

Adopted 02/15/2023

Effective 02/15/2023

**BY-LAWS
OF
THE RHODE ISLAND HEALTH AND EDUCATIONAL BUILDING CORPORATION**

ARTICLE I

Rhode Island Health and Educational Building Corporation Act

These By-Laws, the powers of the Rhode Island Health and Educational Building Corporation (the “Corporation”) as successor to the “Rhode Island Health and Building Corporation”, and of its directors, 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 Health and Educational Building Corporation Act,” currently codified under Chapter 38.1 of Title 45 of the Rhode Island General Laws, as such may be amended from time to time (the “Act”).

ARTICLE II

Purpose

Section 1. Purpose

The purpose for which the Corporation is organized is to undertake its duties and responsibilities as vested in the Corporation under the Act, and to conduct any other lawfully authorized business or activities.

ARTICLE III

Office

Section 1. Principal Office

The principal office of the Corporation shall be in Providence, Rhode Island, or in such other place in the State of Rhode Island as may be designated from time to time by the Board of Directors of the Corporation.

ARTICLE IV

Board of Directors

Section 1. Directors and Their Powers

The property, business and affairs of the Corporation shall be managed by a board of directors (“the “Board” or “Board of Directors”), composed of five (5) members (the “directors”). The Board of Directors shall have and may exercise all the powers of the Corporation.

Section 2. Appointment of Directors.

The directors shall be appointed by the Governor as provided in Section 4 of the Act.

Section 3. Tenure

Each director shall serve on the Board of Directors for a term of five (5) years as provided in Section 4 of the Act, or until the director’s earlier death, resignation or incapacity. Directors are eligible for reappointment.

Section 4. Resignations of Directors

Any director may resign the director’s position at any time, such resignation to be made in writing to the Chairperson and to take effect from the time of its receipt by the Corporation, unless some other later time to be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective.

Section 5. Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the appointment of a director for the unexpired portion of the term of office of the director whose vacancy is to be filled as provided in Section 4 of the Act. Such appointment shall be made by the Governor and can be made at any time following the vacancy.

Section 6. Compensation

Pursuant to Section 4 of the Act, Directors shall receive compensation at the rate of fifty dollars (\$50.00) per meeting attended; however, the compensation shall not exceed one thousand five hundred dollars (\$1,500.00) per fiscal year per member. Board members may waive the right to receive compensation. Upon such waiver, such amounts shall revert to the general fund of the Corporation or shall be used in accordance with directives of the Board.

ARTICLE V

Meetings of the Board of Directors

Section 1. Annual Meetings

An annual meeting of the Board of Directors shall be held at the principal office of the Corporation or at such other location as may be designated by the Board of Directors on the same date as each year's regular monthly Board of Directors meeting held in July of each year. At such annual meeting, the Board of Directors shall elect officers of the Corporation, shall receive annual reports, and shall transact such other business as may properly be brought before the meeting. If such annual meeting is omitted by oversight or otherwise on the day herein provided therefor, a special meeting may be held in place thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at such annual meeting. Purposes for which such annual meeting is to be held, additional to those prescribed by law and by these By-Laws, may be specified by the vote of the Board of Directors.

Section 2. Regular Meetings

In addition to the annual meeting, regular meetings may be held at such times and at such locations as the Board of Directors shall determine. The schedule for regular meetings shall be adopted in December of each year or at a time otherwise required by law and published in January of each year or at a time otherwise required by law.

Section 3. Special Meetings

Special meetings of the Board of Directors shall be held at the principal office of the Corporation or at such locations as the Board of Directors shall determine, and shall be called by the Chairperson or the Vice-Chairperson. The Board of Directors shall be required to call a special meeting upon the written request of any two (2) or more members of the Board of Directors at a time not later than ten (10) days after receipt of such request.. Any such request and notice of the special meeting shall state the purposes or purposes of the proposed special meeting.

Section 4. Notice of Meetings

Notice of the annual meeting, regular meetings, and special meetings shall be as required by and consistent with Title 42, Chapter 46 of the Rhode Island General Laws (the "Open Meetings Act") and shall state the date, time, place and purpose thereof, shall be given by or at the direction of the Secretary or Assistant Secretary to each member in person or by telephone, or sent by mail, postage and charges prepaid, or by electronic delivery or hand-delivered by courier or nationally recognized overnight delivery service addressed to the member at the member's last known email address; residence or place of business or at the address specified by such member for delivery purposes. Such notice, if given by mail, shall be deposited in the mail at least four (4) days prior to the date of the meeting or, if given by hand-delivery or by telephone or courier or nationally

recognized overnight delivery service or by electronic delivery, shall be given to the member at least two (2) days prior to such date. Notwithstanding the foregoing, should the Chairperson or Vice-Chairperson determine that the holding of a meeting is of an emergency nature, such notice may be given by electronic means, hand-delivered by courier, telephone or nationally-recognized overnight delivery service as soon in advance of such meeting as is practicable.

Section 5. Waiver of Notice

Notice to each member of the time, place and purpose of any of the meetings of the Board of Directors may be waived in writing by any member, either before or after such meetings. Attendance of a member of the Board of Directors at a meeting shall be equivalent to having waived notice thereof.

Section 6. Quorum at Meetings

Subject to the Act, at all meetings of the Board of Directors, three (3) members shall constitute a quorum for the transaction of business. The affirmative vote of the majority of the members present and entitled to vote, shall be the act of the Board of Directors except that the affirmative vote of three (3) members shall be necessary for the election of the Officers of the Corporation and to amend the By-Laws of the Corporation.

Section 7. Agendas

Except as herein specifically provided, the agenda for each meeting of the Board of Directors shall be prepared by the Executive Director. With the consent of the majority of the members of the Board of Directors, and in compliance with the Opening Meetings Act, a matter not on the agenda may be considered at any regular meeting or special meeting of the Board of Directors.

ARTICLE VI

Committees

Section 1. Committees

The Board of Directors may designate one or more committees or may delegate to the Executive Director the authority to designate one or more committees. The committees shall consist of one or more directors of the Corporation or such other persons as permitted by the Board of Directors. The Committees shall have such powers, not inconsistent herewith or with the Act, as the designating Board of Directors or Executive Director may determine. At meetings of any committee, a majority of the members of the committee shall constitute a quorum.

ARTICLE VII

Officers

Section 1. Officers

The officers of the corporation shall be a Chairperson, Vice-Chairperson, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer and such other officers as the Board of Directors may in its discretion, appoint or elect.

Section 2. Election of Officers and Term

The officers shall be elected by the Board of Directors at its annual meeting and shall hold their respective offices until the next annual meeting of the Board of Directors and until their successors are chosen and qualified, unless sooner removed by the Board of Directors. The Chairperson and the Vice-Chairperson shall be members of the Board of Directors, but other officers need not be members of the Board of Directors. The Board of Directors may, by an affirmative vote of three (3) of its members, with or without cause, remove from office any officer and appoint his/her successor, subject to any provision to the contrary in the Act.

Section 3. Duties of the Chairperson and Vice-Chairperson

The Chairperson shall preside at all meetings of the Board of Directors and shall have general supervision and direction of the business and affairs of the corporation. The Vice-Chairperson shall, in the absence, disability, or failure to act of the Chairperson, exercise the powers and perform the duties of the Chairperson.

Section 4. Duties of the Secretary and Assistant Secretary

The Secretary shall attend all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings in books provided for that purpose. The Secretary shall give, or cause to be given, notice of all special and regular meetings of the Board of Directors. The Secretary shall keep in safe custody the seal of the corporation. The Secretary shall have such powers and perform such duties as are incident to the Secretary's office and shall have such other powers and perform such other duties as may be prescribed by these By-Laws or by the Board of Directors. The Assistant Secretary shall, in the absence, disability, or failure to act of the Secretary, or at the direction of the Board of Directors, exercise the powers and perform the duties of the Secretary. The Board of Directors may delegate and assign the duties and powers of the Secretary to such other officer or designee of the corporation as the Board of Directors may specify by vote or resolution.

Section 5. Duties of the Treasurer and Assistant Treasurer

Except as may be otherwise provided by law, by vote of the Board of Directors, by the terms of any indenture securing bonds issued by the corporation, or by the By-Laws, the Treasurer shall have the following duties and powers:

The Treasurer shall have the custody of all moneys, funds, debts, securities, promissory notes, and other valuable papers belonging to or held in trust by the Corporation which come into the Treasurer's hands, except as hereinafter provided, and shall keep full and accurate accounts of receipts and disbursements made by the Treasurer on account of the Corporation in books belonging to the Corporation. The Treasurer shall, on behalf of the Corporation, endorse for collection all checks, notes, drafts, and other obligations and shall deposit the same and all such money as may, from time to time, come into the Treasurer's hands to the credit of the Corporation in such bank or banks or depository or depositories as may be designated by the Board of Directors. The Treasurer shall, at the discretion of the Board of Directors, give the Corporation a bond in such sum and with such surety or sureties as may be satisfactory to the Board of Directors for the faithful discharge of the Treasurer's duties and for the restoration to the corporation in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, moneys, and property of whatever kind in his/her possession or under his/her control belonging to the corporation. The Treasurer shall make a report annually to the Board of Directors of the income and expenditures and of the condition of the treasury and funds of the corporation up to the end of the fiscal year. The Treasurer shall perform all acts incident to the office of Treasurer and shall have such other powers and perform such duties as may be prescribed by the By-Laws or by the Board of Directors. The Assistant Treasurer shall in the absence, disability, or failure to act of the Treasurer, exercise the powers and perform the duties of the Treasurer. The Board of Directors may delegate and assign the duties and powers of the Treasurer to such other officer or designee of the corporation as the Board of Directors may specify by vote or resolution.

Section 6. General Powers

Each officer shall, subject to these By-Laws and to the Act, have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to their office, and such duties and powers as the Board of Directors shall designate.

Section 7. Resignations of Officers

Any officer may resign the office at any time, such resignation to be made in writing to the Chairperson and to take effect from the time of its receipt by the Corporation, unless some other later time to be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective.

Section 8. Vacancies of Offices

Any vacancy occurring in an office shall be filled by a vote of the Board of Directors for the unexpired portion of the term of office of the officer whose vacancy is to be filled as

provided in Section 4 of the Act for the election of officers. Such election can occur any time following the vacancy.

ARTICLE VIII

Execution of Papers

Section 1. Signing of Checks, Notes, Etc.

All acceptances, checks, drafts, promissory notes, and other obligations of the Corporation for the payment of money shall be signed by the Executive Director of the Corporation or other officer or designee of the corporation so designated for such purpose with respect to sums of ten thousand dollars (\$10,000) or less. Sums in excess of ten thousand dollars (\$10,000) shall also be signed by a second signatory consisting of the Chairperson, Vice Chairperson, Treasurer or Assistant Treasurer, unless the Board of Directors shall generally or in a particular case, otherwise order or provide.

Section 2. Execution and Conveyance and Contracts

All contracts, loan documents, 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 Chairperson, Vice-Chairperson, Treasurer, Assistant Treasurer, Secretary, or Assistant Secretary, unless the Board of Directors shall generally or in a particular case otherwise order or provide.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall be from July 1 until June 30 unless otherwise determined by the Board of Directors.

ARTICLE X

Corporate Seal

The seal of the Corporation shall, subject to alteration by the Board of Directors, consist of a flat-faced die with the name of the corporation and the words "Incorporated 1966, Rhode Island" cut or engraved thereon. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

ARTICLE XI

Indemnification of Directors, Officers and Employees

Any person who at any time serves or shall have served as Director, Officer or as an employee of the Corporation, whether or not in office at the time, shall be indemnified and reimbursed against and for any and all claims and liabilities to which the Director, Officer or employee may be or become subject by reason of such service 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 the Director, Officer or employee is made a party by reason of such service if the Director, Officer or employee acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation. Such right 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 rights to which any such Director, Officer, employee, or their personal representatives may be entitled under any other by-law or any agreement or vote of Directors or otherwise.

ARTICLE XII

Amendments

These By-Laws may be altered, amended, or repealed by the affirmative vote of three (3) members of the Board of Directors present at any annual meeting, at any regular meeting other than the annual meeting, or at any special meeting of the Board of Directors at which a quorum is present, provided that notice of the proposed alteration, amendment, or repeal shall have been contained in the notice of such meeting.

ARTICLE XIII

Conduct of Meetings

All meetings, contemplated by these By-Laws, shall be conducted in accordance with Robert's Rules of Order, unless otherwise provided by a vote or resolution of the Board of Directors of the Corporation, and shall be held consistent with Title 42, Chapter 46 of the Rhode Island General Laws (the "Open Meetings Act").

ARTICLE XIV

Conflicts of Interests/Ethics

All members, directors, officers, and employees shall comply with the requirements of the Rhode Island Code of Ethics prescribed in Chapter 14 of Title 36 of the Rhode Island General Laws, as amended from time to time as well as any Code of Ethics adopted by the Board of Directors.