

GOVERNANCE POLICY OF THE TRI-COG LAND BANK

As approved and adopted by the Board of Directors on May 1, 2017

Article I: Purpose

1.1 Purpose: The purpose of this document is to outline the structure and to communicate the processes and the policies of the governance of the Tri-COG Land Bank.

Article II: Land Bank Membership

2.1 Approval of New Land Bank Members: A Tax/Municipal Claim Jurisdiction that desires to become a Member of the Land Bank must be approved for membership by the Land Bank Board. Voting for new Land Bank Membership shall take place prior to the third quarter of the calendar year. If approved, the Land Bank shall provide a template Ordinance or Resolution, which authorizes signing the Tri-COG Land Bank Intergovernmental Cooperation Agreement (ICA). The governing body of the Tax/Municipal Claim Jurisdiction shall adopt the Ordinance or Resolution, and sign the ICA and provide an official copy of its Ordinance or Resolution to the Executive Director of the Land Bank.

2.2 Member Withdrawal Procedures

2.2.1 Procedure for Municipal Corporation and School District Land Bank Members

- A. A Party shall provide the Land Bank written notice of its intent to withdraw, which shall be received on or before July 1 of the year for which the withdrawal is intended to be effective.
- B. A Party's Notice of Intent to Withdraw shall initiate a conflict resolution process that shall be completed within one hundred twenty (120) days of the date of mailing of the Notice of Intent to Withdraw. If, following the completion of the conflict resolution process a Party decides to withdraw from the Land Bank, the effective date of the Party's withdrawal shall be December 31 of the year the notice was received.
- C. A Party's responsibility to make payments pursuant to Paragraph C of Section 9.2 in the ICA shall survive a Party's termination or withdrawal as a Land Bank Member with respect to any Real Property acquired by the Land Bank when the Party was a Land Bank Member regardless of when the Real Property is disposed of by the Land Bank.

2.2.2 Procedures for County Land Bank Member

- A. The County shall provide the Land Bank written notice of its intent to withdraw. If such notice is received between January 1 and June 30, then the withdrawal shall be effective December 31 of that same calendar year.
- B. If such notice is received between July 1 and December 31, then the withdrawal shall be effective June 30 of the following year and the County shall pay a pro-rated share of its Annual Contribution under Section 9.2 of the ICA the following year.

Article III: Advisory Committees

3.1 Municipal Advisory Committee

- a. **Powers** - The Municipal Advisory Committee shall elect and appoint certain members to the Board of Directors commencing with the Inaugural Board. The Municipal Advisory Committee may also assist the Land Bank staff in the identification of prospective real estate acquisitions and dispositions, and to confer with the Board on the Board's acquisition and disposition action recommendations and decisions.
- b. **Composition** - The Municipal Advisory Committee shall be composed of a representative and an alternate, with only one vote, designated by each Municipal Corporation Member of the Land Bank who also are the Municipal Corporation's Land Bank representative and alternate to the Council of Government to which the Municipal Corporation is a member. The representative and alternate must be either an elected official or a staff member of the Municipal Corporation in which they represent.
- c. **Election of Committee Members to Board** - The Municipal Advisory Committee shall elect two (2) of its municipal delegate members, by majority vote, to be members of the Board. Alternate delegates and county delegates to the Municipal Advisory Committee shall not serve as the municipal appointment to the Board of Directors. No more than one representative from a municipality shall serve on the Board of Directors at the same time.
- d. **Additional Appointments to the Board** - The Municipal Advisory Committee along with the School Advisory Committee shall be responsible for appointing three (3) qualified professionals and one (1) Resident Representative to the Land Bank Board in accordance with the Bylaws.

3.2 School Advisory Committees

- a. **Powers** - The School Advisory Committee shall elect and appoint certain members to the Board of Directors commencing with the Inaugural Board. The School Advisory Committee may also assist the Land Bank staff in the identification of prospective real estate acquisitions and dispositions, and to confer with the Board on the Board's acquisition and disposition action recommendations and decisions.
- b. **Composition** - The School Advisory Committee shall be composed of a representative and an alternate, designated by each School District Member of the Land Bank. Each School

District shall have only one vote. The representative and alternate must be either an elected official or a staff member of the School District in which they represent.

- c. **Election of Advisory Committee Members to Board** - The School Advisory Committee shall elect two (2) of its school board delegate members by majority vote to be members of the Board. Alternate delegates and county delegates shall not serve as the school district appointment to the Board of Directors. No more than one representative from a school district shall serve on the Board of Directors at the same time.
- d. **Additional Appointments to the Board** - The School Advisory Committee along with the Municipal Advisory Committee shall be responsible for appointing three (3) qualified professionals and one (1) Resident Representative to the Land Bank Board in accordance with the Bylaws.

3.3 Annual Election Meeting of the Two Committees: The Municipal Advisory Committee and School Advisory Committee shall be responsible for appointing three (3) qualified professionals and one (1) Resident Representative to the Land Bank Board in accordance with the Bylaws.

- a. A nomination committee comprised of two (2) members from each advisory committee shall be established no less than three (3) months prior to the vacancy of the position(s). If more than two members volunteer to be on the nomination committee, a vote shall be held and the two members with the highest votes shall be on the committee.
- b. Notice of open seats and applications for “Professional Representative” and “Resident Representative” shall be made publically available to interested persons in order to determine qualification and eligibility to serve as a member to the board.
- c. Nominations shall be brought to the Nomination Committee no less than two (2) months prior to the vacancy of the position(s). The Nomination Committee shall disseminate all candidates to the advisory committees for review.
- d. An annual meeting of the two committees will be held for voting purposes. Voting by proxy is prohibited.
- e. A quorum of simple majority must be established in person or by phone for board election purposes. Where said quorum is present, delegates may cast a vote via telephone as long as they are in attendance for the entire meeting and are able to be heard by everyone present, including the public. In addition, delegates must be able to hear all the deliberation of the committee and comments of the public during the meeting.
- f. The vote shall be taken by roll call.
- g. The qualified professional and/or resident representative with the highest overall vote shall be considered elected to the Board of Directors.

3.4 Committee Meetings: Notices of Committee Meetings must be posted and advertised at least three days in advance of the meeting and such notice shall include the date, time, and place of such meetings. The Committees may adopt a schedule for regular meetings. The Municipal Advisory Committee and School Advisory Committees may meet jointly.

All advisory committee members shall be provided with one week written notice of meetings.

Committee meetings shall be open to the public. The committees shall allow time for public comment prior to conducting business. Those wishing to speak during the public comment portion of the agenda shall limit their remarks to five minutes.

3.5 Voting: Action of the Advisory Committees must be approved by the affirmative vote of a simple majority of delegates that are present in person or by phone at the meeting, except for action on matters related to Board Elections as outlined in Section 3.3. At least two delegates must be physically present to move forward with the vote. In joint meetings of the Municipal and School Advisory Committees, at least one Municipal Corporation delegate and one School District delegate must be physically present to proceed with a vote. Delegates may cast a vote via telephone as long as they are in attendance for the entire meeting and are able to be heard by everyone present, including the public. In addition, delegates must be able to hear all the deliberation of the committee and comments of the public during the meeting.

Article IV: Board of Directors

4.1 Composition and Appointments: The Board consists of nine (9) members who are appointed as follows:

- a. Two (2) members of the Board shall be appointed by the Municipal Advisory Committee described in Section 3.1 above as the “Municipal Representative” Board Members;
- b. Two (2) members of the Board shall be appointed by the School Advisory Committee described in Section 3.2 above as the “School Representative” Board Members;
- c. One (1) member of the Board shall be appointed by the Allegheny County Chief Executive as the “County Representative” Board Member;
- d. One (1) member of the Board seat shall be appointed by the Municipal and School Advisory Committees as described in Section 3.3 as a “Resident Representative” Board Member based upon the following qualifications:
 - i. The Resident Representative shall reside within the Land Bank Jurisdiction; and
 - ii. The Resident Representative shall maintain membership with a recognized civic organization headquartered or operating within the Land Bank Jurisdiction; and
 - iii. The Resident Representative shall not be a public official or public employee.
- e. Three (3) members of the Board shall be appointed by the Municipal and School Advisory Committees described in Section 3.3 as the “Professional Representative” Board Members. These three (3) Members of the Board shall be professionals who have

expertise that will be beneficial to the Land Bank. The Municipal Advisory Committee, School Advisory Committee and the Board Member appointed by the County Representative shall be responsible for determining the qualifications of the Professional Representative Board Members.

4.3 Eligibility and Term Expirations: If a board member no longer meets the eligibility requirements as detailed in section 4.1 the board member shall resign or be removed from the Board pursuant to the Bylaws. As an example of such ineligibility, the municipal and school district advisory member loses standing as an elected official; the resident representative has changed circumstances that disqualifies any of the three requirements of the resident representative. Board vacancies shall be filled in the same manner as the original appointment for the balance of the unexpired term. Likewise for the re-appointment of a Board Member to a 2nd consecutive term. Such vacancy or re-appointment shall be filled as soon as practicable. In the event a board member’s term expires, the board member may continue to serve until re- appointment or until the seat is filled by a new appointment.

4.2 Terms: The term of each Board Member shall be three years. Board members shall serve no more than two (2) consecutive terms. The Inaugural Board shall be appointed for staggered terms as follows:

	Staggered Inaugural Board Election Schedule
After Year One	(1) Municipal Representative, (1) School District Representative and (1) Qualified Professional
After Year Two	(1) Qualified Professional, Resident Representative and Allegheny County Representative
After Year Three	(1) Municipal Representative, (1) School District Representative and (1) Qualified Professional

4.3 Annual Meeting: The Board shall hold an annual meeting no later than January 31st of each year and may adopt a schedule for regular meetings in accordance with the Bylaws.

4.4 Regular Board Meetings: Notices of Board Meetings must be posted and advertised at least three days in advance of the meeting and such notice shall include the date, time, and place of such meetings. The Board may adopt a schedule for regular meetings.

4.5 Regular Board Meetings: Meetings shall be open to the public and the board shall allow time for public comment prior to conducting business. Those wishing to speak during the public comment portion of the agenda shall limit their remarks to five minutes.

4.6 Meeting Notice: Each designated Board Member shall receive written notice of board meetings at least one week prior to the meeting.