



NEWBURGH COMMUNITY LAND BANK

BY-LAWS

APPROVED SEPTEMBER 21, 2016

BY-LAWS OF NEWBURGH COMMUNITY LAND BANK, INC.

ARTICLE I: THE CORPORATION

SECTION 1. **Name.** The name of the Corporation shall be as provided in its Certificate of Incorporation and is currently the Newburgh Community Land Bank.

SECTION 2. **Primary Purpose.** This Corporation was formed pursuant to Article 16 and section 402 of the Not-for-Profit Corporation Law and is a Type C Not-For-Profit corporation as defined in Section 201 of the Not-For-Profit Corporation Law. The primary purpose for which it is formed is to acquire title to city-owned and other distressed properties in the City of Newburgh, remove barriers to redevelopment, and return them to the tax rolls in viable condition under sound management and ownership.

SECTION 3. **Office.** The office of the Corporation shall be located at 15 Chambers Street, Newburgh, New York, or such other address as the Corporation may designate, from time to time, by resolution.

ARTICLE II: BOARD OF DIRECTORS

SECTION 1. **Power of Board and Qualification of Directors:** Each Director shall be at least eighteen (18) years of age. The Corporation shall be managed by its Board of Directors. The Board of Directors shall have complete discretion, power and authority in the management and control of the business of the Corporation, shall make all decisions affecting the business of the Corporation, and shall manage and control the affairs of the Corporation to carry out the business and purposes of the Corporation.

SECTION 2. **Number, Election and Term of Office:**

(a) **Directors:** The entire Board of Directors shall consist of no less than five (5) persons, nor more than eleven (11). Each Director shall serve a (2) year term and continue to hold office until his or her successor is appointed and has been elected and qualified.

(b) **Term of Office:** The Directors of the Board of Directors shall serve until their successors have been elected or appointed as set forth in Section 2(c).

(c) **Composition and Number:** There shall be no less than five (5) nor more than 11 directors of the Corporation, including a member of the Newburgh City Council to be appointed by the Council, the City Manager, the Chairperson of the Newburgh Property Remediation Task Force, and a member of the Newburgh Planning Board to be appointed by the Planning Board. The Board of Directors shall elect the remaining members. Each Director elected by the Board of Directors shall hold office for a period of two years or until his successor is

elected, except as otherwise provided by the By-Laws. Directors may succeed themselves.

SECTION 3. Organization: At each meeting of the Board of Directors, the Chairperson shall preside. The Secretary shall act as Secretary of the Board of Directors. In the event the Chairperson shall be absent from any meeting of the Board of Directors, the Vice Chairperson shall preside. In the event the Secretary shall be absent from any meeting of the Board of Directors, the Directors at the meeting shall select its Secretary.

SECTION 4. Resignation and Removal of Directors:

(a) Any Director of the Corporation may resign at any time by giving written notice to the Chairperson or the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

(b) Any Director elected by the Board of Directors may be removed, with cause, by vote of a majority of the entire Board of Directors. In the event of a removal of any such Director, the Board of Directors shall elect a successor Director to serve the remaining term of the removed Director he or she replaces. Removal shall follow procedures outlined in NPBA Law Sec 2827.

SECTION 5. Vacancies: A vacancy among the Directors of the Board appointed under section 2(b), whether caused by death, resignation, or removal of a Director, shall be filled in the same manner as the original appointment for the balance of the unexpired term. Such vacancy shall be filled as soon as practicable.

SECTION 6. Action by the Board of Directors: Except as otherwise provided by law or by these Bylaws, the act of the Board means action taken at a meeting of the Board by vote of a majority of the Directors present at such time of the vote, if a quorum is present at such time, except as provided in section 1605 (I) of the NPCL.

SECTION 7: Independence:

(a) No Director, including the Chair shall serve as the Corporation's Executive Director, Chief Operating Officer, Chief Financial Officer, Comptroller, or hold any other equivalent executive position of office while also serving as a director.

(b) As soon as practicable and in compliance with Section 2825 of the New York Public Authorities Law, the majority of the Directors of the Board shall be Independent Directors, as such term is defined in paragraph (c) below.

(c) Independence. For the purpose of these bylaws, an Independent Director is one who:

i. Is not, and in the past two years has not been, employed by the Corporation or any other corporate body having the same ownership and control of the Corporation in an executive capacity;

ii. Is not, and in the past two (2) years has not been employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the corporation;

iii. Is not a relative of an executive officer or employee in an executive position of the Corporation or any other corporate body having the same ownership and control of the Corporation

iv. Is not, and in the past two (2) years has not been a, lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations, or any other similar actions of the Corporation or another corporate body having the same ownership and control of the corporation.

(d) Each Director shall have one vote.

SECTION 8. Place of Meetings: The Board of Directors may hold its meetings in Orange County, New York, or at such place or places within or without the State of New York as the Board of Directors may from time to time by resolution determine.

SECTION 9. Annual Meetings: The Annual Meeting of the Board of Directors shall be held in July or in such other month as the Board of Directors determines, at which time the Directors elect directors and officers and transact such other business as may properly come before the meeting.

SECTION 10. Regular Meetings of Directors: Regular meetings of the Board of Directors may be held at such times as may be fixed from time to time by resolution of the Board of Directors. Notice of such meetings need not be given.

SECTION 11. Special Meetings: Special meetings of the Board shall be held whenever called by the Chair or in the absence of the Chair by a Vice Chair, or by any two (2) of the Directors. Notice shall be given orally, by e-mail, or by mail and shall state the purposes, time, and place of the meeting. If notice is given orally, in person, or by phone it shall be given not less than two (2) days before the meeting; if it is given by email, or by mail, it shall be given not less than three (3) days before the meeting. At such a special meeting no business shall be considered other than that designated in the notice.

SECTION 12. Waivers of Notice: Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether 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 13. Quorum:

a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business.

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Director.

SECTION 14. Compensation: The Board of Directors shall receive no compensation for their services as Directors but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

SECTION 15. Annual Independent Audit: The Board of Directors shall present to the Director the annual independent audit report performed in accordance with the requirements of the Public Authorities Accountability Act (herein after "PAAA") and generally accepted government auditing standards certified by a firm of independent public accountants selected by the Board. The certified independent public accounting firm that performs the annual independent audit shall report the following:

- (a) The assets and liabilities, including any trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities, including any trust funds, during the fiscal year immediately preceding the date of the report.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report.
- (e) A schedule of the bonds and notes of the Corporation outstanding during the fiscal period, including all refinancings, calls, refundings, defeasments, and interest rate exchange or other such agreements, and for any debt issued during such fiscal period as a part of a schedule of debt issuance that include the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.
Furthermore, the certified independent public accounting firm that performs the annual independent audit shall report to the Board or designated Board committee the following:
 - (f) all critical accounting policies and practices to be used;
 - (g) all alternative treatments of financial information within generally accepted accounting principals that have been discussed with the management of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatments preferred by the certified independent public accounting firm;
 - (h) other material written communications between the certified independent public accounting firm and the management of the Corporation, such as the management letter along with managements response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

SECTION 16. Annual Report to City of Newburgh: The Chairperson shall prepare and present a report, in oral and written form, to the City Council by March 15 of each year. The report shall describe in detail the projects undertaken by the Corporation during the past year, the monies expended by the Corporation and the administrative activities of the Corporation, in accordance Article 16 of NPCL

SECTION 17. No member of the Board shall acquire any interest, direct or indirect, in real property of the Corporation, in any real property to be acquired by the Corporation, or in any real property to be acquired from the Corporation. No member of the Board shall have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used by the Corporation.

ARTICLE III: COMMITTEES

SECTION 1. Audit Committee: There shall be an Audit Committee consisting entirely of Independent Directors, who shall be elected by the Directors at each Annual Meeting and shall serve until the next Annual Meeting. To the extent practicable, members of the Audit Committee should be familiar with corporate financial and accounting practices. The Audit Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the Public Authorities Law of New York State to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit.

SECTION 2. **Governance Committee:** There shall be a Governance Committee consisting of Independent Directors, who shall be elected by the members at each Annual Meeting and shall serve until the next Annual Meeting. The Governance Committee shall keep the Board informed of current best governance practices, review corporate trends, update the Corporation's governance principles, and advise the Board on the skills and experience required of potential directors.

SECTION 3. **Other Standing Committees:** The Members of the Board, by resolution adopted by a majority of the entire Board, may designate from among its members other standing committees consisting of three (3) or more Directors, which can make recommendations to the entire Board. The standing committees shall have authority as the Board shall by resolution provide, except that no such committee shall have authority as to the following matters:

- (a) the submission to the Director on any action requiring Director approval under the law;
- (b) the filling of vacancies in the Board or in any committee;
- (c) the amendment or repeal of the By laws, or the adoption of new By laws; or
- (d) the amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.

SECTION 4. **Special Committees:** The Members of the Board may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee.

SECTION 5. **Meetings:** Meetings of committees, of which no notice shall be held as such time and place as shall be fixed by the Chair of the Board of the chair of such committee or by vote of a majority of all the members of the committee.

SECTION 6. **Quorum and Manner of Acting:** Unless otherwise provided by resolution of the Board, a majority of all the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the direction of the Board.

SECTION 7. **Tenure of Members of the Committees of the Board:** Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

SECTION 8. **Alternate Members:** The Board may designate one (1) or more members as alternate members of any standing committee of the Board; who may replace any absent member or members at any meeting of such committee.

ARTICLE IV: OFFICERS

SECTION 1. **Number:** The officers of the Corporation shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer, and such other officers as the Board of Directors, may, in its discretion, elect. Any two or more officers may be held by the same person, except the officers of Chairperson and Secretary.

SECTION 2. **Election:** All officers of the Corporation shall be elected at the annual meeting of the Board of Directors.

SECTION 3. **Term of Office:** All officers shall hold office until their successors have been duly elected, or until removed as hereinafter provided.

SECTION 4. **Vacancies:** Vacancies occurring in any office shall be filled by a majority vote of the Board of Directors at any regular or special meeting.

SECTION 5. **Removal of Officers:** Officers may be removed by a majority vote of the remaining Members of the Board for neglect of duty or misconduct in office, pursuant to rules and requirements adopted by the Board pursuant to section 1605 (2)(e) of the Not For Profit Corporation Law, or pursuant to any other provision of New York law.

SECTION 6. **Additional Officers:** Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

SECTION 7. **Resignation:** Any officer may resign at any time by giving written notice to the Chairperson or the Secretary. Any such resignation shall take effect at the time specified therein or, if no time be specified, then upon delivery.

SECTION 8. **Vacancies:** A vacancy in any office shall be filled by the Board.

SECTION 9: **Chairperson of the Board:** The Chairperson of the Board will preside at all annual and special

ARTICLE V: EXECUTIVE OFFICERS AND OTHER PERSONNEL

SECTION 1. **Executive Director:** The Corporation may select and retain an Executive Director by resolution. All terms and conditions of the Executive Director's length of service shall be specified in a written contract between the Executive Director and the Land Bank.

SECTION 2. **Duties and Responsibilities of Executive Director:** The Executive Director shall report to the Chairperson of the Board of the Corporation. He or she shall have general supervision and management of the Corporation and all Corporation staff and employees shall report directly to the Executive Director. He or she may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed or as assigned by the chairperson. Except as may otherwise be authorized by a resolution adopted by the Board, the Executive Director shall:

(a) cosign all purchase orders and instruments and checks over certain dollar thresholds as may be established from time to time by the Board (said instruments may be countersigned by the Chief Financial Officer, or other officer or Director as shall be designated by the Board).

(b) prepare the annual budget of the Corporation with the consultation and cooperation of the Audit Committee, the Chief Financial Officer and Deputy Financial Officer for submission to the Board for approval; and

(c) sign all purchase orders, under the direction of the Board by resolution and the Chief Financial Officer. Furthermore, the Executive Director shall assist the Chair or the Board may request in furtherance of the Corporation's public purchases. The Executive Director shall also perform all other duties customarily incident to the office of the Executive Director of a land bank corporation and local public authority of the State of New York and such other duties as from time to time may be assigned to the Board.

SECTION 3. Chief Financial Officer: The Corporation may select and retain a Chief Financial Officer by resolution, which resolution shall set the Chief Financial Officer's annual compensation.

SECTION 4. Duties and Responsibilities of Chief Financial Officer: In the absence or incapacity of the Executive Director, the Chief Financial Officer shall exercise the duties and responsibilities of the Executive Director. Except as may otherwise be authorized by a resolution of the Board, if the office of the Executive Director shall be vacant the Chief Financial Officer of the Corporation shall be the Acting Executive Director of the Corporation until such time as the Board has appointed a replacement Executive Director. The Chief Financial Officer of the Corporation shall assist the Executive Director in the carrying out of the Corporation's purposes and fulfillment of the Corporation's public purposes. The Chief Financial Officer shall oversee the maintenance of the books and accounts of the Corporation. The Chief Financial Officer shall also perform all other duties customarily incident to the office of a chief financial Officer of a public benefit corporation and public authority of the State of New York and such other duties as from time to time may be assigned by the Board. The Chief Financial Officer shall be the Chief Compliance Officer of the Corporation for purposes of ensuring that the Corporation is in full compliance with all provisions of the Public Authorities Accountability Act (hereinafter "PAAA") applicable to the Corporation. The Chief Financial Officer shall prepare and distribute all annual reports required by the PAAA and as may otherwise be required by the Office of the Comptroller of the State of New York. The chief financial Officer of the Corporation, shall assist the Executive Director, Deputy Financial Officer and Chair in preparing the annual budget of the Corporation for submission to the Board for approval and he or she shall distribute all copies of the annual budget of the Corporation for submission to the Board for approval and he or she shall distribute all copies of the annual budget of the Corporation to all persons required by the PAAA. The Chief Financial Officer shall assist the Audit Committee of the Board in carrying out theft functions. The chief financial Officer of the Corporation shall be the Contracting Officer of the Corporation for the disposition of real and personal property in accordance with the provisions of the PAAA. The Chief Financial Officer shall be the Freedom of Information Officer of the Corporation in accordance with the provisions of New York State Freedom of Information Law, Article 6 of the New York Public Officers Law.

SECTION 5. Deputy Financial Officer: The Corporation may select and retain a Deputy Financial Officer by Resolution, which resolution shall set the Deputy Financial Officer's Annual Compensation.

SECTION 6. Duties and Responsibilities of Deputy Financial Officer: The Deputy Financial Officer shall be the assistant to the Chief Financial Officer of the Corporation. The Deputy Financial Officer of the Corporation shall assist the Executive Director and Chief Financial Officer in carrying out the Corporation's purposes to fulfill the Corporation's public purposes under the PAAA. The Deputy Financial Officer shall keep and maintain the books and accounts of the Corporation and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and shall deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board. The Deputy Financial Officer shall payout and disburse such moneys under the direction of the Executive Director and the Chief Executive Officer. All such purchase orders and instruments and checks over a certain dollar threshold as

may be established from time to time by the Board shall be signed by the Executive Director or the Chief Financial Officer of the board, or other officer or Director as shall be designed by the Board. The Deputy Financial Officer of the Corporation in the preparation of the annual budget of the Corporation shall assist the Executive Director and Chief Financial Officer of the Corporation in the preparation of the annual budget of the Corporation for submission to the Board for approval.

SECTION 7. Compliance Officer: The Corporation shall appoint a Compliance Officer by resolution, who may be the Executive Director, or any other employee of the Corporation. The Compliance Officer shall be responsible for insuring that the Corporation complies with all financial and other reporting requirements imposed by law, including those requirements in the General Municipal Laws and the Public Authorities Law of New York State. The Compliance Officer shall be the “Contracting Officer” (as such term is defined in Section 2895 of New York’s Public Authorities Law).

SECTION 8. Additional Personnel: The Corporation may from time to time employ such personnel as the Corporation, upon the recommendation of the Executive Director, deems necessary to exercise the Corporation’s powers, duties and functions as prescribed by the PAAA and all other laws of the State of New York applicable thereto. The selection of all personnel shall be determined by the Corporation subject to the laws of the State of New York.

SECTION 9. City or County Personnel: The Corporation may, with the consent of the City, use the agents, employees and facilities of the City: In such event, the Corporation will, by resolution, enter into a contract with the City (as the case may be) providing terms upon which the City will provide the use of its agents, employees and facilities to the Corporation and the compensation, if any, that the Corporation shall pay to the City agents, employees and facilities.

SECTION 10. Training: All members shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as members within one (1) year of appointment to the Board, all Members of the Board shall participate in such continuing training as may be required to remain informed to best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Corporation and adhere to the highest standards of responsible governance.

ARTICLE VI: CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

SECTION 1. Execution of Contracts: The Board of Directors, except as otherwise provided in these By-Laws and Article 16 of the N-PCL otherwise provided, may authorize any officer or officers, agent or agents in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument and such authority may be general or confined to specific instances but, unless so authorized by the Board of Directors or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniary in any amount for any purpose.

SECTION 2. Loans: No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

SECTION 3. **Checks, Drafts, etc.:** All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such a manner as shall from time to time be determined by these Bylaws or by resolution of the Board.

SECTION 4. **Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories or in such other investments as the Board of Directors may select or in the absence of such selection by the Board, as the Executive Director in consultation with the Chief Financial Officer and Deputy Financial Officer.

ARTICLE VII: OFFICE AND BOOKS

SECTION 1. **Office:** The office of the Corporation shall be at such place in the State of New York as the Board of Directors may determine.

SECTION 2. **Books and Records:** These shall be kept at the office of the Corporation: (1) correct and complete books and records of accounts; (2) minutes of the proceedings of the Board and the standing and special Committees of the Corporation; (3) a current list of the Directors and the officers of the Corporation and their residence address; (4) a copy of these ByLaws; (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service (if applicable). Any other books and records required by law to be kept by the Corporation.

ARTICLE VIII: GENERAL

SECTION 1. **Seal:** The corporate seal shall be in the form of a circle and shall bear the full name of the Corporation and the words and figures "Incorporated 2012, New York".

SECTION 2. **Indemnification of Directors and officers:** To the fullest extent authorized or permitted by law, the Corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that he or she is or was a Director or officer of the Corporation. The foregoing shall not obligate the Corporation to purchase Directors' and officers' liability insurance but, should applicable law permit, the Corporation may purchase such insurance if authorized and approved by the Board of Directors.

SECTION 3. **Loans to Directors and Officers:** No loans, other than through the purchase of bonds, debentures or similar obligations of the type customarily sold in public offerings, shall be made by the Corporation to its Directors or officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall commence on July 1st in each calendar year and end on the last day of June.

ARTICLE X: COMMITTEES

Standing, advisory and ad hoc committees may be designated by a resolution adopted by the Corporation's Board of Directors. The Chairperson shall appoint the members of the committees. Members of advisory committees may include members of the Board of Directors and non-Board members.

ARTICLE XI: ADDITIONAL REPRESENTATION ON BOARD

The Board of Directors by majority vote may appoint two non-voting individuals to participate in Board meetings for the purpose of representing certain segments of the community as determined by the Board and/or for gaining experience for possible future service on the Board.

ARTICLE XI: ADDITIONAL REPRESENTATION ON BOARD

The By-Laws of the Corporation or the Certificate of Incorporation may be adopted, amended or repealed only upon thirty (30) days notice to all Board members at any regular meeting of the Board of Directors upon affirmative vote of two-thirds of the Board present and voting, provided a quorum is present.

ARTICLE XII: CORPORATE PURPOSES RESTRICTIONS

Notwithstanding any other provision of these By-Laws, only such powers shall be exercised as are in furtherance of the purposes of the Corporation and as may be exercised by an organization organized pursuant to Article XVI of the New York State Not-For-Profit Corporation Law.

By-Laws adopted by the Incorporators of the Corporation on July 18, 2012

Amended By-Laws adopted by the Board of Directors Of the Corporation on September 21, 2016