

Approved by the RIALA Board of Directors, November 5, 2002

Approved by Membership vote on January 14, 2003

Approved by the RIALA Board vote on December 9, 2004

Approved by membership vote on January 11, 2005

Approved by membership vote on January 10, 2007

Approved by membership vote on January 19, 2017

**BYLAWS OF
The Rhode Island Assisted Living Association
(RIALA)**

**ARTICLE 1
ARTICLES OF INCORPORATION, NAME, LOCATION AND CORPORATE SEAL**

Section 1.1 Articles of Incorporation: The name and purposes of the corporation shall be as set forth in its Articles of Incorporation. These Bylaws, the powers of the corporation and of its members, directors and officers, and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Incorporation as from time to time in effect.

Section 1.2 Name: The name of this nonprofit corporation shall be The Rhode Island Assisted Living Association. (The “Association”)

Section 1.3 Location: The principal office of the Association is located at 500 North Broadway, East Providence, RI 02914, or at such place as may be designated by the Board of Directors and Officers of the Association (the “Board”).

Section 1.4 Corporate Seal: The Board may adopt and alter the seal of the corporation.

**ARTICLE 2
MEMBERSHIP**

Section 2.1 General: Admission of all applicants for membership shall be in accordance with the procedure established by the Board. The categories of membership in the Association shall be:

- a) **Provider:** Provider Membership is for any entity, corporation, partnership, or sole proprietorship, that owns or operates licensed assisted living residences in Rhode Island. Provider Members are required to join with all residences and all units participating in the Association. Membership benefits are extended to all employees of a Provider Member.

- b) **Industry Partner:** Industry Partnership Membership is for individuals or corporations or other entities which provide goods or services to the assisted living industry. Membership benefits are extended to all employees of an Industry Partner Member.
- c) **Associate:** Associate Membership is for individuals who do not qualify as employees of Provider or Industry Partner Members but who have a professional relationship with the assisted living industry. Examples are unemployed administrators, government employees, professors, researchers, etc.

Section 2.2 Special Membership Categories: The Board may from time to time establish additional membership categories in this Association. The Board shall determine the requirements for any such membership category. Members in special membership categories shall only have such rights as provided by the Board.

Section 2.3 Commencement of Membership: Membership in the Association shall commence on the day the member indicates the intention to join and appropriate dues are paid in full. With the exception of Provider Members, who may arrange to pay dues in quarterly installments.

Section 2.4 Duration of Membership: Membership in the Association may terminate by voluntary withdrawal as provided in this Section 2.4, or otherwise pursuant to the provisions of these Bylaws. All rights, privileges, and interest of a member in or to the Association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. The Association will not refund any dues or other payments to members who resign.

Section 2.5 Suspension and Termination: The Board, by two thirds vote of those present, may suspend or terminate the membership of any member who in its judgement has violated the Association's Articles of Incorporation or Bylaws. If grounds appear to exist for termination of a Member under this Section 2.5, the due process requirement set forth in Section 7.5 below shall be satisfied. Such action by the Board shall be final and shall cancel all rights, interests or privileges of such member in the services or resources of the Association. The Association will not refund any dues or other payments to members who are suspended or expelled.

Section 2.6 Reinstatement: Reinstatement of any membership previously terminated shall require the filing of a new application of membership.

Section 2.7 Good Standing: Those members who have paid the required fees and charges in a timely manner and who have not been suspended shall be deemed Members in good standing.

ARTICLE 3 **DUES**

Section 3.1 Conditions of Membership: The members shall be obligated to pay the dues or membership fee established by the Board for each membership category. The Board shall also establish the terms and conditions of each membership category from time to time. Membership shall automatically terminate at the end of the dues period and shall be renewed only upon payment of the membership fee for the following year.

Section 3.2 Dues: The Board shall establish the annual dues of each membership category. To the extent possible, the Board shall provide written notice to each member at least 30 days prior to the beginning of each fiscal year of the annual dues to the next fiscal year.

Section 3.3 Termination of Membership: Members who fail to pay their dues within 30 days from the time the same became due shall be notified by the Association. If payment is not made within the next succeeding 30 days, the member shall, without further notice and without hearing, be dropped from the rolls and thereupon, forfeit all rights and privileges of membership, provided that the Board may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

ARTICLE 4

MEMBERSHIP MEETINGS

Section 4.1 Annual Meetings: An annual meeting of the membership for the election of Directors & Officers, the consideration of reports and such other business as may be brought before the meeting shall be held in January of each year.

Section 4.2 Special Meetings: Any special meetings of the electing members may be called by the Chairman, the Executive Director, a majority of the Board or one third (1/3) of the members. In addition, special meetings of the Members must be called by the Board upon written request signed by Members representing at least ten percent (10%) of the total voting power of the Association.

Section 4.3 Place of Meetings: The annual and all other meetings of the membership shall be held at such places as may from time to time be designated by the Board.

Section 4.4 Notice of Meetings: Written notice of any meeting of the membership shall be given not more than 30 days nor less than 10 days before the day upon which the meeting is to be held, by serving the notice personally to each member or by mailing the same to the address of such member as last shown upon the records of the Association.

Section 4.5 Manner of Acting and Quorum: Members representing twenty per cent (20%) of the total voting power of the Association, whether represented in person, by nominee, or by proxy, shall constitute a quorum at a meeting of the Members, unless otherwise provided in the Governing Documents or by applicable state law. The absence of a quorum shall also be governed by applicable state law. The act of the majority of the members present at any meeting of the membership, at which a quorum is present, shall be the act of the membership.

Section 4.6 Voting.

- a) **Majority Approval Required.** All matters requiring the approval of the Members shall be deemed approved if Members holding the majority of the total voting power of all Members to assent them by vote, either in person or by proxy, or by written consent. Each member, which is any entity, shall exercise its right to vote at any meeting or to consent to any action without a meeting through its designated individual, unless before such vote is taken or consent is given, the governing board of such member provides a certified copy of a resolution stating that such authority is vested in some other individual. At any meeting of the membership, each Member may be

represented at such meeting and execute such consents or waivers, and exercise any of its other rights by proxy or proxies appointed by a writing signed by its designated individual.

- b) Matters Submitted to a Vote. The Members may vote upon all matters upon which Members of a nonprofit corporation are entitled.
- c) The Board shall fix, in advance, a record date or dates to determine which Members are entitled to notice of and to vote at any Membership meeting. The Board may also fix, in advance, a record date to determine which Members are entitled to exercise any rights in connection with any other action.
- d) The vote cast with respect to each Membership may not be cast on a fractional basis. If more than one person has title to Membership, and such owners are unable to agree as to how the vote should be cast, the vote shall be forfeited on the matter in question. If one person casts the vote on behalf of a Membership, the vote shall conclusively bind all owners of that Membership. If more than one owner of a Membership casts a vote on behalf of the Membership with respect to any matter for which only one vote could be cast for that Membership, the votes cast by such owners shall be deemed void.

Section 4.7 Action Authorized in Absence of a Membership Meeting: Any action which may be taken at any regular or special meeting of Members may be taken without a meeting, provided that it is taken by written consent or written ballot in compliance with any applicable law.

ARTICLE 5

BOARD OF DIRECTORS

Section 5.1 Number and Composition: The affairs of RIALA shall be overseen and managed by the Officers and Directors. The board shall consist of up to (fifteen) 15 directors elected from RIALA including the Officers. These directors shall represent all categories of Association members. At least one (1) director shall be a member from a non-profit residence, and at least one (1) director shall be a representative of the Industry Partner Members.

Section 5.2 Nomination of Directors: After the appointment of initial Directors, nomination for election to the Board shall be made by a nominating committee consisting of three (3) persons, as provided in Section 5.5 below. The nominating committee shall consist of a Chairperson, who shall be a Director, and two other persons who shall be Members of the Association. Each member of the nominating committee shall be appointed by the Board to serve for a period of one (1) year, and vacancies on the committee shall be filled by the Board. The nominating committee may make as many nominations as it desires, but not less than the number of positions to be filled. Any Member present in person or by proxy at a meeting in which one or more Directors are to be elected may make a nomination at the meeting before the vote. No more than (one) 1 representative per company may serve on the board during the same term.

The Board shall adopt procedures that give nominees a reasonable opportunity to i) communicate their qualifications and reasons for candidacy to the Members, ii) to solicit votes, and iii) to give all Members an opportunity to choose among the nominees. Without

authorization from the Board, no Association funds may be expended to support a nominee for the Board.

Section 5.3 General Powers: Except as provided in Section 5.4, the powers of the Association shall be exercised, its policies established, and its property managed under the direction of the Board, except as otherwise provided by applicable state law, the Articles of Incorporation or these Bylaws.

Section 5.4 Reserved Powers: Notwithstanding anything to the contrary in these Bylaws, the following major decisions shall require the approval of the majority of members in addition to the affirmative action of the Board:

- a) Approval of any sale, transfer, exchange or other disposal of all or substantially all of the assets of the Association; and
- b) Approval of any merger or consolidation or dissolution of this Association.

Section 5.5 Election of Directors: The Directors shall be elected by the members at the annual meeting of the membership. The Board, or its nominating committee, shall mail or email to each member a slate of individuals nominated for the vacant positions on the Board ("Nomination Ballot") at least 30 days prior to the annual meeting of the membership. Such Nomination ballot may contain the name of more than one person for each position to be filled, if there is more than one person nominated for a position, the person receiving the most votes shall be elected.

Section 5.6 Terms and Classes: The term of office of each Director shall be 3 years. No Director shall serve more than 2 consecutive terms as a Director. No Director's term shall be shortened as a result of a decrease in the designated number of Directors.

Section 5.7 Vacancies on Board: A vacancy on the Board shall exist on the occurrence of any of the following: i) the death of any Director, ii) the effective date of any Director's resignation; iii) the removal of a Director by vote of the Members; iv) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or determined to have a physical or mental disability that prevents full performance of his or her duties; v) an increase in the authorized number of Directors; or vi) the failure of the Members, at any Membership meeting at which any director is to be elected, to elect the number of Directors required to be elected at that meeting.

Filling a Vacancy: In the event of a vacancy in the Board of Directors because of death, resignation, removal, disqualifications or other cause, the vacant position shall be filled by the remaining Board members, based on recommendations by the nominating committee.

Section 5.8 Resignation and Removal: Any Director may resign at any time by giving written notice to the Chairman, President (Executive Director) or Secretary. A resignation shall take effect at the time specified therein, and, unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Any Directors may be removed by the membership for cause shown upon motion affirmed by two-thirds (2/3) vote of the remaining members of the Board of Directors, who shall present

such motion in writing, stating the reasons therefore above their respective signatures. Removal must be approved by the Active Membership at the next regular meeting by a majority of those present, provided a quorum exists. Board members shall make reasonable efforts to attend every Board meeting. Any director who misses three (3) consecutive Board meetings or who misses six (6) Board meetings in any twelve (12) month period may be removed from the Board of Directors upon an affirmative vote of two-thirds (2/3) of the remaining members of the entire Board of Directors.

ARTICLE 6

MEETING OF DIRECTORS

Section 6.1 Regular Meetings: Regular meetings of the Board may be held at such periodic intervals between annual meetings and at such time as the Chairman or the Executive Director may specify. Notice of the time and place of an agenda for each such meeting shall be communicated to each Director in person or by written notice personally delivered no fewer than seven (7) days before the meeting.

Section 6.2 Special Meetings: Special meetings of the Board may be called by the Chairman of the Association, by the Executive Director or one-third (1/3) of the Directors. The notice of such meeting shall specify the time and place of the meeting. Notice of a meeting need not state the purpose of the meeting. The notice shall be conveyed to the Board, no fewer than four (4) days before the meeting, either by first class mail, by a message delivered personally, by telephone, by facsimile, or by email.

Section 6.3 Manner of Action and Quorum: A majority of the Board Members then in office shall constitute a quorum. If a quorum is present, the decision of a majority of the Directors and Officers present shall constitute the act of the Board. If the meeting is held by telephone or through other communications equipment at which all Board Members participating can hear each other, such participation shall constitute attendance at such meeting. A quorum is not required to adjourn a meeting of the Board. Board Members may not vote by proxy. In the absence at any meeting of the Board, a majority of the Board may adjourn the meeting from time to time until a quorum shall be present.

Section 6.4 Open Meetings: Regular and special meetings of the Board may be open to all Members; provided, however, that Members who are not on the Board may not participate in any deliberation or discussion unless expressly authorized by the vote of a majority of the Board.

Section 6.5 Executive Session: The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and/or vote upon personnel matters, litigation in which the Association is or may become involved, and other business of a sensitive nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 6.6 Actions without a Meeting: The Board may take an action without a meeting if all of the Board Members consent in writing to the action to be taken. If the Board resolves by unanimous written consent to take an action, an explanation of the action taken shall be filed with or entered upon the records of the Association.

Section 6.7 Telephone Meetings: Any meeting regular or special, may be held by conference telephone or similar communication equipment. An explanation of the action taken shall be filed with or entered upon the records of the Association.

Section 6.8 Roberts' Rules of Order: All meetings shall be conducted in accordance with Roberts' Rules of Order (Newly Revised).

Section 6.9 Place of Meeting and Electronic Meetings: Unless another place is designated by the Board, the place of all meetings shall be the principal office of the Association. However, any meeting may be held by telephone or through other communications equipment if all those participating can hear each other.

ARTICLE 7

POWERS AND DUTIES OF THE BOARD

Section 7.1 Powers: The Board shall have all the powers conferred on the Association in the Articles, and Bylaws, except i) those powers that are inconsistent with any applicable law or regulation; or ii) those powers that are expressly reserved to the Members.

Section 7.2 Duties: The Board shall be responsible for the performance of the duties of the Association set forth in these Bylaws and other documents and shall supervise all officers, agents and employees of the Association in the proper performance of their duties.

Section 7.3 Standard of Care: Each Board Member shall perform his or her duties as a Board Member, and as a member of any committee of the Board on which the Board Member serves, in good faith, in a manner that the Board Member believes to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 7.5 Due Process Requirements: Before the Board imposes any monetary penalties or suspensions of Membership rights, the Board must act in good faith and must satisfy each of the following requirements:

- a) The Members must be given fifteen (15) days prior written notice of the discipline to be imposed and the reasons for imposition of the discipline. The notice may be given by any method reasonably calculated to give actual notice. If the notice is given by mail, it must be sent by United States first class mail to the last address of the Member shown on the Association's records; and
- b) The Member must be given an opportunity to be heard by the Board, orally or in writing, no less than five (5) days before the effective date of imposition of the discipline.

Section 7.6 Financial Review Requirements: The Board shall review, on at least a quarterly basis, a current reconciliation of the Association's operating and reserve expenses compared with the current year's budget, and an income and expense statement from the Association's operating and reserve account statements prepared by the financial institutions at which the Association maintains its operating and reserve accounts.

ARTICLE 8

OFFICERS

Section 8.1 Officers: The officers of this Association shall be a Chair, 1st Vice Chair, 2nd Vice Chair, Secretary, Treasurer, Immediate Past Chair of RIALA. The officers must be a RIALA Member in good standing at the time of election. Officers who change employment during office may remain in office for the remainder of their term provided that they are members of any category in good standing.

Section 8.2 Election of Officers: The Officers shall be elected at the annual meeting of the Membership. The Officers shall hold office for one year or until a successor is elected. The Board has the power to extend the term of the Chairman one year at a time. No more than one officer position may be held by the same person. No person shall serve more than two consecutive terms in the same office. The nomination process for Officers shall be the same as for Directors as described in Section 5.2.

Section 8.3 Duties of Officers: The duties of the officers shall be as follows:

- a) **Chair:** The Chair of the Board of Directors shall preside at all general membership and Board meetings, and shall perform such other duties as may be prescribed, from time to time, by the Board of Directors. Between meetings of the Board of Directors, the Chair of the Board shall be responsible for the affairs of RIALA, within the general direction of the Board of Directors. Unless otherwise provided for in these Bylaws, the Chair of the Board is authorized to make appointments to all standing and special committees and task groups, subject to the confirmation by the Board of Directors. She/he may serve as an ex-officio member of all committees. The Chair of the Board shall have the right to vote on ballots.
- b) **Vice Chair:** In the absence of the Chair or in the event of his/her inability, or refusal to act, then the first Vice Chair shall perform the duties of the Chair and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair shall perform such other duties as from time to time as may be assigned to him/her by the Chair or by RIALA.
- c) **2nd Vice Chair:** In the absence of the Vice Chair or in the event of his/her inability, or refusal to act, then the second Vice Chair shall perform the duties of the Vice Chair and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair shall perform such other duties as from time to time as may be assigned to him/her by the Chair or by RIALA.
- d) **Treasurer.** The Treasurer, as a member of the Board, shall serve as Chairperson of the Finance Committee and be responsible to see that all fiscal policies and procedures adopted by RIALA and its Board of Directors, be responsible to see to the preparation of financial statements in reasonable detail and to the presentation of these to RIALA and its Board. The Treasurer, Chair and Executive Director, shall be furnished with, at RIALA's expense, a surety bond and comprehensive theft policy (checking with our insurance contract) as approved by the Board. The Treasurer, Chair and Executive Director shall each be authorized check signers for RIALA. The Treasurer shall submit a written annual report to RIALA in accordance with such regulations or policies as the Board shall adopt.

- e) **Secretary.** The Secretary shall keep the minutes of all membership meetings and meetings of the Board in one or more books, provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law, be custodian of the corporate records and of the seal of the corporations affixed to all documents, the execution of which on behalf of RIALA under its seal is duly authorized in accordance with the provisions of these Bylaws and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by RIALA.

Section 8.4 Resignation and Removal: Any Officer or other officer may resign at any time by giving written notice to the Chairman, the Executive Director or the Secretary. A resignation shall take effect at the time specific therein, and, unless otherwise specified therein, shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation. Any Officer may be removed by the Board, with or without cause, at any time by the affirmative vote of the majority of the Board. Any such removal shall be without prejudice to the contract rights, if any, of such officer.

Section 8.5 Vacancies in Office: Any vacancy in any office may be filled by majority of the Board Members then in office, whether or not less than a quorum, or by a sole remaining board member, except for a vacancy created by removal of an officer by the vote of the Members, which vacancy shall be filled by the Members. In addition, the Members may fill any vacancy not filled by the Board. Any officer elected to fill a vacancy shall hold office until the expiration of the term of his or her predecessor and until a successor has been duly elected and qualified.

Section 8.6 Joint Signatures. Unless the Board authorizes more stringent requirements, any check and other negotiable instrument issued by the Association shall require two (2) signatures.

ARTICLE 9

EXECUTIVE DIRECTOR

Section 9.1 Executive Director: The Executive Director shall be engaged by the Board and shall have overall day to day responsibility for the operations of RIALA. The Executive Director shall be the chief executive officer of RIALA and shall in general conduct the business and affairs of RIALA as shall be delegated to him/her by RIALA, its Board, or these Bylaws. He/she may sign, with the Secretary or any other elected and authorized officer of RIALA, any deeds, mortgages, bonds, contracts or other instruments which RIALA has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by RIALA and in general he/she shall perform all duties incident to the office of Chair and such other duties as may be prescribed by RIALA from time to time. He/she shall be an ex officio member of all committees.

Section 9.2 Authority: The Executive Director and other personnel shall be retained to perform duties and implement policies authorized by the Board. The Board has the authority to enter into contractual agreements with regard to the hiring of executive and administrative personnel. The Executive Director shall have the ability to hire subordinate personnel upon authorization by the Board.

ARTICLE 10 **COMMITTEES**

Section 10.1 Executive Committee: The Board may establish an Executive Committee which would consist of the Officers and such other Directors selected by the Officers. The Executive Committee shall have the power to transact all of the business of the Association during the interim between meetings of the Board and shall have and exercise the authority of the Board in the management of the Association subject to any restrictions established by the Board. The designation of the Executive Committee and the delegation thereto of such authority shall not operate to relieve the Board of any responsibility imposed by law. The Executive Committee shall be subject to the control and direction of the Board.

Section 10.2 Committee of the Board: The Board may create one or more committees. Each committee shall serve at the pleasure of the Board and consist of at least one Board Member appointed by the Chair then in office. Each committee shall have all powers conferred on it by the Board and the Chairman, except that no committee, regardless of Board resolution, may:

- a) take any final action on any matter which also requires approval of the Members or of a majority of all Members;
- b) fill vacancies on the Board or on any committee which has the authority of the Board;
- c) amend or repeal these Bylaws or adopt new Bylaws;
- d) amend or repeal any resolution of the Board unless by its express terms is amendable or repealable by act of a committee;
- e) appoint any other committees of the Board or members of those committees;
- f) expend corporate funds to support a nominee for the Board after there are no more nominees that can be elected; or
- g) with respect to any assets held in charitable trust, approve any self-dealing transaction.

All meetings and actions of committees of the Board shall be governed by the provisions of these Bylaws governing meetings and actions of the Board. Minutes of each committee meeting shall be kept and filed with the corporate records.

Section 10.3 Other Committees: The Chairman or Board may, by resolution, designate one or more other committees (including a nominating committee), each of which shall consist of not less than one Board Member, which committees shall have and exercise the authority of the Board to the extent provided in such resolution. The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board, of any responsibility imposed by law. Each committee shall serve at the pleasure of the Chairman or the Board and shall be subject to the control and direction of the Board.

Section 10.4 Manner of Acting: Unless otherwise provided in these Bylaws or unless otherwise ordered by the Board, any such committee shall act by a majority of all its members (excluding ex officio members) at a meeting at such place or through electronic communication as permitted under applicable law or by a writing or writings signed by all of

its members (excluding ex officio members). All committees shall prepare and file minutes of all meetings with the Secretary to be filed with or entered upon the records of the Association.

Section 10.5 Authority: A committee is authorized to take any action or transact any business specifically delegated by the Chairman or Board. If a committee is delegated complete authority to take a specific action or to transact a specific business matter by the Board, any such action or business transaction of the committee pursuant to the delegation of authority shall be as effective for all purposes as an act or business transaction by the Board.

ARTICLE 11 **COMPENSATION, LIABILITY AND INSURANCE**

Section 11.1 Compensation: No Director or officer shall receive any salary or other compensation for his or her services or expenses as a Board Member, but may be reimbursed for bona fide expenses incurred arising out of services rendered. However, nothing in these Bylaws shall prohibit payment of compensation to an individual serving as a Board Member who renders services to the Association in another capacity.

Section 11.2 Indemnification: The Association shall indemnify any Board Member, employee or other agent of the Association from liability arising out of such person's status or office, to the fullest extent authorized under the law.

Section 11.3 Insurance: The Association may purchase and maintain such insurance on behalf of any person who is or at any time has been a Board Member, volunteer, employee or other agent of or in a similar capacity with the Association, or who is or at any time has been, at the direction or request of the Association, a Board Member, volunteer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

ARTICLE 12 **TAX-EXEMPT STATUS**

Section 12.1 Eligibility for Tax-Exempt Status: The Board and Members shall conduct the business of the Association in a manner that enables the Association to qualify for and maintain status as an organization exempt from State and Federal income taxes.

ARTICLE 13 **AMENDMENT**

Section 13.1 Amendment of Bylaws: These Bylaws may be amended at any meeting of the Members at which at least a quorum is present, by the vote or written consent of a majority of the Members present at the meeting (in person or by proxy).

Section 13.2 Amendment of Articles: The Articles may be amended only by the vote or written consent of a majority of the Board then in office.

Section 13.3 Amendments that Materially Change the Nature of the Association:

- a) Amendment of Bylaws. Any proposed amendment to these Bylaws that would Materially change the nature of the Association shall be made at a meeting of the Members at

which at least a quorum is present, and shall require the vote or written consent of seventy-five percent (75%) of the Provider Members present at the meeting (in person or by proxy).

- b) Amendment of Articles. Any proposed amendment to the Articles that would materially change the nature of the Association shall require the vote or written consent of i) seventy-five percent (75%) of the Board then in office; and ii) seventy-five percent (75%) of all Provider Members of the Association.

Section 13.4 Amendment Restrictions: Notwithstanding the amendment requirements contained in Sections 13.1 through 13.3 above, i) the percentage of the Members of the Association necessary to amend a specific provision in these Bylaws or the Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under the provision; and ii) if applicable, any amendment to the Articles or Bylaws shall satisfy the requirements of the laws of the State of Rhode Island.

Section 13.5 Amendments that Violate Law: Any proposed amendment to the Articles or these Bylaws that violates any applicable law shall be prohibited, and any such amendment, if effectuated, shall be void.

ARTICLE 14 **AFFILIATIONS**

Section 14.1 Affiliations: The Board may establish and maintain relationships with one or more national or state organizations with common interests and of benefit to RIALA members. The Board may levy dues for such affiliations and may appoint representatives to said affiliates.

ARTICLE 15 **CONFLICT OF INTEREST**

Section 15.1 General Policy: Recognizing that Directors and Officers have a duty of loyalty and fidelity to the Association and they must govern the Association's affairs honestly and economically exercising their best care, skill and judgement for the benefit of the Association, to avoid even the appearance of impropriety. The Directors and Officers of the Association shall disclose to the Board any situation wherein the Director or officer has a conflicting interest or duality of interest that could possibly cause that person to act on other than the best interest of the Association.

Section 15.2 Procedure: Any Director or officer having a conflicting interest or duality of interest in any transaction shall follow the following procedure:

- a) Any Director having a known duality of interest or possible conflict of interest on any matter should make a disclosure of such conflict to the Board. Such Director should not vote or use his or her personal influence on the matter, but such Director may be counted in determining the quorum for the meeting. The minutes of the meeting should reflect the making of the disclosure, the abstention from voting and the quorum situation.
- b) Any Officer having a known duality of interest or possible conflict of interest on any matter before such officer for administrative action shall report the conflict to the

Executive Director or, in the case of the Executive Director, to the Chair. Such officer shall abstain from taking any administrative action on such matter.

The requirements in this Section 15.2 shall not be construed as preventing any Director or officer from briefly stating his or her position in the matter, nor from answering pertinent questions of the Board.

ARTICLE 16 **DISSOLUTION**

Section 16.1 Dissolution: Upon the dissolution of the Association, the procedures concerning the distribution of assets of the Association are as follows: Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation, or such organization or organizations organized and operated exclusively for the purposes as established under Section 501(c)(6) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law, as the Board shall determine.

ARTICLE 17 **GENERAL PROVISIONS**

Section 17.1 Fiscal Year: The fiscal year of the Association shall be the calendar year.

Section 17.2 Records: The Association shall maintain:

- a) adequate and correct books and records of account;
- b) written minutes of all proceedings of its Members, Board and committees of the Board;
- c) a record of all Member's names, addresses and telephone numbers;
- d) the original or a copy of the Articles of Incorporation, the Bylaws, as amended to date, and executed copies of all Association Documents.

Section 17.3 Member's Rights: Any Member, or that Member's duly appointed representative, shall have access to the Association's membership register, books of account, and minutes from any meeting of the Members, the Board, or any committee of the Board in order to inspect and copy such for any purpose reasonably related to his or her interest as a Member. Access to such documents shall be provided at any reasonable time at the office of the Association or such other place as the Board prescribes. The Board shall establish rules regarding the notice that Members must give to the custodian of records to obtain access, the hours and days of the week when the records may be inspected and copied, and the charges imposed by the Association for copying records requested by Members.

Section 17.4 Board's Rights: Any member of the Board may, at any reasonable time, inspect, copy or make extracts of any books, records or documents of the Association and inspect the physical properties owned or controlled by the Association.

Section 17. 5 Effective Date: These Bylaws shall become effective January 19, 2017.

CERTIFICATE OF SECRETARY

I certify that: i) I am the duly elected and acting Secretary of _____ Association; ii) the above Bylaws, consisting of _____ pages, including this page, are the Bylaws of this Association, as duly adopted by the Board of Directors on _____; and iii) the Bylaws have not been amended or modified since that date.

Executed on _____, 20_____ in the City of

_____.

Secretary