



**State of Rhode Island
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Black Nerd Book Club

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

THE PRIMARY PURPOSE OF THE ORGANIZATION IS TO PROVIDE SPACES,
ENVIRONMENTS,
AND GATHERINGS FOR THE SOCIAL ENRICHMENT AND CONNECTION OF
LIKE-MINDED FANS
OF GENRE FICTION AND VARIOUS POPULAR CULTURE FANDOMS, WITH A
SPECIFIC FOCUS
ON CREATING A SAFE SPACE FOR BLACK PEOPLE AND OTHER PEOPLE OF COLOR.

THE SECONDARY PURPOSE OF THE ORGANIZATION IS TO PROVIDE CHARITABLE
SERVICES

WHERE THE GROUP MEMBERS READ AND DONATE COMIC BOOKS AND GRAPHIC
NOVELS TO

UNDERPRIVILEGED CHILDREN OF SCHOOL AGE WITH THE INTENTION OF
ENCOURAGING

LITERACY, EXPLORATION, AND CREATIVITY.

ACTIVITIES: THE ORGANIZATION SHALL ENGAGE IN AND HOST THE

FOLLOWING ACTIVITIES TO FULFILL ITS PRIMARY AND SECONDARY PURPOSES:

(A) BOOK AND MEDIA DISCUSSIONS: THE ORGANIZATION SHALL HOLD REGULAR
MEETINGS TO DISCUSS GENRE FICTION AND POPULAR CULTURE, FOSTERING

CONNECTION

AND CAMARADERIE AMONG MEMBERS.

(B) COMMUNITY OUTREACH PROGRAMS: THE ORGANIZATION SHALL

COLLABORATE WITH

LOCAL SCHOOLS, LIBRARIES, AND COMMUNITY CENTERS TO FACILITATE THE

DONATION OF COMIC BOOKS AND GRAPHIC NOVELS TO UNDERPRIVILEGED CHILDREN, AS WELL AS ORGANIZE READING AND STORYTELLING EVENTS.

(C) SOCIAL AND NETWORKING EVENTS: THE ORGANIZATION SHALL ORGANIZE AND HOST SOCIAL EVENTS, SUCH AS MOVIE SCREENINGS, CONVENTIONS, AND GAME NIGHTS, TO PROVIDE OPPORTUNITIES FOR MEMBERS TO BOND AND CELEBRATE THEIR SHARED INTERESTS IN A SAFE AND INCLUSIVE ENVIRONMENT.

(D) EDUCATIONAL WORKSHOPS AND PANELS: THE ORGANIZATION SHALL DEVELOP AND HOST WORKSHOPS AND PANELS ON TOPICS RELATED TO GENRE FICTION, POPULAR CULTURE, AND THE EXPERIENCES OF BLACK PEOPLE AND OTHER PEOPLE OF COLOR IN THESE SPHERES. THESE EVENTS AIM TO EDUCATE MEMBERS AND THE WIDER COMMUNITY, PROMOTE UNDERSTANDING AND APPRECIATION OF DIVERSE PERSPECTIVES, AND INSPIRE CREATIVITY AND EXPLORATION.

ARTICLE IV

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:

ELIGIBILITY FOR MEMBERSHIP

APPLICATION FOR VOTING MEMBERSHIP SHALL BE OPEN TO ANY CURRENT RESIDENT,

PROPERTY OWNER, BUSINESS OPERATOR, OR EMPLOYEE THAT SUPPORTS THE PURPOSE

STATEMENT IN ARTICLE II, SECTION 2. MEMBERSHIP IS GRANTED AFTER COMPLETION

AND RECEIPT OF A MEMBERSHIP APPLICATION AND ANNUAL DUES. ALL MEMBERSHIPS

SHALL BE GRANTED UPON A MAJORITY VOTE OF THE BOARD.

ANNUAL DUES

THE AMOUNT REQUIRED FOR ANNUAL DUES SHALL BE \$0 EACH YEAR, UNLESS CHANGED BY

A MAJORITY VOTE OF THE MEMBERS AT AN ANNUAL MEETING OF THE FULL MEMBERSHIP.

CONTINUED MEMBERSHIP IS CONTINGENT UPON BEING UP-TO-DATE ON MEMBERSHIP DUES.

RIGHTS OF MEMBERS

EACH MEMBER SHALL BE ELIGIBLE TO APPOINT ONE VOTING REPRESENTATIVE

TO CAST

THE MEMBER'S VOTE IN ASSOCIATION ELECTIONS.

SECTION 3.04 RESIGNATION AND TERMINATION

ANY MEMBER MAY RESIGN BY FILING A WRITTEN RESIGNATION WITH THE SECRETARY.

RESIGNATION SHALL NOT RELIEVE A MEMBER OF UNPAID DUES, OR OTHER CHARGES

PREVIOUSLY ACCRUED. A MEMBER CAN HAVE THEIR MEMBERSHIP TERMINATED BY A

MAJORITY VOTE OF THE MEMBERSHIP.

ON-VOTING MEMBERSHIP

THE BOARD SHALL HAVE THE AUTHORITY TO ESTABLISH AND DEFINE NON-VOTING

CATEGORIES OF MEMBERSHIP.

MEETINGS OF MEMBERS

(A) REGULAR MEETINGS

REGULAR MEETINGS OF THE MEMBERS SHALL BE HELD QUARTERLY, AT A TIME AND PLACE

DESIGNATED BY THE CHAIR.

(B) ANNUAL MEETINGS

AN ANNUAL MEETING OF THE MEMBERS SHALL TAKE PLACE IN THE MONTH OF OCTOBER

(PICK A MONTH), THE SPECIFIC DATE, TIME AND LOCATION OF WHICH WILL BE DESIGNATED BY THE CHAIR. AT THE ANNUAL MEETING THE MEMBERS SHALL ELECT

DIRECTORS AND OFFICERS, RECEIVE REPORTS ON THE ACTIVITIES OF THE ASSOCIATION,

AND DETERMINE THE DIRECTION OF THE ASSOCIATION FOR THE COMING YEAR.

(C) SPECIAL MEETINGS

SPECIAL MEETINGS MAY BE CALLED BY THE CHAIR, THE EXECUTIVE COMMITTEE, OR A

SIMPLE MAJORITY OF THE BOARD OF DIRECTORS. A PETITION SIGNED BY FIVE PERCENT

(5%) OF VOTING MEMBERS MAY ALSO CALL A SPECIAL MEETING.

SECTION 3.07 NOTICE OF MEETINGS

(A) DIGITAL NOTICE OF EACH MEETING SHALL BE GIVEN TO EACH VOTING MEMBER,

BY EMAIL, NOT LESS THAN TWO WEEKS PRIOR TO THE MEETING.

SECTION 3.08 QUORUM

A QUORUM FOR A MEETING OF THE MEMBERS SHALL CONSIST OF AT LEAST TWENTY

PERCENT (20)% OF THE ACTIVE MEMBERSHIP.

SECTION 3.09 VOTING

ALL ISSUES TO BE VOTED ON SHALL BE DECIDED BY A SIMPLE MAJORITY OF THOSE

PRESENT AT THE MEETING IN WHICH THE VOTE TAKES PLACE.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 147 LYNCH ST
1
City or Town: PROVIDENCE State: RI Zip: 02908-3908

The name of its initial registered agent at such address is SHAWN ANDREWS

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	SHAWN TYLER ANDREWS	147 LYNCH ST PROVIDENCE, RI 02908 USA
DIRECTOR	JORDAN MANN	9 YORKTOWN PL PROVIDENCE, RI 02908 USA
DIRECTOR	JOAQUIN ROMERO	170 BYRON BLVD WARWICK, RI 02888 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	SHAWN ANDREWS	147 LYNCH ST PROVIDENCE, RI 02908 USA

ARTICLE VIII

Date when corporate existence is to begin 07/01/2023
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 28 Day of June, 2023 at 9:57:34 AM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.

SHAWN ANDREWS

Form No. 200
Revised 09/07

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State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,

hereby certify that this document, duly executed in accordance with the provisions

of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

June 28, 2023 09:55 AM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore
Secretary of State

