

Amended and Restated: February 17, 2016

RHODE ISLAND AIRPORT CORPORATION

BY-LAWS

ARTICLE I

ACT CREATING THE CORPORATION

1. **Name and Authority.** The Rhode Island Airport Corporation (“Corporation”), a public corporation, governmental agency and public instrumentality, has been established pursuant to the provisions of Title 42, Chapter 64, of the Rhode Island General Laws (the “Act”).

2. (a) **Purpose.** The Corporation is empowered, pursuant to its Articles of Incorporation and Rhode Island law, to undertake the planning, development, management, acquisition, ownership, operation, repair, construction, reconstruction, rehabilitation, renovation, improvement, maintenance, development, sale, lease, or other disposition of any "airport facility", as defined in the Act. "Airport facility" is defined in the Act in part as "developments consisting of runways, hangars, control towers, ramps, wharves, bulkheads, buildings, structures, parking areas, improvements, facilities, or other real or personal property, structures, parking areas, improvements, facilities, or other real or personal property, necessary, convenient, or desirable for the landing, takeoff, accommodation, and servicing of aircraft of all types, operated by carriers engaged in the transportation of passengers or cargo, or for the loading, unloading, interchange, or transfer of the passengers or their baggage, or the cargo, or otherwise for the accommodation, use or convenience of the passengers or the carriers or their employees (including related facilities and accommodations at sites removed from landing fields or other areas), or for the landing, taking off, accommodation, and servicing of aircraft owned or operated by persons other than carriers".

(b) **Limitations.** The Corporation’s Articles of Incorporation provide that the Corporation shall not have the power to condemn property and further provides that the Corporation shall not have the power to issues bonds or notes without the prior approval of its parent corporation.

ARTICLE II

OFFICES

1. **Principal Office.** The principal office of the Corporation shall be at 2000 Post Road, Warwick, Rhode Island 02886.

2. **Other Offices.** The Corporation may have offices at such other places within Rhode Island as the Corporation may from time to time designate.

3. **Location of Records, Books and Accounts.** Except as otherwise required by resolution of the Corporation, or as the business of the Corporation may require, all of the books, records, and accounts of the Corporation shall be kept at the Corporation's principal office.

Article III

OFFICERS

1. **Number.** The officers of the Rhode Island Airport Corporation shall be the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer. The Board of Directors may from time to time create such additional offices as it shall deem appropriate.

2. **Election and Term.** The Governor shall appoint the Chairperson of the Board of Directors. The Board of Directors shall elect the Vice-Chairperson, the Secretary, the Treasurer and such additional officers whose offices it creates. The Chairperson shall serve at the pleasure of the Governor. All other officers shall serve at the pleasure of the Board of Directors.

3. **Authority and Duties.** (a) **Chairperson.** The Chairperson shall supervise and conduct the business and affairs of the Board of Directors. The Chairperson shall preside at meetings of the Board of Directors and shall, exercise the powers and perform the duties set forth in these By-Laws and such other duties as usually devolve upon the presiding officer of a deliberative body. The Chairperson shall serve as an alternate member on all Committees.

(b) **Vice-Chairperson.** In the absence of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson. The Vice-Chairperson shall perform such further duties as shall be from time to time assigned to him or her by the Chairperson.

(c) **Secretary.** The records of all business transacted at each meeting shall be kept under the direction of the Secretary. The Secretary shall have such further powers and shall perform such further duties as shall be assigned to him or her by either the Chairperson, the Vice-Chairperson or the Board of Directors.

(d) **Treasurer.** The Treasurer shall conduct the business and affairs of the Finance and Audit Committee and shall ensure that all appropriate financial reports and records and other financial documents of the Corporation are duly maintained. 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 Chairperson, the Vice-Chairperson or the Board of Directors.

(e) **President/Chief Executive Officer.** The Board of Directors shall employ a President and Chief Executive Officer (also sometimes referred to as the Executive Director) who shall administer, manage and direct the affairs and business of the Corporation, subject to the policies and direction of the Board of Directors. The President and CEO shall also fulfill his/her statutory obligations under the Uniform Aeronautical Regulatory Act, Title 1, Chapter 4, of the Rhode Island General Laws. The President and Chief Executive Officer shall serve at the pleasure of the Board of Directors, and the Board shall enter into such arrangements with the

President and Chief Executive Officer, contractual or otherwise, as it shall from time to time deem appropriate and in the best interests of the Corporation.

4. **Signing of Instruments.** All contracts, instruments and other documents shall be executed by the Chairperson or the Vice-Chairperson on behalf of the Corporation unless otherwise having been duly delegated or shall be required by law.

5. **Corporation Staff and Professionals.** Subject to the limitations of a budget approved by the Board of Directors, the President and Chief Executive Officer may from time to time hire other employees, professionals, including without limitation legal counsel and accountants, and others as he/she shall deem appropriate. The President and Chief Executive Officer shall be responsible for hiring, training, disciplining, supervising, compensating and managing of any such Corporation employee.

6. **Nondiscrimination.** The Corporation shall comply with the provisions of chapter 5 of title 28 of the General Laws of Rhode Island (the “State Fair Employment Practices Act”). The Corporation 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, handicap, age or country of ancestral origin, or otherwise engage in any unlawful employment practice under the State Fair Employment Practices Act.

Article IV

MEETINGS

1. **Place of Meetings.** All regular and special meetings of the Board of Directors shall be held at such place within or without the State of Rhode Island and at such time as shall be stated in the notice of such meeting.

2. **Regular Meetings.** The Board of Directors shall hold regular meetings at least once in each calendar quarter at the call of the Chairperson or Vice-Chairperson.

3. **Special Meetings.** Special meetings of the Board of Directors for any purpose or purposes may be called by the Chairperson or the Vice-Chairperson. The Chairperson or Vice-Chairperson shall be required to call a special meeting upon the written request of two members of the Board of Directors at a time not later than fourteen days after receipt by the Chairperson or Vice-Chairperson of such request. Any such request shall state the purpose or purposes of the proposed special meeting.

4. **Notice of Meetings.** (a) **To Directors.** Written notice of each meeting, whether regular or special, 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 Chairperson, the Vice-Chairperson or Secretary, to each member of the Board of Directors by depositing the same in the United States mail, postage prepaid, not later than the third day prior to the date of such meeting. If the Chairperson or Vice-Chairperson shall determine that the holding of a meeting is of an

emergency nature, such notice may be given by telegram or facsimile transmission with confirmation of receipt sent to each member, not less than twenty-four hours prior to such meeting, or by actual delivery of such notice to each member not less than twelve hours prior to such meeting.

(b) **To The Public.** 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 Chairperson, the Vice-Chairperson or the Secretary.

Supplemental written public notice of any meeting shall be given within a minimum of forty-eight (48) hours before the date. This notice shall include, in addition to date, time and place, a statement specifying the nature of the business to be discussed. Nothing contained herein shall prevent the Corporation from adding additional items to the agenda by majority vote of the members of the Board of Directors.

Written public notice shall include, but need not be limited to, posting a copy of the notice at the principal office of the Corporation, 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 within the governmental unit. Nothing contained herein shall prevent the Corporation from holding an emergency meeting, upon an affirmative vote of the majority of the members of the Board of Directors, when the meeting is deemed necessary where the public welfare so requires. If an emergency meeting is called, a meeting notice and agenda shall be posted as soon as practicable.

5. **Quorum.** A majority of all of the members of the Board of Directors shall constitute a quorum. If a quorum is not present, the members of the Board of Directors then present shall have the power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. If the adjournment is for more than ten days, a notice of the adjourned meeting shall be given to each member of the Board of Directors. Any action to be taken by the Corporation may be authorized by resolution approved by a majority of the members of the Board of Directors present at any regular or special meeting at which a quorum is present.

6. **Waivers of Notice.** Whenever any notice is required to be given to a member of the Board of Directors under the provisions of the laws of Rhode Island or of these By-Laws, 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 Board of Directors 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.

7. **Agendas.** Except as hereinafter specifically provided, the agenda for each meeting of the Board of Directors shall be prepared by the President and CEO. The President and CEO shall include in any such agenda any matter which the Board of Directors has

previously voted to include thereon, and any item requested by a member of the Board of Directors, in writing, delivered to the President and CEO, not less than ten days prior to the date of any such meeting. With the consent of a majority of the members of the Board of Directors, a matter not on the agenda may be considered at any regular or special meeting of the Board of Directors.

8. **Public Meetings.** The Corporation shall comply with the provisions of chapter 46 of title 42 of the General Laws of Rhode Island (the “Open Meetings Law”). All meetings of the Board of Directors shall be open to the public unless closed pursuant to Section 42-46-4 and 42-46-5 of the Open Meetings Law. The Corporation shall keep written minutes of all meetings and make such minutes available to the public unless the majority of the Board of Directors votes to keep the minutes of a closed session closed pursuant to Sections 42-46-4 and 42-46-5 of the Open Meetings Law in accordance with Section 42-46-7 of the Open Meetings Law. The Board of Directors may from time to time promulgate such other reasonable rules and procedures not inconsistent with the Open Meetings Law as it determines may be desirable respecting the conduct of its meetings and the attendance of the press and the public thereat.

9. **Telephone Meetings.** Any one or more members of the Board of Directors may only participate in any meeting of the Board of Directors by use of electronic communication or telephone communication in accordance with applicable law.

10. **No Salary; Reimbursement for Expenses.** The members of the Board of Directors shall receive no salary but shall be reimbursed for necessary expenses incurred in the performance of their duties.

11. **Conduct of Meetings.** The rules contained in the current edition of Robert’s Rules of Order shall govern all proceedings of the Board of Directors except where such rules are inconsistent with these By-Laws.

Article V

COMMITTEES

The Board of Directors shall establish a standing Finance and Audit Committee. The Board of Directors may establish such other committees as it deems necessary for the proper carrying out of its functions. The Board of Directors shall determine the size and purpose of each such committee. Members of each such committee and the chairperson thereof shall be appointed by the Chairperson or Vice-Chairperson to serve until the next succeeding January 31 and thereafter until their respective successors are appointed. Any vacancy on a committee resulting from death, resignation or otherwise shall be filled by the Chairperson or Vice-Chairperson for the unexpired portion of the term or until a replacement member is appointed by the Chairperson 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 Board of Directors with respect to its actions.

Article VI

INDEMNIFICATION

1. Indemnification. The Corporation may indemnify present or past directors, officers, employees or agents of the corporation to the extent allowed by and in accordance with indemnification provisions applicable to non-profit corporations pursuant to §7-6-6 of the General Laws. The Corporation shall, except to the extent prohibited by law, indemnify any director, officer, employee or agent of the Corporation 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 (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director or an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation 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 actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner in which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

2. Actions by or in the Right of the Corporation. The Corporation shall, except to the extent prohibited by law, indemnify any director or officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of any other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if the 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 Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but 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.

3. Expenses. To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 hereof, or in defense of any claim, issue or matter therein, such director or officer shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

4. Indemnification Automatic. Any indemnification under Sections 1 and 2 hereof shall be made automatically by the Corporation except in the specific case upon a determination that indemnification of the director, officer or employee is not proper in the circumstances because such person has not met the applicable standard of conduct as set forth in the first and second paragraphs hereof. Any such determination shall be made by the directors.

5. Repayment by Indemnified Party. Reasonable expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article.

6. Indemnification not Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to the other paragraphs of this section 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, or otherwise, both as to action in such person's official capacity, and as to action in another capacity while holding such office.

7. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

8. Other Definitions. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this section.

9. Continuation. The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article VII

CONFLICTS OF INTEREST

The Corporation shall comply with the provisions of chapter 14 of title 36 of the General Laws of Rhode Island (the “Code of Ethics”). No director, officer or employee of the Corporation shall engage in the prohibited activities set forth in Section 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 Section 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 Section 36-14-6 of the Code of Ethics.

Article VIII

SEAL

The seal of the Corporation shall be in the form of a circle with the words “Rhode Island Airport Corporation – Rhode Island – 1992.” The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Article IX

AMENDMENT

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any regular or special meeting of the Board of Directors by an affirmative vote of the majority of the members of the Board of Directors; provided, however, that notice of any such proposed alteration, amendment, repeal or adoption of new By-Laws and the full text of the same shall accompany the notice of such meeting.