

# **Small Business Loan Fund Corporation**

## **BY-LAWS**

### **Article I**

#### **Officers**

1. **Number.** The officers of the Corporation shall be the Chairman, the Vice-Chairman and the Secretary. The Board of Directors may from time to time appoint such additional officers as it shall deem appropriate.

2. **Appointment and Term.** All officers of the Corporation shall be appointed by and shall serve at the pleasure of the Board of Directors.

3. **Authority and Duties.** (a) **Chairman.** The Chairman shall supervise and conduct the business and affairs of the Corporation. The Chairman 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 deliberate body.

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

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

### **Article II**

#### **Board of Directors**

1. **Number; Appointment; Term.** The number of and the persons constituting the initial Board of Directors shall be as set forth in the Articles of Incorporation. Thereafter, the number of the Board of Directors may be varied from time to time by the Board of Directors of the Rhode Island Commerce Corporation and the members thereof shall be appointed by the Board of Directors of the Commerce Corporation to serve at its pleasure.

2. **Meetings.** All 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. Meetings for any purpose or purposes may be called by the Chairman or the Vice-Chairman.

3. **Notice of Meetings.** Written notice of each meeting 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 Chairman or Secretary, to each member of the Board of Directors by depositing the same in the United States Mail, or via electronic mail, not later than the third day prior to the date of the meeting. If the Chairman shall determine that the holding of the meeting is of an emergency nature, such notice may be given by electronic mail sent to each member, not less than twenty-four hours prior to the meeting or by actual delivery of such notice to each member not less than twelve hours prior to such meeting.

**4. Quorum.** A majority of currently appointed Board members 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 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 taken by the Corporation may be approved by a majority of the members of the Board of Directors present at any meeting at which a quorum is present.

**5. 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 a 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.

**6. Public Meetings.** All meetings of the Board of Directors and all records thereof shall be subject to the provisions of the Rhode Island General Laws Chapter 42-46 (the "Open Meeting Law"), as amended from time to time. The Board of Directors may from time to time promulgate such reasonable rules and regulations as it determines may be desirable respecting the conduct of public meetings and the attendance of the press and public thereat, any such rules and regulations to be consistent with the Open meeting Law.

### **Article III** **Committees**

The Board of Directors may establish such 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 chairman thereof shall be appointed by the Chairman or Vice-Chairman 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 Chairman or Vice-Chairman 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 IV** **Indemnification**

The Corporation shall indemnify 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, in a manner and to the extent provided in §7-1.1-4.1 of Rhode island Business Corporation Act.

#### **Article V** **Conflicts of Interest**

It shall not be or constitute a conflict of interest for a director, officer or employee of any financial institution, investment banking firm, brokerage firm, commercial bank or trust company, building-loan association, architecture firm, insurance company or any other firm, person or corporation to serve as a director of the Corporation. If any director, officer or employee of the Corporation shall be interested either directly or indirectly, or shall be a director, officer or employee of or have an ownership interest (other than as the owner of less than one percent of the shares of a publicly-held corporation) in any firm or corporation interested in directly or indirectly in any contract with the Corporation, such interest shall be disclosed to the Corporation and be set forth in the minutes of the Corporation, and the director, officer or employee having such interest therein shall not participate on behalf of the Corporation in the authorization of any such contract.

#### **Article VI** **Seal**

The seal of Corporation shall be in the form of a circle with the words “Small Business Loan Fund Corporation – 1985.” The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

#### **Article VII** **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.