

RHODE ISLAND SOLID WASTE MANAGEMENT CORPORATION

BY-LAWS

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 SOLID WASTE MANAGEMENT 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 THE COMMISSIONERS OF THE RHODE ISLAND SOLID WASTE MANAGEMENT CORPORATION AT THEIR REGULARLY SCHEDULED MEETING ON JUNE 22, 1993.

ATTEST: A TRUE COPY

Jerrold L. Lavine, Chairman

Date Approved: June 22, 1993

Date Filed with the Secretary of State:

6/24/1993

State of Rhode Island
County of Providence

Date Effective: _____

On this 22nd day of June 1993, before me personally appeared Jerrold L. Lavine and acknowledged execution of the foregoing instrument.

Notary Public Arnold E. Johnson
My commission expires June 16, 1995

By-Laws

of

**RHODE ISLAND SOLID WASTE
MANAGEMENT CORPORATION**

ARTICLE I

RHODE ISLAND SOLID WASTE MANAGEMENT ACT

These 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 Solid Waste Management 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). Amendments to the By-Laws shall adhere to the Rhode Island Administrative Procedures Act (§42-35 of the General Laws of Rhode Island).

Article II

OFFICES

Section 1. Principal Office

The principal office of the Corporation shall be in the City of Providence, 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 & Their Powers

The powers of the Corporation shall be vested in nine (9) commissioners; consisting of the Director of Administration, or his designee, five (5) public members to be appointed by the Governor, one (1) of whom shall be the chief elected official of a City or Town, two (2) members from the House of Representatives to be appointed by the Speaker of the House, at least one (1) of which shall represent a minority party, and one (1) member from the Senate to be appointed by the Majority Leader.

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 times established by the commissioners and be open to the public.

Section 2. Special Meetings

Special Meetings of the Board of Commissioners, within or without the State of Rhode Island, may be called by the Chairman, 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 starting 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, five (5) commissioners of the Corporation shall constitute a quorum, and any action taken by the Corporation under the provisions of the Rhode Island Solid Waste Management Act may be authorized by Resolution approved by not less than five (5), of the commissioners present 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 IV

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 IV

COMMITTEES

The Board of Commissioners may from time to time appoint from its members, officers, agents, and from the Citizens Advisory Board, 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 Chairman, Vice-Chairman, Treasurer, Secretary, Assistant Secretary, Executive Director, Deputy Executive Director, and such other officers as the Board of Commissioners shall create.

Section 2. Chairman

The Chairman of the Corporation shall be the Chief Executive Officer of the Corporation. The Chairman shall be appointed by the Governor and shall serve in that office at the pleasure of the Governor. The Chairman 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 Chairman shall submit such recommendations and information as he/she may consider proper concerning the business, duties and affairs of the Corporation.

Section 3. Vice-Chairman

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

Section 4. 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 Minute 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. Assistant Secretary

The Corporation may elect an Assistant Secretary who may have all duties and powers of the Secretary. The Assistant Secretary assists the Secretary in fulfilling the obligations of that office.

Section 7. 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.

Section 8. 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 as 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 9. Chief Financial Officer

The Chief Financial Officer shall report to the Deputy 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 10. 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 11. 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 12. 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 the Executive Director, Chairman, Deputy Executive Director, or Chief Financial Officer unless the Board of Commissioners shall generally or in a particular case otherwise order or provide.

Section 2. Execution of Conveyances & 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: Chairman, Vice-Chairman, 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 & 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 five (5) 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:

Secretary

Date