

## BY-LAWS

### OF

#### **THE ROSE ISLAND LIGHTHOUSE FOUNDATION, INC., AS ADOPTED MAY 25, 1995, AND AMENDED BY THE BOARD OF DIRECTORS ON FEBRUARY 22, 2008, AND AS AMENDED BY THE BOARD OF DIRECTORS ON SEPTEMBER 26, 2016**

#### ARTICLE I - PURPOSES, POWERS, NON-PROFIT STATUS AND OFFICES

Section 1.1. Purposes. The Rose Island Lighthouse Foundation, Inc. (the "Corporation") shall restore, maintain and operate the Rose Island Lighthouse and surrounding grounds as an historic monument and shall promote preservation of the environment and maritime history for the public benefit.

Section 1.2. Powers. The Corporation shall have all the powers enumerated in the Non-Profit Corporation Act of the State of Rhode Island as from time to time amended (the "Non-Profit Corporation Act"), provided however, the Corporation shall exercise its powers only in furtherance of exempt purposes as such terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations from time to time promulgated thereunder (the "Code").

Section 1.3. Non-Profit Status. The Corporation is not organized for profit and, unless otherwise permitted by §7-6-31 of the Non-Profit Corporation Act, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, or officer of the Corporation or any other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. In the event of any liquidation or dissolution of the Corporation, no director or officer shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the board of directors of the Corporation, after the payment and discharge of or provision for all its debts and obligations, shall distribute all of the assets of the Corporation to such organization or organizations which, at the time of distribution, qualify as exempt from federal income tax under Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively as organizations exempt from federal income tax under Section 501(c)(3) of the Code.

Section 1.4. Offices. The Corporation shall have its principal office in Rhode Island, and may have other offices at such places within and outside the State of Rhode Island as may from time to time be determined by the board of directors.

## ARTICLE II - DIRECTORS OF THE CORPORATION

Section 2.1. Powers. The affairs of the Corporation shall be managed by a board of directors.

Section 2.2. Number. The number of directors shall be not less than seven (7) nor more than twenty-one (21).

Section 2.3. Election. The directors shall be elected by the members of the Corporation at an annual or special meeting. The directors shall serve staggered terms which may not exceed three years. Notwithstanding the foregoing, each director shall hold office until his or her successor is appointed and qualified. Directors shall be eligible for re-election to the board of directors.

Section 2.4. Board Advisors. The board of directors may appoint a board of advisors consisting of individuals who shall meet such qualifications and requirements as may from time to time be determined by the board of directors. The board of advisors shall have such duties as the board of directors deems desirable and appropriate.

Section 2.5. Annual Meeting. The annual meeting of the board of directors shall be held at such date each year as the directors shall designate. The annual meeting shall be held for the purposes of electing officers and transacting such other business as may properly come before the meeting. If for any reasons the annual meeting of the board of directors shall not be held, a special meeting in lieu of the annual meeting of the board of directors may be held.

Section 2.6. Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 2.7. Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2.8. Regular and Special Meetings. The board of directors may hold meetings, both regular and special, either within or outside the State of Rhode Island. Regular meetings of the board of directors may be held at such time and at such place as may from time to time be determined by the board of directors, provided that reasonable notice of the first regular meeting following any such determination shall be given to absent directors. The board of directors shall cause a schedule of regular meetings to be given to each director.

Special meetings of the board of directors may be called and on the written request of two (2) directors shall be called by the president on three (3) days' notice to each director as provided in ARTICLE III hereof; provided, however, that a special meeting may be called upon twenty-four (24) hours' notice if such notice is given personally or by telephone to each director.

Section 2.9. Vacancies. Any vacancy occurring on the board of directors shall be filled by the

board of directors. A director elected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

Section 2.10. Resignations. Any director may resign at any time by giving written notice to the board of directors. The resignation shall take effect at the time specified in such notice, and unless otherwise specified in such notice, acceptance shall not be necessary to make it effective.

Section 2.11. Removal. Any director may be removed from office with or without cause by majority vote of the full board of directors and such removal shall be considered for the unexcused failure to attend three consecutive meetings of the board of directors by the affirmative vote of a quorum of the board of directors. A director shall receive ten days' prior written notice by registered or certified mail of a meeting concerning the removal of such director and shall be entitled to appear and be heard, but not vote, thereat.

Section 2.12. Quorum. At all meetings of the board of directors, the presence of the lesser of seven or a majority of the members of the entire board of directors will constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors, unless the act of a greater number of directors is required by the Non-Profit Corporation Act, the Articles of Incorporation or these by-laws. Votes of Directors and/or Committee members at meetings may be submitted in person, telephonically, or by proxy and shall be considered in determining a quorum for such meeting.

Section 2.13. Committees of Directors. The board of directors, by resolution passed by a majority of the directors in office, may designate an Executive Committee, a Finance Committee, a Development Committee, and a Nominating Committee, and may designate one or more additional committees as the board may determine to be necessary or appropriate for the conduct of the Corporation's affairs. Except for the Executive Committee, members of a committee may include individuals who are not members of the board of directors.

Each member and chair of a committee shall be nominated by the President and confirmed by the board of directors. Except as provided by the Non-Profit Corporation Act, the Articles of Incorporation or by further resolution of a majority of the board of directors in office, an Executive Committee so designated shall have and may exercise all the authority of the board of directors. Each committee will keep regular minutes of its proceedings and report the same to the board of directors when required. The board of directors may by resolution passed by a majority of the directors in office, at any time change the members of, fill vacancies in, limit, expand or alter the authority of, and discharge any committee of said board.

Section 2.14. Directors' Consent Vote. Any action required or permitted to be taken at a meeting of the board of directors or of any committee thereof may be taken without a meeting, if a consent in writing setting forth the action so taken, is signed by all the directors or all the members of such committee entitled to vote thereon, as the case may be.

Section 2.15. Prohibition of Compensation of Directors. No director shall be paid compensation for services or expenses of attendance at any meeting of the board of directors.

Section 2.16. Specification of Business. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors or a committee of the board of directors of the Corporation need be specified in any notice or written waiver of notice except as otherwise required by the Non-Profit Corporation Act or herein expressly provided.

### ARTICLE III - NOTICES

Section 3.1. How Delivered. Whenever under the provisions of the Non-Profit Corporation Act or of the Articles of Incorporation or of these By-Laws written notice is required to be given to any person, such notice may be given by mail or by a generally recognized overnight delivery service, addressed to such person at his, her or its address as it appears in the records of the Corporation, with postage or delivery charges thereon prepaid, and such notice will be deemed to be delivered at the time when the same will be deposited in the United States mail or delivered to the delivery service. Notice may also be given to any director either personally or by telephone to his or her house or office either directly or by leaving a message thereat, or by electronic mail or fax.

Section 3.2. Waivers of Notice. Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act or the Articles of Incorporation or these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice and who did not receive the same, whether before or after the time stated herein, will be deemed equivalent to the giving of such notice. Attendance of a person at a meeting will constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### ARTICLE IV - OFFICERS

Section 4.1. Number. The officers of the Corporation shall be a president, a vice-president, a secretary and a treasurer. The officers shall be members of the board of directors. The board of directors may from time to time elect or appoint such other officers, including one or more vice or assistant officers, and with such titles as it may deem necessary or convenient. Any two (2) or more offices may be held by the same person with the exception of the offices of president and secretary. The board of directors shall appoint an executive director.

Section 4.2. Election and Term. The officers of the Corporation shall be elected by the board of directors. Each officer shall be elected to serve a term of one year immediately following each annual meeting or special meeting in lieu thereof, or until his or her successor will have been elected and will have qualified or until his or her earlier death, resignation or removal, as hereinafter provided. Any officer may be removed by the board of directors of the Corporation at any time, with or without cause. Such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer will not of itself create contract rights.

Section 4.3. Resignations. Any officer may resign at any time by giving written notice to the board of directors of the Corporation or to the president or secretary thereof. A resignation shall take effect at the time specified in the notice thereof, and, unless otherwise specified in said notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 4.4. Powers and Duties of the President. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 4.5. Powers and Duties of the Vice-Presidents. Each of the Vice-Presidents, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the Board.

Section 4.6. Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 4.7. Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 4.8. Powers and Duties of the Executive Director. The Executive Director shall be the chief operating officer of the Corporation, shall have general supervision of all agents and employees and shall supervise the day to day affairs of the Corporation subject to the general supervision and approval of the board of directors.

Section 4.09 Other Officers. The other officers of the Corporation shall have the powers and will perform the duties customarily appurtenant to their respective offices, and will have such further powers and will perform such further duties as may from time to time be assigned to them by the board of directors of the Corporation.

Section 4.10. Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any

Director or Directors.

Section 4.11. Vacancies. A vacancy in any office by reason of death, resignation, removal or otherwise may be filled by the board of directors of the Corporation for the unexpired portion of the term.

#### ARTICLE V - SEAL

Section 5.1. Seal. The corporate seal shall consist of a flat-faced circular die, with the name of the Corporation, the year and state of its organization and such additional material as may be prescribed from time to time by the board of directors, cut or engraved thereon.

#### ARTICLE VI - FISCAL YEAR

Section 6.1. Fiscal Year. The fiscal year of the Corporation will be determined by the board of directors and in the absence of such determination will end on December 31.

#### ARTICLE VII - BANK ACCOUNTS, CHECKS, CONTRACTS AND INVESTMENTS

Section 7.1. Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 7.2. Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 7.3 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

#### ARTICLE VIII - INDEMNIFICATION

Section 8.1. Agreement of Corporation. In order to induce the directors and officers of the Corporation to serve as such, the Corporation adopts this Article and agrees to provide the directors and officers of the Corporation with the benefits contemplated hereby.

Section 8.2. Acceptance of Director or Officer. This Article shall apply, and the benefits hereof shall be available, to each director and officer of the Corporation who by accepting his or her respective position and serving on behalf of the Corporation will be deemed to have accepted the provisions of this Article and agreed to abide by the terms contained herein.

Section 8.3. Definitions. As used herein, the following terms will have the following respective meanings:

“Covered Act” means any act or omission by the Indemnified Person in the Indemnified Person’s official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a member of the governing body, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

“Excluded Claim” has the meaning set forth in Section 8.6, hereof.

“Expenses” means any reasonable expenses incurred by the Indemnified Person in connection with the defense of any claim made against the Indemnified Person for Covered Acts including, without being limited to, legal, accounting or investigative fees and expenses (including the expense of bonds necessary to pursue an appeal of an adverse judgment).

“Indemnified Person” means any director or officer of the Corporation who accepts election or appointment as a director or officer and agrees to serve as such in the manner provided in Section 8.2 hereof.

“Loss” means any amount which the Indemnified Person is legally obligated to pay as a result of any claim made against the Indemnified Person for Covered Acts including, without being limited to, judgments for, and awards of, damages, amounts paid in settlement of any claim, and fine or penalty or, with respect to an employee benefit plan, any excise tax or penalty.

“Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

Section 8.4. Indemnification. Subject to the exclusions hereinafter set forth, the Corporation shall indemnify the Indemnified Person against and hold the Indemnified Person harmless from any Loss or Expenses.

Section 8.5. Advance Payment of Expenses. The Corporation shall pay the Expense of the Indemnified Person in advance of the defense of a claim against the Indemnified Person is undertaken pursuant to any directors’ and officers’ liability insurance (or equivalent insurance known by another term) maintained by the Corporation. The advance payment of Expenses will be subject to the Indemnified Person’s first agreeing in writing with the Corporation to repay the sums paid by it hereunder if it is thereafter determined that the Proceeding involved an Excluded Claim or that the Indemnified Person was otherwise not entitled to indemnity under these by-laws.

Section 8.6. Exclusions. The Corporation shall not be liable to pay any Loss or Expenses (an “Excluded Claim”):

(a) With respect to a Proceeding in which a final non-appealable judgment or other adjudication by a court of competent jurisdiction determines that the Indemnified Person is liable to the Corporation (as distinguished from being liable to a third party) for: (i) any breach of the Indemnified Person’s duty of loyalty to the Corporation; (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; or (iii) any transaction from which the Indemnified Person derived an improper personal benefit; or

(b) If a final, non-appealable judgment or other adjudication by a court of competent jurisdiction determines that such payment is unlawful.

Section 8.7. Notice to Corporation: Insurance. Promptly after receipt by the Indemnified Person of notice of the commencement of or the threat of commencement of any Proceeding, the Indemnified Person shall, if indemnification with respect thereto may be sought from the Corporation under these by-laws, notify the Corporation of the commencement thereof. Failure to promptly notify the Corporation will not adversely affect the Indemnified Person’s right to indemnification hereunder unless and only to the extent that the Corporation is materially prejudiced in its ability to defend against the Proceeding by reason of such failure. If, at the time of the receipt of such notice, the Corporation has any directors’ and officers’ liability insurance in effect, the Corporation will give prompt notice of the commencement of such Proceeding to the insurer in accordance with the procedures set forth in the policy or policies in favor of the Indemnified Person. The Corporation shall thereafter take all the necessary or desirable action to cause such insurer to pay, on behalf of the Indemnified Person, all Loss and Expenses payable as a result of such Proceeding in accordance with the terms of such policies.

Section 8.8. Indemnification Procedures.

(a) Payments on account of the Corporation’s indemnity against Loss shall be made by the Treasurer of the Corporation except if, in the specific case, a determination is made that the indemnification of the Indemnified Person is not proper in the circumstances because such Loss results from a claim which is an Excluded Claim. If Excluded Claim (although no such determination is required by the Corporation hereunder prior to payment of a Loss by the Treasurer), the determination shall be made:

(i) By the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the Proceeding; or

(ii) If a quorum cannot be obtained for purposes of clause (i) of this subparagraph (a), then by a majority vote of a committee of the Board of Directors duly designated to act in the matter by a majority vote of the full Board (in which designation directors who are parties to the Proceeding may participate) consisting solely of three or more directors not at the time parties to the Proceeding; or

(iii) By independent legal counsel designated: (A) by the Board of Directors in the manner



described in clause (i) of this subparagraph (a), or by a committee of the Board of Directors established in the manner described in clause (ii) of this subparagraph (a), or (b) if the requisite quorum of the full Board cannot be obtained therefor and a committee cannot be so established, by a majority vote of the full Board (in which designation directors who are parties to the Proceeding may participate). If made, any such determination permitted to be made by this subparagraph (a) will be made within 60 days of the Indemnified Person's written request for payment of a Loss.

(b) Payment of an Indemnified Person's Expenses in advance of the final disposition of any Proceeding will be made by the Treasurer of the Corporation except if, in the specific case, a determination is made pursuant to Section 8 (a) above that indemnification of the Indemnified Person is not proper in the circumstances because the Proceeding involved an Excluded Claim.

(c) The Corporation shall have the power to purchase and maintain insurance on behalf of any Indemnified Person against liability asserted against him or her with respect to any Covered Act, whether or not the Corporation would have the power to indemnify such Indemnified Person against such liability under the provisions of this Article. The Corporation shall be subrogated to the rights of such Indemnified Person to the extent that the Corporation has made any payments to such Indemnified Person in respect to any Loss or Expense as provided herein.

Section 8.9. Settlement. The Corporation shall have no obligation to indemnify the Indemnified Person under this Article for any amounts paid in settlement of any Proceeding effected without the Corporation's prior written consent. The Corporation shall not unreasonably withhold or delay its consent to any proposed settlement. If the Corporation so consents to the settlement of any Proceeding, or unreasonably withholds or delays such consent, it will be conclusively and irrebuttably presumed for all purposes that the Loss or Expense does not constitute an Excluded Claim. If the Corporation reasonably withholds its consent solely on the ground that the Proceeding constitutes an Excluded Claim, the Indemnified Person may accept the settlement without the consent of the Corporation, without prejudice to the Indemnified Person's rights to indemnification in the event the Corporation does not ultimately prevail on the issue of whether the Proceeding constitutes an Excluded Claim.

Section 8.10. Rights Not Exclusive. The rights provided hereunder will not be deemed exclusive of any other rights to which the indemnified Person may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in the Indemnified Persons official capacity and as to action in any other capacity while holding such office, and will continue after the Indemnified Person ceases to serve the Corporation as an Indemnified Person.

Section 8.11. Enforcement.

(a) The Indemnified Person's right to indemnification hereunder will be enforceable by the Indemnified Person in any court of competent jurisdiction and shall be enforceable notwithstanding that an adverse determination has been made as provided in Paragraph 8 hereof.

(b) In the event that any action is instituted by the Indemnified Person under these by-laws, the Indemnified Person shall be entitled to be paid all court costs and expenses, including reasonable attorneys' fees, incurred by the Indemnified Person with respect to such action, unless the court determines that each of the material assertions made by the Indemnified Person as a basis for such section was not made in good faith or was frivolous.

Section 8.12. Severability. If any provision of this Article is determined by a court to require the Corporation to perform or to fail to perform an act which is in violation of applicable law, this Article shall be limited or modified in its application to the minimum extent necessary to avoid a violation of law, and, as so limited or modified, this Article shall be enforceable in accordance with its terms.

Section 8.13. Successor and Assigns. The provisions of this Article shall be (a) binding up on all successors and assigns of the Corporation (including any transferee of all or substantially all of its assets) and (b) binding on and inure to the benefit of the heirs, executors, administrators, and other personal representatives of the Indemnified Person.

Section 8.14. Amendment. No amendment or termination of this Article shall be effective as to an Indemnified Person without the prior written consent of that Indemnified Person and, in any event, will not be effective as to any Covered Act of the Indemnified Person occurring prior to the amendment or termination.


ARTICLE XI -Dissolution


9.1. Dissolution. The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

9.2. Distribution Upon Dissolution. Upon termination or dissolution of the corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the corporation hereunder shall be selected in the discretion of a majority of the directors of the corporation.

ARTICLE X - AMENDMENTS

Section 10.1. Amendments. The board of directors may alter, amend or repeal the by-laws, or adopt new by-laws upon the vote of two-thirds of the entire board of directors; provided, however, that notice of the meeting and a copy of the proposed change(s) shall be delivered to the members of the board of directors not less than ten days before the date of the vote.

  
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Lisa Morrison, President

  
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Sharon Hussey, Secretary

Dated: 9/26/16