of the State of Rhode Island and Articles of Merger indicating its adoption and approval shall have been executed in accordance with such laws, and

(ii) the Articles of Merger shall have been filed in the office of the Secretary of State of Rhode Island.

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of East Bay CAP, shall continue unaffected and unimpaired by the merger hereby provided for, and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of Self Help shall be continued in and merged into East Bay CAP and East Bay CAP shall be fully vested therewith.

(c) The date upon which this Agreement and Plan of Merger and any other required documents have been filed in all of the offices mentioned above and upon which the Constituent Corporations shall so become a single corporation is the effective date of the merger.

Section 7. Effect of Merger.

Upon the merger becoming effective:

(a) East Bay CAP shall possess all rights, privileges, powers, licenses and franchises and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Constituent Corporations, except as otherwise provided by law;

(b) East Bay CAP shall be vested with all property, real, personal, or mixed, and all debts due to the Constituent Corporations on whatever account as well as all other choses in action belonging to the Constituent Corporations; and

(c) All property, rights, privileges, powers and franchises of the Constituent Corporations shall be thereafter as effectually the property of the surviving corporation as they were of the Constituent Corporations, but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger; and all debts, liabilities, obligations, and duties of Self Help shall thenceforth attach to, and are hereby assumed by, East Bay CAP and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

Section 8. Delivery of Deeds and Instruments.

From time to time as and when requested by East Bay CAP or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall make, or cause to be taken, all such other and further actions as East Bay CAP may deem necessary and desirable in order to more fully vest in and conform to East Bay CAP's title to and possession of all the property, rights, privileges, powers and franchises referred to in Section 7 hereof and otherwise to carry out the intent and purposes of this Agreement and Plan of Merger. For the convenience of the parties and to facilitate the filing and recording of this Agreement and Plan of Merger, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

Section 9. Expenses of Merger.

Each of the Constituent Corporations shall bear its own expenses in carrying this Agreement and Plan of Merger into effect and of accomplishing the merger.

Section 10. Abandonment of Merger.

Notwithstanding anything herein or elsewhere to the contrary, this Agreement and Plan of Merger may be terminated or abandoned before it becomes effective:

(a) By mutual consent of the Boards of Directors of the Constituent Corporations;

(b) By the Board of Directors of either one of the Constituent Corporations in the event of failure or inability to obtain necessary authorizations and approvals of any governmental agencies; or

(c) By the Board of Directors of either one of the Constituent Corporations if any material litigation or claims shall be pending or threatened against or substantially affecting any of the Constituent Corporations or the Surviving Corporation or any of their respective assets, or the merger, which, in the judgment of such Board, renders it inadvisable to proceed with the merger.

Section 11. Service of Process.

Upon the merger herein proposed becoming effective, the Surviving Corporation agrees that it may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of the Merged Corporation or for any obligation of the Surviving Corporation arising from the merger, by the mailing of such service of process to Dennis Roy, 19 Broadway, Newport, Rhode Island 02840.

Section 12. Employer Identification Number.

The federal employer identification number of East Bay CAP shall continue to be the federal employee identification number of East Bay CAP.

Section 13. Committees.

Each Committee of a Constituent Corporation which existed prior to the merger and will not be a Standing Committee under the Bylaws after the merger, is hereby continued as an ad hoc Committee of East Bay CAP, to serve with the same charge until the Board of Directors determines otherwise.

Section 14. Fictitious Business Names.

Upon consummation of the merger, East Bay CAP shall register with the Rhode Island Secretary of State the fictitious business name "Self Help".

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed in their respective corporate names by an officer thereunto duly authorized as of the date first written above.

SELF HELP, INC.

By: James Vincent
Chair

EAST BAY COMMUNITY ACTION PROGRAM

By: James Vincent
Chair

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Exhibit 1

Amendments to
Articles of Incorporation

1. Article 3 shall be amended to read in its entirety as follows:

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

The Corporation is organized exclusively for charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), which purposes may include, but are not limited to the following:

- (1) to effectuate the Community Services Act of 1974, as amended, within Bristol County and Newport County, Rhode Island;
- (2) to propose, conduct and encourage the development of community action programs designed to help eliminate poverty;
- (3) To develop research and evaluation procedures in connection with all programs and to apply these tools to measure the effectiveness of all programs;
- (4) To provide comprehensive primary and preventive health services to residents of the communities served by the Corporation, regardless of a patient's or family's ability to pay;
- (5) To engage in any or all other charitable, scientific or educational activities for which corporations may be organized under the Rhode Island Non-Profit Corporation Act and Section 501(c)(3) of the Code; and
- (6) The Corporation shall not engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more purposes exempt from taxation under the Code.

2. Article 4 shall be amended to read in its entirety as follows:

4. 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) The Corporation shall be nonprofit, shall not have or issue shares of capital stock, and shall not declare or pay dividends. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise permitted by Section 501(h) of the Code, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(a) of the Code or (ii) by a corporation, contributions to which are described by Section 170(c)(2) of the Code and deductible under Sections 170(a) and 170(b)(1)(A) of the Code.
- (b) Except as otherwise provided by law, the Corporation may at any time dissolve by the affirmative vote of its Board of Directors, voting in accordance with its Bylaws. Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to one or more organizations described in Section 501(c)(3) of the Code (or any corresponding provisions of any future provision of United States Internal Revenue Law), pursuant to a resolution of the Board of Directors of the Corporation, specifying the methodology for such distribution.
- (c) No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of the director's duty as a director; provided that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional

misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

Exhibit 2

Bylaws

March 22, 2002

BYLAWS
OF
EAST BAY COMMUNITY ACTION PROGRAM

1. PURPOSES, POWERS AND NON-PROFIT STATUS

1.1 Purpose. These Bylaws ("Bylaws") of East Bay Community Action Program ("East Bay CAP"), the powers of East Bay CAP and of its Directors and all matters concerning the conduct and regulation of the business of East Bay CAP shall be subject to such provisions in regard thereto, if any, as are provided by law or set forth in the Articles of Incorporation. All references herein to the Articles of Incorporation shall be construed to mean the Articles of Incorporation of East Bay CAP as from time to time amended. Subject to the foregoing, the purposes of this non-profit corporation shall be:

- (A) to effectuate within the Corporation's service area the Community Services Act of 1974, as amended;
- (B) to propose, conduct and encourage the development of community action programs designed to help eliminate poverty;
- (C) To develop research and evaluation procedures in connection with all programs and to apply these tools to measure the effectiveness of all programs; and
- (D) To provide comprehensive primary and preventive health services to residents of the communities served by East Bay CAP, regardless of a patient's or family's ability to pay.

1.2 Powers. East Bay CAP shall have all the powers enumerated in and granted by the Rhode Island Non-Profit Corporation Act, as from time to time amended (the "Non-Profit Corporation Act"), provided, however, East Bay CAP shall exercise its powers only in furtherance of exempt purposes as such terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations from time to time promulgated thereunder (the "Code").

1.3 Non-Profit Status. East Bay CAP is not organized for profit and no part of the net earnings of East Bay CAP shall inure to the benefit of or be distributable to any Director, or officer of East Bay CAP or any other person, except that East Bay CAP shall be authorized and empowered to pay reasonable compensation for services rendered to and for it and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. In the event of any liquidation and dissolution of East Bay CAP, no Director or officer shall be entitled to any distribution or division of East Bay CAP's property or the proceeds thereof, and upon such liquidation, the Board of Directors of East Bay CAP, after the payment and discharge of or provision for all its debts and obligations, shall distribute all of the assets of East Bay CAP as the Board of Directors shall determine to such organization or organizations which, at the time of distribution, qualify as exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law).

2. OFFICES

East Bay CAP shall have its principal office and may have such other offices at such places within and outside the State of Rhode Island as may from time to time be determined by the Board of Directors.

3. MEMBERS

As permitted by Section 7-6-15 of the Rhode Island Non-Profit Corporation Act, the Corporation shall not have "members".

4. DIRECTORS

4.1 Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors ("Board"), and the Board of Directors shall have, and may exercise, all of the powers of the Corporation.

4.2 Composition.

(A) The number of elected Directors will not be less than nine (9) nor more than twenty-five (25). In addition, the President and Chief Executive Officer of the Corporation ("CEO") shall be a Director, ex officio, without vote.

(B) The composition of the Board shall at all times comply with the requirements of 42 USC §9904 and 42 CFR §51c.304(b) (or any successor statute or regulation), including complying with the requirements that:

- (1) 1/3 of the Directors be public officials or their designees;
- (2) at least 1/3 of the Directors be democratically selected representatives of the poor;
- (3) the remaining Directors must be officials or members of business, industry, labor, religious, welfare, education or other major groups or interests in the community; and

- (4) at least fifty-one percent (51%) of the Directors must be individuals who are or will be served by the Corporation, and who, as a group, represent the individuals being or to be served by the Corporation in terms of demographic factors such as race, ethnicity and sex ("Consumer Directors").
- (C) The Directors to serve at the time these Bylaws become effective shall be those specified in the Agreement and Plan of Merger between the Corporation and Self Help, Inc. dated March 22, 2002 ("Merger Agreement"). Directors will be selected as follows:
 - (1) Representatives of Public Officials – Group I
 - (a) Group I shall consist of public officials currently holding office or their representatives, unless alternative Directors need to be seated as provided in Sections 1.2(b)(iv) and (v) below. The Group I Directors shall at all times compose not less than one-third of the entire Board. Whenever the Board is composed of 21 or more persons, there shall be at least seven (7) Group I Directors, consisting of at least:
 - (i) two Directors appointed by East Providence;
 - (ii) one Director appointed by Bristol; and
 - (iii) one Director (four total) appointed by each of the following:
 - (a) Barrington and Warren;

- (b) Newport and Jamestown;
 - (c) Portsmouth and Middletown; and
 - (d) Tiverton and Little Compton.
- (b) The Group I Directors shall be appointed by the chief elected official(s) of the respective city or towns (with appointments from multiple towns to be mutually agreed upon by the chief elected officials of such towns). In the event there are not enough elected public officials reasonably available and willing to serve on the Board, the chief elected official may select appointed officials to serve on the Board. Both the elected and the appointed public officials selected to serve shall have either general governmental responsibilities or responsibilities which require them to deal with poverty related issues.
- (c) Each elected public official selected to serve on the Board may choose one permanent representative to serve on the Board either full-time in his/her place or in those instances when he/she is unable to attend meetings.
- (d) If the public officials, both elected and appointed, who are eligible to serve, do not, in the Board's opinion, participate, another representative from that city/town

will be located by the Board of Directors from the city/town to fill the seat. Should the city/town seat be filled in this manner, the public official with the right to appoint such Director may not again do so until the expiration of the Director's term who is then filling such seat. The Board of Directors will give the city/town one month's advance notice of the Board's intention to take the action contemplated in this Subsection.

- (e) Upon conclusion of the term of any Director serving pursuant to the preceding Section, the individual may only remain a Director by either being designated as an alternate for their respective city/town or by being elected or appointed as a Group II or Group III Director.
- (f) Group I Directors serve at the pleasure of the public officials who appoint them.

(2) Representatives of the Low Income Sector – Group II

- (a) The Group II Directors shall consist of representatives of low-income people. The Group II Directors shall at all times compose not less than one-third of the entire Board. Whenever the Board is composed of 21 or more persons, there shall be at least seven (7) Group II Directors, consisting of at least:
 - (i) one Director representing East Providence;

- (ii) one Director representing Bristol;
 - (iii) one Director (four total) representing each of:
 - (a) Barrington and Warren;
 - (b) Newport and Jamestown;
 - (c) Portsmouth and Middletown; and
 - (d) Tiverton and Little Compton.
- (b) The individuals voting for Group II Directors shall be encouraged to cast their votes to ensure that at least one Group II Director is a member of the Head Start Policy Council. The voters shall further be encouraged to alternate the person serving as the Head Start Policy Council representative between a resident of the Upper and Lower East Bay areas.
- (c) Each Group II Director shall reside or work in the respective city/town he/she represents. Low-income representatives need not be low-income themselves, but the selection process shall ensure that they represent the interests of low-income people.
- (d) Election of Group II Members shall be conducted by holding two meetings, one for information and nomination and the other to conduct the election. Two weeks prior to the information and nomination meeting, an outreach campaign will take place. This will include,

but not be limited to, public service announcements and contact with clients using Corporation services. All meetings will be conducted by the social service and planning departments of the Corporation to assure all regulations are observed, all information pertaining to the Board and the election process is provided, and all procedures are carefully observed.

- (e) The information and nomination meeting will describe the election process and responsibilities of Directors. Those persons interested in obtaining a seat on the Board will have their name placed on a list for election. Those persons may then gather support from the residents of their respective city or town and campaign for the seat they wish to occupy.
- (f) The election meeting will be held two to four weeks after the information and nomination meeting. The names of all nominees will be placed on the ballot. Each nominee will be entitled to give a brief statement about themselves and how and why they feel they should be elected to serve. All nominees must be present at this meeting to be eligible to be elected. As each ballot is distributed, the voter's name, from the

sign-in sheet, will be checked off to assure one ballot per person.

- (3) To be eligible to vote in the election for Group II Directors, a person must:
 - (a) Sign a statement that he/she falls within federal poverty income guidelines;
 - (b) Show proof of residence in the area to be represented by the representative, i.e., telephone or utility bill;
 - (c) Sign his/her name to a list of persons voting; and
 - (d) Be at least 18 years of age.
- (4) Each person eligible to vote for Group II Directors shall be entitled to one vote for each position open for election. The highest vote-getter for each position open for election will be elected. No elections will ever take place on the Sabbath or holidays.
- (5) Elections will be held at least four weeks prior to the beginning of the new board term.
- (6) Group II Directors shall be elected to serve terms of two (2) years, or until their earlier death, resignation or removal and may be re-elected to serve up to two (2) additional consecutive two-year terms.

(D) Private Sector Representatives – Group III

- (1) The remainder of the Board shall consist of representatives of business, industry, labor, religious, welfare, education, significant minority groups or other major groups or interests in the community. Whenever the Board is composed of 21 or more persons, there shall be at least seven (7) Group III Directors, consisting of three (3) Board members representing the East Providence, Barrington, Bristol and Warren communities and four (4) Board members representing the Newport, Middletown, Portsmouth, Tiverton, Little Compton and Jamestown communities.
- (2) Group III Directors shall be appointed by and serve at the pleasure of the organization they represent. The organizations entitled to appoint Group III Directors shall be those named at the top of a rotation list to be established and maintained by the Board. The Board will select and seek participation from one, but no more than two, organizations from each category. With each new term, the Board shall select an organization from the top of the list and then relegate the seated organization's name to the bottom of the list.
- (3) A Group III Director shall be entitled to serve a term of two (2) years or until the Director's earlier death, resignation or

removal, and may be re-appointed to serve up to two (2) more consecutive two-year terms.

(E) Consumer Directors

- (1) In addition to the preceding requirements, a majority of the Board shall consist of individuals who are or will be served by the Corporation's health center services and who, as a group, represent the individuals being served by the Corporation's health center in terms of demographic factors such as race, ethnicity, and gender. Consumer Directors should live in the Corporation's service area; utilize the Corporation's health center as their principal source of primary care; and have used the Corporation's services within the last two years. A legal guardian of a health center client who is a dependent child or adult, or a legal sponsor of an immigrant, is also qualified as a Consumer Director. These representatives may be from Groups I, II, or III.
- (2) No more than one-half of the Board members may be individuals who derive more than ten percent (10%) of their annual income from the health care industry.

4.3 Annual Meeting. The annual meeting of the Board of Directors shall be held during the month of December of each year for the purposes of electing such officers and transacting such other business as may properly come before the meeting. If for any reason the annual meeting of the Board of Directors shall not be held, the President shall

cause a special meeting to be held in lieu of the annual meeting of the Board of Directors as soon thereafter as is convenient.

4.4 Meetings. The Board of Directors may hold meetings, both regular and special, either within or without the State of Rhode Island. Special meetings of the Board of Directors shall be called on the written request of three (3) Directors or the President, on at least five (5) days' notice to each Director; provided, however, that a special meeting may be called upon twenty-four (24) hours notice if such notice is given personally or by telephone to each Director. Meetings of the Directors or any committee thereof may be held by means of a telephone conference or other similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means will constitute presence in person at such meeting.

4.5 Vacancies. Any vacancy occurring among the Group I or Group III Directors may be filled by the organization which appointed the Director who created the vacancy. Vacancies among the Group II Directors may be filled by the Board for the remainder of the relevant term. Any vacancy in the Group II Directors must be filled by a representative of the geographic area represented by the previous Director.

4.6 Resignations. Any Director may resign at any time by giving written notice to the President. The resignation shall take effect at the time specified in such notice, and unless otherwise specified in such notice, acceptance shall not be necessary to make it effective.

4.7 Removal. Any Group II Director may be removed from office by vote of a majority of all Board members entitled to vote for conduct not in keeping with promoting the aims of community action. A Group II Director shall receive ten days written notice by

registered or certified mail of a meeting concerning the removal of such Director and shall be entitled to appear and be heard, but not vote, thereat.

4.8 Quorum and Voting.

- (A) A quorum for the transaction of business at any meeting of the Board of Directors shall require the presence in person or by telephone of a majority of the entire Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Each Director entitled to vote shall have one (1) vote on any matter which is properly presented at a meeting of the Directors. The act of a majority of the Directors entitled to vote and present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of Directors is required by the Non-Profit Corporation Act, the Articles of Incorporation or these Bylaws. Directors may not vote by proxy.
- (B) Notwithstanding the foregoing provisions of this Section, approval of the following decisions will require the vote of at least a majority of all Directors entitled to vote:
 - (1) Authorizing off-budget expenses above \$10,000 which are not offset by unbudgeted revenue of an equivalent amount;
 - (2) Borrowing money, unless already approved in the current budget;

- (3) Organizing or acquiring an affiliate or subsidiary;
 - (4) Entering into or terminating management contracts;
 - (5) Authorizing the filing of any receivership, bankruptcy or similar proceeding;
 - (6) Authorizing the purchase or sale of any real estate by the Corporation; or
 - (7) Authorizing the Corporation to contract directly or indirectly with third party payers.
- (C) Notwithstanding the foregoing provisions of this Section, approval of the following decisions will require the vote of at least sixty percent (60%) of all Directors entitled to vote:
- (1) Adopting annual operating or capital budgets;
 - (2) Opening or closing locations;
 - (3) Hiring or firing the organization's chief executive officer;
 - (4) Authorizing the sale or other transfer of all or substantially all of the Corporation's assets;
 - (5) Authorizing the dissolution, merger or consolidation of the Corporation;
 - (6) Amending the Corporation's Articles of Incorporation or Bylaws; or
 - (7) Removing a Director without cause.

4.9 Directors' Consent Vote. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a

meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors or all the members of such committee, as the case may be.

4.10 Prohibition of Compensation of Directors. No Director shall receive compensation for performance of his or her duties as a Director, but may, upon resolution of the Board of Directors, be reimbursed for reasonable expenses, if any, incurred in connection with service as a Director. The foregoing shall not preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor, except that no Director other than the CEO may either be an employee of the Corporation or a spouse, child, parent, brother or sister by blood or marriage of a the Corporation employee.

5. COMMITTEES

5.1 Committees. In addition to the standing committees created pursuant to this Article 5, the Board of Directors may designate one or more ad hoc committees. Each committee of East Bay CAP shall have among its members two (2) or more Directors. Unless expressly provided otherwise in these Bylaws, the President of East Bay CAP shall appoint the Chair and members of each committee. Each committee, whether standing or ad hoc, shall have and may exercise all of the authority delegated to it, except that no committee shall have the authority of the Board of Directors with respect to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of East Bay CAP; restating East Bay CAP's Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of East Bay CAP; authorizing the voluntary dissolution of East Bay

CAP or revoking proceedings therefor; adopting a plan for the distribution of the assets of East Bay CAP; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

5.2 Voting and Quorum. Each committee member entitled to vote shall have one (1) vote on any matter properly coming before the Committee. A majority of the members appointed to a committee shall constitute a quorum for the transaction of committee business. The act of a majority of the committee members entitled to vote and present at a meeting at which a quorum is present shall be the act of the committee. If a quorum shall not be present at any meeting of a committee, the committee members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

5.3 Minutes. Committees shall keep regular minutes of their proceedings and report the same to the Board.

5.4 Standing Committees. The Board shall have the following standing committees:

- (A) Executive Committee. There shall be an Executive Committee of the Board of Directors which shall be composed of the principal officers of East Bay CAP (with the Executive Director serving without vote), plus up to two (2) more Directors if their appointment is necessary to ensure that the Executive Committee consists of at least one (1) member from each group of Directors, i.e. Group I, II and III. The Executive Committee shall have the power to act for and in place of

the Board of Directors when action between board meetings is urgent and/or when a quorum of the Board of Directors cannot be obtained at the regularly scheduled Board meeting. The Executive Committee shall report any action taken to the Board of Directors at its next regularly scheduled meeting.

- (B) Finance Committee. The Finance Committee is responsible for monitoring the fiscal status of the Corporation. The Finance Committee shall monitor the work of the any committee responsible for development. The Finance Committee shall review the annual operating budget for approval by the Board of Directors, and monitor the annual budget. The Finance Committee shall plan for effective investments and capital expenditures and ensure that all physical assets of the corporation are maintained. The Committee shall review the annual audit. The Committee, and its Chairperson, shall consist of Board members and non-Board members with expertise specific to the Committee, as appointed by the Board President and approved by the Board.
- (C) Bylaws. The Bylaws Committee will be responsible for monitoring , reviewing and recommending revisions to the East Bay CAP Bylaws as necessary or desirable.
- (D) Personnel. The Personnel Committee will be responsible for hearing and acting on employee grievances and appeals, recommending

employee benefit plans to the Board and adopting, reviewing and revising personnel policies.

- (E) Nominating Committee. The charge of the Nominating Committee shall be to identify persons for nomination as Directors, Officers and off-board committee members of East Bay CAP in accordance with these Bylaws and any other specifications provided by the Board from time to time.
- (F) Quality Improvement. The Quality Improvement Committee of the Board of Directors shall be responsible for overseeing the Corporation's Quality Improvement Program. The Committee shall review and present the annual Quality Improvement Plan to the Board for approval, and shall make recommendations regarding the resources necessary for the effective operation of the program. The Committee shall affirm the performance and effectiveness goals as the quality care goals for the organization. The committee shall receive and act upon periodic Quality Improvement reports from the Medical Director. The work of the Committee shall enable the Board of Directors to monitor the results of the Quality Improvement Program and to detect trends in the ongoing delivery of health care in the organization. The Committee shall commission the annual review and update of the Quality Improvement Program and act on the recommendations of the staff Quality Improvement Committee. The

Committee, and its chairperson, shall consist of Board members and non-Board members with expertise specific to the Committee.

6. OFFICERS

6.1 Number. The principal officers of East Bay CAP will be a President, one or more Vice-President(s), a Secretary, a Treasurer and an Executive Director. The Board of Directors may from time to time elect or appoint such other officers, including one or more vice or assistant officers, and with such titles as it may deem necessary or convenient. No two offices may be held by the same person. All principal officers except the Executive Director shall be chosen from among the Directors of East Bay CAP.

6.2 Election and Term. The principal officers of East Bay CAP, except the Executive Director, shall be elected by the Board at its meeting held for the election of Directors. During the first two (2) two-year terms following the adoption of these Bylaws, the office of President shall be held alternately by a representative of the "Upper East Bay" (East Providence, Warren and Bristol) and a representative of the "Lower East Bay" (Portsmouth, Middletown, Newport, Tiverton, Little Compton and Jamestown). Each such officer will be elected to serve a term of two (2) years or until his or her successor will have been elected and will have qualified or until his or her earlier death, resignation or removal. Principal officers other than the Executive Director may not serve more than one (1) two (2) year term. The Executive Director shall be appointed by and serve at the pleasure of the Board. Any officer may be removed by the Board at any time, with or without cause. Such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer will not of itself create contract rights. Principal officers may serve an unlimited number of consecutive terms.

6.3 Resignations. Any officer may resign at any time by giving written notice to the Board of Directors of East Bay CAP or to the President, Executive Director or Secretary thereof. A resignation shall take effect at the time specified in the notice thereof, and, unless otherwise specified in said notice, the acceptance of the resignation shall not be necessary to make it effective.

6.4 Authority and Duties. The Executive Director shall be the chief executive officer of East Bay CAP, will supervise and conduct the day to day affairs of East Bay CAP, and will have the powers and authority ordinarily incident to such position, subject to the general supervision and approval of the Board of Directors and the President. The Executive Director shall also be the chief administrative agent of the Board of Directors and will have such further powers and will perform such further duties as may from time to time be assigned to him or her by the Board of Directors of East Bay CAP. The President shall preside at all meetings of the Directors at which the President is present. In the absence of the President, the Vice-President (or one of them) shall preside at meetings of the Directors and shall have all other authority ordinarily possessed by the President. The other officers of East Bay CAP will have the powers and will perform the duties customarily appurtenant to their respective offices, and will have such further powers and will perform such further duties as may from time to time be assigned to them by the Board of Directors or the President.

6.5 Vacancies. A vacancy in any office by reason of death, resignation, removal or otherwise may be filled for the unexpired portion of the term at any meeting by the Board.

6.6 Signing of Instruments. All checks, drafts, orders, notes and other obligations of East Bay CAP for the payment of money, deeds, mortgages, leases, contracts, bonds and other corporate instruments shall be signed by the President, by the Executive Director, by the Treasurer or by such other person or persons as may from time to time be designated by resolution of the Board of Directors of East Bay CAP.

6.7 Voting of Securities. Except as the Board of Directors may generally or in particular cases otherwise specify, the President, the Executive Director or the Treasurer may on behalf of East Bay CAP vote or take any other action with respect to shares of stock or beneficial interest of any other corporation, or of any association, trust or firm, of which any securities are held by East Bay CAP, and may appoint any person or persons to act as proxy or attorney-in-fact for East Bay CAP, with or without power of substitution, at any meeting thereof.

7. NOTICES

7.1 How Delivered. Whenever under the provisions of the Non-Profit Corporation Act, the Articles of Incorporation or of these Bylaws written notice is required to be given to any person, such notice may be given by mail or by a generally recognized overnight delivery service, addressed to such person at his or her address as it appears in the records of East Bay CAP, with postage or delivery charges thereon prepaid, and such notice will be deemed to be delivered at the time when the same will be deposited in the United States mail or delivered to the delivery service. Notice to any member or Director either personally by telephone, or by telecopy, to his or her house or office either directly or by leaving a message thereat shall be deemed sufficient notice.

7.2 Waivers of Notice. Whenever any notice is required to be given under the provision of the Non-Profit Corporation Act or the Articles of Incorporation or these Bylaws, a wavier thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Attendance of a person at a meeting will constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because of failure of notice, the meeting is not lawfully called or convened.

8. SEAL

The corporate seal shall consist of a flat-faced circular die, with the name of East Bay Community Action Program, the year and state of its organization and such other appropriate language as may be prescribed by the Non-Profit Corporation Act or from time to time by the Board of Directors, cut or engraved thereof.

9. FISCAL YEAR

The fiscal year of East Bay CAP will be July 1 through June 30 of each year.

10. LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.1 Director Liability. No Director shall be personally liable to East Bay CAP for monetary damages for breach of the Director's duty as a Director, provided, however, that the foregoing shall not eliminate or limit the liability of a Director (i) for any breach of the Director's duty of loyalty to East Bay CAP, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit.

10.2 Indemnification and Insurance. The Corporation shall indemnify Directors, officers and employees acting in their capacity as such or serving at the request of East Bay CAP as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement arising from any threatened, pending or completed action, suit or proceeding, to the fullest extent permitted by Section 7-6-6 of the Rhode Island Non-Profit Corporation Act, or any successor indemnification provisions or as otherwise provided by law. Notwithstanding the above, East Bay CAP shall provide such indemnification only to the extent and in a manner that shall not jeopardize East Bay CAP's status as an organization described in Section 501(c)(3) of the Code or constitute an "Excess Benefit Transaction" within the meaning of Section 4958 of the Code. The Board may authorize East Bay CAP to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of East Bay CAP, or serving at the request of East Bay CAP as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such, provided such persons agree to treat payments made pursuant to such insurance in such a manner as would make the payment of benefits thereunder not constitute an Excess Benefit Transaction.

10.3 Advancement of Expenses. The Corporation may pay the expenses of the indemnified person in advance of the final disposition of any proceedings against such person except to the extent that the defense of a claim against the indemnified persons undertaken pursuant to any director's and officer's liability insurance (or equivalent

insurance known by another term) maintained by East Bay CAP. The advance payment of expenses will be subject to the indemnified person's first agreeing in writing with East Bay CAP to repay the sums paid by it in accordance herewith if it is thereafter determined that the indemnified person was not entitled to indemnity under these Bylaws or that such indemnification would constitute an Excess Benefit Transaction.

10.4 Rights not Exclusive. The rights provided hereunder will not be deemed exclusive of any other rights to which the indemnified person may be entitled under any agreement, vote of disinterested Directors or otherwise, both as to action in the indemnified person's official capacity and as to action in any other capacity while holding such office, and will continue after the indemnified person ceases to serve East Bay CAP as an indemnified person.

11. CONFLICTS OF INTEREST

11.1 Purpose. The purpose of this provision is to protect East Bay CAP's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of East Bay CAP. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to non-profit corporations.

11.2 Definitions.

(A) Interested Person. Any Director, principal officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

(B) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through employment, business, investment or family:

- (1) a financial interest in any entity with which East Bay CAP has a transaction or arrangement, or
- (2) a compensation arrangement with East Bay CAP or with any entity or individual with which East Bay CAP has a transaction or arrangement, or
- (3) an ownership or investment interest in East Bay CAP ; or
- (4) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which East Bay CAP is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

11.3 Procedures

- (A) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.
- (B) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest, the interested person shall leave the Board or

committee meeting while the financial interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists. If no conflict of interest exists, the interested person may return to participate in discussion and voting on the matter. If a conflict of interest does exist, the interested person may neither attend discussion nor participate in voting on the issue.

(C) Procedures for Addressing the Conflict of Interest.

- (1) The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (2) After exercising due diligence, the Board or committee shall determine whether East Bay CAP can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (3) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in East Bay CAP's best interest and for its own benefit and whether the transaction is fair and reasonable to East Bay CAP and shall

make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(D) Violations of this Provision.

- (1) If the Board or committee has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
- (2) If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(E) Records of Proceedings. The minutes of the Board and all committee with Board-delegated powers shall contain:

- (1) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

- (2) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

(F) Annual Statements. Each Director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person:

- (1) has received a copy of this Article 11;
- (2) has read and understands its provisions; and
- (3) has agreed to comply with it.

12. AMENDMENTS

These Bylaws may be altered, amended or repealed only by the affirmative vote of at least sixty percent (60%) of the entire Board of Directors in accordance with the provisions of Section 4.8(C)(6) above, provided that a description of the substance of any proposed alteration, amendment or repeal shall have been presented at a duly noticed and held meeting of the Board of Directors at least thirty (30) days prior to the meeting at which the alteration, amendment or repeal will be considered for adoption.

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Exhibit 3

Post-Merger Directors and Officers

NAME	ADDRESS	OCCUPATION
Cheryl Abney	131 Gibbs Avenue Newport, RI 02840	School Nurse/Educator
Catherine King Avila, Esq.	17 Shore Drive Warren, RI 02885	RI Treasurer's Office
Sharon Brinkworth	5 Bittersweet Court Barrington, RI 02806	Executive Director
Dr. John Coldiron	Newport Hospital 11 Friendship Street Newport, RI 02840	Doctor
Diane Davis	Bristol Town Hall 10 Court Street Bristol, RI 02809	Welfare Director
William Flynn	6 Howland Avenue Middletown, RI 02842	Middletown Councilman CPA
Fran Fontaine	10 Columbus Avenue Barrington, RI 02806	East Bay Mental Health
Christine Guillet	2 Kimberly Court Cumberland, RI 02864	Banker
Onna Moniz-John	149 Anthony Street East Providence, RI 02914	City of East Providence
Representative William H. Murphy	705 North Main Street Jamestown, RI 02835	Representative
Charlene Nalle	40 Mahan Street Newport, RI 02840	Head Start Policy Council
Mark Norton	45 Hood Avenue Rumford, RI 02916	East Providence Police
Dr. Robert Power	Newport Public Schools Administration Building 435 Broadway Newport, RI 02840	Assistant Superintendent of Schools
Robert Rock	East Providence Senior Center 610 Waterman Avenue East Providence, RI 02914	City of East Providence Senior Services
Kathleen Roukous	21 Chapel Street Newport, RI 02840	Visiting Nurse
Cheryl Sanfilippo	Corrigan Financial 747 Aquidneck Avenue Middletown, RI 02842	CPA/Financial Planner
Susan Sisson	88 East Main Road Little Compton, RI 02837	Director of Public Welfare
Judy Thompson	Progressive Services 171 Wood Street Bristol, RI 02809-3117	Self Employed
John Trifero	City Hall 43 Broadway Newport, RI 02840	Newport City Councilman
James Vincent	44 Washington Street Providence, RI 02903	Rhode Island Housing & Mortgage Finance Corp.

East Bay CAP Officers

James Vincent	President
William Flynn	Vice-President
Christine Guillet	Treasurer
Cheryl Abney	Secretary