



## Washington County Coalition for Children Nonprofit Articles of Incorporation

### Article 1.01: Legal Name of the Organization

The name of this corporation shall be the **Washington County Coalition for Children**.

### Article 2.01: Duration

The period of duration of the corporation is perpetual

### Article 3.01: Purpose

The Washington County Coalition for Children is a nonprofit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Washington County Coalition for Children will pursue grant funding, town and state appropriations, private donations, as well as memberships to fund its work. It will collaborate with other nonprofit organizations and multi-sector partners, including education, business, health, civic organizations, faith communities, governments, etc. to carry out its purpose.

### Article 3.02: Public Benefit

The Washington County Coalition for Children (WCCC) is designated as a public benefit corporation.

For its entire existence, WCCC's work has been under the auspices and fiscal sponsorship of South County Home Health (formerly known as VNS Home Health Services) then South County Health, the local hospital network. With a strong history of success, WCCC believes it and the community would benefit from having its own 501(c)(3) non-profit status.

The following history provides evidence of WCCC's public benefit.

Since 2001, the Washington County Coalition for Children has been a regional child advocacy organization serving much of Southern Rhode Island. With a single paid staff person and a strong volunteer network of children's agencies, parents, specialists, government, and other advocates, WCCC has generated imaginative and successful collaborative problem-solving to improve outcomes for children and families in Washington County.

Over the last two decades, WCCC has developed a proven track record. For example, it has conducted frequent in-depth community assessments to identify needs and track progress over time. It has raised awareness about salient children's issues via data briefings, educational programs, and summits, including 18 annual Children's Issues Forums.

Highlights of WCCC initiatives over the past 20 years include the following:

- Publishing five comprehensive, statistical **town-by-town reports** on regional children's well-being
- Providing **Collaborative Office Rounds** training (1 of just 10 sites in the nation) to area Primary Care Providers in addressing children's mental health & developmental concerns in collaboration with Brown University CME Office & URI
- Piloting **Watch Me Grow RI**, the state's developmental screening program, in child care sites and pediatric offices
- Implementing **Olweus Bullying Prevention Program** in local schools
- Organizing **Youth Mental Health First Aid** trainings for school staff and community members in collaboration with eight school districts, a major healthcare network, and a police department
- Conducting **'Feelin' Groovy' emotional literacy program** for 2nd graders in all seven school districts across the county
- Creating **'Welcome Baby'** packets of parenting materials for prenatal patients to promote maternal/infant mental health and bonding

- Developing **The Greatest 8™**, a primary prevention effort, including a unique text messaging service, to support parents/caregivers in instilling core mental health skills in young children ages 0-8

All of these programs were offered for free and represent a small fraction of WCCC's efforts over the years.

WCCC's Mission and Vision, adopted in 2003, remain unchanged and are as follows:

**Mission**

*To be a voice that advocates for the health and well-being of children and families, serving as **catalyst** and **facilitator**, in creating a culture where all children in Washington County can thrive*

**Vision**

*All Washington County children and youth thrive!*

**Article 4.01: Nonprofit Nature**

The Washington County Coalition for Children is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the Coalition shall inure to the benefit of, or be distributable to its members, 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 the purpose clause hereof.

The Washington County Coalition for Children is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

**Article 4.02: Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of the Washington County Coalition for Children of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

**Article 4.03: Dissolution**

Upon termination or dissolution of the Washington County Coalition for Children, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations as described in section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a similar purpose serving children & youth.

The organization to receive the assets of the Washington County Coalition for Children hereunder shall be selected by the discretion of a majority of the managing board of the Washington County Coalition for Children. If a majority of its members cannot agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Washington County Coalition for Children by one or more of its managing bodies which verified petition shall contain such statements as reasonable indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization(s) to receive the assts to be distributed, giving preference to organizations located within Washington County, RI.

In the event that the court shall find that this section is applicable, but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to RI Kids Count.

**Article 4.04: Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 3.01.

#### **Article 4.05: Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **Article 4.06: Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Article 5.01: Governance**

The Washington County Coalition for Children will be governed by a Board of Directors

#### **Article 5.02: Board of Directors**

The initial Directors of the WCCC shall be:

Lori Ann Hiener, 50 George Schaeffer St., Wakefield, 02879  
Andrea Martin, 49 Shannock Hill Road, Carolina, RI 02812  
Nicole Faison, 30 Dana Road, Apt. 38, North Kingstown, RI 02852  
Louise Kiessling, 110 Fire Lane One, South Kingstown, RI 02879

#### **Article 6.1: Membership**

The management of the affairs of the Washington County Coalition for Children shall be invested entirely in the organization's Board of Directors, as defined in the organization's bylaws. WCCC may, however, extend an offer of membership to various individuals, organizations, and entities in the region.

Members do not play a role in the WCCC's governance. Like other public nonprofit institutions (*e.g., libraries, museums, radio stations, etc.*), WCCC offers nonvoting 'membership' to individuals and organizations to solicit community engagement in supporting the region's children and to fundraise. Members do not vote or manage the organization, but they may be volunteers, serve on committees, provide input, and advise the organization. Members may receive benefits, such as subscriptions and event discounts.

#### **Article 7.0: Amendments**

An amendment to the Articles of Incorporation requires approval by at least two-thirds (2/3) of the Board of Directors.

#### **Article 8.01: Corporate Address**

The WCCC currently has no physical address. Meetings are held via ZOOM or scheduled in public meeting rooms. The mailing address of the corporation is that of the registered agent and Acting Executive Director: Susan Orban, 113 Montauk Road, Narragansett, 02882

#### **Article 9.1: Registered Agent**

The registered agent of the corporation shall be:

Susan Orban, 113 Montauk Road, Narragansett, RI 02882

#### **Article 10.01: Incorporators**

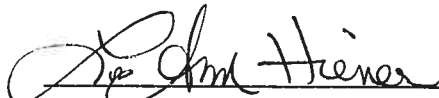
The WCCC's Incorporators will also serve as the founding Board of Directors:

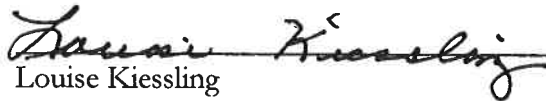
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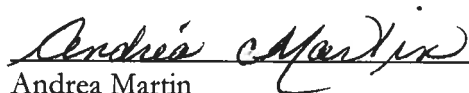
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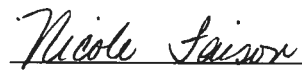
**Certificate of Adoption of Articles of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of the Washington County Coalition for Children were approved by the Board of Directors on Thursday, December 1, 2022 and constitute a complete copy of Articles of Incorporation of the Washington County Coalition for Children.

  
Lori Ann Hiener  
50 George Schaeffer St., Wakefield, RI 02879

  
Louise Kiessling  
110 Fire Lane One, South Kingstown, RI 02879

  
Andrea Martin  
49 Shannock Hill Road, Carolina, RI 02812

  
Nicole Faison  
30 Dana Road, Apt 38, North Kingstown, RI 02852

**Acknowledgement of Consent to Appointment as Registered Agent**

I, Susan Orban, agree to be the registered agent for the Washington County Coalition for Children as appointed herein.

Registered Agent  Date: 12.1.22



# Washington County Coalition for Children

## Nonprofit Bylaws

### ARTICLE I: NAME

#### Article 1.01: Name

The name of this corporation shall be the **Washington County Coalition for Children**.

The business of the corporation may be conducted as the Washington County Coalition for Children or the WCCC.

### ARTICLE II: PURPOSES & LEGAL POWERS

#### Article 2.01: Purpose

The Washington County Coalition for Children is a nonprofit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Since 2001, the Washington County Coalition for Children has acted as a regional child advocacy organization serving much of southern Rhode Island (under the fiscal sponsorship of another 501(c)(3) organization). The WCCC brings together community stakeholders to tackle pressing needs for children that go beyond the scope of any one organization, town, or sector to address. The WCCC fosters imaginative and successful collaborative problem-solving to improve outcomes for children and families in Washington County. Over the last two decades, the WCCC has conducted frequent in-depth community assessments to identify needs and track progress over time. We have raised awareness about salient children's issues via data briefings, educational programs, and summits, including 18 annual Children's Issues Forums. In collaboration with community partners, we have also launched tangible projects to meet local needs. Based on participant feedback from our Children's Issues Forums, children's mental health has been and continues to be our priority focus. Always seeking what is considered best for our children, the Coalition has advocated for the implementation of *'best practices'* and *'evidence-based programs.'* However, what children truly need to thrive goes beyond any array of services and supports.

In order to thrive young people need to:

- ▶ know they matter and belong
- ▶ have supportive families and relationships with caring adults
- ▶ feel safe
- ▶ have opportunities for learning and discovery (including skill development & leadership)
- ▶ develop a sense purpose
- ▶ have hope for the future.

The WCCC seeks to assure that children and youth have what they need to thrive.

The WCCC's Mission and Vision, adopted in 2003, remain unchanged and are as follows:

#### **Mission**

*To be a voice that advocates for the health and well-being of children and families, serving as **catalyst** and **facilitator**, in creating a culture where all children in Washington County can thrive*

#### **Vision**

*All Washington County children and youth thrive!*

We use these principles to drive our collection action for children:

- 1) **Engage Multi-Sector Partnerships** *in collaborative problem-solving*
- 2) **Prioritize Local Voices/Lived Experience of Youth/Families** *in developing change efforts*

- 3) **Take Data Driven Action** *to address pressing needs/ track progress*
- 4) **Be Bold & Innovative** *by asking tough questions, tackling hard issues, & crafting creative solutions*
- 5) **Work Upstream & Transform Systems** *to prevent problems & avoid 'business as usual'*

#### **Article 2.02: Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid and assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The legal powers of the corporation will include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

#### **Article 2.03: Nonprofit Status & Exempt Activities Limitation**

The Washington County Coalition for Children is a Rhode Island nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Articles of Incorporation and these bylaws.

Upon termination or dissolution of the Washington County Coalition for Children, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations as described in section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a similar purpose serving children & youth.

The organization to receive the assets of the Washington County Coalition for Children hereunder shall be selected by the discretion of a majority of the managing board of the Washington County Coalition for Children. If a majority of its members cannot agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Washington County Coalition for Children by one or more of its managing bodies which verified petition shall contain such statements as reasonable indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization(s) to receive the assets to be distributed, giving preference to organizations located within Washington County, RI.

In the event that the court shall find that this section is applicable, but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to RI Kids Count.

### **ARTICLE III: MEMBERSHIP**

#### **Article 3.01: Membership**

The management of the affairs of the Washington County Coalition for Children shall be invested entirely in the organization's Board of Directors.

As a means to build support for the work of the WCCC, an annual offer of "membership" to various individuals, organizations, and entities in the region. Members do not play a role in the WCCC's governance.



Like other public nonprofit institutions (*e.g., libraries, museums, radio stations, etc.*), WCCC offers nonvoting ‘membership’ to solicit community engagement in supporting the region’s children and to fundraise. Members have no voting rights and are not members of the corporation. Although they have responsibility for the management of the organization, members may be volunteers, serve on committees, provide input, and advise the organization. Members may also receive benefits, such as subscriptions and event discounts.

**Article 3.02: Dues**

WCCC “Membership” is available at three (3) Levels:

- Individual = \$20/year**
- Agency/Organization = \$100/year**
- Business/Foundation = \$150/year**

To coincide with the WCCC’s annual Children’s Issues Forum, the annual membership year runs from June 1- May 31. A membership may begin at any point in the year, but the membership fee will not be prorated.

At no time shall Member information be shared or sold to other organizations or groups without the consent of members. Members will be given acknowledgment on the WCCC’s website.

Changes in membership dues shall be determined by resolutions and these bylaws.

**ARTICLE IV: BOARD OF DIRECTORS**

**Article 4.01: Number of Directors**

All corporate legal powers shall be exercised by or under the authority of the Board of Directors and the affairs of the Washington County Coalition for Children shall be managed under the direction of the Board, except as otherwise provided by law. The WCCC shall have a Board of Directors consisting of at least 4 and no more than 15 Directors. Within these limits, the Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the terms of Directors.

**Article 4.02: Terms**

All Directors shall be elected to serve two-year terms, however terms may be extended if needed until a successor is elected. To allow for leadership continuity, Director terms may be staggered so that only half the number of Directors will end their terms in any given year. Directors may serve terms in succession. Term offices will coincide with the annual Children’s Issues Forum and Membership year and run from June 1 through May 31<sup>st</sup>, unless the term is extended until such a time as a successor has been elected.

**Article 4.03: Qualifications and Elections of Directors**

Requirements to be nominated to the WCCC Board of Directors:

- At minimum, be an individual member and
- Serve on a workgroup or committee and
- Have been actively involved in the WCCC for a minimum of one year

Directors may be elected at any Board meeting by a majority vote. The election of Directors to replace those who have fulfilled their terms of office shall take place in May of each year and results announced at the annual Children’s Issues Forum.

**Article 4.04: Vacancies**

The Board of Directors may fill vacancies due to the expiration of a Director’s term of office, resignation, death, or removal of a Director, or may appoint new Directors to fill a previously unfilled position, subject to the maximum number of Directors under these bylaws. Vacancies due to resignation, death, or removal shall be filled by the Board members for the balance of the term of the Director being replaced

**Article 4.05: Removal of Directors**

A Director may be removed by two-thirds vote of Directors then in office if:

- ▶ the Director is absent and unexcused from 4 or more meetings in a twelve (12) month period  
The President is empowered to excuse Directors from attendance for a reason deemed adequate by the President. The President shall not have the power to excuse him/herself from Board Meeting attendance and in that case, the Vice President shall excuse the President. Or:
- ▶ for cause or no cause, if before any meeting of the members at which a vote on removal will be made the Director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at the meeting.

#### **Article 4.06: Board of Directors Meetings**

*Regular Meetings* - The Board of Directors shall have a minimum of ten (10) regular meetings each calendar year at times and places fixed by the Board. These meetings shall be held at a consistent day and time each month (1<sup>st</sup> Thursday of the month from 8:00-9:30 am) as determined by the current Board. An annual calendar will be established with meeting dates with options teleconferencing if meeting in person is not convenient for members.

*Special Meetings* - Special meetings may be called by the President, Vice President, Secretary, Treasurer, or any two (2) other Directors. A special meeting must be preceded by at least two (2) days notice to Director of the date, time, and place of the meeting.

*Waiver of Notice* - Any Director may waive notice of any meeting in accordance with Rhode Island law.

#### **Article 4.07: Manner of Acting**

*Quorum* - A majority of the Directors in office present during a meeting shall constitute a quorum for the transaction of business at the meeting. No business shall be considered by the Board at any meeting at which a quorum is not present.

*Majority Vote* - Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

*Hung Decisions* - On the occasion that Directors are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on his/her decision.

*Participation* - Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in-person, internet video meeting, or telephonic conference call.

#### **Article 4.08: Compensation for Board Member Services**

WCCC Board of Directors members shall receive no compensation for carrying out their duties as directors.

#### **Article 4.09: Compensation for Professional Services by Directors**

Board of Directors members are not restricted from being remunerated for professional services provided to the WCCC. Such remuneration shall be reasonable and fair to the WCCC and must be reviewed and approved in accordance with the Conflict-of-Interest policy and state law.

### **ARTICLE V: COMMITTEES**

#### **Article 5.01: Committees**

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of at least 1 or more Directors, to serve at the pleasure of the Board. These may be standing or ad hoc committees. Examples of such committees include: Governance and Nominating Committee, Champion for Children Award Selection Committee, Children's Mental Health Advisory Board, etc.

Any committee, to the extent provided in the resolution, shall have all the authority of the Board, except that no committee, regardless of resolution, may:



- ▶ take any final action on matters which also require Board Members' approval or approval of a majority of all Directors;
- ▶ fill vacancies on the Board or Directors or in any Committee which as the authority of the Board
- ▶ amend or repeal bylaws or adopt new bylaws
- ▶ amend or appeal any resolution which by its express terms is not amendable or repealable
- ▶ expend corporate funds to support a nominee for Director or
- ▶ approve any transactions (i) to which the WCCC is a party or one of more committee members have a material financial interest; or (ii) between the WCCC and one or more of its Directors/Committee members or between the WCCC or any person in which one or more of its Directors/Committee members have a material financial interest.

Meetings and actions of Committees shall be governed by and held and taken in accordance with, the provisions of these bylaws. However, committee members may adopt additional governance rules not inconsistent with the provision of these bylaws.

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. An email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum gives consent.

## **ARTICLE VI: OFFICERS & NON-VOTING DIRECTORS**

### **Article 6.01: Board Officers**

The officers of the WCCC shall be *President, Vice President, Secretary, and Treasurer*, all of whom shall be chosen by, and serve at the pleasure of the Board of Directors. Each Officer shall have the authority and shall perform the duties set forth in these bylaws or by the resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authorities of other officers.

### **Article 6.02: Term of Office**

Each officer shall serve a two-year term office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the Board at the end of his or her three (3) terms or to fill a vacancy in an office position, each officer's term of office shall begin upon the adjournment of the Board Meeting at which elected and shall end upon the adjournment of the meeting during which a successor is elected.

### **Article 6.03: Removal and Resignation**

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the WCCC without prejudice to the rights, if any, of the WCCC under any contract to which the officer is a party.

Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The Acceptance of the resignation shall not be necessary to make it effective.

### **Article 6.04: President**

The President shall be the chief volunteer officer of the corporation. The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of directors, and shall perform all other duties incident to the office or properly required by the Board.

### **Article 6.05: Vice President**

In the absence or disability of the President, the ranking Vice President designated by the Board shall perform the duties of the President. When so acting, the Vice President shall have all the legal powers of and be subject to all

the restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board or the President.

#### **Article 6.06: Secretary**

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the date, participants, and actions taken. The secretary shall assure that notice is given of meetings and that meetings are held in accordance with the law and these bylaws. The Secretary shall have such powers and perform such other duties as may be prescribed by the Board or the President. The Secretary may appoint, with approval of the Board, a Director to assist in the performance of all or part of the duties of the Secretary.

#### **Article 6.07: Treasurer**

The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the governing body informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the WCCC, are made available to the Board on a timely basis or as may be required by the Board. The Treasurer shall perform all duties properly required by the Board or the President. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

#### **Article 6.08: Non-Director Officers**

The Board of Directors may designate additional officer positions of the WCCC and may appoint and assign duties to other non-Director officers of the corporation. These officers may include an Executive Director (ED) and or Chief Financial Officer (CFO). The salary and compensation of such officers are set by the governing body. The ED and CFO have no voting power in a nonprofit organization.

### **ARTICLE VII: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION**

#### **Article 7.01: Contracts and other Writings**

Except as otherwise provided by resolution or policy of the Board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

#### **Article 7.02: Checks, Drafts**

All checks, drafts, and other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the WCCC and in such manner as shall from time to time be determined by a resolution.

#### **Article 7.03: Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the CSSS in such banks, trust companies, or other depository as the governing body or a designated committee may select.

#### **Article 7.04: Loans**

No loans shall be contracted on behalf of the WCCC and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

#### **Article 7.05: Indemnification**

*Mandatory Indemnification* – The WCCC shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was

a Director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

*Permissible Indemnification* – The WCCC shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

*Advance for Expenses* – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of (i) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these bylaws.

*Indemnification of Officers, Agents, and Employees* – An officer of the WCCC who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a Director, consistent with Rhode Island state law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## ARTICLE VIII: MISCELLANEOUS

### Article 8.01: Books and Records

The WCCC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the organization. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### Article 8.02: Fiscal Year

The fiscal year of the corporation shall be January 1 to December 31 of each year.

### Article 8.03: Conflict of Interest

The Board shall adopt and periodically review a *conflict-of-interest* policy to protect the WCCC's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee board-delegated powers.

### Article 8.04: Nondiscrimination Policy

The officers, committee members, employees, and persons served by the WCCC shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the WCCC not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

## ARTICLE IX: DOCUMENT RETENTION POLICY

### Article 9.01

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of WCCC records. Records should be kept as needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files.

*Exception for Litigation Relevant Documents* – Records relevant to litigation or potential litigation (i.e., a dispute that could result in litigation), then records must be preserved until it is determined that the records are no longer needed.

### Article 9.02

Minimum retention periods of specific categories include:

*Corporate Documents* – Corporate records include the Articles of Incorporation, Bylaws, IRS Form 1023, and Application for Tax Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request as set forth in these bylaws.

*Tax Records* – Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the WCCC's revenues. Tax records should be retained for at least seven (7) years from the date of filing the application return.

*Employment Records/Personnel Records*

State and federal statutes require the WCCC to keep certain recruitment, employment, and personnel information. The WCCC should also keep personnel files that reflect performance reviews of any complaints brought against the corporation or individual employees under applicable state and federal statutes. The WCCC should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three (3) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven (7) years.

*Board & Committee Materials* – Meeting minutes should be retained in perpetuity in the WCCC's minute book. A copy of all other Board and Committee materials should be kept for no less than three (3) years by the corporation.

*Press Releases/Public Filings*

The WCCC should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

*Legal Files* – Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

*Marketing & Sales Documents* – The WCCC should keep final copies of marketing documents for the same period of time it keeps other corporate files, generally three (3) years. An exception to the 3-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

*Development/Intellectual Property & Trade Secrets* – Development documents are often subject to intellectual property protection in their final form (e.g., trademarks and copyrights). The documents detailing the development process are often also of value to the WCCC and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential. The WCCC should keep all documents designated as containing trade secret information for at least the life of the trade secret.

*Contracts* – Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

*Correspondence* – Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

*Electronic Mail* – E-mail that needs to be saved should be either:

Printed in hard copy and kept in the appropriate file; or Downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

*Banking & Accounting* – Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.

*Insurance* – Expired insurance policies, insurance records, accident reports, claims, etc., should be kept permanently.

*Audit Records* – External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

## **ARTICLE X: TRANSPARENCY & ACCOUNTABILITY**

### **Article 10.01: Disclosure of Financial Information with the General Public**

By making full and accurate information about our mission, activities, finances, and governance publicly available, the WCCC practices and encourages transparency and accountability to the general public

*Financial & IRS Document (Form 1023 and 990)* – The WCCC shall provide its Internal Revenue forms 990, 990-T, 1023, 5227, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge.

*Means & Conditions of Disclosure* – WCCC shall make ‘widely available’ the aforementioned documents on its website to be viewed and inspected by the general public (except information exempt from public disclosure requirement, such as contributor lists).

### **Article 10.02: IRS Annual Information Returns (Form 990)**

The WCCC shall submit the Form 990 to its governing body prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the governing body via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

### **Article 10.03: Board & Committee Meetings Open to Public**

All WCCC meetings and deliberations, minutes, papers, and materials shall be open to the public except where a motion is passed to make any specific portion confidential.

### **Article 10.04: Staff Records**

All WCCC staff records shall be available for consultation by the staff member concerned or their legal representatives. No staff records shall be made available to any person outside the corporation except the authorized governmental agencies. Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member except that staff records shall be made available to the Board when requested.

### **Article 10.05 Donor Records**

All donor records shall be available for consultation by the members and donors concerned or by their legal representatives. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the Board when requested.

## **ARTICLE XI: CODES OF ETHICS & WHISTLE-BLOWER POLICY**

### **Article 11.01: Upholding High Standards for Nonprofit Corporations**

WCCC requires and encourages members, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the WCCC are expected to practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

It is the intent of the WCCC to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation’s goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

### **Article 11.02: Reporting Violations**

If any officer, staff or employee reasonably believes that some policy, practice, or activity of the WCCC is in violation of law, a written complaint must be filed by that person with the Vice President or the President.

**Article 11.03: Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

**Article 11.04: Retaliation**

Said person is protected from retaliation only if he/she brings the alleged unlawful activity, policy, or practice to the attention of WCCC and provides the WCCC with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described below is only available to individuals that comply with this requirement. The WCCC shall not retaliate against any officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of the WCCC or of another individual or entity with whom the WCCC has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The WCCC Shall not retaliate against any officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of the WCCC that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

**Article 11.05: Confidentiality of Complainants**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**Article 11.06: Handling of Reported Violations**

The President or Vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate correction action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers, staff or employees, and volunteers through these bylaws and they shall have the opportunity to ask questions about the policy.

**ARTICLE XII: AMENDMENTS OF ARTICLES OF INCORPORATION & BYLAWS**

**Article 12.01: Amendments to the Articles of Incorporation**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board.

**Article 12.02: Amendments to the Bylaws**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Directors then in office at a meeting of the Board, provided, however, that:

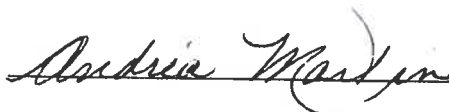
- ▶ No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax-exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code; and
- ▶ An amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds (2/3) vote of a quorum; and
- ▶ All amendments be consistent with the Articles of Incorporation.



**Certificate of Adoption of Bylaws**

I do hereby certify that the above stated Bylaws of the Washington County Coalition for Children (WCCC) were approved by the WCCC Board of Directors on Thursday, January 5, 2023 and constitute a complete copy of the Bylaws of the Washington County Coalition for Children.

Andrea Martin, WCCC Secretary



Date: 1-5-2023



## Washington County Coalition for Children Conflict of Interest Policy

### ARTICLE I: PURPOSES

Given the collaborative nature of the work of the Washington County Coalition for Children (WCCC), it is important for the directors, officers, and staff to be aware that both real and apparent conflicts of interest or dualities of interest may occur in the course of conducting the affairs of the corporation and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever.

Conflicts occur because persons associated with the corporation may have multiple interests and affiliations and various positions of responsibility within the community. The purpose of this Conflict-of-Interest Policy is to protect the corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the corporation's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the WCCC do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of the Board of Directors and the staff of the WCCC has a duty of loyalty to the corporation. The duty of loyalty generally requires a Director or staff member to prefer the interests of the corporation over the Director's/staff's interest or the interests of others. In addition, Directors and staff of the corporation shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the corporation or cause there to arise any sanction or penalty by a governmental authority.

This policy is intended to supplement, but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### ARTICLE II: DEFINITIONS

#### ***Interested Person***

Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person

#### ***Financial Interest***

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- ▶ An ownership or investment interest in any entity with which the WCCC has a transaction or arrangement
- ▶ A compensation arrangement with the WCCC or with any entity or individual with which the WCCC has a transaction or arrangement, or
- ▶ A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remunerations, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing committee decides that a conflict of interest exists.

### ARTICLE III: PROCECURES

#### Article 3.01: Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### Article 3.02: Determining Whether a Conflict of Interest Exists

Disclosure of the financial interest and all material facts, as well as discussion with the involved person, shall be conducted by the governing board or committee. Uninvolved members will deliberate and conduct a vote to determine if a conflict of interest exists.

#### Article 3.03: Procedures for Addressing the Conflict of Interest

All material facts related to the conflict shall be presented, as well as a discussion with the involved person. Prior to deliberation by the governing board or committee, the involved person shall leave the meeting so further discussion may occur in private and a decision rendered via vote by the remaining Board or Committee members.

The Chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternative to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the WCCC can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the uninvolved/disinterested directors whether the transaction or arrangement is in the WCCC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### Article 3.04: Violations of the Conflicts of Interest Policy

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### ARTICLE IV: RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- ▶ 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
- ▶ 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 with the proceedings.

### ARTICLE V: COMPENSATION

To avoid conflicts of interest related to compensation, the following rules apply:

- ▶ A voting member of the governing board who receives compensation, directly or indirectly, from the WCCC for services is precluded from voting on matters pertaining to that member's compensation.

- ▶ A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the WCCC for services is precluded from voting on matters pertaining to that member's compensation.
- ▶ No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### ARTICLE VI: ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such a person:

- ✓ Has received a copy of the conflict of interest policy
- ✓ Has read and understands the policy
- ✓ Has agreed to comply with the policy, and
- ✓ Understands that the WCCC is a charitable, nonprofit corporation; and, in order to maintain its federal tax exemption, it must engage in primarily activities which accomplish one or more of its tax-exempt purposes.

#### ARTICLE VII: PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- ▶ Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- ▶ Whether partnerships, joint ventures, and arrangements with management corporations conform to the WCCC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### Certificate of Adoption of Conflict-of-Interest Policy

I do hereby certify that the above stated Conflict of Interest Policy of the Washington County Coalition for Children (WCCC) were approved by the WCCC Board of Directors on Thursday, January 5, 2023 and constitute a complete copy of the Bylaws of the Washington County Coalition for Children.

Andrea Martin, WCCC Secretary

Andrea Martin

Date: 1-5-2023



## Washington County Coalition for Children Annual Conflict of Interest Disclosure

I have received and read the WCCC's Conflict of Interest Policy. I understand that a conflict of interest means that I or any organization with which I am involved cannot stand to gain financially because of the decisions I make in this group. I must recuse myself from any program/funding/budgetary decisions if I (as a staff member, board member, client or consultant of any organization) may benefit from.

Name: \_\_\_\_\_

Position / Title (if applicable): \_\_\_\_\_

Company Name (if applicable): \_\_\_\_\_

Preferred Mailing Address: \_\_\_\_\_

\_\_\_\_\_

Telephone #: \_\_\_\_\_ Email: \_\_\_\_\_

Current Non-Profit Organization Board, Staff, or Consulting Affiliation(s):

\_\_\_\_\_

\_\_\_\_\_

Past Non-Profit Organization Affiliation(s):

\_\_\_\_\_

\_\_\_\_\_

Other Business/Civic Affiliations:

\_\_\_\_\_

\_\_\_\_\_

By signing below, I acknowledge the above referenced potential conflicts of interest. And, at any time, if an affiliation creates a conflict of interest, I pledge to recuse myself from the discussion and decision.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date