

BYLAWS
OF
TRI-COG LAND BANK

**(A Pennsylvania Land Bank Established under Chapter 21 of Title 68 of the
Pennsylvania Consolidated Statutes)**

Article I: Introduction

- 1.1 Name and Definitions of By-Laws: The name of the land bank is Tri-COG Land Bank (the “Land Bank”). These by-Laws constitute the code of rules adopted by the Board of Directors of the Tri-COG Land Bank (the “Board” or “Board Member”) for the regulation and management of its affairs.
- 1.2 Office: The office of the Land Bank shall be at the Steel Rivers COG office at 1705 Maple St, Homestead, PA 15120 or any COG office that is providing the Land Bank program services or staffing or such other location within the geographical boundaries of members of the Land Bank as may be designated from time to time by resolution.
- 1.3 Fiscal Year: The fiscal year of the Land Bank shall begin on January 1 and end on December 31 of that same year.

Article II: Purpose and Authorization

- 2.1 Purpose: The Land Bank addresses blight and transitions abandoned properties to beneficial reuse using a unified, predictable, and transparent process in order to revitalize communities and strengthen their respective tax bases.
- 2.2 Authorizing Documents: The Land Bank is authorized and organized in accordance with Act 153 of 2012, enacted by the Pennsylvania General Assembly and signed into law by the Governor on October 24, 2012, and codified at 68 Pa.C.S.A. § 2101 *et. seq.*, known as the “Land Banks Act;” and the Intergovernmental Cooperation Agreement made by and among taxing jurisdictions located in Allegheny County, Pennsylvania, acting on various dates pursuant to the authority granted by the authorizing ordinances and/or resolutions (the “ICA”), these Bylaws and Policies and Procedures inclusive of but not limited to the Governance Policy and Ethics Policy, as amended.

Article III: Membership Hallmarks, Adjustments and Jurisdiction

3.1 Land Bank Membership Hallmarks:

- a. As to any real property acquired, owned or conveyed by the Land Bank, the three taxing bodies within whose geographical jurisdiction said real property is located must be members of the Land Bank; and
- b. Land Bank Members are the three taxing bodies (Allegheny County, school districts and municipalities) within whose geographical jurisdiction any real property acquired, owned or conveyed by the Land Bank is located.
- c. Each Municipal Land Bank Member must be a member of a Council of Governments (COG) in Allegheny County, and
- d. School Land Bank Members are coordinated with the Municipal Land Bank Member that has overlapping geographical jurisdiction with the School District; and
- e. Every Member of the Land Bank must make an annual contribution to the Land Bank.

3.2 **New Members:** The Board approves new members of the Land Bank. A Land Bank Member that opts in after the establishment and formation of the Land Bank shall become a Party to the ICA and shall comply with procedures for new membership as specified in the Governance Policy.

3.3 **Member Elimination:** Members may be eliminated by termination or removal. Termination of membership is at the election of the member desiring termination and proceeds in accordance with member withdrawal procedures adopted by the Board. Members may be removed for failure to make timely payments of their annual contribution. Members may be removed for failure to comply with any provision of the Intergovernmental Cooperation Agreement.

3.4 **Land Bank Jurisdiction:** The jurisdictional boundaries of the Municipalities that are Land Bank Members are the jurisdiction of the Land Bank. The Land Bank may not own or hold real property located outside the Land Bank jurisdiction unless the real property was acquired by the Land Bank while the Municipality within which the real property is located was a Member of the Land Bank.

Article IV: Land Bank Governance

4.1 **Prerequisites to Membership:** A taxing body or local authority that desires to become a Member of the Land Bank must submit a written request to the Chair of the Land Bank to be approved for membership by the Land Bank Board.

4.2 **Advisory Committees:** In accordance with Section 5.3 of the ICA, a Municipal Advisory Committee and a School Advisory Committee shall:

- a. Elect and appoint certain members to the Board;
- b. Assist the Land Bank staff in the identification of prospective real estate acquisitions and dispositions; and
- c. Confer with the Board on the Board's acquisition and disposition recommendations and decisions.

- 4.3 The specific powers and procedures related to the purpose of the Advisory Committees shall be specified in the Governance Policy adopted by the Board.

Article V: Board of Directors

- 5.1 Board of Directors: 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 Commonwealth of Pennsylvania.
- 5.2 Duties of Directors: Board Members shall have a fiduciary duty to conduct the activities and affairs of the Land Bank in the best interests of the Land Bank, including the safekeeping and use of all Land Bank monies and assets, and shall discharge his or her duty in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances.
- 5.3 Compensation: Board Members shall receive no compensation for the performance of their duties. The Land Bank may reimburse members of the Board for actual and necessary expenses incurred in the discharge of their official duties on behalf of the Land Bank.
- 5.4 Composition: The Board shall consist of nine (9) members. They are two (2) appointees of the Municipal Advisory Committee, two (2) appointees of the School Advisory Committee, one (1) appointee of both Advisory Committees as the “Resident Representative”, three (3) appointees of both Advisory Committees as “Professional Representatives” and one (1) appointee of the Allegheny County Chief Executive. They are appointed in accordance with the ICA and the Governance Policy. The Board may modify the size of the Board as warranted.
- 5.5 Terms: The term of each Board Member shall be three years after the staggering of the first term. Board Members shall serve no more than two (2) consecutive terms.
- 5.6 Attendance requirement: Land Bank Board Members shall not be absent for more than three regularly scheduled meetings a year. Board members, from time to time, may participate in board proceedings via telephone or other electronic communication methods. A Board Member that participates via telephone or other electronic communication method must be able to be heard by everyone present, including the public. Additionally, the Board Member must be able to hear all the deliberations of the Board and comments of the public during the meeting. Board members who participate for the entire meeting via telephone or other electronic communication method shall be considered present for attendance purposes.
- 5.7 Board Vacancies and Re-appointments: A vacancy on the Board, whether caused by the death, resignation, removal, or ineligibility shall be filled in the same manner as the original appointment for the balance of the unexpired term. Likewise for the re-appointment of a Board Member to a 2nd consecutive term. Such vacancy or re-appointment shall be filled as soon as practicable. In the event a board member’s term expires, the board member may continue to serve until re- appointment or until the seat is filled by a new appointment.
- 5.8 Removal: Board members serve at the pleasure of their appointing entity and may be removed

by the appointing entity at any time with or without cause, or may be removed by action of the Board or pursuant to any other provision of Pennsylvania law.

- a. By appointing entity. A board member may be removed by the appointing entity at any time with or without cause by notifying the Land Bank in writing. When possible, written notice should be made at least 30 days prior to the date of removal.
 - b. By action of the Board.
 - i. A Board Member may give notice of another Board Member's failure to comply with any provision of any of the Land Bank's authorizing documents. Notice may be presented orally or in writing. Said notice shall be made a part of the Board's meeting minutes. If notice is not provided at a meeting, then notice will become part of the minutes of the next meeting of the Board.
 - ii. After the Board's approval of meeting minutes containing a Section 5.8(b)(i) notice, Land Bank staff will distribute the minutes to the Advisory Committees. The Board may act on a motion to remove a Board Member by a majority vote of the entire Board Members at the meeting following the meeting at which the Board approves the meeting minutes that includes the Section 5.8(b)(i) notice.
- 5.9 Resignation: A Board Member may resign at any time by giving written notice to the Board chair or the secretary. Such resignation shall take effect on the date of the receipt of such notice or any later time specified therein and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Article VI: Officers

- 6.1 Officers: The Board shall select annually from among their members a chair, vice chair, secretary, and treasurer. All officers must be voting members of the Board.
- 6.2 Election of Officers: The officers shall be elected annually by the Board, and each such officer shall hold his or her office until his or her successor has been elected and seated, or until his or her resignation or removal.
- 6.3 Duties of Chair: The Chair shall have general supervision of the business and affairs of the Land Bank. The chairperson shall act as Chair at each meeting of the Board of Directors.
- 6.4 Duties of Vice Chair: The Vice Chair shall, in the absence of the Chair, perform the duties of the Chair and shall perform such other duties and responsibilities as the Board of Directors may from time to time deem appropriate.
- 6.5 Duties of Secretary: The Secretary shall keep minutes of all meetings of the Board and shall give all notices of meetings of the Board. The Secretary shall have custody of all records, contracts, and agreements of the Land Bank and shall attend to such correspondence of the Land Bank as the Board shall direct. The duties of the Secretary may be delegated to appropriate staff personnel.

Duties of Treasurer: The Treasurer shall receive and have custody of all the monies and securities of the Land Bank and shall keep regular books of accounts. He or she shall deposit all monies in a bank to the credit and in the name of the Land Bank. The duties of the Treasurer may be delegated to appropriate staff personnel. All expenditures shall be made by the Treasurer on the authority of the Board or the Executive Committee.

Article VII: Meetings

- 7.1 Annual Meetings: The Board shall hold an annual meeting no later than January 31st of each year for the purpose of electing board officers.
- 7.2 Regular Board Meetings: Notices of Board Meetings must be posted and advertised at least three days in advance of the meeting and such notice shall include the date, time, and place of such meetings. The Board may adopt a schedule for regular meetings.
- 7.3 Regular Municipal Advisory Committee Meetings: Notices of Regular Municipal Advisory Committee Meetings must be posted and advertised at least three days in advance of the meeting and such notice shall include the date, time, and place of such meetings. The Municipal Advisory Committee may adopt a schedule for regular meetings. The Municipal Advisory Committee may meet jointly with the School Advisory Committee.
- 7.4 Regular School Advisory Committee Meetings: Notices of Regular School Advisory Committee Meetings must be posted and advertised at least three days in advance of the meeting and such notice shall include the date, time, and place of such meetings. The School Advisory Committee may adopt a schedule for regular meetings. The School Advisory Committee may meet jointly with the Municipal Advisory Committee.
- 7.5 Special session as convened by the Chair: The Chair of the Board may, when he/she deems it expedient, and shall, under the written request of the majority of the members of the Board, call a Special Meeting of the Board pursuant to Section 2105 (g) of the Land Banks Act. The call for a special meeting may be delivered to each member of the Board or may be mailed to the business or home address, or emailed to the email address of each member thereof two days or more prior to the date of such special meeting. No business shall be considered other than as designated in the call, but if all of the members of the Board are present at a special meeting, any and all business may be transacted at such special meeting.
- 7.6 Minutes and a record of its proceedings: The Board shall keep minutes and a record of its proceedings and all meetings of the Board shall comply with the provisions of the Sunshine Law, 65 Pa.C.S.A. Ch. 7 (relating to open meetings) and the act of February 14, 2008 (P.L.6, No.3), 65 P.S. §67.101 *et seq*, known as the Right-to-Know Law, pursuant to Section 2113 of the Land Banks Act.
- 7.7 Open to public: All Board meetings shall be open to the public and the Board shall allow for public comment in accordance with the Governance Policy.

Article VIII: Voting

- 8.1 Quorum: A majority of the board, excluding vacancies, constitutes a quorum. Physical presence is required.
- 8.2 Voting: Action of the Board must be approved by the affirmative vote of a majority of the Board present and voting except for action on matters in subsections a. and b. where a quorum is present board members may cast a vote via telephone. The board member must be able to be heard by everyone present, including the public. In addition, board members must be able to hear all the deliberation of the Board and comments of the public during the meeting. A Board Member may not vote by proxy. A Board Member may request a recorded vote on any resolution or action.
- a. Action of the board on the following matters must be approved by a majority of the entire board membership:
- i. Adoption of bylaws and policies for the conduct of the Land Bank's business;
 - ii. Hiring or firing of any employee of the Land Bank;
 - iii. Hiring or firing of any contractor of the land bank provided, however, that this function may, by majority vote of the total board membership, be delegated to a specific officer of the Board or committee or staff of the Land Bank, under such terms and conditions and to the extent that the Board may specify;
 - iv. Incurring of debt;
 - v. Adoption or amendment of the annual budget;
 - vi. Sale, lease, encumbrance or alienation of real property, improvements or personal property in excess of \$25,000.
 - vii. Discharge and extinguishment of liens or claims for real estate taxes to one or more of the parties on real property acquired by the Land Bank.
- b. A resolution relating to dissolution of TCLB must be approved by two-thirds of the entire Board membership.

Article IX: Committees

- 9.1 Executive Committee: An Executive Committee shall be formed consisting of the Chair, Vice-Chair, Secretary and Treasurer, and shall oversee the operations of the Land Bank.
- 9.2 Establishment of Committees as Needed: Other committees, whether ad hoc, working groups, task forces, may be established by the Board as needed.

Article X: Staff

- 10.1 The Board of Directors may employ or enter into a contract for an executive director, counsel and legal staff, technical experts and other individuals and may determine the qualifications and fix the compensation and benefits of those employees.

- 10.2 Executive Director: The Board may retain an executive director. The executive director shall administer the Land Bank in accordance with the operating budget adopted by the Board and Policies, other applicable governmental procedures and policies and the Intergovernmental Cooperation Agreement. The executive director shall be responsible for the day-to-day operations of the Land Bank, the control, management, and oversight of the Land Bank's functions, and supervision of all Land Bank employees and contracted services. All terms and conditions of the executive director's length of service, powers, duties and responsibilities shall be specified in a written contract between the executive director and the Board, provided that the executive director shall serve at the pleasure of the Board. The Board may delegate to the executive director any powers or duties it considers proper, under such terms, conditions and to the extent that the Board may specify.
- 10.3 Staff: The professional staff of the Land Bank shall be persons who have demonstrated special interest, experience or education in urban planning, community development, real estate, law, finance, accounting or related areas. The Executive Director shall be responsible for all personnel of the land bank and their proper and efficient conduct. He/she shall hire all personnel, subject to approval by the Board of Directors. He/she shall have the authority to recommend discharge of any employee to the Board of Directors.

Article XI: Code of Ethics

- 11.1 State Ethics' Acts: Members of the Board and employees of the Land Bank are bound by the provisions of the Pennsylvania Public Officials and Employee Ethics Act, 65 Pa. C. S. §§ 1101-1113 (the "Ethics Act") and shall be subject to the act of July 19, 1957 (P.L.1017, No. 451), known as the State Adverse Interest Act (71 P.S. §776.1 *et seq*).
- 11.2 Supplemental Ethical Obligations: The Board shall also adopt supplemental ethical guidelines for its members and Land Bank employees and agents, including rules addressing and protecting against potential conflicts of interest.

Article XII: Limitation of Personal Liability of Board Members

- 12.1 Monetary damages limitation: A Board Member shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
- a. The Board Member 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.
- 12.2 Criminal and Payment of Taxes limitation: The provisions of this Section shall not apply to (a) liability of a Board Member pursuant to any criminal statute, or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.
- 12.3 Standard of Care and Justifiable Reliance:
- a. A Board Member shall stand in a fiduciary relationship to the Land Bank and shall perform his or her duties as a Board Member, 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 Board Member 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 Board Member reasonably believes to be reliable and competent in the matters presented;
 - ii. counsel, public accountants or other persons as to matters which the Board Member reasonably believes to be within the professional or expert competence or 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 Board Member reasonably believes to merit confidence.
- b. A Board Member shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted
 - c. In discharging the duties of their respective positions, the Board, committees of the Board and individual Board Members may, in considering the best interests of the Land Bank, consider the effects of any action upon employees, upon person with whom the Land Bank has business and other relations and all other pertinent factors. The consideration of those factors shall not constitute a violation of this Section.
 - d. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Board Member or any failure to take any action shall be presumed to be in the best interests of the Land Bank.

Article XIII: Insurance and Indemnification

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

13.2 Indemnity

- a. The Land Bank shall indemnify any person who was or is a Board member, employee or agent of the Land Bank against all reasonable costs and expenses (including without limitation judgments, penalties, fines, amounts paid in settlement, etc.) incurred in any actual or threatened investigation or proceeding (whether civil, criminal, administrative or otherwise) if such person, acting within the scope of his or her office or duties as a Board member, employee, consultant or agent of the Land Bank, (i) acted in good faith, and (ii) in a manner such person believed to be in the best interest of the Land Bank, and (iii) with respect to criminal matters, without knowledge that such actions were unlawful. As to (i) and (ii) above, it shall be presumed that a person acted in good faith and in a manner such

person believed to be in the best interest of the Land Bank unless and until it shall be finally adjudged that such person acted in a manner which such person knew or reasonably should have known not to be in good faith or in the best interests of the Land Bank; or the Land Bank shall determine that such person acted in a manner which such person knew or reasonably should have known not to be in good faith or in the best interests of the Land Bank, and shall have received the opinion of its independent counsel that indemnification may be improper under the circumstances. As to (iii) above, a conviction or judgment (whether after trial or based on a plea of guilty or nolo contendere or otherwise) shall not be deemed an adjudication adverse to the person to be indemnified unless it shall also be adjudged in such conviction or judgment that such person knew or reasonably should have known such actions to be unlawful.

- b. It is the intent and obligation of the Land Bank to indemnify each former and present Board member, employee or agent in accordance with this indemnity provision to the maximum extent permitted by law. If any portion of this Article XII is declared to be illegal or unenforceable, then the remaining portions of this Article XII shall be interpreted so as to provide the maximum indemnity permitted by law.
- c. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition and the right of payment of expenses conferred herein shall not be deemed exclusive of any other rights to which those persons seeking indemnification of advancement of expenses hereunder may be entitled by any by law, 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 deems 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.
- d. Any person entitled to indemnity pursuant to this Section 12.2 shall, as a precondition to such indemnity, inform and consult with the Land Bank prior to incurring any cost or expense for which indemnity is requested. Payment of expenses to be indemnified shall be made as and when incurred by the person to be indemnified, except as otherwise directed by the Land Bank.

13.3 Additional Rights: The obligations of the Land Bank as set forth in this Article XII shall:

- a. be in addition to and supplemental to any rights of indemnity pursuant to any insurance contracts;
- b. be in addition to and supplemental to any right of indemnity pursuant to the "Sovereign Immunity Act", the "Political Subdivisions Tort Claims Act" or any other right to indemnity; and
- c. not constitute a waiver of any immunity which might be available to the person entitled to indemnity.

13.4 Obligation to Cooperate: The obligations of the Land Bank under this Article XII are conditioned upon the cooperation with the Land Bank of the person benefited by the provisions of this Article XII; and in the event such person shall fail or refuse to cooperate with the Land Bank as

reasonably requested by the Land Bank, then the Land Bank may recover all costs and expenses expended on behalf of such person.

Article XIV: Nondiscrimination

- 14.1 Nondiscrimination: The Land Bank shall comply with all applicable laws prohibiting discrimination. The Land Bank shall be committed to assure that the public body, its Board members, its staff and those under its direction and control shall provide services in a manner that does not discriminate against an individual because of religion, race, color, national origin, age, sex, sexual orientation, height, weight, marital status, partisan considerations, disability or genetic information. The Land Bank shall not fail or refuse to hire, recruit, promote, demote, discharge or otherwise discriminate against an individual with respect to employment, compensation, or a term, condition or privilege of employment because of religion, race, color, national origin, age, sex, sexual orientation, height, weight, marital status, partisan considerations, disability or genetic information.

Article XV: Document Retention Policy

- 15.1 Document Retention: The Land Bank shall enact a policy providing for the systematic review, retention, and destruction of documents received or created by the Land Bank in connection with the transaction of its business. This policy shall cover all records and documents, regardless of physical form (including electronic documents), and contain guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate the Land Bank's operations by promoting efficiency and freeing up valuable storage space.

Article XVI: Amendment

- 16.1 Bylaws Amendment: Notice of proposed alteration, amendment or repeal of these Bylaws shall be given in writing to each member at least ten (10) days prior to the meeting at which action thereon is to be taken. Such notice must include the wording of the proposed change to the Bylaws. Changes to the bylaws must receive approval by affirmative vote of the majority of the Board.

Article XVII: General

- 17.1 Seal: The Land Bank shall have a corporate seal in the form of a circle containing the name of the Land Bank, the year of its incorporation and such other details as may be approved by the Board.
- 17.2 Land Bank Purposes Restrictions: Notwithstanding any other provision of these Bylaws to the contrary only such powers shall be exercised as are in furtherance of the purposes of the Land Bank and as may be exercised by a land bank organized pursuant to Chapter 21 of Title 68 of the Pennsylvania Consolidated Statutes ("Land Bank Act"). Upon amendment of the Land Bank Act, any provision of these Bylaws which is rendered inconsistent with such amendment shall, without further action of the Board, be deemed void and rescinded.