

**BYLAWS OF  
ST. MARY'S HOME FOR CHILDREN**

**ARTICLE I - PURPOSES**

The Corporate purpose of St. Mary's Home for Children (St. Mary's) is to provide services to children and their families. St. Mary's is a Rhode Island non-profit corporation. Such services may include, singularly or in combination:

1. A therapeutic treatment program for such children as may require it, making provision for their support, education, supervision, and remediation as may be necessary to their well being;
2. Treatment programs for such children who may require therapeutic intervention, supervision and education while residing with a family;
3. Programs of counseling, education, and any and all other activities intended to promote the well-being of children and their families; and
4. Consultation, administrative assistance and other cooperative endeavors with individuals and organizations concerned with children.

**ARTICLE II - MEMBERSHIP**

The Corporation shall consist of such persons as shall be elected members at any annual meeting. The clergy of the Protestant Episcopal Church in the Diocese of Rhode Island shall also be members ex-officio during their canonical residence therein.

**ARTICLE III - MEETINGS OF THE CORPORATION**

Section 1. The annual meeting of the Corporation, of which notice shall be given to the members by mail ~~or~~ electronic mail, ~~at least ten days prior to the meeting,~~ shall be held during the month of September of each year at a time and place to be determined by the Board of Directors. The Chair of the Board (or his/her designee) shall preside over meetings of the Corporation.

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Section 2. Special meetings of the Corporation may be called pursuant to resolution of the Board of Directors or of the Executive Committee or upon request in writing of not less than ten members of the Corporation, delivered to the Secretary ~~of which notice shall be given to the members by mail or electronic mail at least ten days prior to the meeting.~~

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Section 3. Fifteen members of the Corporation shall constitute a quorum for the transaction of business at any meeting.

#### ARTICLE IV - RIGHT TO VOTE

All members shall be entitled to vote at all meetings of the Corporation.

#### ARTICLE V - OFFICERS

The officers of the Corporation shall be a Chair of the Board of Directors, a President, a Vice President, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. These officers shall be elected at the Annual Meeting of the Corporation and shall be members of the Corporation. The officers (except Honorary Vice Presidents), unless sooner removed in accordance with Article X of these Bylaws, shall hold office for terms of two years and shall serve no more than two successive terms in any one office. The Bishop of the Episcopal Diocese of Rhode Island (or his/her designee), by virtue of that office, shall be Chair of the Board of Directors with all voting privileges afforded other members.

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#### ARTICLE VI - POWERS AND DUTIES OF OFFICERS

Section 1. Chair of the Board. The Chair of the Board (or his/her designee) shall preside over all meetings of the Corporation.

Section 2. President. The President shall preside at all meetings of the Board of Directors and of the Executive Committee and shall perform the usual duties of that office. In the absence of the Chair of the Board, the President shall preside at all meetings of the Corporation. The President shall appoint all standing and special committees with the approval of the Board of Directors and shall serve as an ex-officio member of all committees except the Nominating Committee.

Section 3. Vice President. In the absence, disability, or failure to act of the President, the Vice President shall preside at meetings and shall perform the duties of the President.

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Section 4. Secretary. The Secretary shall be responsible for reviewing all recorded meeting minutes of the Corporation, of the Board of Directors, and of the Executive Committee, and shall review the correspondence and give or cause to be given notice of the time and place of all meetings in such manner as is provided in these Bylaws. The Secretary shall perform such other duties as the Board of Directors may assign.

Section 5. Assistant Secretary. In the absence or inability to serve of the Secretary, the Assistant Secretary shall perform the duties of the Secretary and other such duties as the Board of Directors shall assign.

Section 6. Treasurer. The Treasurer shall be responsible for reporting on the financial condition of the Corporation as requested by the Board of Directors, and shall perform such other duties as the Board of Directors may assign.

Section 7. Assistant Treasurer. In the absence or inability to serve of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer and such other duties as the Board of Directors shall assign.

Section 8. Honorary Vice Presidents. At any annual meeting, the members of the Corporation may, upon the recommendation of the Nominating Committee, elect any person an Honorary Vice President who has given long and distinguished service as a member of the Board of Directors. Honorary Vice Presidents shall be members of the Corporation entitled to vote at any meeting of the Corporation. Honorary Vice Presidents may attend meetings of the Board of Directors, but shall not be counted in determining the existence of a quorum and shall not make motions or vote. They may, however, participate in the discussion at such meetings. They may serve in an advisory capacity on any committee upon the request of the Chairman of such committee.

### ARTICLE VII - BOARD OF DIRECTORS

Section 1. Number, Election, and Eligibility. There shall be a Board of Directors consisting of the Chairperson of the Board, the President, Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer, all ex-officio, and no fewer than twelve (12) nor more than twenty-one (21) members of the Corporation. Directors shall be elected by the members of the Corporation at each annual meeting, to serve for a term of three (3) years. The number of directors to be elected in any one year will be determined by a recommendation of the Nominating Committee, subject to approval of the Executive Committee. A director shall only serve three (3) consecutive three (3) year terms.

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Section 2. Powers and Duties of Directors.

1. Adopt strategic governance policies and monitor compliance with the same.
2. Elect persons to temporarily fill vacancies occurring on the Board and among other elected offices and committees of the Corporation, until the vacancy is filled at an annual meeting of the Corporation.
3. Adopt an aggregate annual expense budget and approve amendments thereto.
4. Designate individuals authorized to sign checks, drafts and other legal documents.
5. Create committees, define the duties of such committees, authorize the appointment and termination of the members thereof, and terminate the existence of such committees consistent with Article IX, Section 7.

Section 3. Meetings of the Board. Regular meetings of the Board shall be held at such time and places as shall be determined by the Board. Special meetings may be called by the President or any three officers or will be called by the Secretary at the request of five members of the Board. Notice of all regular meetings shall be sent to each member of the Board at least five days prior to the meeting. Notification for emergency meetings will be given not less than 24 hours before the meeting. Notice may be by mail, electronic mail or telephone. In the event a committee member is unable to participate in person, attendance may be by electronic means.

ent a member is unable to attend a meeting, votes may be cast by electronic mail.

Except as otherwise herein provided, eight (8) members of the Board shall constitute a quorum.

#### ARTICLE VIII - THE EXECUTIVE DIRECTOR

The Board of Directors shall hire an Executive Director who shall, subject to the control and direction of the Board, have general charge, oversight, and direction of the affairs and business of the Corporation and shall be its responsible and managing head. The Executive Director shall be responsible for employment and dismissal of all personnel employed by the Corporation. The Executive Director shall prepare the annual budget for the Corporation and present the budget to the Finance Committee for its review, which Committee shall, in June, present the budget to the Board for review and approval. The Executive Director shall have authority to sign on behalf of the Corporation all papers necessary to fulfill his/her duties and shall have authority to make expenditures within the approved corporate budget. The Executive Director, or his or her designee, shall attend all meetings of the Board and of all committees including the Executive Committee. The Executive Director shall be the liaison between the Board and the Corporation's employees. The Executive Director shall be responsible for the relationship between the Corporation and other social, health and welfare agencies and the sources from which the Corporation receives financial support. The Executive Director shall make regular reports to the Board and shall submit a written report to the members of the Corporation at the annual meeting.

#### ARTICLE IX - COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee of eight members consisting of (a) the President, ~~the~~ Vice President, ~~the~~ Secretary, the Assistant Secretary, the Treasurer and the Assistant Treasurer, and (b) ~~two~~ members of the Board appointed by the Executive Committee. ~~Four~~ members of the Committee shall constitute a quorum. The Executive Committee shall have such powers and duties, in addition to those hereinafter specifically given it, as may be delegated to it from time to time by the Board of Directors. The Committee shall meet at the call of the President or at the request of any three members of the Committee. At least twenty-four hours' notice of meetings shall be given by the Secretary or his/her designee by mail, electronic transmission or by telephone. Between meetings of the Board of Directors, the Executive Committee shall have power to take such action, not inconsistent with the provisions of these Bylaws, as may be necessary or desirable in order effectively to carry on the work of the Corporation. The Executive Committee shall annually evaluate the Executive Director of the Corporation. The President shall be Chair of the Executive Committee. The Committee shall keep a record of its proceedings, which shall be presented to the Board at regular meetings or whenever requested. All actions taken by the Executive Committee shall be subject to action at the next succeeding meeting of the Board. Notice of all

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Executive Committee meetings ~~must be made, in writing or by electronic communication.~~

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Section 2. Finance Committee. There shall be a Finance Committee consisting of the Treasurer, Assistant Treasurer, and up to four other members appointed by the President, at least one of whom shall be a member of the Board. The Treasurer shall be the Chair of this Committee. Subject to the provisions of these Bylaws, the Committee shall have supervision of the capital assets of the Corporation, exclusive of all capital assets actually in use by the Corporation in the course of its normal activities, and is hereby authorized to sell or assign any or all securities and other intangible personal property of every name, kind, and nature owned by the Corporation, to invest the capital assets of the Corporation and to change and vary investments from time to time in its discretion. The Committee shall make regular reports to the Board of Directors for ratification of its actions, including, without limitation, a semi-annual report on the Committee's investments and their profitability. The Executive Director annually shall prepare the budget for the ensuing year and shall present the same to the Committee for review, which Committee shall, in turn, present the budget to the Board of Directors for review and approval. All financial transactions of the agency shall be subject to an independent audit by qualified outside accountants at least annually.

Section 3. Nominating Committee. There shall be a Nominating Committee of five members of the Board which shall elect one of its members as Chair. The Committee shall present the names of candidates for Board action to fill vacancies in the membership of the Board and offices which occur during the year; shall be informed on the attendance of the Board members, their interests and activities; shall encourage participation or suggest resignation if a member is not active; shall develop criteria for Board membership for the approval of and ratification by the Board; shall prepare and submit to the annual meeting a slate of officers, the required number of directors and the names of any candidates for Honorary Vice President to be voted on at such meeting. At least two weeks prior to presenting a nomination to the Board, the Committee shall notify each Board member in writing of the names of the persons it proposes to nominate; a brief profile describing the proposed nominees' education, affiliation and experience with social welfare and civic organization should also be included. The Committee shall recommend to the President the names of members of the Board or of the Corporation at large for appointment to the various committees and shall recommend to the President those who should serve as the chair of such committees.

Section 4. Development, Public Relations & Advocacy. There shall be a committee to provide guidance and oversight of the agency's fundraising efforts and lead the Board's participation in fundraising. The members of this Committee set the tone for Board fundraising by encouraging participation of the Board in events and campaigns. The Committee is additionally responsible for taking an active role at the Federal, State and local level to increase

awareness of the needs of St. Mary's clients, children's issues, and identify methods to facilitate the change necessary to meet their needs.

Section 5. Personnel. There shall be a committee to provide guidance and oversight for employment policy.

Section 6. Audit. There shall be a committee that meets at least annually or whenever needed to conduct and oversee audits of finances and operations of St. Mary's. The Treasurer or Assistant Treasurer shall not be members of this committee.

Section 7. Quality Improvement/Strategic Planning Committee. There shall be a committee to assist in the development and implementation of the agency's Strategic and Quality Improvement Plans. The committee shall provide oversight for Strategic Plan goal accomplishment and shall monitor the effectiveness of quality improvement initiatives.

Section 8. Buildings and Grounds Committee. There shall be a committee to consider the planning, expansion and development of buildings and grounds as well as the maintenance of such existing facilities and advise the Executive and Finance Committee accordingly.

Section 9. Other Committees. The Board of Directors may from time to time by vote to create such other committees for the purpose of advising the Board, the officers and employees of the Corporation in all such matters as the Board shall deem advisable and with such functions and duties as the Board shall prescribe.

Section 10. In the event a committee member is unable to participate in person, attendance may be by electronic means.

#### **ARTICLE X - REMOVAL**

Any member of the Board and any officer may be removed, either with or without cause, at any time, by majority vote of the members of the Board, at any regular meeting or at any special meeting called and held for such purpose. Failure to annually participate in three regularly scheduled meetings and/or fundraising efforts, or ethical infractions that could result in damage to the agency's reputation are potential reasons for removal.

#### **ARTICLE XI - CONFLICT OF INTEREST**

Section 1. Disclosure. Any duality of interest or possible conflict of interest on the part of any Director, officer, employee or consultant of the Corporation or committee member shall be disclosed to the Board of Directors. Such interest shall be made a matter of record through an annual procedure and, when the

interest becomes a matter of Board action, such interest shall be disclosed in the record of the proceedings of the Board of Directors. In all cases in which a Director, officer, employee of the Corporation or committee member may have a conflict of interest because he or she or a member of his or her family/household, has an interest in any contract or transaction with the Corporation, either directly or indirectly through an interest in or employment by any legal entity which has an interest in such contract or transaction, or otherwise, such Director, officer, employee or committee member shall disclose such conflict of interest and refrain from taking any action to authorize, give preferential treatment to or approve or ratify such transaction, or contract; provided, however, that the ownership of a non-controlling minority interest in a publicly held legal entity shall not be deemed to be an interest requiring such disclosure. Any required disclosure shall be made, in the case of an employee, to the Executive Director and in the case of a Director, officer or committee member, to the Board of Directors prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or the transaction which might reasonably be construed to be adverse to the Corporation's interest. Board members will not accept honoraria from the Corporation.

Section 2 . Voting. Any Director or committee member having a conflict of interest as to a contract or transaction may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon and may participate in the discussions with respect thereto, but shall not vote or use personal influence on the matter. The minutes of the meeting shall reflect the disclosure made, the vote thereon and the Director or committee member's abstention from voting. Nothing contained herein shall preclude the Corporation from entering into such transaction or contract provided such disclosure is made and the Director, officer, or employee of the Corporation involved abstains from voting on the action taken to authorize, approve, or ratify such transaction or contract.

Section 3. Employment. No relative/household member of any Director or any Corporation employee may be employed by the Corporation without the prior authorization of the Executive Director as reported to the Board of Directors.

#### **ARTICLE XII - CAPITAL FUNDS OF THE CORPORATION**

The capital assets of the Corporation, not including real estate or tangible personal property, shall be kept in the custody of a bank or trust company selected by the Board which, unless the Board shall otherwise provide, shall manage the same in an Agency account, subject to the supervision of the Finance Committee.

#### **ARTICLE XIII - EXECUTION OF DOCUMENTS**

Section 1. Contracts. Unless the Board of Directors shall otherwise determine, the President or the Treasurer may enter into or execute any contract or other instrument, the execution of which is not otherwise specifically provided for in

the Bylaws, in the name and on behalf of the Corporation. The Executive Director has the authority to enter into contracts for the provision of services with municipal, state, private entities and other third parties. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any other officers or employees of the Corporation to enter into any contract or execute and deliver any contract or other instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized to do so by these Bylaws or by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount other than in the ordinary course of business.

Section 2. Securities. All transfers and assignments of securities of the Corporation shall be signed by the President and Treasurer.

Section 3. Checks. All checks, drafts, bills of exchange or other orders for the payment of money, obligations, notes or other evidence of indebtedness, bills of lading, warehouse receipts and insurance certificates of the Corporation, shall be signed or endorsed by the Executive Director or such officer or officers, employee or employees, of the Corporation as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Bidding. St. Mary's Home for Children requires that all efforts be taken to obtain the best possible pricing for goods and services that have a direct or indirect effect upon the children in its care. However, a competitive written bidding process must be undertaken for all contracts for purchase of materials, supplies, services, equipment and property on behalf of St. Mary's, when the price of consideration is expected to exceed \$5,000.00, or such other amount as the Board of Directors determines from time to time, and shall be awarded to the lowest responsible bidder. Best efforts shall be used to obtain at least three (3) written bids from qualified vendors. Emergency purchases or contract for repair are exempt from this policy. However, such emergency purchases or contracts for repair shall be disclosed to the Finance Committee within a reasonable period of time.

#### **ARTICLE XIV - SALE, MORTGAGE, OR PURCHASE OF REAL ESTATE**

Except as otherwise herein provided, no sale, mortgage, or exchange of any real estate owned by the Corporation shall be made, nor shall any real estate be purchased, nor shall any building be erected on any real estate owned by the Corporation without the affirmative vote of a majority of members of the Board of Directors present at a meeting the notice of which shall specify as one of the purposes of the meeting that it is proposed to consider the proposition in question.

**ARTICLE XV – BONDING**

All members of the Board of Directors and employees responsible for signing checks, drafts, notes and other instruments of payment, or otherwise handling funds of the Corporation, shall be covered by Director's and Officer's Liability Insurance at the Corporation's expense.

**ARTICLE XVI – INDEMNIFICATION**

The Corporation shall, pursuant to Section 7-6-6 of the Rhode Island Non-Profit Corporation Act or any successor indemnification provision, and only to the extent that the status of the Corporation as a Corporation exempt under Section 501(c)(3) of the Internal Revenue Code, ~~is not affected thereby, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Director, committee member, officer, employee or agent of the Corporation (or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise), against expenses (including attorney's fees), judgments, penalties, fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding. The Board of Directors shall authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, committee member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such.~~

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**ARTICLE XVII- EQUAL OPPORTUNITY**

The Corporation shall not discriminate on the basis of race, sex, religion, age, handicap, ethnic identity, national origin, marital status, sexual orientation, gender, gender expression or gender identity, HIV status, pregnancy, physical or mental condition, veteran status, or other class protected by federal or state law.

**ARTICLE XVIII- SEAL**

The seal of the Corporation shall consist of a flat-faced circular die with the words, "St. Mary's Home for Children, North Providence, R.I., 1928" cut or engraved thereon.

#### **ARTICLE XIX - FISCAL YEAR**

Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the Corporation shall be from July 1st through June 30th.

#### **ARTICLE XX – AMENDMENTS**

These Bylaws, or any provision thereof, may be repealed or amended consistent with the Rhode Island Non-Profit Corporation Act (a) by a two-thirds vote of those present at any legal meeting of the Corporation, provided written notice is mailed to each member of the Corporation at least seven days preceding the date of the meeting indicating the provisions of the Bylaws proposed to be repealed or amended and stating where copies of any proposed amendments are on file and may be examined, or (b) by a two-thirds vote of those present at any regular or special meeting of the Board of Directors, provided that in the notice of the meeting it is stated that it is proposed to repeal or amend certain provisions of the Bylaws, and stating the text of the proposed change. Notice of any amendment to bylaws shall be given to any person as required by law.

#### **ARTICLE XXI – DISSOLUTION**

In the event of any liquidation or dissolution of Saint Mary's Home for Children, no Director or officer shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the Board of Directors, after the payment of all the Corporation's debts and obligations, shall distribute all of the assets of the Corporation to the Episcopal Charities Fund to serve the needs of abused children within the State of Rhode Island.

Adopted by Board of Directors, September 12, 1989

As amended October 21, 2008

As amended September 12, 2012

As amended September 17, 2013

As amended January 7, 2014

As amended September 20, 2018