

**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)  
**Adopted April 15, 2025**

**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 Erie County Executive shall appoint two (2) members of the Board of Directors with the advice and consent of Erie 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 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 any other supplemental rules and guidelines adopted by the Board of the Land Bank. All board members will be expected to:

- a. Uphold the highest standards of honesty and integrity in all activities.
- b. Respect the dignity and rights of all individuals, regardless of their race, ethnicity, gender, sexual orientation, religion, age, disability, or socioeconomic status.
- c. Provide a written statement disclosing any actual or potential conflicts of interest to the Board as soon as they arise that could improperly influence their decisions or actions.
- d. Attend all scheduled board meetings, including special meetings and committee meetings to which they are assigned.
- e. Confidentiality: All Board of 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 208. Required Attendance at Meetings:** A member who fails to attend three (3) consecutive meetings of the Board, without good cause, may, after communication to the Board member and to the appointor, 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:** Board members may be removed by a majority vote of the Board.

i. A Board Member may give notice to the Board 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 210(b)(i) notice, Land Bank staff will distribute the minutes to the Personnel Committee. 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 210(b)(i) notice.

iii. The following are actions that could cause Board removal, which include but are not limited to:

1. poor attendance at meetings;
2. criminal activities;
3. repeated action that the Board deems is in opposition to the goals of the Land Bank;
- and
4. new conflicts of interests or any violation of Section 207.

**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**

i: Executive Director: The Board may retain an Executive Director. The Executive Director shall administer the Land Bank in accordance with the approved operating budget adopted by the Board, organizational policies and procedures, 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.

The Executive Director shall have the specific authority to execute deeds and contracts.

However, the Executive Director shall not have the authority to dispose of Real Property without consent of the Board, 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 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.

ii: 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 III OFFICERS**

**Section 301. Officer Election and Duties:** The Board shall elect from among its members a Chair, Vice Chair, Secretary, Treasurer and other officers as the Board determines no later than January 31<sup>st</sup> of each 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.

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.

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.

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.

**Section 302. 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.

#### **ARTICLE IV MEETINGS**

**Section 401. 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 402. 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 403. 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 404. 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 405. 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 406. Place of Meetings:** The Board may hold its meetings at such place or places as the Chair may from time to time determine.

Meetings Held Electronically: Virtual Meetings- Meetings of the Board may be conducted through the 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 407. Quorum:** 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. 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 of the Land Bank, (iv) incurring of debt, (v) 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.

**Section 408. 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. 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

**Section 409. Minutes:** Minutes of all meetings of the Board of Directors and its Committees shall be made and maintained.

**Section 410. Voting:** Actions of the Board must be approved by the affirmative vote of a majority of members present and voting. Voting may occur if a member is present according to section 401. Voting shall not be allowed via email except for what is allowed in Section 401. A roll call vote will be utilized for expenditure of funds or when requested by a Board member on any action or resolution of the board.

**Section 411. Abstention from Voting.** A Board Director shall be required to abstain from discussion and voting when the issue involves either one of the following:

- (a) A conflict of interest under the Ethics Act. Prior to the discussion and vote being taken, 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.

**Section 412. Bidding:** The Land Bank shall follow the bidding thresholds for local government agencies as set forth by the Pennsylvania Department of Labor and Industry in the Pennsylvania Bulletin.

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

**Section 501. 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 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 502. 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:
  - i. Notify, within five days of receipt, the Board Chair of the Land Bank, about any claim made against the Member and deliver all written demands, complaints and other legal papers received with respect to such claim.
  - ii. 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 assisting in securing and giving evidence.

**Section 503. 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

**Section 504. 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 VI  
AMENDMENT**

Except as provided in Section 703, 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 VII  
GENERAL**

**Section 701. 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 702. Fiscal Year:** The Fiscal Year of the Land Bank shall begin on January 1 and end on December 31 of the same year.

**Section 703. 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.