

5/4/68

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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 North Main Street
Providence, Rhode Island
02903-1335

NON-PROFIT CORPORATION

PLEASE TAKE NOTICE
that the corporation must be in good standing prior to filing

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is RHODE ISLAND ORGAN DONOR AWARENESS COMMITTEE, IN

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

(Insert Amendment)

WE WISH TO CHANGE OUR NAME TO THE "RHODE ISLAND ORGAN DONOR AWARENESS COALITION, INC." AND ADOPT THE ATTACHED REVISED BYLAWS.

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
JAN 28 3 30 PM '97

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SECRETARY OF STATE
CORPORATIONS DIV.
JAN 27 12 47

THIRD: The amendment was adopted in the following manner:

(Note 1)

THE AMENDMENTS WERE ADOPTED AT A MEETING OF MEMBERS HELD ON DECEMBER 10, 1996, AT WHICH A QUORUM WAS PRESENT, AND THE AMENDMENTS RECEIVED AT LEAST A MAJORITY OF THE VOTES, WHICH MEMBERS PRESENT OR REPRESENTED BY PROXY AT SUCH MEETING, WERE ENTITLED TO CAST.

Dated 1/25/97, 19

RHODE ISLAND ORGAN DONOR AWARENESS COMMITTEE, INC.

By [Signature] (Note 3)

Its President or Vice-President

and [Signature] (Note 3)

Its Secretary or Assistant-Secretary

FILED

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By [Signature]
D 181534

NOTES:

1. Insert whichever of the following statements is applicable:
 - (a) "The amendment was adopted at a meeting of members held on . . . at which a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast."
 - (b) "The amendment was adopted by a consent in writing signed under date of by all members entitled to vote in respect thereto."
 - (c) "The amendment was adopted at a meeting of the Board of Directors held on . . . and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof."
2. Exact corporate name of corporation adopting the Amendment.
3. Signatures and titles of officers signing for the corporation.

BYLAWS
OF
Rhode Island Organ Donor
Awareness Coalition, Inc.

Article I

Name Seal and Officers

1. **Name.** The name of this Corporation is Rhode Island Organ Donor Awareness Coalition, Inc.
2. **Seal.** The seal of the Corporation shall be circular in form and shall bear on its outer edge the inscription RIODAC, Inc. and in the center the words and figures "Corporate Seal 1988 Providence." The Board of Directors may change the form of the seal or inscription thereon at pleasure.
3. **Offices.** The principal office of the Corporation shall be in the County of Providence, City of Providence. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

Article II

Members and Meetings of Members

1. **Membership.** The members of the Corporation shall consist of the persons signing the certificate of Incorporation and such other eligible persons as the members shall from time to time elect by the majority vote of the members present and voting at any meeting of the members at which a quorum is present. Active membership is defined as attending greater than 50% of the membership meetings or equivalent committee participation. Eligibility for membership begins after attending two membership meetings or equivalent committee participation.
2. **Rights of Members.** The right of a member to vote and all his/her right, title and interest in or to the Corporation shall cease on the termination of his/her membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.
3. **Resignation of Members.** Any member may resign from the Corporation by delivering a written resignation to the Secretary of the Corporation.
4. **Bi-Annual Meetings.** The bi-annual meeting of the members of the Corporation shall be held at the principal office of the Corporation in the second calendar quarter of each even numbered year, for the purpose of electing directors, if any, and for the transaction of such other business as may properly come before the meeting.
5. **Notice of annual meeting.** Notice of the time, place, and purpose or purposes of the annual meeting shall be served, either personally or by mail, not less than ten nor more than 40 days before the meeting upon each person who appears upon the books of the Corporation as a member and, if mailed, such notice shall be directed to the member at his/her address as it appears on the books of the Corporation, unless he/she shall have filed with the Secretary of the Corporation a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request.
6. **Special meeting.** Special meetings of the members may be called at any time by 25% of the directors.
7. **Notice of Special meetings.** Notice of special meetings stating time, place and purpose or purposes thereof shall be served personally or by mail upon each member residing within the United States, not less than five nor more than 40 days before such meeting and if mailed, such notice shall be directed to the member at his/her address as it appears on the books of the Corporation, unless he/she shall

have filed with the Secretary of the Corporation a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request.

8. **Quorum.** At any meeting of the members of the Corporation the presence of one-quarter of the active members (as defined in paragraph 1, Membership) in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of the majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of the majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.
9. **Voting.** At every meeting of members each member shall be entitled to vote in person, or by proxy. All elections shall be had and all questions decided by a majority vote of the persons present in person or by proxy.
10. **Waiver of Notice.** Whenever under the provisions of any law or under the provisions of the Articles of Incorporation or Bylaws of this Corporation, the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the Corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his/her attorney thereunto authorized.
11. **Removal of members, directors, or officers.** Any member, director, or officer may be removed from membership or from office by the affirmative vote of two-thirds of the full membership, registered either in person or by proxy, at any regular or special meeting called for the purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer, or director proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.
12. **Compensation and expenses.** Members shall not receive any stated salary for their services as such but by resolution of the Board of Directors a fixed reasonable sum or expense of attendance, if any, or both, may be allowed for attendance at each regular or special meeting. The Board of Directors shall

have power in its discretion to contract for and to pay to members rendering unusual or special services to the Corporation special compensation appropriate to the value of such services.

Article III

Directors

1. **Election.** The business and property of the Corporation shall be managed and controlled by a Board of Directors, who shall be elected by the members to hold office until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. The directors must be members of the Corporation and shall be chosen by ballot at such meeting by a majority of the votes of the members, voting either in person or by proxy.
2. **Number and composition.** The number of directors of the Corporation may range from eight (8) to twenty (20) but such number may be increased or decreased by amendment to these Bylaws, in the manner set forth in Article XII hereof. When the number of directors is so decreased by amendment adopted by the Board of Directors, each director in office shall serve until his/her resignation or removal as herein provided. Each director shall serve a term of three years with approximately one third of the directors beginning and completing their terms each year. The composition of the Board of Directors shall follow the following guidelines: Not less than 25% and not more than 75% of the directors shall be transplant recipients, people awaiting transplants or family members of recipients/people waiting. The balance of the directors should include representatives of the Rhode Island Transplant program(s), the New England Organ Bank, and a broad representation of the other member organizations of the Rhode Island Organ Donor Awareness Coalition, and any other pertinent agency, governmental or community representatives.
3. **Resignation.** Any director may resign at any time by giving written notice of such resignation to the Board of Directors.
4. **Vacancies.** Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors made by the Board of Directors, may be filled for the unexpired portion of the term by the directors then serving, although less than a quorum, by affirmative vote of a majority thereof. Any director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Corporation or until the election and qualification of his/her successor.
5. **Bi-Annual Meeting.** Immediately after each bi-annual meeting, the newly elected directors may meet forthwith at the principal office of the Corporation for the purpose of organization, the election of officers, and the transaction of other business, and, if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given.

6. **Special meeting.** Special meetings of the Board of Directors may be called by the Chairman or Vice Chairman, and must be called by either of them on the written request of any 25% of other members of the Board.
7. **Notice of meetings.** Notice of all director's meetings, except as herein otherwise provided, shall be given personally or by mailing the same at least three days before the meeting to the usual business or residence address of the director, but such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any directors' meeting. At any meeting at which every director shall be present, even without notice or waiver thereof, any business may be transacted.
8. **Chairman.** At all meetings of the Board of Directors, the Chairman or Vice Chairman, or in their absence a chairman chosen by the directors present, shall preside for this meeting.
9. **Quorum.** At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.
10. **Contracts and services.** The directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as directors or trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise, provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the directors or officers are personally interested as shareholders, or otherwise shall be at arm's length and not violative of the prescriptions in the Articles of Association against the Corporation's use or application of its funds for private benefit (the person from whom the services are to be contracted is ineligible to participate in voting on approval to use their services); provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction, or other action.

11. **Compensation.** Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the board. The Board of Directors shall have the power in its discretion to contract for and pay to directors rendering unusual services to the Corporation special compensation appropriate to the value of such services.
12. **Powers.** All the corporate powers, except such as otherwise provided for in these Bylaws and in the laws of the State of Rhode Island, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit.
13. **Duties.** The Board of Directors shall adopt such rules and regulations pertaining to grants as they deem necessary and appropriate. The Board of Directors shall provide for and make all grants to individuals, research facilities, educational institutions and other charitable foundations. The Board of Directors shall present at the annual meeting of members a report showing in appropriate detail the following: (a) the assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the annual meeting, (b) the principal changes in assets and liabilities during the year immediately preceding the date of the report; (c) the revenue or receipts of the corporation for the year immediately preceding the date of the report; (d) the expenses or disbursements of the Corporation during the year immediately preceding the date of the report; (e) the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. The annual report of directors shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceeding of the annual meeting of members.

Article IV

Officers

1. **Number.** The officers of the Corporation shall be the chairman, vice chairman, secretary, treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two offices, except those of chairman and vice chairman, may be held by the same person.
2. **Election term of office, and qualifications.** The Chairman shall be elected bi-annually by the Board of Directors from among their number, and the other officers shall be elected bi-annually by the Board of Directors from among such persons as the Board of Directors may see fit, at the first meeting of the Board of Directors after the bi-annual meeting of the members of the Corporation. Persons shall be limited to two consecutive terms in the same office.
3. **Vacancies.** In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the other officer so elected shall hold office and serve until the first meeting of the Board of Directors after the bi-annual meeting of members next succeeding and until the election and qualification of his/her successor.
4. **Chairman.** The Chairman shall preside at all meetings of members and of the Board of Directors. He/She shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.
5. **Vice Chairman.** At the request of the Chairman, or in the event of his/her absence or disability, the Vice Chairman shall perform the duties and possess and exercise the powers of the Chairman; and to the extent authorized by law the Vice Chairman shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors.
6. **Secretary.** The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He/She shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Corporation. He/She shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residence, and such book shall be open for inspection as prescribed by law. He/She may sign with the Chairman or Vice Chairman, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors,

and when so authorized or ordered by the Board of Directors, he/she may affix the seal of the Corporation. He/She shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

7. **Treasurer.** The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He/She may be required to give bond for faithful performance of his/her duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper he/she may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. He/She shall invest all funds, property and securities of the Corporation as he/she deems reasonable and proper without authorization of the Board of Directors but he/she must submit to the Board every ninety (90) days a list of the amounts, the type of instrument invested in, the rate of return, the maturity date, etc. and the place of investment. He/She shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he/she shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. He/She shall make such payments as may be necessary or proper to be made on behalf of the Corporation. He/She shall enter regularly on the books of the Corporation to be kept by him/her for the purpose full and accurate account of all moneys and obligations received and paid or incurred by him/her for or on account of the Corporation. and he/she shall exhibit such books at all reasonable times to any director or member on application at the offices of the Corporation. He/She shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.
8. **Salaries.** The salaries, if any, of all officers shall be fixed by the Board of Directors, shall be reasonable in amount and the fact that any officer is a member of the Corporation or a director, or a member of the advisory committee, shall not preclude his/her receiving a salary or voting on the resolution providing for the same.
9. **Removal.** Any officer may be removed from office by the affirmative vote of three-fifths of all the directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting

of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

Article V

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such power and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

Article VI

Contracts

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance: and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Article VII

Advisory Committee

The Board of Directors may appoint from its number, or from among such persons as the board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the officers of the Corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

The members of any advisory committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum or expense of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay any member of an advisory committee, rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.

Article VIII

Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board of Directors, the Chairman shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

Article IX

Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

Article X

Exempt Activities

1. Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501 (c) (3) or corresponding provisions of any subsequent laws.
2. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization or any private individual (except that reasonable compensation may be paid for services rendered to the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.
3. No substantial part of the activities of the organization shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by IRC 501 (5)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in the opposition to any candidates for public office.
4. In the event of dissolution, all of the remaining assets and property of the organization shall after payment of the necessary expenses thereof be distributed to such organizations as shall qualify under section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws, or to the Federal government or State or local Government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Rhode Island.
5. In any taxable year in which the organization is a private foundation as described in IRC 509 (a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941 (d), (b) retain any excess business holdings as defined in IRC 4942 (c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provisions of any subsequent Federal Tax laws.

Article XI

Investments

The Corporation, by its Treasurer, pursuant to Article IV, Section 7, shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article XII

Amendments

1. **By Directors.** The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of the Corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law. All Bylaws made by the Board of Directors may be altered, amended, or repealed by the members.
2. **By Members.** The Bylaws may be altered, amended, or repealed at any meeting of members of the Corporation by a majority vote of all the members, represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.