Amended By-Laws

RHODE ISLAND RESOURCE RECOVERY CORPORATION

BY-LAWS
AS AMENDED THROUGH July 23, 2013

THE POWERS OF THE CORPORATION AND OF ITS COMMISSIONERS, AND ALL MATTERS CONCERNING THE CONDUCT AND REGULATION OF THE BUSINESS OF THE CORPORATION SHALL BE SUBJECT TO SUCH PROVISIONS IN REGARD THERETO AS SET FORTH IN THE RHODE ISLAND RESOURCE RECOVERY CORPORATION ACT (§23-19 OF THE GENERAL LAWS OF RHODE ISLAND) AND ANY OTHER APPLICABLE RHODE ISLAND GENERAL LAW.

THE BY-LAWS WERE ADOPTED BY A VOTE OF COMMISSIONERS OF THE RHODE ISLAND RESOURCE RECOVERY CORPORATION AT THEIR REGULARLY SCHEDULED MEETING ON July 30, 2013.

ATTEST: A TRUE COPY

Chair

Date Approved: 8/26/13

Date Filed with the Secretary of State: _____

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

On this 26th day of August, 2013, before me personally appeared Michael F. Sabitoni and acknowledge execution of the foregoing instrument.

NOTARY PUBLIC
MCE: 11/21/13

Amended By-Laws

of

RHODE ISLAND RESOURCE RECOVERY CORPORATION

Article I

RHODE ISLAND RESOURCE RECOVERY CORPORATION ACT

The By-Laws, the powers of the Corporation and of its Commissioners, and all matters concerning the conduct and regulations, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto as are set forth in the Rhode Island Resource Recovery Corporation Act (§23-19 of the General Laws of Rhode Island). The meetings of the Board of Commissioners shall adhere to the Rhode Island Open Meeting Act (§42-46 of the General Laws of Rhode Island). Amendment to the By-Laws shall adhere to the Rhode Island Administrative Procedures Act (§42-35 of General Laws of Rhode Island).

Article II

OFFICES

Section 1. Principal Office

The principal office of the Corporation shall be in the Town of Johnston, State of Rhode Island, or in such other place in the State as shall be designated from time to time by resolution of the Board of Commissioners.

Article III

BOARD OF COMMISSIONERS

Section 1. Commissioners and Their Powers

The powers of the Corporation shall be vested in nine (9) commissioners; consisting of the Director of Administration, or the Director's designee who shall be a subordinate within the Department of Administration, who shall serve as a voting ex-officio member, and eight (8) public members to be appointed by the Governor with advice and consent of the Senate, at least three (3) of whom shall be residents of the Town of Johnston. In making these appointments, the Governor shall give due consideration to recommendations from the Mayor of the

Town of Johnston and from the league of Cities and Towns. The Governor shall also give due consideration to recommendations from representatives of the commercial waste haulers, and environmental advocacy organizations, and shall consider persons experienced in the field of recycling. All public members shall serve staggered three (3) year terms from the day they are qualified. All public members shall serve until their respective successors are appointed and qualified. The members of the Corporation shall be eligible to succeed themselves. Any vacancy occurring in the office by death, resignation or otherwise shall be filled by the Governor with advice and consent of the Senate in the same manner as the original appointment for the balance of the unexpired term of the former member.

Article IV

MEETINGS OF THE BOARD OF COMMISSIONERS

Section 1. Regular Meetings

The commissioners of the corporation shall conduct business meetings for the purposes of carrying out its business at regular intervals at least eight (8) times a year. The meeting shall be open to the public and all records and minutes will be a matter of public record. The Corporation shall be considered a public body and shall be subject to the provisions of Open Meeting Law, Chapter 42-46 and to the provisions of Title 38 concerning public records.

Section 2. Special Meetings

Special Meetings of the Board of Commissioners, may be called by the Chairman or whenever two (2) commissioners so request, and notice thereof given, as hereinafter provided, by the Secretary or by such other officer or person as the Board of Commissioners may name. Such request and the notice of the meeting called pursuant thereto, shall state the purpose or purposes of the proposed meeting.

Section 3. Notices of Meetings

Notice of each meeting of the Board of Commissioners stating the date, time, place and purpose thereof, shall be given by the Secretary to each member in person, or by telephone, or sent by mail or by telegram, postage and charges prepaid, addressed to him or her at his or her last known residence or place of business. Such notice shall be deposited in the mail or dispatched by telegram or such contact by telephone or in person shall take place at least two (2) days prior to the date of the meeting.

Section 4. Quorum at Meetings

At all meetings of the Board of Commissioners, four (4) commissioners of the Corporation shall constitute a quorum, and any action taken by the Corporation under the provisions of the Rhode Island Resource Recovery Act may be authorized by Resolution approved by a majority of the commissioners present and voting at any regular or special meeting. No vacancy in the membership of the corporation shall impair the right of a quorum to exercise all the rights and perform all the duties of the Corporation.

Article V

WAIVER OF NOTICE

Notice of the time, place and purpose of any meeting of the Board of Commissioners may be waived in writing by any member, either before or after such meeting; and attendance in person at any meeting of the Board of Commissioners shall be equivalent to having waived notice thereof.

Article VI

COMMITTEES

Section 1. Governance/Audit Committee

The Board of Commissioners shall have a Governance/Audit Committee. The Governance/Audit Committee shall comply with the Charter, as the same may be amended from time to time.

Section 2. Finance/Pension Committee

The Board of Commissioners shall have a Finance/Pension Committee. The Finance/Pension Committee shall comply with the Charter, as the same may be amended from time to time.

Section 3. Environmental/Recycling Committee

The Board of Commissioners shall have an Environmental/Recycling Committee. The Environmental/Recycling Committee shall comply with the Charter, as the same may be amended from time to time.

Section 4. Other Committees

In addition to the Governance/Audit, Finance/Pension, and Environmental/Recycling Committees, the Board of Commissioners may from time to time appoint from its members, officers, and agents, committees

consisting of such number and to have such powers, not inconsistent herewith or with law, as the Board of Commissioners shall determine.

Article VII

OFFICERS

Section 1. Officers

The officers of the corporation shall be a Chair, Vice-Chair, Treasurer, Secretary, Executive Director, Deputy Executive Director, and such other officers as the Board of Commissioners shall create.

Section 2. Chair

The Board of Commissioners shall annually elect from among their number a Chair. The Chair shall preside at all meetings of the Board of Commissioners and shall have such other duties as the Commissioners may direct. To each meeting the Chair shall submit such recommendations and information as he/she may consider proper concerning the business, duties and affairs of the Corporation.

Section 3. Vice-Chair

The Board of Commissioners shall annually elect from among their number a Vice-Chair. The Vice-Chair shall preside over all meetings of the Corporation the in the absence of the Chair and shall perform the duties of the Chair in the event the office of Chair is vacant or in the event the Chair is unable to perform such duties by reason of illness, disability or absence, except as otherwise prohibited by law.

Section 4. Treasurer

The Board of Commissioners shall annually elect a Treasurer. The Treasurer shall be responsible for reporting to the Board of Commissioners the accounting of all expenditures and revenues made by the Corporation in the discharge of its duties. This report by the Treasurer shall be at the call of the Chair or any member of the Board of Commissioners.

Section 5. Secretary

The Secretary shall keep a record of the proceedings of the Corporation and shall be custodian of all books, documents and papers filed with the Corporation and of the Minutes Book and Seal. The Secretary shall have authority to cause to be made copies of all minutes and other records and documents of the Corporation to give certificate under seal of the Corporation to the effect that

such copies are true copies and all persons dealing with the Corporation may rely upon such certificates. The Executive Director shall be the Secretary.

Section 6. Executive Director

The Executive Director shall administer, manage and direct the affairs and business of the Corporation, subject to policies, control and direction of the commissioners. Pursuant to the delegating authority of the Board of Commissioners, the Executive Director will be solely responsible for the hiring and firing of Corporation employees. The Executive Director shall be a non-voting member on all Committees of the corporation.

Section 7. Deputy Executive Director

The Deputy Executive Director shall report to and assist the Executive Director to administer, manage, and direct the affairs and business of the corporation subject to policies, control, and direction of the Commissioners, and in such other activities are from time to time assigned by the Executive Director. In the absence of the Executive Director, the Deputy Executive Director shall exercise the powers and authority of the Executive Director.

Section 8. Chief Financial Officer

The Chief Financial Officer shall report to the Executive Director and shall assist in the management of the fiscal affairs of the Corporation and in such other activities as are from time to time assigned to said officer by the Executive Director or Deputy Executive Director.

Section 9. General Powers

Each officer subject to these By-Laws shall have, in addition to the duties and powers herein set forth, such duties and powers as the Board of Commissioners shall from time to time designate.

Section 10. Annual Report

An Annual Report which describes the Corporation's goals and objectives and progress towards attaining such goals and objectives shall be prepared and disseminated to the general public. The Annual Report shall also include a statement which describes the Corporation's financial position.

Section 11. Additional Offices

The Board of Commissioners may create such other offices as are appropriate from time to time.

Article VIII

EXECUTION OF PAPERS

Section 1. Signing of Checks, Notes, etc.

All acceptance, checks, drafts, promissory notes, and other obligations of the Corporation for the payment of money shall be signed by any two of the following: the Executive Director, Deputy Executive Director, Chief Financial Officer, Director of IT and Planning.

Section 2. Execution of Conveyances and Contracts

All contracts and all mortgages, leases, deeds, transfers, and other conveyances of the real or personal property of the Corporation shall be executed by any two (2) of the following: Chair, Vice-Chair, Executive Director, Deputy Executive Director, or Chief Financial Officer unless the Board of Commissioners may in a particular case otherwise order or provide.

Article IX

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July in each year and end on the last day of June of the next succeeding year, unless otherwise from time to time changed by the Board of Commissioners.

Article X

CORPORATE SEAL

The Seal of the Corporation shall, subject to alteration by the Board of Commissioners, consist of a flatfaced die with the name of the Corporation and the words "Incorporated 1974, Rhode Island" cut or engraved thereon. Said Seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

Article XI

INDEMNIFICATION OF COMMISSIONERS AND OFFICERS

Any person who at any time served as a commissioner, officer, employee, or agent of the Corporation, whether or not in office at the time, shall be indemnified, held harmless, and reimbursed for any and all claims and liabilities

to which he or she may become subject by reason of such service and against and for any and all expenses necessarily incurred or amounts paid in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he or she is made a party by reason of such service, including legal fees as and when they are incurred, in the manner and to the extent provided in 7-1.1-4.1 of the Business Corporation Act of the State of Rhode Island. Any claim for indemnification presented by any person entitled to indemnification shall take precedence over any and all obligations of the Corporation and shall be entitled to priority in obtaining payment and satisfaction of any indemnification request to which the person is entitled to the extent of the full value of the Corporation. Such rights of indemnification and reimbursement shall also extend to the personal representatives of any such person. Such rights shall not be deemed exclusive of any other indemnification rights to which any such commissioner, officer, employee, or agent may be entitled under any other by-law, agreement, vote of the Board of Commissioners, or otherwise.

Article XII

AMENDMENTS

These By-Laws may be altered, amended, or repealed by the affirmative vote of at least four (4) members of the Board of Commissioners present in person at any meeting of the Board of Commissioners, provided that notice of the proposed alteration, amendment, or repeal shall have been contained in the notice of such meeting.

A TRUE COPY ATTEST:

M O'Connell

Secretary

10/22/13

Date