

BYLAWS OF THE WASHINGTON COUNTY LAND BANK

ARTICLE I - OFFICES/SEAL

1.1 Offices. The registered office of the Washington County Land Bank (hereinafter referred to as the "Land Bank") shall be 100 West Beau Street, Suite 603, Washington, Washington County, Pennsylvania 15301. The Land Bank may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the Land Bank may require.

1.2 Seal. The Corporate Seal shall have inscribed thereon the name of the corporation and the year of its organization.

ARTICLE II - PURPOSE

2.1 Corporate Purpose. The Land Bank is organized under the provisions of Act 153, created by the Pennsylvania General Assembly and signed into law by the Commonwealth on October 24, 2012 and by Ordinance #ORD-1-2016, adopted by the Washington County Commissioners on the 3rd day of March, 2016, and as may in the future be amended. The Land Bank shall have unlimited power to engage in and do any lawful act concerning any and all lawful activities for which land banks may be incorporated under the provisions of the law.

ARTICLE III - FISCAL YEAR

3.1 Fiscal Year. The fiscal year of the Land Bank shall begin on the first day of July each year.

ARTICLE IV - BOARD OF DIRECTORS

4.1 Board of Directors. The Board of Directors of the Land Bank (hereinafter referred to as the "Board") shall have full power to conduct, manage, and direct the business and affairs of the Land Bank; and all powers of the Land Bank are hereby granted to and vested in the Board as limited by the law of the Commonwealth of Pennsylvania and ordinances of Washington County.

4.2 Number and Classification by Term. The Board shall consist of five (5) members. Each of the five (5) Board Members of the Redevelopment Authority of the County of Washington (hereinafter referred to as "RACW") shall serve on the Board of Directors of the Land Bank for their term on RACW.

The term of each member of the RACW Board appointed by the Washington County Board of Commissioners shall be a five (5) year term or for the remainder of the term of a vacancy to which he or she is appointed. Members of the Board shall reside in Washington County. At least one (1) member shall not be a public official or municipal employee, and at

least one (1) member shall maintain a membership with a recognized civic organization in Washington County.

4.3 Organization. At every meeting of the Board, the Chairperson of the Board, if there be one, or, in the case of a vacancy in the office or absence of the Chairperson of the Board, the Vice Chairperson of the Board, if there be one, or a chairperson chosen by a majority of the Board present, shall preside, and the Secretary, or, in his or her absence, the Treasurer, or in the absence of the Secretary and the Treasurer, any person appointed by the Chairperson of the meeting, shall act as Secretary.

4.4 Resignations. A Director of the Board may resign at any time by giving written notice to the Chairperson or the Secretary of the Board. Such resignation shall take effect on the date of receipt, or on any later time specified in the notice.

4.5 Removal. A Director of the Board may be removed if he or she fails to comply with a rule as determined by a majority vote by the Washington County Board of Commissioners.

4.6 Vacancies During Term of Board Member. Any vacancy in the Board shall be filled for the balance of the unexpired term by appointment by the Washington County Board of Commissioners. Any vacancy in a membership of the Land Bank Board serving by virtue of appointment to the RACW Board shall be filled by the person appointed by the Washington County Board of Commissioners to fill the corresponding vacancy on the Board of RACW.

4.7 Place of Meetings. Meetings of the Board may be held at such places within or without Pennsylvania as the Board may from time to time appoint, or as may be designated in the notice of the meeting.

4.8 Regular Meetings. Meetings of the Board shall be held as needed. At such meetings, the Board shall transact such business as may properly be brought by the Board. The Board shall hold an annual meeting not later than January 31st of each year, for the purpose of electing Board officers. All meetings of the Board of Directors shall comply with the Pennsylvania Sunshine Act.

4.9 Special Meetings. Special meetings of the Board may be called upon as convened by the Chairperson: or by written notice signed by a majority of the Board members. Notice must be delivered at least twenty-four (24) hours in advance to each Board member and advertised in accordance with the Pennsylvania Sunshine Act.-

4.10 Manner of Acting and Quorum.

(a) All proceedings at the meeting shall be governed by Robert's Rule of Order.

(b) A quorum shall be necessary for the transaction of any business by the Board. A

majority of the members of the Board, excluding vacancies on the Board, shall constitute a quorum. The Board shall act by a majority vote of the members at a meeting at which a quorum

is present, except as otherwise provided in this ordinance. No voting by proxy shall be permitted. Members may participate in discussions by telephone communication with voice amplification sufficient to be heard by other members and by the public physically present and may vote as if members are physically present at the meeting.

(c) No resolution approving the merger consolidation, liquidation or dissolution of the Land Bank nor any action that would result in the sale or other disposition of all or substantially all of the assets of the Land Bank shall be valid unless first approved by the affirmative vote of two-thirds (2/3) of all members of the Board and approved by the Washington County Board of Commissioners based on a determination that there is no longer any need for a Land Bank to function within the territorial limits of the County of Washington. Assets upon dissolution of the Land Bank shall be distributed according to law.

4.11 Minutes. Minutes of all meetings of the Board and its committees shall be made and maintained.

4.12 Committees. The Board may establish such committees as may be needed to assist the Board in conducting the business of the Land Bank. Committee members shall be appointed by the chairperson and each committee shall include at least one member of the Board. Any business proposed by a committee shall require approval by the Board.

4.13 Fiduciary Duty/Conflict of Interest Policy. Any Board member, Officer, employee, staff member or committee member who has a direct or indirect personal or financial interest in any matter before the Land Bank or any such person who reasonably believes such an interest exists in another such person shall make a prompt, full and frank disclosure of that interest to the members, the Board or committee of the Land Bank prior to its acting on such matter. The interested party is required to disclose the nature and extent of his or her interest and any relevant and material facts known to him or her about the matter which might reasonably be construed to be adverse to the Land Bank's interest.

Any Board member or Officer who has a direct or indirect personal or financial interest in any matter should not vote or use his or her personal influence on the matter and he or she should not be counted in determining the quorum for the meeting even where permitted by law. The minutes of the meeting should reflect that a disclosure has been made, the abstention from voting and the quorum situation. The Land Bank must comply with all applicable conflicts of interest laws and statutes of the Commonwealth of Pennsylvania.

The foregoing requirements should not be construed as preventing the Board member, officer, employee, or staff member from briefly stating his or her position in the matter, nor from answering pertinent questions of other Officers.

The Board of Directors may adopt a conflict of interest policy.

4.14 Confidentiality. All officers, members of the Board, employees and agents of the Land Bank must hold all matters learned through their positions (but not public information)

confidential except for the use and purposes of the Land Bank and no such person may use confidential information for his, her, or its direct or indirect gain.

ARTICLE V OFFICERS

5.1 Number, Qualifications and Designations. The officers of the Board shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Officers shall serve a one (1) year term and may be re-elected and serve successive terms.

5.2 Election and Term of Office. The officers of the Land Bank shall be elected annually by the Board, and each such officer shall hold his or her office until the next annual meeting of the Board and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

5.3 Subordinate Officers. The Board may, from time to time, employ or enter into a contract for an executive director; solicitor, counsel, and/or legal staff; technical experts; and other individuals, each of whom shall have such authority and perform such duties as are provided in these Bylaws, or as the Board may from time to time determine. The Board may determine the qualifications and fix the compensation and benefits of those employees. The Board may arrange for any such staff in conjunction with RACW or other partnering public entities. Subordinate Officers shall not be voting Directors.

5.4 Resignations. Any officer may resign at any time by giving written notice to the Chairperson or the Secretary of the Board. Such resignation shall take effect on the date of receipt or any later time specified in the notice.

5.5 Disqualification by Absence. It must be recognized by all officers that attendance at meetings is an important function of a member who is an officer in the discharge of his or her fiduciary obligations to the Land Bank. Therefore, any Director who shall be absent, without valid excuse, from six (6) meetings of the Board of the Land Bank in any one fiscal year shall thereby forfeit his or her position.

5.6 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of the Land Bank and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

5.7 General Powers. All officers of the Land Bank, as between themselves and the Land Bank, shall respectively have such authority and perform such duties in the management of the property and affairs of the Land Bank as may be determined by resolutions or orders of the Board of the Land Bank, or, in the absence of controlling provisions in resolutions or orders of the Board of the Land Bank, as may be provided in these Bylaws.

5.8 The Chairperson and Vice Chairperson of the Board. The Chairperson of the Board or in his or her absence, the Vice Chairperson of the Board, shall preside at all

meetings of the members of the Board and shall perform such other duties as may from time to time be requested of him or her by the Board. The Chairperson shall be the chief executive officer of the Land Bank and shall have general supervision over the activities and operations of the Land Bank, subject, however, to the control of the Board. The Chairperson shall sign, execute, and acknowledge, in the name of the Land Bank, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, to some other officer or agent of the Land Bank; and, in general, shall perform all duties incident to his or her office and such other duties as from time to time may be assigned to him or her by the Board.

5.9 The Secretary. The Secretary shall attend all meetings of the Board. The Secretary has the right (and obligation, if not delegated to a subordinate officer) to record all of the votes of the directors and the minutes of the meetings of the Board and of committees of the Board in a book or books to be kept for that purpose; has the right (and obligation, if not delegated to a subordinate officer) to see that notices are given and records and reports properly kept and filed by the Land Bank as required by law; has the right (and obligation, if not delegated to a subordinate officer) to be the custodian of the seal of the Land Bank and see that it is affixed to all documents to be executed on behalf of the Land Bank under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him or her by the Board or the Chairperson.

5.10 The Treasurer. The Treasurer has the right (and obligation, if not delegated to a subordinate officer) to have or provide for the custody of the funds or other property of the Land Bank and keep regular books of account; has the right (and obligation, if not delegated to subordinate officers) to collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Land Bank; and deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render an account showing his or her transactions (and, if applicable, those of a subordinate officer to whom duties have been delegated) and the financial condition of the Land Bank; and, in general, shall discharge such other duties as may from time to time be assigned to him or her by the Board or the Chairperson.

ARTICLE VI NOTICE-WAIVERS-MEETINGS

6.1 Notice, What Constitutes. Whenever written notice is required to be given to any person under the provisions of the Articles, these Bylaws, or as amended, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or by telecopier, electronic mail or similar transmission to his or her address or telecopier number or other electronic address supplied by him or her to the Land Bank for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and time of the meeting and any other information required by applicable law or these Bylaws.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

6.2 Waivers of Notice. Whenever any written notice is required to be given under the provisions of the Articles, these Bylaws, Pennsylvania Land Bank Law, as amended, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by these Bylaws, neither the business to be transacted nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business, because the meeting was not lawfully called or convened.

6.3 Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the Board considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not enlarge its original purpose.

6.4 Exception to Requirement of Notice. Whenever any notice or communication is required to be given to any person of the provisions of the Articles, these Bylaws, as amended, or by the terms of any agreement or other instrument, or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required, and there shall be no duty to apply for a license or other permission to do so.

ARTICLE VII LIMITATION OF PERSONAL LIABILITY OF DIRECTORS

7.1 Limitation of Personal Liability of Directors. A Director of the Land Bank shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) The Director has breached or failed to perform the duties of his or her office as defined herein; and

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

7.2 Standard of Care and Justifiable Reliance.

(a) A Director of the Board shall stand in a fiduciary relationship to the Land Bank, and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she

reasonably believes to be in the best interests of the Land Bank, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) One or more officers or employees of the Land Bank whom the director reasonably believes to be reliable and competent in the matters presented;

(ii) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; and

(iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

(b) In discharging the duties of their respective positions, the Board, committees of the Board, and individual Directors may, in considering the best interests of the Land Bank, consider the effects of any action upon employees, upon persons with whom the Land Bank has business and other relations and upon Washington County, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this Section.

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Land Bank.

ARTICLE VIII - INDEMNIFICATION

8.1 Insurance. The Land Bank shall obtain insurance to defend and indemnify the Land Bank, the Directors and Officers of the Board and employees/staff members with respect to all claims or judgments arising out of their activities as Directors or employees or staff members. Insurance may be through coverage by the Land Bank.

8.2 Indemnification. The Land Bank shall indemnify and hold harmless, to the fullest extent not prohibited by law, each person who was or is made a party or is threatened to be made a party or is otherwise involved in (as a witness or otherwise), any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and whether or not by or in the right of the Land Bank or otherwise (“proceeding”) by reason of the fact that he or she, or a person of whom he or she is the heir, executor, or administrator, is or was a Director or Officer of the Land Bank, or where the basis of the proceeding is any alleged action or failure to take any action by the person while acting in an official capacity as a Member or Officer of the Land Bank, or in any other capacity on behalf of the Land Bank while that person was or is serving as a Member or Officer of the Land Bank, against all expenses, liabilities and losses, including but not limited to attorney’s fees, judgments, fines, taxes, or

penalties and amounts paid or to be paid in settlement (with or without court approval), actually and reasonably incurred by that person in connection with the proceeding.

8.3 The right of indemnification provided for in Section 12.2 of this Article shall only apply to the extent that the claims asserted in the threatened, pending or completed action, suit or proceeding are not covered by the Land Bank's insurance policies.

8.4 The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Land Bank for the expenses incurred in defending any such proceeding (or part of it) or in enforcing his or her rights under this Section in advance of the final disposition of the proceeding. Such payment shall be made promptly after receipt by the Land Bank of a request for payment stating in reasonable detail the expenses incurred. However, to the extent required by law, the payment of such expenses incurred by a Member or Officer of the Land Bank in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of that person, to repay all amounts so advanced if and to the extent it shall be ultimately determined by a court that he or she is not entitled to be indemnified by the Land Bank under this Section or otherwise.

8.5 The right to indemnification and advancement of expenses provided herein shall continue for a person who has ceased to be a Member or Officer of the Land Bank or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.

8.6 The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition and the right to payment of expenses conferred herein shall not be deemed exclusive of any other rights to which those persons seeking indemnification or advancement of expenses hereunder may be entitled by any bylaw, agreement, vote of the Board or otherwise, both as to actions in his or her official capacity and as to actions in any other capacity while holding that office. The Land Bank shall have the express authority to enter into such agreements or arrangements as the Board deem appropriate for the indemnification of and advancement of expenses to present or future Board and Officers, as well as employees, representatives or agents of the Land Bank in connection with their status with or services to or on behalf of the Land Bank.

ARTICLE IX MISCELLANEOUS

9.1 Checks. All checks, notes, bills of exchange, or other orders in writing shall be signed by any two of the following: Chairperson, Vice Chairperson, Secretary, Treasurer, RACW Executive Director, RACW Assistant Executive Director and RACW Chief Financial Officer, or such other individuals as may be appointed to do so by the Board.

9.2 Contracts. Contracts shall be signed by the Chairperson, Vice Chairperson, Secretary, Treasurer, RACW Executive Director, RACW Assistant Executive Director or RACW Chief Financial Officer.

9.3 Deposits. All funds of the Land Bank shall be deposited from time to time to the credit of the Land Bank in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by two or more officers or employees as the Board shall from time to time determine.

9.4 Records Required. There shall be kept at the office of the Land Bank an original or duplicate record of the proceedings of the Board, and the original or a copy of its Bylaws, including all amendments or alterations thereof to date, certified by the Secretary of the Land Bank.

9.5 Inspection. The Directors of the Land Bank Board shall have a right to examine, in person or by his or her agent or attorney, at any reasonable time or times for any reasonable purpose, the books or records of account, and records of the proceedings of the Officers, and make extracts therefrom.

9.6 Annual Report. The Board shall direct the Chairperson and Treasurer to present annually to the Board a report showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Land Bank as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(c) The revenue or receipts of the Land Bank, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Land Bank.

(d) The expenses or disbursements of the Land Bank, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Land Bank.

9.7 Amendment of Bylaws. These Bylaws may be amended or repealed, or new Bylaws may be adopted by a vote of two-thirds (2/3) of all Directors at any regular or special meeting. Such proposed amendment, repeal, or new Bylaws, or a summary thereof, shall be included in any notice of such meetings, whether regular or special, and said notice shall have been mailed to each member at least five (5) days prior to said meeting. Alternatively, these Bylaws may be amended by unanimous vote of the entire membership without prior notice.

