

**BY-LAWS  
OF  
ERIE COUNTY LAND BANK**  
(A Pennsylvania Public Body Corporate and Politic  
Established under Chapter 21 of Title 68 of the Pennsylvania Consolidated Statutes)

**ARTICLE I  
PURPOSE**

**Section 101.** The Erie County Land Bank (“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 4, 2012 and By Erie County Ordinance Number 3, 2018. 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.

**Section 102.** The Land Bank will acquire, hold, and transfer interest in real property throughout Erie County as approved by the Board of Directors for the following purposes: to deter the spread of blight; to promote redevelopment and reuse of vacant, abandoned, and tax-delinquent properties; to support targeted efforts to stabilize neighborhoods; to stimulate residential, commercial and industrial development; all in ways that are consistent with goals and priorities established by this Ordinance, local government partners and other community stakeholders.

**ARTICLE II  
BOARD OF DIRECTORS**

All personnel, facilities, equipment, and supplies within the Erie County Land Bank (“Land Bank”) shall be governed by a Board of Directors as provided herein.

**Section 201. Number of Board Members:** The Land Bank shall be governed by a Board of Directors comprised of nine (9) members. The Board of Directors of the Land Bank shall not have authority to modify the size of the Board under any provision of the Bylaws of the Land Bank.

**Section 202. Appointments:** Erie County Council shall appoint the seven (7) members to the Board of Directors, with each member of County Council having one appointment. The County Executive shall appoint two (2) members of the Board of Directors with the advice and consent ~~of County,~~ Council.

**Section 203. Qualifications:** Members shall include individuals with expertise in relevant areas, including but not limited to planning, real estate, open space, housing, community development, architecture and/or particular knowledge of conditions and needs in neighborhoods with significant rates of vacant and/or ~~publicly-owned~~ publicly owned properties.

**Section 204. Term of Board Members:**

The term of office for appointed members of the Board of Directors of the Erie County Land Bank shall be five (5) years. Terms of the board members shall be staggered. The first appointments from the Board shall be for the following terms:

- County Council District 1 appointee: 4 years
- County Council District 2 appointee: 3 years
- County Council District 3 appointee: 2 years
- County Council District 4 appointee: 1 year
- County Executive appointee: 5 years
- County Council District 5 appointee: 2 years
- County Council District 6 appointee: 1 year
- County Council District 7 appointee: 3 years
- County Executive appointee: 4 years

**Section 205. Service After Expiration of Term:** Members of the Board of Directors shall continue to serve until their successors have been appointed and qualified.

**Section 206. Compensation and Expenses:** Members of the Board of Directors shall serve without compensation and may seek reimbursement for expenses associated with the duties relating to Land Bank activities.

**Section 207. Ethical Standards:** Members of the Board of the Land Bank and its employees shall be subject to the Act of July 19, 1957 (P.L. 101), No. 451, known as the State Adverse Interest Act and the ethical standards and disclosure requirements of 65 Pa.C.S. Chapter 11 and ~~the any other supplemental following rules and guidelines of the Board, adopted by the Board of the Land Bank.~~

**Commented [CM1]:** Expanding to include behavior such as trespassing on property, contacting staff at their personal residence, poor behavior at board meetings, etc - here or in Section 210?

(a) Board Directors shall comport themselves at all public meetings and in executive session with respect for other Board Directors and the public. Debate of all topics is necessary and welcome however, a Board Director's behavior shall not be disruptive, demeaning, or threatening.

(b) Board Directors shall communicate with all Land Bank employees and staff via their @eriecountylandbank.org email account or phone call to their Land Bank telephone during normal working hours.

(c) Board Directors shall contact the Land Bank office if he/she wishes to view a property. Board Directors shall not enter upon properties owned by the Land Bank without first notifying the Executive Director or his/her designee.

(d) Sanctions and Removal: Where a Board Director has violated 207(a)-(c) and after a written request to cease the offending behavior the Board shall send a formal letter sanctioning the Board Director. A second offense shall result in a public reprimand of the Board Director and removal from committees. A third offence shall result in a vote to remove the Board Director by a two-thirds (2/3) vote of the Board of Directors.

**Section 208. Required Attendance at Meetings:** A member who fails to attend three (3) consecutive meetings of the Board, without good cause, may be removed by a majority vote of the entire Board of Directors at any time up to sixty (60) days after the date of the third (3rd) missed

meeting. The Board shall request the appointing authority for that member to appoint a new member.

**Section 209. Resignation:** Any member of the Board may resign at any time by giving written notice to the Chair or the Secretary. If such resignation is made in writing, it shall take effect on the date and time specified in the notice or, if no time is specified, the resignation shall take effect as of the date and time of its receipt by the Chair or the Secretary. Any member of the Board may resign by giving oral notice to the Board at a meeting at which a quorum (excluding the resigning member) is present. Any resignation delivered in this manner shall take effect as of the date and time of such notice. The Secretary shall promptly notify that member's appointing authority of the resignation.

**Section 210. Removal:** In addition to removal as permitted in Section 209, a member may be removed from the Board by a two-thirds vote of the entire Board of Directors held at a regular Board meeting for conviction of a felony, misdemeanor involving moral turpitude, or a violation of the ethical standards adopted by the Board. A member who resigned removed under Section 209 or was removed under this Section 210 or Section 207 shall be ineligible for reappointment to the Board unless the reappointment is confirmed unanimously by the entire Board of Directors.

**Section 211. Vacancies:** Any vacancy in the Board of Directors of the Land Bank shall be filled for the balance of the unexpired term by appointment by the County Executive or the member of County Council who had made the appointment for the position for which the vacancy exists.

**Section 212. Delegation and Staff:** The Board 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. The Board Land Bank may arrange for any such staff in conjunction with the Planning Department of the County of Erie or other partnering public entities. The Board may delegate its authority to dispose of interests of the Land Bank in real property to staff of the Land Bank except in the following circumstances:

- (a) the proposed terms of the transaction conflict with the Land Bank's published policies or procedures;
- (b) the transferee has a significant history of tax or water delinquencies; owning property maintained property maintained in a condition that violates applicable municipal codes; or failing to redevelop properties previously acquired from Erie County Municipalities or other local public agencies; or
- (c) when otherwise required by state law.

**Commented [CM2]:** First violation of new rules consequences, second and third. Letter sent, next publicly reprimanded at a meeting, removal from committee, finally removal from board as discussed.

**Commented [CM3]:** At some point I think we need to specify what they want the ED to do. Clear division of labor. Could be here or in my contract, or both.

### ARTICLE III OFFICERS

**Section 301. Officers.** The officers of the Board shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer and other such officers as the determined by the Board and elected in accordance with this Section.

**Section 302. Election and Term :-of Office. Officers of the Board shall be elected annually by the Board.**

The Board shall elect from among its members a Chair, Vice Chair, Secretary, Treasurer and other officers as the Board determines at the first meeting of the calendar year. The officers so duly elected shall hold office for one year or until their successors are appointed and qualified. Any officer may be removed from office by a majority vote of the entire Board of Directors for failure to fulfill his or her duties as an officer. Any board members interested in serving as an officer will notify the Secretary of the board thirty days in advance of the first calendar meeting of the year. The secretary or additional personnel will prepare ballots to be sent to board members via e-mail no later than two weeks prior to the first meeting of the year. Board members will return this e-mail ballot to the secretary or additional personnel no later than one week prior to the first meeting of the calendar year. The Chair will report on the results of the election. These results will be approved through a roll call vote at the first meeting of the calendar year.

**Commented [CM4]:** This typically happens in April or May after the Audit

**Commented [JMM5R4]:** We will make it annually.?

**Commented [JMM6]:** To confirm, successors are appointed by the other members of the board and not elected.

**Section 3033. Chair:** The Chair shall have general oversight and supervision of the activities and operations of the Land Bank. The Chair shall preside at all meetings of the Board, perform such other duties as may be assigned to him or her from time to time by the Board and perform all the duties of the office as provided by law or these By-Laws. Except for delegations of authority permitted by the Board, the Chair or Vice Chair shall sign all contracts, deeds and other instruments made by the Land Bank together with either (a) the Secretary or an Assistant Secretary or (b) the Treasurer or an Assistant Treasurer. At each meeting, the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business, affairs and policies of the Land Bank.

**Commented [CM7]:** We have a nominating committee that meets at the beginning of the year, and then meets before the election meeting to compile a list of candidates that would be a good fit for the officers. This then goes to the Governance Committee, and then goes to the board for elections.

**Commented [JMM8R7]:** To confirm what you have set forth above is the process. The process is not what is currently in the Bylaws.

**Section 3034. Vice Chair:** The Vice Chair shall perform all the duties of the Chair in the absence, death, resignation, removal or incapacity of the Chair; and in any such case, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Board shall appoint a new Chair.

**Commented [CM9]:** This may need to be in there, but they are delegating most of this to me. We should have a resolution every year for the ED to be allowed to sign. We have not done that yet.

**Section 3045. Secretary:** The Secretary, or the Board's designee shall supervise the preparation and maintenance of the books and records of the Land Bank, shall supervise the preparation of minutes and record the votes of and attendance at all meetings of the Board and its committees, shall supervise the service of all notices required to be given by the Land Bank, shall maintain a current list of the members, shall supervise the preparation and maintenance of a record of the proceedings of the Board and its committees in a journal of proceedings to be kept for such purpose, and shall perform all other duties incident to the office of Secretary and such other duties as may be assigned to him or her by the Board or the Chair. The Secretary shall ensure the safe custody of the seal of the Land Bank which may be affixed to all proceedings and resolutions of the Board and to all contracts, deeds and other instruments executed by the Land Bank.

**Commented [CM10]:** Currently the Administrative Assistant and/or the ED complete these tasks, and all records are kept in the Land Bank offices. We are willing to continue doing it, but we should probably have something saying it can be delegated to staff? I doubt Jim (our current secretary) wants to take on these duties.

**Section 3056. Treasurer:** The Treasurer, or the Board's designee shall have general supervisory authority over the financial affairs of the Land Bank. The Treasurer, or such other person as authorized by resolution of the Board, shall (i) supervise the preparation and maintenance of the annual report of the Land Bank, (ii) supervise the filing of all required financial tax returns and other regulatory reports, (iii) be responsible for the care and custody of all funds of the Land Bank

and deposit the same in the name of the Land Bank in such bank or banks as the Board may select, (iv) sign all orders and checks for the payment of money, and shall pay out and disburse such monies under the direction of the Board, (v) keep regular books, written or computerized, of accounts showing receipts and expenditures, and (vi) render to the Board, when requested, an account of the Treasurer's transactions and also of the financial condition of the Land Bank. Except as otherwise authorized by resolution of the Board, all such orders and checks shall be countersigned by the Chair or Vice Chair. The Treasurer shall perform such other duties as may be assigned to him or her by the Board or the Chair.

**Commented [CM11]:** Again, Jack is the primary signer, and he has access to things, but most tasks are carried out by Staff

**Commented [CM12]:** Completed by staff except the counter-signing, which will be done by myself if we finally convert to ACH debits, but checks are signed by one of the bank signers (Officers/ members of Governance Committee)

**Section 3067. Terms:** Each officer shall serve for a term of one year. An officer may serve for up to five consecutive terms in that position. After which time, the board member may serve in a different officer position.

**Section 3078. Additional Personnel:** The Land Bank may engage through a management agreement an executive director, counsel and legal staff, technical experts and other individuals and may approve the qualifications, compensation and benefits of those performing such services for the Land Bank. Such individuals shall be deemed to be staff of the Land Bank.

#### ARTICLE IV EXECUTIVE DIRECTOR

Section 401. The Executive Director's shall be responsible for the day-to-day operations of the Land Bank including but not limited to:

- (a) Executive Duties and Board Management
- (b) Properties
- (c) Programs
- (d) Marketing
- (e) Office Management
- (f) Accounting
- (f) Grant Writing

Section 402. The Board, by the adoption of these Bylaws, hereby delegates its authority to hire, fire and manage employees of the Land Bank to the Executive Director. The Board shall be notified in advance prior to the firing of an employee with or without cause.

Section 403. The Executive Director shall be a non-voting member of the Board of Directors.

#### **ARTICLE IV** **MEETINGS**

**Section 5401. Presence:** Members may only attend and participate in meetings of the Board by being physically present or by use of conference telephone or similar communications equipment, or any Internet application, which allows all persons participating in the meeting to hear each other at the same time. No member of the Board may vote by proxy.

**Section 54022. Public Notice:** Public notice of meetings involving official action and deliberations by a quorum of the Board shall be given, and such meetings shall be held, in compliance with the Sunshine Act, 65 Pa. C.S.A. §§ 701-716.

**Section 45033. Regular Monthly Meetings:** A regular meeting schedule shall be determined by the board members in the first meeting of the calendar year. Regular meetings shall be held at such dates and times as are adopted. No notice to members shall be required for any such regular meeting of the Board.

**Section 45044. Special Meetings:** The Chair may, when he or she deems it expedient, and shall upon the written request of a majority of the entire Board of Directors, call a Special Meeting of the Board for the purpose of transacting any business designated in the call. The call for a Special Meeting may be mailed (via electronic mail) or delivered to each member of the Board or may be mailed (via regular mail) to the business or home address of each member. Such notice must be sent in a manner ensuring that it will be received at least 24 hours in advance of the time of the Special Meeting and advertised in accordance with the Pennsylvania Sunshine Act. The call shall state the purposes, time and place of the Special Meeting and that no business shall be considered other than as designated in the call.

**Section 45055. Emergency Meetings:** No public notice is necessary for Emergency Meetings of the Board called for the purpose of dealing with a real or potential emergency involving a clear and present danger to life or property.

**Section 45066. Waivers of Notice:** Notice of a Special or Emergency Meeting need not be given to any member who submits a signed waiver of notice either before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

**Section 45077. Place of Meetings:** The Board may hold its meetings at such place or places as the Chair may from time to time determine.

**Section 508. Meetings Held Electronically; Virtual Meetings:** Meetings of the Board may be conducted through use of Internet meeting services provided a quorum is present at the meeting. All electronic or virtual meetings shall be subject to the rules governing all in-person meetings.

**Section 45089. Quorum, Manner of Acting, and Adjournment:**

(a) A quorum shall be necessary for the transaction of any business by the Board of Directors. A majority of the Members of the Board of Directors, excluding vacancies on the Board, shall constitute a quorum. The Board of Directors shall act by a ~~roll call~~ majority vote of the Members at a meeting at which a quorum is present. Except as set forth below, all actions of the Board may be taken by a vote of the majority of the members present and voting at any meeting where a quorum exists. Every Board Director shall be entitled to one vote. Action of the Board on the following matters must be approved by a majority of the entire Board of Directors (i) adoption, repeal or amendment of By-Laws, (ii) adoption, repeal or amendment of rules governing the conduct of the Land Bank, (iii) hiring or firing of an employee or contractor of the Land Bank (this function may, by majority vote of the entire Board of Directors, be delegated by the Board to a

~~specified officer or committee of the Land Bank~~, (iiiiv) incurring of debt, (iv) adoption or amendment of the annual budget, (vi) sale, lease, encumbrance or alienation of real property or personal property, (vii) approval of the minutes. A resolution relating to dissolution of the Land Bank must be approved by a vote of two-thirds of the entire Board of Directors. A member may request a recorded vote on any resolution or action of the Land Bank.

**Commented [CM13]:** If we are going to give the ED the right to hire/fire, we should be consistent.

(b) The Board of Directors shall act only as a Board and each individual Director shall have no power as such, except that any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Land Bank.

(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 the seated Board.

**Section 510. Confidentiality:** All Board Directors, officers, 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 own gain.

**Section 450910. Committees:** The Board by resolution passed by a majority vote of the entire Board of Directors may designate one or more standing, advisory, and ad hoc committees, with each committee consisting of one or more members. The Board may designate one or more members as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member to act at the meeting in place of such absent or disqualified member. Members of advisory committees may include members and individuals who are not members. Each committee of the Board shall serve at the pleasure of the Board.

(a) Standing committees shall not transact business of the Land Bank. Standing committees consider, investigate and recommend action to be taken by the Board of Directors. Such actions are moved forward to the Board of Directors by a majority vote of the committee members.

(b) A majority of Board Directors designated to a committee shall constitute a quorum for the transaction of business, and an act of the majority of the members of the committee shall be the acts of the committee.

(c) The Board establishes the following standing committees:  
(i) Personnel Committee  
(ii) Governance Committee  
(iii) Nominating Committee

**Section 45101. Minutes:** Minutes of all meetings of the Board of Directors and its Committees shall be made and maintained.

**Section 54142. Voting:** Each Board member present at a meeting and eligible to vote shall cast a vote on all issues that come before the Board. The Board President may call for a Roll Call vote at his or her discretion. All voting will be done by Roll Call Voting. Voting may occur if a member is present according to section 4501. Voting shall not be allowed via email except for what is allowed in Section 301.

**Section 513. Abstention from Voting.** A Board Director shall be required to abstain from voting when the issues involves either one of the following:

(a) A conflict of interest under the Ethics Act. Prior to the vote being taking the Board Director shall verbally disclose the nature of the conflict in public, and shall also provide the Board Secretary with a written memorandum stating the nature of the conflict, which shall be attached to the Board minutes as a public record.

(b) Immediate Family or Relative. Immediate family member shall mean parent, spouse, child, or sibling. Relative shall mean stepchild, grandchild, niece or nephew, or mother-in-law, father-in-law, sister-in-law, brother-in-law, uncle or aunt.

(c) Business with which associated. Any business in which the Board Director, their immediate family or relative is a director, officer, owner, or has a financial interest.

## **ARTICLE VI** **BIDDING**

The Land Bank is subject to the bidding thresholds for local government agencies as set forth by the Pennsylvania Department of Labor and Industry in the Pennsylvania Bulletin.

## **ARTICLE VII** **LEGAL REPRESENTATION, INDEMNIFICATION OF BOARD MEMBERS** **AND EMPLOYEES, AND INSURANCE**

### **Section 5701. Legal Representation:**

- (a) The Land Bank upon written request shall provide legal representation to any person who was or is a Board member, employee or agent of the Land Bank when an action is threatened or brought against such person and the acts or omissions which gave rise to the claim were within the scope of the office or duties of such person, unless or until there is a judicial determination that such acts or omissions were not within the scope of the office or duties of such person.
- (b) If, pursuant to Section 501(a) above, the Land Bank does not provide legal representation, the Land Bank shall reimburse any present or former Board member, employee or agent of the Land Bank for reasonable expenses of such person's legal defense if there is a judicial

**Commented [CM14]:** We don't do this now, but we will start on July 31.

**Commented [CM15R14]:** I believe there was a motion back in the day to waive this, but if we need a new one to reinstate it, just let me know.

**Commented [JMM16R14]:** You are not required to do a roll call vote and if you're not always voting by Roll Call then we should change this. It is acceptable for the Board president to ask for a yay or nay vote. If it is unclear, or you don't think someone is voting then you can chose to do a roll call vote.

**Commented [JMM17]:** Do you have a procedure for a board member abstaining from a vote. For example, if there was a conflict of interest.



determination that the acts or omissions were, or that such person in good faith reasonably believed that such acts or omissions were, within the scope of such person's office or duties; provided, however, that the Land Bank need not reimburse such person when there is a judicial determination that such acts or omissions constituted a crime, fraud, malice or willful misconduct. In any instance where the Land Bank provides legal representation to a present or former Board member, employee or agent of the Land Bank, the Land Bank shall assume exclusive control of the defense. If legal counsel provided by the Land Bank determines that the interests of the Land Bank and the present or former Board member, employee or agent are conflicting, the Land Bank shall obtain the written consent of such person to continue such representation notwithstanding any such conflict or supply independent representation.

**Section 5702. 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 acted, (i) in good faith, (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 V is declared to be illegal or unenforceable, then the remaining portions of this Article V shall be interpreted so as to provide the maximum indemnity permitted by law.
- (c) Any person entitled to indemnity pursuant to this Section 502 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.
- (d) To be eligible for defense and indemnification, a Land Bank Board Member shall be obligated to:

~~ii. Notify, within five days of receipt, the Board Chair of the Land Bank, and the Director of Erie County Planning who will also notify the Executive Director of the Redevelopment Authority of the County of Erie, about any claim made against the Member and deliver all written demands, complaints and other legal papers received with respect to such claim.~~

Cooperate during the investigation and defense of any claim against the County, the Land Bank or any Member of the Land Bank, including, but not limited to, preparing for and attending depositions, hearings and trials and otherwise  
ii. assisting in securing and giving evidence.

**Commented [CM18]:** I'm confused as to how the county planning and RDA are drawn into this. If it needs to be this way, could it be explained to me so I better understand it please?

**Commented [JMM19R18]:** We removed this. At one time the ECLB did report to the County and the RDA. However, the ECLB is its own entity and is not required to notify the County or the RDA.

**Section 5704. Insurance:** Land Bank shall obtain insurance to defend and indemnify the Land Bank and the Members of the Board of Directors with respect to any eligible claims or judgments arising out of their activities as Board Members with respect to all eligible negligence claims, and claims or judgments arising out of Land Bank activities performed on behalf of the Land Bank or County. ~~Insurance shall be through coverage by the County of Erie.~~

**Commented [CM20]:** We have always paid for this insurance ourselves, I believe. I can have copies of our insurance policies available if needed.

**Section 5705. Additional Rights:** The obligations of the Land Bank as set forth in this Article V 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 not constitute a waiver of any immunity which might be available to the person entitled to indemnity.

#### **ARTICLE VII AMENDMENT**

Except as provided in Section 9703, notice of such proposed alteration, amendment or repeal of these By-Laws 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 By-Laws.

#### **ARTICLE IX GENERAL**

**Section 9701. 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.

**Section 9702. Fiscal Year:** The Fiscal Year of the Land Bank shall begin on January 1 and end on December 31 of the same year.

**Section 9703. Land Bank Purposes Restrictions:** Notwithstanding any other provision of these By-Laws 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") and Ordinance No. 3, 2018 of the County of Erie (the "Land Bank Ordinance"). Upon amendment of the Land Bank Act or

the Land Bank Ordinance, any provision of these By-Laws which is rendered inconsistent with such amendment shall, without further action of the Board, be deemed voided and rescinded.

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