

Adopted: February 25, 2009

NRI COMMUNITY SERVICES, INC.

BYLAWS

ARTICLE I

Mission and Purpose

Section 1. **Mission.** The mission of NRI Community Services, Inc. (“NRICS” or the “Corporation”) is to provide and advocate for a comprehensive continuum of accessible, culturally-competent, home and community-based behavioral health and human services, which are cost-effective and of high quality and to promote wellness, recovery, and consumer choice across the life span.

Section 2. **Purpose.** NRICS is a Rhode Island based, not-for-profit, tax-exempt behavioral health and human services organization, operating a Community Mental Health Center which offers services in a catchment area, as defined in Rhode Island laws and regulations. NRICS provides services for children, adolescents, adults, and the elderly including, but not limited to, treatment, prevention, education, and advocacy for individuals and their families who are experiencing mental illness, addiction, and other behavioral health problems.

Section 3. **Powers.** NRICS shall have the power, directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities in accordance with, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which NRICS is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of NRICS's purposes.

Notwithstanding anything herein to the contrary, NRICS shall not engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) and the regulations promulgated thereunder.

Section 4. **Non-Profit Status.** NRICS is not organized for profit and no part of the net earnings of NRICS shall inure to the benefit of, or be distributable to the directors, officers or other private persons, except that NRICS may pay reasonable compensation for services rendered in furtherance of NRICS's purposes. In the event of the liquidation of NRICS, whether voluntary or involuntary, the directors, officers and private persons shall not be entitled to any distribution or division of NRICS's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of NRICS, after the payment of all its debts and obligations, shall be used by or be transferred or distributed to an organization that at the time is an organization defined in Section 501(c)(3) or any successor statute.

ARTICLE II

Offices

Section 1. **Principal Office.** The principal office of NRICS shall be located in the City of Woonsocket, State of Rhode Island. NRICS may have such other offices or places of business, either within or without the State of Rhode Island, as the business of NRICS may require and as the Board of Directors may from time to time establish.

Section 2. **Registered Office.** The registered office of NRICS need not be identical to the principal office and shall initially be located in Woonsocket, Rhode Island. The registered office may be changed from time to time by the Board of Directors in compliance with provisions of applicable law.

ARTICLE III

Friends of NRICS

Section 1. **Classes of Membership.** The Corporation shall have no members.

Section 2. **Qualification and Election of Friends.** The Friends of NRICS shall primarily consist of those persons who reside or work in the Corporation's primary service area. Friends may nominate other Friends to the Bylaws and Nominating Committee and the Bylaws and Nominating Committee may propose Friends on its own. Friends shall be elected at the annual meeting of the Board of Directors ("annual meeting") and shall serve so long as the Friend wishes to serve NRICS in that capacity and pays (or is excused from payment of) the fee described below or is removed by a vote of at least two-thirds (2/3) of the Board of Directors present at a meeting at which there is a quorum.

To serve in the capacity of a Friend, each Friend shall pay a fee of Fifteen Dollars (\$15.00) each fiscal year, provided however, the President may waive the annual fee in consideration of contributed funds, goods and/or services or in the case of financial hardship.

Section 3. **Role of Friends.** The Friends shall serve as advisors to NRICS and to the Board, assisting NRICS to meet the needs and expectations of the community and the constituencies that NRICS serves. The Friends shall serve on NRICS's committees, and as NRICS's representative to NRICS's allied and affiliated entities and to other organizations, upon appointment by the Board.

ARTICLE IV

Board of Directors

Section 1. **General Powers.** The Board of Directors shall oversee the business and affairs of NRICS in accordance with the Rhode Island Nonprofit Corporation Act (the

“Act”). From time to time, the Board of Directors may consider alliances and affiliations with other non-profit tax-exempt organizations that support NRICS's purposes and may authorize NRICS to enter into such alliances and affiliations.

Section 2. **Number, Qualifications, Election and Tenure.**

(i) The Number: The number of directors of NRICS may from time to time be changed by the Board of Directors, but their number shall be no more than twenty-one (21) nor less than fifteen (15). Up to seven (7) of the directors, but in no event more than one-third (1/3) of the directors then serving, may serve on the Board of Directors as institutional representatives from any of NRICS's allied or affiliated entities ("Institutional Directors"), such specific number and entities so designated to be determined by the Board from time to time, provided, however, that if the Board shall determine that fewer than seven (7) Institutional Directors shall be desired, any such positions may be filled by directors without any institutional affiliation.

(ii) Qualifications. To the extent possible, the Board of Directors shall be reflective of the NRICS's constituency groups which shall include a significant number of representatives of consumers, family members and other individuals who live or work in NRICS's service areas and which may include representatives of health care, social service or human service organizations, school departments, representatives of municipal governments, clergy, labor, civic and business groups, and the general public.

The Chairperson or President (or either's designee) from Riverwood Rehabilitation Services, Inc. and Blackstone Valley Mental Health Realty Corporation, Inc. shall each serve as an Institutional Director. Any other Institutional Directors shall be appointed by their respective organizations, provided however, these Institutional Directors who represent organizations that are not named herein shall be subject to nomination by the

Bylaws and Nominating Committee and approval by the Board of Directors. Should any Institutional Director from any such unnamed organization not receive such nomination or approval, then the respective organization shall designate another individual to serve, subject to the same nomination and approval process described in this Section.

Employees of NRICS, other than the President, may not serve as directors of NRICS. Each Institutional Director shall be the duly-authorized representative of his or her respective organization and, when serving as such, each shall be authorized by his or her respective organization to take action on all business undertaken at all meetings of the Board of Directors.

(iii) Election and Tenure: Directors of NRICS shall hold office for a term of two (2) years or until their successors are elected or appointed and qualified or until such director's death, resignation or removal in the manner provided hereinafter. Each year at the annual meeting, the Board of Directors shall elect individuals to fill the positions of those directors whose terms have expired, except the Institutional Directors and the President who shall serve as a director ex officio. If for any reason the election of directors shall not be held at any annual meeting, or at the adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Corporation as soon thereafter as is convenient. The Board of Directors, for continuity purposes, shall use best efforts to assure that the terms of no more than one-half (1/2) of its directors shall expire at each annual meeting.

Section 3. **Training.** All directors shall receive orientation and periodic training with respect to the operation of NRICS.

Section 4. **Vacancies.** Any vacancy occurring on the Board of Directors may be filled either at the next annual meeting or for the remainder of the unexpired term, as

determined by a vote of the Board of Directors, provided however, replacements for the Institutional Directors caused by any vacancies shall be appointed by their respective organizations. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors.

Section 5. Removal. At any meeting called for this purpose, the Board of Directors may remove any director by a vote of at least three-quarters (3/4) of the directors, other than the director who is the subject of the vote.

Section 6. Resignations. Any director may resign at any time by giving written notice to the Board of Directors or the Chairperson. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective. The unexcused absence of any director from three (3) consecutive meetings of the Board of Directors, or the absence, whether excused or unexcused, from one-half (1/2) of those meetings during any fiscal year, shall be considered such director's resignation from the Board of Directors unless the Board of Directors shall vote otherwise.

Section 7. Regular Meetings. Regular meetings of the Board of Directors shall be held at least nine (9) times a year at such time and place as the Board of Directors may designate. The Secretary shall give written notice of each such meeting to each director at least five (5) days in advance thereof in the manner set forth in Article IV, Section 8 immediately below. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without notice other than such resolution.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any four (4) directors. The Chairperson shall fix the manner and the place for holding any special meeting of the Board of Directors.

Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, by facsimile, by e-mail or by mail to each director to the address that shall be maintained on the Corporation's records, such records to be updated as each director shall so direct. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, addressed to the respective directors. If notice is given by facsimile or e-mail, such notice shall be deemed to be delivered when sent.

Section 9. **Emergency Meetings.** Emergency meetings of the Board of Directors may be called at any time by the Chairperson. If possible, at least one day's written or telephone notice of all such emergency meetings shall be given to each member of the Board of Directors.

Section 10. **Quorum.** Eight (8) of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than eight (8) are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 11. **Manner of Acting.** The act or decision done or made by the majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation. Meetings of directors may be held by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence at such meetings.

Section 12. **Action Without a Meeting.** Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent or consents in

writing, setting forth the action so taken, shall be signed before or after such action by all of the directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 13. **Minutes.** Minutes of each meeting of the Board of Directors shall be recorded in writing and kept with the records of NRICS for at least three (3) years. The minutes shall include the date the meeting was held; the names of directors who attended; the topics discussed; the decisions reached and actions taken. Such minutes shall be a matter of public record and shall be made available for review to authorized representatives of the Rhode Island Department of Mental Health Retardation and Hospitals.

Section 14. **Open Meetings.** Meetings of the Board of Directors shall be public, provided however, the Chairperson, as he or she shall deem appropriate, may convene any portion of any meeting of the Board as an Executive Session, during which the public shall not participate.

Section 15. **Presumption of Assent.** A director of NRICS who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward each dissent by registered mail to the Secretary of NRICS immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 16. **Prohibition of Compensation.** Directors may not be paid compensation for performance of their duties as directors. No director, however, shall be precluded from serving NRICS in any other capacity and receiving compensation therefore

(except that a director still shall be precluded from being an NRICS employee as described in Article IV(2)(ii)).

ARTICLE V

Conflict of Interest

Section 1. Purpose. The purpose of this provision is to protect the Corporation's 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. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to non-profit corporations.

Section 2. Definitions.

(i) **Interested Person.** Any director, principal officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

(ii) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through employment, business, investment or family:

(a) a financial interest in any entity with which the Corporation has a transaction or arrangement, or

(b) a compensation arrangement with any entity or individual with which the Corporation has a transaction or arrangement, or

(c) an ownership or investment interest in such entity; or

(d) 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 remuneration as well as gifts or favors that are substantial in nature.

Section 2. Procedures.

(i) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

(ii) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest, the interested person shall leave the Board or committee meeting while the financial interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists. If no conflict of interest exists, the interested person may return to participate in discussion and voting on the matter. If a conflict of interest does exist, the interested person must leave the meeting and not participate in voting on the issue.

(iii) The Chairperson of the Board of Directors may defer a decision, where a conflict of interest exists, and refer the recommendation to a standing committee and/or outside counsel prior to calling a vote on the item in question.

(iv) Violations of this Provision.

(a) If the Board or committee has reasonable cause to believe that a director, officer or committee member has failed to disclose actual or possible conflicts of interest, it shall inform that individual of the basis for such belief and afford that individual an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the response of that individual and making such further investigation as may be warranted in the circumstances, the Board or committee

determines that the individual has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(v) Records of Proceedings. The minutes of the Board and all committee with Board-delegated powers shall contain:

(a) 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 Board's or committee's decision as to whether a conflict of interest in fact existed.

(b) 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 therewith.

ARTICLE VI

Officers

Section 1. **Number.** The officers of NRICS shall consist of a Chairperson, Vice Chairperson, President, Secretary, Treasurer and Chief Financial Officer and such other officers as may be deemed necessary by the directors. The President shall be appointed by the Board of Directors and the Chief Financial Officer shall be appointed by the President. All other officers of NRICS shall be elected by the Board of Directors. All officers, other than the Chief Financial Officer, must be a director of NRICS. The President shall be non-voting director. Any two (2) or more offices may be held by the same person, except the offices of Chairperson and Secretary.

Section 2. **Election and Term of Office.** The officers of NRICS, other than the President and the Chief Financial Officer: (i) shall be elected for one (1) year terms, or until their successors are elected by the Board of Directors, and shall have qualified, or until such officer's death or resignation or removal in the manner hereinafter provided; and (ii) shall not serve for more than three (3) consecutive terms in any one office. If the election of such officers shall not be held at the annual meeting, such election shall be held as soon thereafter as is practicable. The President shall serve at the pleasure of the Board of Directors, and the Chief Financial Officer shall serve at the pleasure of the President, subject to any contract rights either such employee may have.

Section 3. **Chairperson.** The Chairperson shall preside at all meetings of the Board of Directors and the Executive Committee. He or she shall be an ex officio member, without vote, of all committees of NRICS. The Chairperson shall execute, on behalf of NRICS, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, and shall have the authority to delegate such power of execution and signing to the President and to one or more members of the Executive Committee, except in cases where the signing and execution or delegation shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of NRICS, or shall be required by law to be otherwise signed or executed. The Chairperson shall do and perform all duties incident to the office of Chairperson and such other duties as may be assigned to the Chairperson by these Bylaws or by the Board of Directors.

Section 4. **Vice-Chairperson.** In the absence of the Chairperson or in the event of the Chairperson's death, inability or refusal to act, the Vice-Chairpersons (in any order designated at the time of their election, or in the absence of designation, then in the order

of the election) shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board of Directors.

Section 5. **Secretary.** The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of NRICS and see that the seal of NRICS is affixed to all documents the execution of which on behalf of NRICS under its seal is duly authorized; (d) keep a record of the post office address of each director which shall be furnished to the Secretary by such director; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chairperson or by the Board of Directors. The Secretary is authorized to enlist the services of any one or more employees of NRICS to assist the Secretary in carrying out his or her duties as herein defined.

Section 6. **Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of NRICS; (b) receive and give receipts for moneys due and payable to NRICS from any course whatsoever, and deposit all such moneys in the name of NRICS in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairperson or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the

faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 7. **Chief Financial Officer.** The Chief Financial Officer shall (i) assist in the preparation of all budgets of NRICS, (ii) implement all budgets of NRICS as approved by the Board of Directors, (iii) monitor NRICS's financial position, and (iv) perform such other duties as determined by the President.

Section 8. **President.** The President shall be the Chief Executive Officer and shall administer, manage and direct the affairs and business of NRICS, subject to the direction of the Board of Directors. The President shall be authorized to execute any contract in the name of and on behalf of NRICS in connection with its day to day operations, as determined by a policy established by the Board of Directors. The President shall execute the policies established by the Board of Directors for the administration of NRICS, assist all committees in the development of their programs and activities, direct the employed personnel in the performance of their duties, and perform such other duties as the Board of Directors may designate. He or she shall give bond with surety when required to do so by the Board of Directors. He or she shall act as liaison between the Board of Directors. He or she shall act as liaison between the Board of Directors, staff and clients. The President shall be a health care professional with appropriate professional qualifications, licenses and experience as determined necessary by the Board of Directors, such as previous administrative responsibilities in a health care facility, and a medical degree or master's degree in administration, psychology, social work, education or nursing. The President shall have final authority to hire all staff of NRICS.

Section 9. **Removal.** Any officer elected by the Board of Directors may be removed by a vote of the Board of Directors whenever in its judgment the best interests of

NRICS will be served thereby. Election of any officer shall not of itself create contract rights.

Section 10. **Resignations.** Any officer elected by the Board of Directors may resign at any time by giving written notice to the Chairperson or Secretary. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 11. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors. In the case of a vacancy in any of the offices elected by the Board of Directors, such vacancy shall be filled for the unexpired portion of the vacated term.

ARTICLE VII

Committees

Section 1. **Powers.** The Board of Directors, by resolution, shall designate and appoint an Executive Committee, to be comprised as hereinafter provided and standing committees, consisting of the Planning and Program Review Committee, the Finance Committee, the Fund-Raising Committee and the Bylaws and Nominating Committee, all the members of which shall be directors, except as the Board shall otherwise authorize. Each committee, to the extent provided in such resolution, shall have and may exercise the authority delegated to it by the Board of Directors, provided that no such committee shall have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending the sale, lease, exchange or other disposition of all or substantially all the property and assets of NRICS otherwise than in the regular course of its business, recommending a voluntary dissolution of NRICS or a revocation thereof, or amending the Bylaws of NRICS. The designation of

any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, or any responsibility imposed by law. The committees shall provide a report to the Board of Directors of their activities at the next regularly scheduled meeting of the Board of Directors. Minutes of each committee meeting shall be kept in accordance with the requirements applicable to minutes of meeting of the Board of Directors.

As the need arises, the Board of Directors, by resolution adopted by the Board of Directors, shall also designate and appoint ad hoc advisory committees to advise the Board on issues such as housing, public relations, fundraising, and program evaluation.

Section 2. **Committee Chairperson.** The Chairperson shall designate and appoint one member of each committee to serve as chairperson of that committee.

Section 3. **The Executive Committee.** The Executive Committee shall consist of the officers designated in Article VI and the immediate past President of NRICS if said immediate past President continues to be a director of NRICS. The Executive Committee shall have the power to act for and in place of the Board of Directors at any time when action by the Board is urgent and a quorum of the Board of Directors cannot be obtained. The Executive Committee shall report any action taken by it to the Board of Directors at its next meeting.

Section 4. **The Planning and Program Review Committee.** This Committee shall (i) advise the Board of Directors on recommended changes and programs, (ii) develop and review annual plans of NRICS, (iii) identify corporation goals and objectives, (iv) monitor and advise the Board of Directors on the quality of services provided by NRICS, (v) develop proposed methods of improving and/or assuring the quality of said services (vi) formulate and submit to the Board various policies and procedures relating to clinical

activities, and implement changes to such policies and procedures pending submission to the Board of Directors for approval at the next meeting of the Board, (vii) formulate and submit to the Board an annual plan for professional services to be rendered by NRICS, and (viii) work with the administration to assure the NRICS meets all quality assurance standard as required by Federal and State governments, such third parties as Blue Cross/Blue Shield, and such other outside agencies as are appropriate. The Committee shall have the authority to appoint subcommittees to perform research and gather data needed to advise the full committee.

Section 5. **The Finance Committee.** The Finance Committee shall review and recommend budgets and contracts, review the monthly financial statements, and report on the financial status of NRICS at each meeting of the Board of Directors.

Section 6. **The Fund-Raising Committee.** The Fund-Raising Committee shall develop and implement fundraising activities and plans of NRICS.

Section 7. **The Bylaws and Nominating Committee.** The Bylaws and Nominating Committee shall annually review and recommend any suggested changes to NRICS's Bylaws and shall recruit individuals to serve as directors who are both suitable and representative of NRICS's constituency groups, as described in Article IV, Section 2(ii). This Committee shall act on the nomination of Friends by other Friends and may nominate additional Friends. This Committee shall, at least thirty (30) days prior to the annual meeting, or within such shorter period as established by the Board of Directors from time to time, submit a proposed slate of candidates to the Board of Directors and nominations for Friends for approval by the Board. The Bylaws and Nominating Committee shall be designated by the Board of Directors each year prior to the annual meeting.

Section 8. **Human Resources Committee.** The Human Resources Committee shall review and recommend any changes to personnel policies, compensation benefits and job descriptions.

ARTICLE VIII

General Provisions

Section 1. **Fiscal Year.** The fiscal year of NRICS shall begin on the first day of July and end on the last day of June.

Section 2. **Records.** The financial records of the organization shall be examined annually by a Certified Public Accountant hired by the Board of Directors and the report of financial statement of the said accountant shall be filed with the records of the Corporation.

Section 3. **Corporate Seal.** NRICS shall have a corporate seal which shall be circular in form and shall have inscribed thereon the name of NRICS, the State of incorporation and the year of incorporation.

Section 4. **Parliamentary Authority.** The parliamentary authority shall be Robert's Rules of Order to the extent they are applicable and to the extent they are not inconsistent with these Bylaws.

Section 5. **Waiver of Notice.** Whenever any notice is required to be given to any person under the provisions of these Bylaws or under the provisions of applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any written waiver of notice of such meeting.

Section 6. **Confidentiality.** The directors shall not willfully and knowingly disclose to any other person confidential information acquired by them in the course of and by reason of their official duties.

Section 7. **Severability.** If any provision of these Bylaws is held to be invalid or unenforceable, all other provisions shall nevertheless be valid and remain in full force and effect.

ARTICLE IX

Liability and Indemnification of Directors and Officers

Section 1. **Liability.** No director shall be personally liable to the Corporation for monetary damages for breach of the director's duty as a director, provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for act or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit, but only to the extent that the status of NRICS as a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") is not jeopardized and such indemnification would not constitute an excess benefit to the director under Section 4958 of the Code, or any successor provision.

Section 2. **Indemnification and Insurance.** NRICS shall indemnify directors, officers and employees acting in their capacity as such or serving at the request of NRICS as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and

amounts paid in settlement arising from any threatened, pending or completed action, suit or proceeding, to the fullest extent permitted by Section 7-6-6 of the Act, or any successor indemnification provisions or as otherwise provided by law. Notwithstanding the above, the Corporation shall provide such indemnification only to the extent and in a manner that shall not jeopardize NRICS's status as an organization described in Section 501(c)(3) of the Code or constitute an "Excess Benefit Transaction" within the meaning of Section 4958. The Board may authorize NRICS to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent , or serving at the request of NRICS as a director, officer, employee or agent of another 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, provided such persons agree to treat payments made pursuant to such insurance in such a manner as would make the payment of benefits thereunder not constitute an excess benefit transaction.

Section 3. Advancement of Expenses. NRICS may pay the expenses of the indemnified person in advance of the final disposition of any proceedings against such person except to the extent that the defense of a claim against the indemnified persons undertaken pursuant to any director's and officer's liability insurance (or equivalent insurance known by another term) maintained by NRICS. The advance payment of expenses will be subject to the indemnified person's first agreeing in writing with NRICS to repay the sums paid by it in accordance herewith if it is thereafter determined that the indemnified person was not entitled to indemnity under these Bylaws.

ARTICLE X

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of at least two-thirds (2/3) of the directors present at an annual meeting or at a special meeting called for such purpose at which there shall be a quorum, except as otherwise provided herein. The notice of any annual or special meeting at which Bylaws are proposed to be altered, amended, repealed or adopted shall be delivered not less than thirty (30) days before the meeting and shall either summarize the proposed amendment(s) or set forth the proposed amendment(s) in their entirety.

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