

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

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

FIRST: The name of the corporation is RHODE ISLAND EMPLOYEE ASSISTANCE PROGRAM

SECOND: The period of its duration is (if perpetual, so state) PERPETUAL

THIRD: The purpose or purposes for which the corporation is organized are: to provide comprehensive assessment, referral and educational services for substance abuse, mental health or other personal problems, to the Rhode Island work force; union and non-union, public and private sector, and to their families; and to provide a mechanism for dealing with employees' whose job performance is impaired by substance abuse, mental health or other personal problems and to provide aid to those employees and their family members who voluntarily seek such assistance, and engaging in any and all other educational and charitable activities consistent with assisting said employees and their families by providing comprehensive substance abuse and mental health services.

FOURTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

1. SEE ATTACHED BY-LAWS
2. SEE ATTACHED SHEET FOR FOURTH ARTICLE

FIFTH: The address of the initial registered office of the corporation is 600 New London Avenue, Cranston, RI 02920, and

the name of its initial registered agent at such address is Robert MacDonald

ARTICLES OF INCORPORATION-Continued

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

<u>Name</u>	<u>Address</u>
Robert MacDonald	40 Westminister Street, Providence, RI 02903
John T. Tierney	75 Davis Street, Providence, RI 02906
Frank Fanella	200 Harrison Avenue, Newport, RI 02840
Richard H. Freeman	600 New London Avenue, Cranston, RI 02920
Michael Bernstein	1258 Elmwood Avenue, Providence, RI 02907

(See attached page for names and addresses of other four members)

SEVENTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Robert MacDonald	40 Westminster Street, Providence, RI 02903
John T. Tierney	75 Davis Street, Providence, RI 02906
Frank Fanella	200 Harrison Avenue, Newport, RI 02840

(See attached page for names and addresses of other six members)

Dated 19...

Robert W. Macdonald, John T. Tierney
Richard H. Plante 11144th Avenue
Richard H. Plante Clerk of Court
Incorporator(s)

State of Rhode Island) City)
County of) In the) of Cranston, Rhode Island)

in said county this Eight day of November A.D. 19 84.
then personally appeared before me the above-named individuals

.....
each and all known to me and known by me to be the parties executing the foregoing
instrument, and they severally acknowledged said instrument by them subscribed to
be their free act and deed.

Deborah P. Clarke
Notary Public

Note 1. If no provisions for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-20) may be inserted here.

FOURTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SIXTH: (continued)

John Furia	1179 Charles Street, North Providence, RI 02904
Charles Schwartz	15 Jefferson Street, Providence, RI 02908
Robert Plante	600 New London Avenue, Cranston, RI 02920

ONE DIRECTOR TO BE NAMED AT A LATER DATE

SEVENTH: (continued)

Richard Freeman	600 New London Avenue, Cranston, RI 02920
Michael Bernstein	1258 Elmwood Avenue, Providence, RI 02907
John Furia	1179 Charles Street, North Providence, RI 02904
Charles Schwartz	15 Jefferson Street, Providence, RI 02908
Robert Plante	600 New London Avenue, Cranston, RI 02920

BY-LAWS

of

RHODE ISLAND EMPLOYEE ASSISTANCE PROGRAM

ARTICLE I

Name

The Corporation shall be known by the name of Rhode Island Employee Assistance Program.

ARTICLE II

Purposes

2.1 General

The Corporation is constituted exclusively for charitable and scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The major objective of the Corporation is to provide comprehensive assessment, referral and educational services for substance abuse, mental health or other personal problems, to the Rhode Island work force, union and non-union; public and private sector, and to their families, and to provide a mechanism for dealing with employees' whose job performance is impaired by substance abuse, mental health or other personal problems and to provide aid to those employees and their family members who voluntarily seek such assistance, and to engage in any and all other educational and charitable activities consistent with providing said employees and their families with comprehensive substance abuse and mental health services.

The Corporation will provide professional comprehensive assessment, referral to appropriate treatment facilities and monitoring of clients to insure confidentiality, quality of treatment and follow-up care. Referral procedures will be designed to facilitate self, management, union and medical referrals.

2.2 Restrictions on Operations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

2.3 Restrictions on Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal

Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

Board of Directors

3.1 Governing Body

The general direction and management of the Corporation's affairs shall be vested with the Board of Directors. The incorporators of the Articles of Association shall appoint the initial Board of Directors, in accordance with Article III, Section 1.

3.2 Composition of the Board of Directors

There shall be a Board of Directors consisting of nine (9) members representing the following areas: the Director of the Department of Mental Health, Retardation and Hospitals or his designee; the Director of the Department of Health or his designee; three (3) members of organized labor; two (2) members representing management; two (2) members representing the substance abuse and/or human services field.

3.3 Term of Appointment

Each member of the Board of Directors will serve a one (1) year renewable term. Vacancies on the Board of Directors from any cause may be filled by a two-third (2/3) vote of the remaining Board of Directors. Each Director shall hold his or her office until his or her successor shall have been duly elected and qualified.

3.4 Conduct of Board of Directors

Any Director may be removed by a majority of the remaining Board for failure to attend, without cause, three (3) consecutive

meetings, or for neglect of duty, or misconduct or malfeasance in office after being given a written statement of charges and an opportunity to be heard thereon.

ARTICLE IV

Meetings

4.1 Monthly meetings of the Directors shall be held at a time and place to be specified by a Chairperson. Special meetings of the Board of Directors may be held at such times and places as a Chairperson shall specify.

4.2 Notice of Meetings

Written notice stating the place, day and hour of a regular or special meeting shall be given by mail not less than seven (7) days before the date of the meeting, by or at the direction of the Secretary. Such mailed notice shall be deemed to be delivered when deposited in the United States mail addressed to each Director at his/her last known address, with postage prepaid thereon. Alternatively, notice of such meetings stating the place, day and hour of the meeting may be given by telephone or telegraph by or at the direction of the Secretary not fewer than forty-eight (48) hours prior to the time of the meeting. Attendance at a meeting or a signed waiver of notice of or by any Director shall constitute a waiver of notice by that Director.

4.3 Quorum

Five (5) of the Directors shall constitute a quorum for the transaction of all business, but less than a quorum may adjourn the meeting. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present shall adjourn the meeting.

4.4 Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting, if a majority of the Directors consent thereto and the writing or writings are filed with the minutes of proceedings of the

Board of Directors.

4.5 The Executive Director shall be present at all regular meetings of the Board.

4.6 The Board of Directors, as practical as possible, shall conduct business as a committee of the whole. However, from time to time, there may be need to designate a committee structure to conduct business such as nomination of officers, personnel matters, finance, agency relations, or detailed construction of By-Law revisions. The Chairperson of the Board may designate, at his/her pleasure, an ad hoc committee. The Directors may, by vote, passed by a majority of the whole Board, designate any standing committee for the specific purposes as deemed appropriate by the Board.

4.7 Each Director shall have one (1) vote in person or by written proxy.

ARTICLE V

OFFICERS

5.1 There shall be four (4) officers of the Board of Directors. They shall be as follows: Chairperson, Vice Chairperson, Secretary and Treasurer.

5.2 Officers of the initial Board of Directors will be elected at the first meeting of the Board of Directors by a two-third (2/3) majority, for a one (1) year term. Thereafter, officers of the Board of Directors shall be nominated by members of the Board in writing at least seven (7) days prior to the meeting held to elect new officers. Vacancies in offices may be filled for the unexpired term by the Directors.

5.3 The Chairperson shall preside at all meetings of the Board of Directors, at which he may be present, shall perform such other duties and have such other authority as the Board of Directors shall determine.

5.4 The Vice Chairperson, in the case of the absence or incapacity of the Chairperson, shall perform all duties of the Chairperson. In addition, he or she shall assume such additional responsibility as the Board of Directors shall determine.

5.5 The Secretary will be responsible for seeing that the proceedings of the Board of Directors are recorded, file all minutes, and shall have the authority to perform other duties that the Board of Directors from time to time designates.

5.6 The Treasurer of the Board of Directors shall have charge and custody of all such financial records, and shall have such other authority and perform such other duties as the Board of Directors shall from time to time determine.

ARTICLE VI

EXECUTIVE DIRECTOR

6.1 There shall be an Executive Director hired by a majority vote of the Board of Directors.

6.2 The duties of the Executive Director shall be:

- ° To implement the Employee Assistance Program consistent with the program goals and objectives.
- ° Overall responsibility and supervision of all Employee Assistance Program Employees and activities.
- ° Public relations and program development.
- ° Program planning and evaluation.
- ° Contract and fiscal administration
- ° Staff training and performance review.
- ° Reporting to the Board of Directors as required.
- ° Organize and facilitate advisory work group activities.

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

7.1 The Corporation shall purchase and maintain insurance to provide for the necessary indemnification of officers and directors.

ARTICLE VIII

CONFLICTS OF INTEREST

8.1 It shall be the policy of the Corporation, in all cases where a Director, officer or employee of the Corporation may have a conflict of interest because he or she or a member of his or her family has an interest in any contract or transaction with the Corporation, either directly or indirectly through an interest in or employment by any legal entity which has an interest in such contracts or transactions, or otherwise, that such Director, officer or employee shall disclose such conflict of interest and refrain from taking any action to authorize or approve such transaction or contract; provided, however, that the ownership of a noncontrolling minority interest in a publicly held legal entity shall not be deemed to be an interest requiring such disclosure. Any required disclosure shall be made, in the case of an employee, to the officer to whom such employee reports and, in the case of a Director or officer, to the Board of Directors. Nothing contained herein shall preclude the Corporation from entering into such transaction or contract provided such disclosure is made and the Director, officer or employee of the Corporation involved does not participate on behalf of the Corporation in the action taken to authorize or approve such transaction or contract.

ARTICLE IX

AMENDMENT OF BY-LAWS

9.1 These By-laws may be altered, amended or repealed at any meeting of the Directors by an affirmative vote of a majority of the Directors, provided, however, that written notice of the proposal of such alteration, amendment, or repeal shall have been included in the notice of the meeting.

ARTICLE X

This fiscal year of the Corporation shall be from the first day of July through the thirtieth day of June.

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