

CAPITAL CENTER COMMISSION

BY-LAWS

Approved on April 8, 2009

(Amended 3/12/14)

BY-LAWS
of
THE CAPITAL CENTER COMMISSION

Article I: General

Section 1: Name: The name of this organization is the Capital Center Commission (“Commission”).

Section 2: Organization: The Commission is a public corporation and instrumentality of the State of Rhode Island as created under Section 2 of Chapter 332 of the Public Laws of 1981, as amended by Article XXV of Chapter 167 of the Public Laws of 1983 and as amended by Chapter 19 of the Public Laws of 1994 and a public agency of the City of Providence under the City of Providence Ordinances Chapter 1982-54, No. 493, Chapter 1989-10, No. 219, and Chapter 1993-53, No 837.

The above referenced laws and ordinances, as amended from time to time, shall be referred to as the “Governing Documents.” If there is an inconsistency between these By-laws and the “Governing Documents”, the provisions of the Governing Documents shall prevail.

Section 3: Offices. The principal office of the Commission shall be located at such place within the City of Providence as may from time to time be determined by the Commission.

Section 4: Procedure: Meetings of the Commission shall be governed by the “Governing Documents”, the RI Open Meetings Act, Rhode Island General Laws, §42-45-1 et seq. (hereinafter “the Open Meetings Act”), these By-laws and Roberts Rules of Order.

Article II: Purposes

Section 1: General: The Commission is constituted and established for the purpose of accepting the designation of the Providence City Council as a special development district commission with the power to adopt, implement and administer a Plan of Development for a Special Development District, as provided for by the Rhode Island Special Development District Enabling Act, Rhode Island General Laws, §45-24.4-6, as amended.

Section 2: Powers: The Commission shall have all of the powers specifically granted by the “Governing Documents”.

Section 3: Restrictions on Dissolution: In the event of the dissolution of the Commission, all remaining assets, after making provision for payment of and adequate reserves for all lawful debts and liabilities, shall be distributed to the State and to the City of Providence in proportion to annual stipends from each governmental entity.

Article III: Board of Commissioners

Section 1: Powers: The powers of the Commission are vested in the Board of Commissioners (the “Board”). The Board shall have exclusive authority regarding the hiring, firing and determining the compensation of all officers and employees of the Commission. The Board shall have the entire control and management of the corporation, its property, affairs and its purposes and may exercise all of its powers, subject only to the provisions of law as amended from time to time or to the provisions of these By-laws as amended from time to time.

Section 2: Appointments: Appointments to the Commission shall be in accordance with the Governing Documents.

Section 3: Vacancies: Vacancies in the Board shall be filled by the “appointing authority” who appointed such member, as that term is defined in P.L. 1981, Chapter 332, Section 2, or in the case of the Chairman, by majority vote of the three appointing authorities. Each appointment shall be made by forwarding to the Chairman of the Board, or if none is in office, to the Vice Chairman, a written statement setting forth the name and address of the person such new appointee is replacing, such statement being duly signed by or on behalf of the proper appointing authority or authorities. Any such appointment shall be effective upon its receipt. A Commissioner appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 4: Expiration of Terms: Each Commissioner is eligible for reappointment. Each commissioner whose term of office expires shall continue to hold office until his or her successor is appointed and has qualified.

Section 5: Compensation of Commissioners: The Commissioners shall receive no compensation for the performance of their duties as a Commissioner or officer of the Commission, but each Commissioner may be reimbursed for his or her reasonable expenses incurred in carrying out such duties.

Article IV: Officers and Administrative Officer

Section 1: Number of Officers: The officers of the Commission shall be the Chairman, the Vice Chairman, the Secretary and the Treasurer. The Board may from time to time elect or appoint such other officers and assign them such authority and duties, as it shall deem appropriate. Two offices may be held by the same person, except that the offices of Chairman and Vice Chairman must be held by two different persons.

Section 2: Officers' Authority and Duties:

- (a) Chairman: The Chairman shall be the chief executive officer and shall supervise and conduct the business and affairs of the Commission. The Chairman shall preside at all meetings of the Board 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.
- (b) Vice-Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence of the Chairman, and such further duties as shall be from time to time assigned to him/her by the Board.
- (c) Secretary. The Secretary shall be responsible for and shall keep the records of all business transacted at each meeting of the Board.
- (d) Treasurer. The Treasurer shall keep all financial reports, records and other documents of the Commission. The Treasurer shall have such further powers and shall perform such further duties as shall be from time to time assigned to him/her by the Board.

Section 3: Signing of Instruments. All contracts, instruments, and other documents shall be executed by the Chairman, or in his/her absence, the Vice Chairman on behalf of the Commission unless other provisions shall be made by special vote of the Board or shall be required by law, except that checks may be signed by the Treasurer.

Section 4: Election and Term: The Chairman shall be appointed in accordance with the Governing Documents. At the first meeting of each calendar year, the Chairman shall present to the Board, for advice and consent, the Chairman's choice for Vice Chairman, Secretary and Treasurer. With the exception of the Chairman, each officer shall hold office until the first meeting of the next calendar year. The Board, by a majority vote, may remove an officer for cause at any time.

Section 5: Administrative Officer: The Commission shall have an Administrative Officer who shall not be an officer of the Commission. The Administrative Officer shall have the principal operating responsibility of the Commission and shall, subject to the supervision of the Chairman, direct the staff and operate the business and affairs of the Commission. The Administrative Officer shall be appointed by the Board pursuant to such arrangements, contractual or otherwise, as the Board deems appropriate.

Article V: Meetings

Section 1: Open Meetings Law: All meetings of the Capital Center Commission and any of its subcommittees shall comply with Rhode Island General Laws §42-41-1 et seq. (hereinafter "the Open Meetings Act.")

Section 2: Place of Meeting: All regular and special meetings of the Board and any of its subcommittees shall be held at such place within or without the State of Rhode Island at such time as shall be stated in the notice of such meeting.

Section 3: Regular Meetings: The Board shall hold regular meetings at least once in each calendar quarter on such regular date as may be established by the Board from time to time.

Section 4: Special Meetings: Special meetings of the Board for any purpose or purposes may be called by the Chairman. The chairman shall be required to call a special meeting upon the written request of any three (3) Commissioners at a time not later than fourteen (14) days after receipt of such request by the Chairman. Any such request shall state the purpose or purposes of the proposed special meeting.

Section 5: Notice of Meetings: Public notice of any meeting of the Board, whether regular or special, shall be given in accordance with the Open Meetings Act. Notice by mail, electronic mail, or facsimile transmission of any meeting of the Board or its subcommittees shall be given by or at the discretion of the Chairman to each Commissioner seven (7) calendar days in advance of the meeting. The meeting notice shall state the place, day and hour of the meeting. If the Chairman shall determine that the meeting is of an emergency nature, such notice may be given not less than the third day prior to the date of such meeting. Business transacted at any meeting of the Board shall be limited to the purpose or purposes stated in the notice of the meeting except that additional items may be added to the agenda by majority vote of the members of the Board, provided that such additional items shall be for informational purposes only and may not be voted on except where necessary to address an unexpected occurrence that requires immediate action to protect the public or to refer the matter to an appropriate committee or to another body or official.

Section 6: Quorum: A majority of the members of the Board in office, other than ex-officio members, shall constitute a quorum necessary for the transaction of business. In the absence of a quorum, the meeting shall be adjourned and reconvened in accordance with law. At all regular and special meetings of the Board at which a quorum is present, all matters shall be decided by the affirmative vote of a majority of the Commissioners present.

Section 7: Waivers of Notice: Whenever any notice is required to be given to a Commissioner under the provisions of the laws of Rhode Island or of these by-laws, a waiver thereof in writing, signed by the Commissioner 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 Commissioner at a meeting shall constitute a waiver of notice of such meeting, except when the Commissioner attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article VI: Committees

Section 1: Committees: The Board may designate from among its members one or more committees, as is deemed necessary for the proper conduct of the Commission's purposes. The Board shall determine the size and purpose of each such committee. Each such committee may only exercise the authority of the Board, to the extent specifically authorized by the Board; provided, however, that no such committee shall have or exercise the authority of the Board with reference to the disposition of all or substantially all of the property and assets of the Commission, or to the amendment of the by-laws of the Commission. The actions of no committee shall be effective until specifically approved by the Board. The Board shall have the power to discharge and/or terminate any such committee at any time. The Chairman of any such subcommittee will be designated by the Chairman of the Board, with the consent of the Board. Such Committee will exist and their members will hold office, at the pleasure of the Board.

Minutes of the meetings of each committee shall be prepared and shall be filed promptly with the Executive Director and reported in writing to the regular or special meeting of the Board. Each committee shall report from time to time to the Chairman with respect to its actions. With respect to the actions of any committee, Article V shall be applicable, except that a majority of the members of any committee shall constitute a quorum at any meeting.

Section 2: Additional Committees: The Board may from time to time create such additional committees of commissioners, officers, employees, or other persons not affiliated with the Commission (or any combination of such persons), designated by it to advise and make recommendations to the Board on matters designated by the Board and to perform such other functions and duties as the Board shall prescribe. The Board shall have the power to determine the size, purpose and membership of each such committee, to change the members of such committee, to fill vacancies, and to discharge any such committee at any time. The Board may, but is not required to, promulgate procedures applicable to the actions of any such committee. The chairman of any such committee will be designated by the Chairman of the Board, with the consent of the Board. Each such committee shall report from time to time to the Board with respect to its actions.

Article VII: Finances

Section 1; Fiscal Year: The full Fiscal Year of the Board shall run from July 1 to June 30.

Section 2: Audit: The books and records of the Board shall be audited annually within six months of the close of the fiscal year by an independent certified public accountant. The Audit will be submitted to the State Auditor, the RI Department of Economic Development, the City of Providence and to the members of the Board.

Section 3: Procedures: All checks shall be signed by (1) the Executive Director and (2) either the Chairman, the Vice Chairman or the Treasurer. Monthly financial reports will be sent to the Chairman and the Treasurer, by the Executive Director

Article VIII: Conflict of Interest

With respect to any action which is being considered by the Board or a committee thereof, if any Commissioner shall have a financial interest in such matter under consideration, or shall be a director, officer, partner, or employee of, or have an ownership interest in (except a non-controlling minority interest in a publicly held legal entity), any firm or corporation having a financial interest in any matter before the Board, such interest shall be disclosed to the Board or committee thereof and shall be set forth in its minutes, and the Commissioner having such an interest shall recuse himself from any discussion or decision by the Board or committee thereof with respect to such matter. All relevant provisions of the Rhode Island Code of Ethics, General Laws §36-14-1, et seq., shall also apply.

Article IX: Public Hearings

Section 1: Public Hearings: The Board shall hold at least one public hearing to adopt or amend a plan of development as required in 45-24.4-89. In addition, the Board shall hold at least one public hearing on the initial application for development and on requests for deviations, variances, special exceptions and waivers. The Commission shall also have the authority to call and conduct public hearings, in accordance with established procedures, on any matters which the Commission determines would benefit from a public hearing.

Section 2: Purpose: The purpose of the public hearings is to (1) inform the public of any pending action of the Board with respect to adopting or amending a plan of development or the Design and Development Regulations, or on any pending action of the Board with respect to an application for development, variances, deviations, waivers, and/or special exceptions and (2) to receive public comment in support of and in opposition to the

specific proposals which are the subject of the hearing for subsequent evaluation by the Board.

Section 3: Notice: Public notice of any public hearing shall set forth the availability for review by the public of the documents or proposals to be the subject of the public hearing.

Section 3A. Notice of Development Application: When the purpose of such public hearing is on an application for development, variance, special exception, deviation, and/or waiver, the Commission shall first give notice of the public hearing by publication of notice in a newspaper of general circulation within the City of Providence once at least ten (10) days prior to the date of the hearing. The newspaper notice shall specify the date, time, place, nature and purpose of such public hearing. At least seven (7) days prior to the date of the hearing, written notice of the date, time, place, nature and purpose of such public hearing, as well as the purpose thereof, shall be mailed by the applicant by certified mail, return receipt requested, to all owners of real property whose property is located within the Capital Center Special Development District and within not less than a two hundred (200) foot perimeter thereof. This notice may be a copy of the newspaper notice. These notice requirements may be amended by changes in the statute. The Applicant or its authorized representative must file an affidavit of compliance with these notice requirements prior to final approval of the requested action.

Section 3B: Notice of Adoption or Amendment of Development Plan or Design and Development Regulations: When the purpose of such public hearing is the adoption or amendment of the Development Plan and/or the Design and Development Regulations, the Commission shall give public notice of the public hearing by publication of notice in a newspaper of general circulation within the City of Providence for three (3) successive weeks, meaning that there shall be four (4) consecutive weekly publications. The newspaper notice shall specify the date, time, place, nature and purpose of such public hearing. At least seven (7) days prior to the date of the hearing, written notice of date, time, place, nature and purpose of such public hearing shall be mailed to all owners of real property whose property is located within the Capital Center Special Development District and within not less than a two hundred (200) foot perimeter thereof. This notice may be a copy of the newspaper notice. These notice requirements may be amended by changes in the statute.

Section 4: Transcript: The Commission shall arrange for a legal stenographer to transcribe the entire public hearing proceedings.

Section 5. Hearing Procedure: The Chairman or someone duly authorized and acting on the Chair's behalf, shall call the meeting to order at the appointed time, and shall read the first public notice published in the newspaper concerning the hearing unless waived by unanimous vote of those present and voting. The Chairman shall then distribute two sign-up lists to those in attendance. The Chairman shall request those wishing to speak in

support of the proposal which is the subject of the hearing to give their name and address on one list, and those wishing to speak in opposition to the proposal to give their name and address on the other list. The Chairman shall then establish the rules of order for the hearing, which shall include the time allowed for each person to address the Commission. In no event shall an individual be limited to less than three (3) minutes. After establishing the rules of order, the Chairman shall, at his discretion, either read any communications into the record or have these communications marked as exhibits and made a part of the hearing record. Then, the proposal which is the subject of the hearing shall be presented to the Commission. Upon completion of the presentation, the Commissioners may question the presenters on any aspect of the presentation.

Upon completion of the Commission's questioning, the Chairman shall ask the speakers to come forward according to their order on the lists. The Chairman has the discretion to alternate between the proponent and opponent list. Only matters relevant and pertinent to the proposal, which is the subject of the hearing, shall be entertained by the Commission. At the completion of the list of speakers, the Chairman shall inquire whether anyone else desires to sign-up and address the Commission on the proposal which is the subject of the hearing. The Chairman will insure that the stenographer accurately records the name and address of each person addressing the Board and the verbatim substance of his remarks.

At the conclusion of the remarks from the audience, the Chairman will adjourn the public hearing. The Commission may continue its discussion in regular session.

Article X: Indemnification

Members of the Board (including those persons who were but are no longer Board members), officers, employees and agents of the Board shall be indemnified with respect to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, to the fullest extent permitted by law. Such indemnification shall not be exclusive of any other rights to which the person seeking to be indemnified may be entitled under any bylaw, agreement, or vote of the Board, or otherwise. The foregoing notwithstanding, indemnification hereunder shall be conditioned on due written notice to the Commission of the action, suit or proceeding for which such indemnification is sought. The Board shall be entitled to be represented at all hearings, proceedings and negotiations relative thereto. The Board may purchase insurance to provide the aforesaid indemnification.

Article XI: Amendments

These By-Laws may be altered, amended, or repealed, or new By-laws may be adopted, at any meeting of the Commission by the affirmative vote of the majority of the Commissioners present; provided, however, that notice of such alteration, amendment, repeal, or adoption of new By-laws shall be contained in the notice of such meeting.