

RHODE ISLAND TURNPIKE AND BRIDGE AUTHORITY

BYLAWS

ARTICLE I

NAME, LOCATION, PURPOSE

1. **Name and Authority.** The Rhode Island Turnpike and Bridge Authority (the "Authority") has been established as a body corporate and politic pursuant to Rhode Island General Laws § 24-12-2. The Authority shall at all times have the powers, and act within the authority, granted by Rhode Island General Laws Title 24, Chapter 12.
2. **Location.** The principal office of the Authority shall be located at the Authority's administrative offices in the Town of Jamestown, State of Rhode Island. The Authority may have such other offices within or without the State of Rhode Island as the members may from time to time determine.
3. **Purpose.** The purpose of the Authority is to: (i) operate and maintain the Mount Hope Bridge, the Jamestown Verrazano Bridge, including Route 138 through Jamestown, the Newport Pell Bridge, and the Sakonnet River Bridge; (ii) provide safe and efficient access to, and travel over, all such bridges; and (iii) promote tourism and commerce and facilitate business and other economic development in the State of Rhode Island and, in particular, the region served by the bridges it operates and maintains, including the municipalities of Jamestown, Newport, Portsmouth, Bristol, and Tiverton.

ARTICLE II

MEMBERS

1. **Number and Membership.** The Authority shall consist of five (5) members. Four (4) members shall be appointed by the governor, and the Director of the Rhode Island Department of Transportation shall serve as a member, ex-officio. The appointed members shall each serve for a term of four (4) years. Any member of the Authority shall be eligible for reappointment.
2. **Management.** The affairs of the Authority shall be managed by its members. The members shall have such powers as are expressly conferred upon them by applicable law or by these bylaws.

ARTICLE III

MEETINGS

1. **Annual Meeting.** The members of the Authority shall hold an annual meeting during the month of May in each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting.
2. **Regular Meetings.** The members of the Authority shall meet from time to time, as determined by its members. In the absence of any determination to the contrary, the members shall meet quarterly in the months of May, August, November, and February.
3. **Special Meetings.** Special meetings of the Authority may be called by the Chair or Vice Chair and shall be called by the Secretary upon the written request of three (3) members.
4. **Place of Meetings.** All meetings of the members shall be held at the principal office of the Authority or at such place within or without the State of Rhode Island and at such time as shall be designated by the Chair, Vice Chair, or the Secretary and stated in the notice of such meeting.
5. **Notice of Meetings.** Written notice of each meeting, stating the place, day, and hour of the meeting, and a copy of the agenda for such meeting, or in the absence of such agenda a written statement of the purpose or purposes of the meeting, shall be given by or at the direction of the Chair, the Vice Chair, or Secretary, to each member of the Authority by personal delivery, by depositing the same in the United States mail, postage prepaid, or by electronic or facsimile transmission with confirmation of receipt sent to each member not later than forty-eight (48) hours prior to the meeting.
6. **Public Meetings.** The Authority shall comply with the provisions of Rhode Island General Laws §§ 42-46-1 et seq., the “Open Meetings Law,” as in effect from time to time. All meetings of the Authority shall be open to the public unless closed pursuant to § 42-46-4 and § 42-46-5 of the Open Meetings Law. The Authority shall keep written minutes of all meetings and shall file them with the Rhode Island Secretary of State. The members may from time to time promulgate such other reasonable rules and procedures not inconsistent with the provisions of the Open Meetings Law as they determine may be desirable regarding the conduct of the Authority's meetings. Written public notice of all regular scheduled meetings shall be given at the beginning of each calendar year by or at the direction of the Chair, the Vice Chair, or the Secretary. Supplemental written public notice of any meeting shall be given a minimum of forty-eight (48) hours before the date of such meeting. This notice shall include, in addition to date, time, and place, a statement specifying the nature of the business to be discussed. Written public notice shall include, but need not be limited to, posting a copy of the notice at the principal office of the Authority, or if no principal office exists, at the building in which the meeting is to be held, and in at least one other prominent place. All notices of meetings shall also be filed electronically with the Rhode Island Secretary of State. Nothing contained herein shall prevent the Authority from holding an emergency meeting, upon an affirmative vote of three (3) members, when the meeting

is deemed necessary to address an unexpected occurrence that requires immediate action to protect the public. If an emergency meeting is called, a meeting notice and agenda shall be posted as soon as practicable.

7. **Quorum**. Three (3) members of the Authority shall constitute a quorum. Any action to be taken by the Authority may be authorized by resolution approved by three (3) members of the Authority present at any regular or special meeting at which a quorum is present.

8. **Voting**. Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

9. **Waivers of Notice**. Whenever any notice is required to be given to a member of the Authority under the provisions of the laws of Rhode Island or of these Bylaws, a waiver thereof in writing, signed by the member or members entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a member of the Authority at a meeting shall constitute a waiver of notice of such meeting, except when the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

10. **Agendas**. Except as hereinafter specifically provided, the agenda for each meeting of the Authority shall be prepared by the Chair or Vice Chair. The Chair or Vice Chair shall include in any such agenda any matter which the Authority has previously voted to include thereon, and any item requested by a member of the Authority, in writing, delivered to the Chair or Vice Chair, not less than forty-eight (48) hours prior to any such meeting. With the consent of a majority of the members of the Authority, a matter not on the agenda may be added for informational purposes only at any regular or special meeting of the Authority.

11. **Compensation**. The members of the Authority shall receive no compensation as members but shall be reimbursed for necessary expenses incurred in the performance of their official duties. The appointed members of the Authority shall be paid the sum of Forty (\$40.00) Dollars for each day or portion thereof in which they are engaged in the performance of their duties.

ARTICLE IV

OFFICERS

1. **Number.** The officers of the Authority shall be the Chair, the Vice Chair, the Secretary, and the Treasurer. The members may from time to time create such additional offices as it shall deem appropriate.

2. **Election and Term.** The members of the Authority shall elect the Chair and Vice Chair from among its members and the other officers, who may or may not be members, at the annual meeting, and each officer shall hold office until the next annual meeting and his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal. No officer shall simultaneously serve in more than one office. The members shall have the right, with or without cause, to remove from office any officer at any meeting, regular or special, duly called and held by action of a majority of members present. A vacancy in any office because of the death, resignation, removal, disqualification or otherwise, may be filled by the members for the unexpired portion of the term.

3. **Authority and Duties.**

(a) **Chair.** The Chair shall be the chief executive officer of the Authority and shall supervise and conduct the business and affairs of the Authority. The Chair shall preside at meetings of the members and shall exercise the powers and perform the duties set forth in these Bylaws and such other duties as usually devolve upon the presiding officer of a deliberative body.

(b) **Vice Chair.** In the absence of the Chair, the Vice Chair shall possess the powers and perform the duties of the Chair. The Vice Chair shall possess all powers and perform such further duties as shall be from time to time assigned to him or her by the Chair or by the members.

(c) **Secretary.** The records of all business transacted at each meeting shall be kept under the direction and supervision of the Secretary. The Secretary shall cause notices to be given to all members of the Authority and shall have such further powers and shall perform such further duties as shall be assigned to him or her by the Chair, the Vice Chair or the members or as are customarily incident to such office.

(d) **Treasurer.** The Treasurer shall be responsible for and shall keep all financial reports and records and other financial documents of the Authority. Except as provided in any resolution adopted by the Authority to authorize, or in any indenture executed by the Authority to secure, the issuance of bonds of the Authority, the Treasurer shall have the care and custody of all funds of the Authority and shall deposit such funds in the name of the Authority in such bank or banks as the Authority may designate. Subject to the provisions of any such resolution or indenture, the right to sign all orders and checks for the payment of money shall rest in such officers and/or members as the Authority shall by resolution direct. The Treasurer shall keep regular

books of account and shall render reports to members of the Authority from time to time. The Treasurer shall have such further powers and shall perform such further duties as shall be from time to time assigned to him or her by the Chair, the Vice Chair, or the members.

4. Compensation. The Secretary and the Treasurer shall receive such salaries as shall be fixed by the Authority from time to time

ARTICLE V

Professional STAFF

1. Employees. There shall be a professional staff to assist the members and the officers to effectuate the purpose of the Authority, and the members shall retain an Executive Director and other employees and agents, and may determine their powers, duties, and compensation, as it shall deem appropriate. The Executive Director shall be the chief administrative officer of the Authority and will be responsible for managing its day to day affairs.

2. Professionals. The Authority may from time to time retain such professionals, including without limitation legal counsel, accountants, consulting engineers, and others as it shall deem appropriate.

3. Nondiscrimination. The Authority shall comply with the provisions of Rhode Island General Laws §§ 28-5-1 et seq., the "State Fair Employment Practices Act," as amended from time to time. The Authority shall not refuse to hire any applicant for employment, or discharge or discriminate against any employee, because of his or her race, color, religion, sex, sexual orientation, gender identity or expression, disability, age or country of ancestral origin, or otherwise engage in any unlawful employment practice under the State Fair Employment Practices Act.

ARTICLE VI

COMMITTEES

The Authority may establish such committees as it deems necessary for the proper carrying out of its functions. The Authority shall determine the size and purpose of each such committee. The chair and members of each such committee shall be appointed by the Chair or Vice Chair to serve until their respective successors are appointed. Any vacancy on a committee resulting from death, resignation, or otherwise shall be filled by the Chair or Vice Chair for the unexpired portion of the term. Minutes of the meetings of each committee shall be prepared and shall be filed promptly with the Secretary. Each committee shall report from time to time to the Authority with respect to its actions.

ARTICLE VII

SIGNATURES

- Contracts.** All contracts, instruments, and other documents shall be executed by the Chair or the Vice Chair on behalf of the Authority unless other provision shall be made by special vote of the members, these Bylaws, or shall be required by law, and may be attested by the Secretary. The Authority may authorize the execution of any contracts or other instruments by such other officers, agents, or employees as the Authority may from time to time determine and with such limitations and restrictions as the Authority may prescribe.
- Fidelity.** The Chair, Vice Chair, Treasurer, and other officers and others charged with responsibility in respect to funds and intangible assets of the Authority shall give bond for the faithful performance of their duties, in such amount and upon such conditions as shall be determined from time to time by the members. All premiums for such bonds shall be paid by the Authority.

ARTICLE VIII

INDEMNIFICATION

- Member's Liability.** A member of the Authority shall not be personally liable to the Authority for monetary damages for breach of the member's duty as a member, except for liability for: (i) any breach of the member's duty of loyalty to the Authority; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or (iii) any transaction from which the member derived an improper personal benefit.
- Indemnification.** The Authority shall, except to the extent prohibited by law, indemnify any member, officer, employee, or agent who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding (an "action"), whether civil, criminal, administrative or investigative (other than an action by or in the right of the Authority) by reason of the fact that such person is or was a member, officer, employee, or agent of the Authority against expenses (including without limitation, attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Authority, and, with respect to any criminal action, the person had no reasonable cause to believe such person's conduct was unlawful.
- Actions by or in the Right of the Authority.** The Authority shall, except to the extent prohibited by law, indemnify any member, officer, employee, or agent who was or is a party or is threatened to be made a party to any threatened, pending or completed

action by or in the right of the Authority to procure a judgment in its favor by reason of the fact that such person is or was a member, officer, employee, or agent of the Authority against expenses (including without limitation, attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Authority, except that no indemnification shall be made in respect of any matter as to which such person shall have been adjudged to be liable to the Authority unless and only to the extent that the court in which such action was brought shall determine upon application that, notwithstanding the adjudication of liability, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

4. **Approval.** No member, officer, employee, or agent will be eligible for indemnification under this Article VIII unless and until the Authority, by a majority vote of a quorum consisting of members not parties to the action, determines that indemnification is appropriate under the specific circumstances.

5. **Expenses.** To the extent that a member, officer, employee, or agent has been successful on the merits or otherwise in defense of any action referenced in Section 2 or Section 3 of this Article VIII, or in defense of any claim raised therein, such person shall be indemnified against expenses (including without limitation, attorneys' fees) actually and reasonably incurred by such person in connection therewith. Reasonable expenses incurred by a member, officer, employee, or agent in defending a civil or criminal action shall be paid by the Authority in advance of the final disposition of such action upon receipt of an undertaking by or on behalf of such member, officer, employee, or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Authority as authorized in this Article VIII.

6. **Indemnification not Exclusive.** The indemnification and advancement of expenses provided by, or granted pursuant to the other sections of this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any other bylaw, agreement, vote of members, or otherwise, both as to action in such person's official capacity, and as to action in another capacity while holding such office or position.

7. **Insurance.** The Authority shall have power to purchase and maintain insurance on behalf of any person who is or was a member, officer, employee, or agent of the Authority against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Authority would have the power to indemnify such person against such liability under the provisions of this Article VIII.

8. **Continuation.** The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a member, officer, employee, or agent and shall inure to the benefit of the heirs and legal representatives of such person.

ARTICLE IX

CONFLICTS OF INTEREST

1. **Code of Ethics.** The Authority shall comply with the provisions of Rhode Island General Laws § 36-14-4 through § 36-14-7, the “Code of Ethics,” and the regulations promulgated thereunder, as amended and in effect from time to time. No officer, member, or employee of the Authority shall engage in the prohibited activities set forth in § 36-14-5 of the Code of Ethics, or take any action or refrain from taking any action in a conflict of interest as described in § 36-14-6 of the Code of Ethics without first preparing and delivering a written statement to the Rhode Island Ethics Commission in accordance with § 36-14-6 of the Code of Ethics.

2. **Conflicts.** No contract or transaction between the Authority and one or more of its members or between the Authority and any other authority, agency, corporation, partnership, association, or other organization in which one or more of the members are directors, officers, employees, or has a financial interest, shall be void or voidable, nor shall such member or employee be liable with respect to such contract or transaction solely for this reason, or solely because the member or employee is present at or participates in the meeting of the members which authorizes the contract or transaction, if such contract or transaction is approved in accordance with these Bylaws and otherwise in accordance with applicable law.

ARTICLE X

AMENDMENT

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular or special meeting of the members by an affirmative vote of three (3) members of the Authority; provided, however, that notice of any such proposed alteration, amendment, repeal or adoption of new Bylaws and the full text of the same shall accompany the notice of such meeting.

ARTICLE XI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order shall govern all proceedings of the members of the Authority, except where such rules are inconsistent with these Bylaws.