

**BY-LAWS OF THE
LACKAWANNA COUNTY LAND BANK**

ARTICLE I - THE BOARD OF DIRECTORS

Section 1. Name of Board. The name of the Board of Directors shall be as specified in Ordinance No.239 of 2015 of the Board of Commissioners of Lackawanna County, to wit: BOARD OF DIRECTORS OF THE LACKAWANNA COUNTY LAND BANK.

Section 2. Office of Board. The office of the Board of Directors shall be at: 135 Jefferson Avenue, 2nd Floor, Scranton PA 18503.

ARITICLE II - OFFICERS

Section 1. Officers. The officers of the Board shall consist of the Chair, Vice-Chair, Secretary and Treasurer. The Chair shall be appointed by the Lackawanna County Commissioners. The Vice Chair, Secretary and Treasurer are to be elected by the Board from the members of the Board. Officers shall serve for the period of time as defined in the authorizing legislation.

Section 2. Chair. The Chair shall preside at all meetings of the Board. Except as resolved by resolution of the Board, the Chair shall sign all contracts, deeds and other instruments made by the Board. At each meeting, the Chair shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Board.

Section 3. Vice-chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair; and in the case of the resignation or death of the Chair, the Vice-chair shall perform such duties as are imposed upon the Chair until such time as the Lackawanna County Commissioners appoint a new Chair.

Section 4. Secretary. The Secretary shall keep the records of the Board, shall act as Secretary of the meetings of the Board and record all votes, and shall keep a record of the proceedings of the Board in a journal of proceedings to be kept for such purpose, and shall perform all duties incidental to this office.

Section 5. Treasurer. Except as otherwise authorized by resolution of the Board, the Treasurer shall have the care and custody of all funds of the Board and shall deposit and invest the same in the name of the Board in such financial institutions and instruments as the Board shall select. The Treasurer shall sign all orders and checks for the payment of money, and shall pay out and disburse such monies under the direction of the Board. Except as otherwise authorized by resolution of the Board, all such orders and checks shall be countersigned by the Chair or the Executive Director. The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall render periodically to the Board an account of his or her transactions and also the financial condition of the Board.

Section 6. Additional Duties. The officers of the Board shall perform such other duties and functions as may from time to time be required by the Board or the By-Laws or rules and regulations of the Board, or as directed by legislation from the Board of Commissioners or the Commonwealth of Pennsylvania.

Section 7. Election. The Vice-chair, Secretary and Treasurer, shall initially be elected at the first meeting of the Board and thereafter at the annual meeting of the Board and shall hold office for one year or until their successors are elected and qualified.

Section 8. Vacancies. Should the office of Vice-chair, Secretary, or Treasurer become vacant, the Board shall elect a successor as soon as feasible preferably at the next meeting, and such election shall be for the unexpired term of said office.

Section 9. Additional Personnel. The Board may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions, as prescribed by the ordinances of the Board of Commissioners of Lackawanna County and the laws of the Commonwealth of Pennsylvania, applicable thereto. The selection, duties and responsibilities, and compensation of such personnel shall be determined by the Board, subject to the laws of the Commonwealth of Pennsylvania.

Section 10. Removal: The Board may remove any member for cause by two-thirds (2/3) vote of all members then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the member proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The member shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice. Any member who shall have been absent from three (3) consecutive regular meetings of the Board of Directors without just cause as determined by the Board of Directors shall automatically vacate the seat on the Board and the vacancy shall be filled as provided by Lackawanna County Ordinance #239, dated June 17, 2015.

ARTICLE III - MEETINGS

Section 1. Annual Meetings. The Annual Meeting of the Board shall be held on the second Friday of January at 1:00 p.m. at the regular meeting place of said Board. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding business day.

Section 2. Regular Meetings. Notices of Regular Meetings must be posted and advertised at least five days in advance of the meeting and such notice shall include the date, time, and place of such meetings.

Section 3. Special Meetings. The Chair of the Board may, when the Chair deems it expedient, and shall, under the written request of a majority of the Board, call a Special Meeting of the Board for the purpose of transacting business designated in the call. 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.

Section 4. Roberts Rules. All Annual, Regular and Special Meetings shall be conducted according to Roberts Rules of Order.

Section 5. Quorum. At all meetings of the Board a majority of the seven members of the Board shall constitute a quorum for the purpose of transacting business; provided, however, that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 6. Order of Business. The order of business at regular meetings of the Board shall be as follows:

- a. Roll call,
- b. Public Comment, agenda items only
- c. Reading and approval of minutes of the previous meeting,
- d. Bills and communications,
- e. Report of the Executive Director or other appropriate staff,
- f. Unfinished business,
- g. New business,
- h. Public Comment
- i. Adjournment.

Section 7. Manner of Voting. The voting on all matters coming before the Board shall be by voice vote unless the Chair or a member shall call for a roll call vote, and the ayes and nays shall be entered upon the minutes of such meeting, unless the vote is unanimous of all present, and in that case the minutes shall so indicate.

Section 8. Amendments to the Bylaws. Amendments to these bylaws may be made from time to time as needed and with a majority vote of the Members of the Board.

ARTICLE IV - GOVERNING LEGISLATION

Section 1. The Lackawanna County Land Bank shall operate under all legislation approved by the Board of Commissioners of Lackawanna County and the Commonwealth of Pennsylvania, as amended.