

Filing Fee \$35.00

**State of Rhode Island and Providence Plantations**  
**NON-PROFIT CORPORATION**

72486

**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 Centro Cultural Andino, Inc. / Andean  
Cultural Center, Inc..

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

THIRD: The purpose or purposes for which the corporation is organized are:

1. To bring together people of Andean American descent living in RI.
2. To ease the socialization process of Individual and Families of Andean Countries new to the U.S. by providing support & counseling.
3. To promote and develop the intellectual, social, religious, economic, and civic activities of Andean American.
4. To preserve the Andean cultures mainly the Quechua and Aymara cultures.
5. To educate the general public about the Andean cultures.

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

(Note 1)

See attached by-laws

REC'D & FILED MAY 11 1993

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OFFICE OF THE  
CLERK OF THE  
STATE OF RHODE ISLAND

#9  
98403

FIFTH: The address of the initial registered office of the corporation is 249 Central St.  
Central Falls, RI 02863 (add Zip Code),  
and the name of its initial registered agent at such address is: Gladys Corvera-Baker

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

Name	Address
<u>Juan J. Merida</u>	<u>299 Farmington Ave., Cranston RI 02920</u>
<u>Silvia Merida</u>	<u>299 Farmington Ave., Cranston RI 02920</u>
<u>Juan Carlos Ferrufino</u>	<u>16 Walnut St. #42, Arlington, MA 02174</u>
<u>George K. Baker Jr.</u>	<u>37 East Lantern, Smithfield, RI 02917</u>
<u>Gladys Corvera-Baker</u>	<u>37 East Lantern, Smithfield, RI 02917</u>

SEVENTH: The name and address of each incorporator is:

Name	Address
<u>Juan J. Merida</u>	<u>299 Farmington Ave. Cranston, RI 02920</u> G.B.
<u>Silvia Merida</u>	<u>299 Farmington Ave., Cranston RI 02920</u> G.B.
<u>Juan Carlos Ferrufino</u>	<u>16 Walnut St. #42, Arlington MA 02174</u> G.B.
<u>George K. Baker</u>	<u>37 East Lantern, Smithfield, RI 02917</u> G.B.
<u>Gladys Corvera-Baker</u>	<u>37 East Lantern, Smithfield, RI 02917</u>

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): May, eighteen of nineteen ninety three

Dated May 11, 1993

Gladys Corvera-Baker

Incorporator(s)

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

## **ARTICLE I.**

### **NAME**

The name of this Corporation shall be the Centro Cultural Andino, Inc. / Andean Cultural Center, Inc..

## **ARTICLE II.**

### **PURPOSE**

The Corporation is organized and shall be operated exclusively for educational and charitable purposes as may qualify it for tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1954, or its successor provisions. More specifically the Corporation's purposes are:

1. To bring together people of Andean American descent living in Rhode Island.
2. To ease the socialization process of Individual and Families of Andean Countries new to the U.S. by providing support and counseling.
3. To promote and develop the intellectual, social, religious, economic, and civic activities of Andean American.
4. To preserve the Andean cultures mainly the Quechua and Aymara cultures.
5. To educate the general public about the Andean cultures.

## **ARTICLE III.**

### **OFFICES**

Section 1. The principal office of the Corporation shall be in Central Falls, Rhode Island.

Section 2. The Corporation may maintain additional offices at such other places as the Board of Directors chooses to designate.

## **ARTICLE IV.**

### **MEMBERSHIP**

#### **Section 1. Qualifications**

Membership is open to any individual or organization who supports the goals and purposes of the Corporation. There shall be three categories of members. The category are as follows:

Resident: People of Andean / South American descent living in Rhode Island.

Non-Resident: People of Andean / South American descent living outside the State of Rhode Island. Members who do not have voting privileges.

Supporter: Rhode Island residents of other nationalities who support the goals and purposes of the Corporation.

## Section 2. Certificate of Membership

Upon payment of dues, each member shall be provided with a membership card signed by the President or Vice President, and the Secretary of the Corporation. The card shall show the member's name, address, category of membership, and expiration date. The cards of each category shall be consecutively numbered. The name, address, and date of issuance of the card shall be entered on the records of the Corporation. If the membership card is lost, mutilated, or destroyed, a new card shall be issued for a fee of \$1.00.

## Section 3. Dues

The annual dues for each category of membership shall be determined by the Board of Directors as appropriate.

The Board shall have authority to waive the dues upon application by any potential member with a financial hardship.

In the first year of membership, dues are payable at the time of joining the Corporation.

After the first year of membership, dues are payable on or before the expiration date indicated on the membership card.

Any member who fails to pay the required dues for a period of two months following the date of expiration shall be considered in default and his/her membership may be terminated by the Board of Directors as specified in Section 6 of this Article.

## Section 4. Term

Membership shall be for a period of one year from the date dues are paid, renewable on or before the date printed on the membership card.

## Section 5. Resignation

A member may resign at any time. The resignation shall be effective upon receipt by the Corporation of written statement by the member.

## Section 6. Suspension / Expulsion

The Board of Directors by majority vote of two-thirds of all the members of the Board, may suspend or expel a member for cause, after an appropriate hearing.

By majority vote of those present at any regularly constituted Board meeting, the Board of Directors may suspend or expel a member who is in default in the payment of dues for the period specified in Section 3 of this Article.

## Section 7. Membership meetings

( a ) An annual meeting of the membership shall be held in August of each year for the purpose of electing Directors and such other business as deemed appropriate. The meeting shall be convened by the President of the Corporation.

Written notice of the date, place and time of the annual meeting shall be provided to each member no later than 20 days prior to the date of the annual meeting.

( b ) Special meetings of the membership may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Written notice specifying the place, date, and time and purpose of the special meeting shall be provided each member no less than 10 days prior to the date of the meeting.

( c ) The annual meetings and special meetings shall be chaired by a moderator designated by the Board of Directors.

## Section 8. Quorum

10% of voting membership.

## Section 9. Voting

( a ) Each Rhode Island resident, family or individual member of the Corporation in good standing for a minimum of three months is entitled to one vote.

( b ) Members shall not be entitled to vote by proxy.

( c ) A valid membership card must be presented in order to vote.

( d ) All matters shall be decided by the vote of majority of members present at the meeting, at which a quorum is present.

## ARTICLE V.

### BOARD OF DIRECTORS

#### Section 1. Number of Directors

This Organization shall be governed by a Board of Directors which shall not number less than five ( 5 ) members or more than twenty five (25) members.

#### Section 2. Qualifications

Any member of the Corporation may run for the Board of Directors.

Directors shall be a proportionately fair representation of the diversity of the Andean American community in Rhode Island, and shall share the goals of the Corporation.

The Corporation is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, or age.

### Section 3. Election and Tenure

The term of each Director whether elected or appointed shall be two years. Except that in the first year, three of the five Directors elected at the annual meeting shall be elected to a three year term.

Each Director shall hold office until his/her successor is elected and shall qualify.

No director shall serve more than three consecutive terms.

### Section 4. Vacancies

Any vacancy occurring in the Board of Directors may be filled by a majority of the remaining members of the Board of Directors. The Director so elected shall serve until the next annual meeting of the members or until his/her successor is elected and shall qualify.

### Section 5. Removal and Resignation

( a ) A Director may resign at any time by giving written notice to the Board of Directors of his/her resignation. Unless indicated in the notice to the contrary, such resignation shall be effective upon receipt by the Board of Directors.

( b ) A Director may be removed from the Board of Directors by an affirmative vote of the majority of Directors present at an official meeting of the Board. Notice of the proposed removal shall be provided to the members of the Board, and to the Director involved, the Director involved shall be given an opportunity to be present and to be heard at the meeting at which his/her removal is considered.

### Section 6. Meetings

( a ) Regular meetings of the Board of Directors shall be held monthly at a place, date and time designated by the Board of Directors.

Notice of each meeting shall be mailed to each Director at least eight (8) days prior to the date of the meeting.

( b ) Special meetings of the Board may be called by the President or by any two Directors.

Notice of special meetings shall be mailed to each Director at least eight (8) days prior to the date of the meeting.

### Section 7. Quorum

At all meetings of the Directors, a majority of the Directors then in office must be present and shall constitute a quorum for the transaction of business.

## Section 8. Voting

All matters shall be decided by the vote of majority of the Directors present at the meeting at which a quorum is present.

No Director shall be entitled to vote by proxy.

Robert's Rules of Order shall be the authority for all questions of procedure at any meeting of the Directors.

## ARTICLE VI.

### Section 1. General

The officers of the Corporation shall be: a president, vice-president, secretary, vice-secretary, and treasurer.

### Section 2. Election

The officers shall be elected annually by the Directors at the first regular meeting held after the annual meeting of the membership.

### Section 3. President

The President shall be the principal executive officer of the Corporation. He /she shall preside at all meetings of the members and of the board of Directors. He /she may sign, with the treasurer or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, and in general he /she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

### Section 4. Vice President

It will be the duty of the Vice President to act in the absence or disability of the President and to perform such other duties as may be assigned to him or her by the President of the Board. In the absence of the President, the execution by the Vice President on behalf of the Association of any instrument will have the same force and effect as if it were executed on behalf of the Association by the President.

### Section 5. Treasurer

As required and instructed by the Board of Directors, the treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Corporation and in general perform all the duties incident to the office of Treasurer and such other duties from time to time may be assigned to him /her by the President or by the Board of Directors.

He /she shall keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which will be open at all times to the inspection of the Board of Directors. He /she will present to the membership at its annual meeting his /her report as treasurer of the Corporation and will present reports to the Directors at monthly meetings.

#### Section 6. Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of all books, correspondence and papers relating to the business of the Corporation except those of the treasurer; keep a register of the post office address of each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him / her by the President or by the Board of Directors.

The Secretary shall present at each annual meeting of the membership a full report of the preceding year and will also prepare and present to the Board of Directors such other reports as it may desire and request at such time or times as it may designate.

#### Section 7. Assistant Secretary

The Assistant Secretary shall fulfill the duties of the Secretary in the absence or disability of the Secretary and shall have such other responsibilities as the Board of Directors shall assign him /her.

### ARTICLE VII.

#### COMMITTEES

##### Section 1. Designation and Appointment

The Board of Directors may designate and appoint one or more committees, each of which shall consist of at least one committee chair and two or more committee members. Committee members may be members of the Board of Directors, members of the Corporation or other interested individuals.

The Chair of the Committee will be appointed by the President of the Corporation, who will act with the Board's approval. After consultation with the committee Chair, the President will appoint committee members.

The studies, findings and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules as are consistent with these by-laws, the articles of incorporation, and state law.

##### Section 2. Standing Committees

The Board of Directors will have the following standing committees:

( a ) EXECUTIVE COMMITTEE: This committee will be chaired by the President of the Corporation and will consist of all other officers of the Corporation and the Chairs of all committees. This committee shall serve as the central planning group for the Corporation and as an advisory group to the Executive Director. It also will have full authority to act for the Board in managing the affairs of the Corporation during the intervals between meetings of the Board.

( b ) BUDGET AND FINANCE: This committee shall be chaired by the treasurer and shall consist of three to five members appointed by the President to two year terms. This committee will oversee and budget for recommendation by the Board, and develop and assist in the implementation of a funding strategy for the Corporation.

## ARTICLE VIII.

### CORPORATE FINANCES

#### Section 1. Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited in such bank or trust companies as the Board of Directors may from time to time determine.

#### Section 2. Checks

All checks, drafts, notes and evidence of indebtedness of the Corporation shall be signed by the President and such other officer or officers of the Corporation as the Board of Directors from time to time may determine.

A minimum of two signatures shall be required.

## ARTICLE IX.

### FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and on the last day of december of each year.

## ARTICLE X

### AMENDMENT TO BY-LAWS

The by laws may be amended or repealed and new by-laws adapted by a majority vote of the members present at the annual meeting or any special meeting of the membership provided a quorum is present. Written notice of the proposed amendment (s) must be mailed to each member at least (8) days prior to the meeting at which the amendment will be considered.

## ARTICLE XI

### DISSOLUTION

Upon dissolution of the Corporation and after the provision for payment of all the liabilities of the Corporation, the Board of Directors shall dispose of all the assets of the corporation to organizations that are than qualify as tax except organizations under section 501 (c) (3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the County in which the principal office of the corporation is located.

## ARTICLE XII

### WAIVER OF NOTICE

Whenever any noticed is required to be given under the provisions of the Rhode Island non-profit Corporation act or under the provisions of the articles of incorporation's or these by-laws of the Corporation, a waiver thereof in writing find by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the given of such notice.

OUR-A Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the providing of facilities or equipment) or for the prevention of cruelty to children or animals as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.

OUR-B No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, trustees, 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 in Article Third hereof.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

OUR-C No payments or distributions shall be made by this corporation and no other activities shall be carried on or engaged in by this corporation which would result in the denial or revocation of the exemption of this corporation from federal income taxation under the provisions of the Internal Revenue Code of 1954, as amended by the Tax Reform Act of 1976, as an organization described in Sec. 501(c)(3), of said Code, or the deductibility of contributions to and for the use of this corporation for federal income tax purposes under the provisions of Sec. 170 of said Code, or the deductibility of any transfer, device, or bequests to said corporation for federal estate tax purposes under the provisions of Sec. 2055 and Sec. 2105 of said Code, or the deductibility of gifts to said corporation for federal gift tax purposes under the provisions of Sec. 2522 of said Code.

OUR-D Upon the dissolution of the corporation, the Officers shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1954, as amended by the Tax Reform Act of 1976 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any 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 purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.