

MONTGOMERY COUNTY LAND REUTILIZATION CORPORATION
CODE OF REGULATIONS

ARTICLE I
CORPORATION

Section 1.1. Corporate Name. The name of the Corporation shall be Montgomery County Land Reutilization Corporation (hereinafter referred to as the "Corporation").

Section 1.2. Principal Office. The place in the State of Ohio (the "State") where the principal office of the Corporation is located is the city of Dayton, Montgomery County, Ohio.

Section 1.3. Nonprofit Corporation. The Corporation has been organized as a community improvement corporation, in particular, a county land reutilization corporation, under Chapter 1724 of the Ohio Revised Code (the "Community Improvement Corporation Law") and Chapter 1702 of the Ohio Revised Code (the "Nonprofit Corporation Law"). The Corporation shall carry on only such activities as are consistent with the purposes set forth in Section 1.4 of this Code of Regulations and in its Articles of Incorporation and in the laws of the State of Ohio. It is intended that the Corporation shall have the status of an organization which derives its income from the exercise of essential governmental functions and the income of which, if not used by the Corporation for the continuance of its purposes, accrues to the County of Montgomery, Ohio (the "County") and is not included in gross income for federal income tax purposes under Section 115(1) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, and the corresponding provisions of any similar laws subsequently enacted and all regulations issued under those sections and provisions (the "Code"). All authority and activities of the Corporation shall be limited accordingly.

Notwithstanding any other provision of the Corporation's Articles of Incorporation or this Code of Regulations, the Corporation shall not directly or indirectly carry on any activity which would prevent it from claiming or maintaining exemption from federal income taxation as a corporation which derives its income from the exercise of essential governmental functions and whose income, if not used by the Corporation for the continuance of its purposes, accrues to the County and is not included in gross income for federal income tax purposes under Section 115(1) or which would cause it to lose such exempt status. The Corporation is not organized for profit and shall not have any authority to issue capital stock. The Corporation shall have perpetual existence.

Section 1.4. Corporate Purposes; Powers. The Corporation is a county land reutilization corporation, as defined in Section 1724.01(A)(3) of the Ohio Revised Code, and shall be operated for the purposes of exercising the essential governmental purposes provided for under the Community Improvement Corporation Law and

Chapter 5722 of the Ohio Revised Code (the “Land Reutilization Law”), and any ancillary purposes for which statutory authority has been given to a county land reutilization corporation under the Ohio Revised Code, in each case as the Ohio Revised Code is now in effect or as may hereafter be amended, including, but not limited to, the following purposes set forth in Section 1724.01(B)(2) of the Ohio Revised Code: (1) facilitating the reclamation, rehabilitation and reutilization of vacant, abandoned, tax-foreclosed or other real property within the county for whose benefit the corporation is being organized, but not limited to the purposes described in division (B)(2) of Section 1724.01 of the Ohio Revised Code; (2) efficiently holding and managing vacant, abandoned or tax-foreclosed real property pending its reclamation, rehabilitation and reutilization; (3) assisting governmental entities and other non-profit or for-profit persons to assemble and clear the title of property described in division (B)(2) of Section 1724.01 of the Ohio Revised Code in a coordinated manner; or (4) promoting economic and housing development of the county or region.

In furtherance thereof, the Corporation shall have and may exercise all the powers granted to it in Chapters 1724 of the Ohio Revised Code and any other section of the Ohio Revised Code in which it is expressly given the power to take any action or refrain from taking any action, including, but not limited to, the following powers:

- a. To borrow money for any of the purposes of the Corporation by means of loans, lines of credit and other financial instruments or securities, including the issuance of its bonds, debentures, notes, or other evidences of indebtedness, whether secured or unsecured, and to secure the same by mortgage, pledge, deed of trust, or other lien on its property, franchises, rights, and privileges of every kind and nature or any part thereof or interest therein.
- b. To request by resolution that:
 1. The Montgomery County Board of County Commissioners (the “Board of Commissioners”) pledge a specifically identified source of revenue pursuant to division of Section 307.78 of the Ohio Revised Code as security for a borrowing of the Corporation; and

2.
 - i. if the land subject to reutilization is located within an unincorporated area of the County, that the Board of Commissioners issue (A) notes under Section 307.082 of the Ohio Revised Code for the purpose of constructing public infrastructure improvements and take such other actions as the Board of Commissioners determines are in the interest of the County and are authorized under Sections 5709.78 to 5709.81 of the Ohio Revised Code or (B) bonds or notes under Section 5709.81 of the Ohio Revised Code for the refunding purposes set forth in that section; or
 - ii. if the land subject to reutilization is located within the corporate boundaries of a municipal corporation, that the municipal corporation issue bonds for the purpose of constructing public infrastructure improvements and take such other actions as it determines are in its interest and are authorized under Sections 5709.40 to 5709.43 of the Ohio Revised Code.

c. To make loans to any person, firm, partnership, corporation, joint stock company, association, or trust, and to establish and regulate the terms and conditions with respect to any such loans.

d. To purchase, receive, hold, manage, lease, lease-purchase or otherwise acquire, and to sell, convey, transfer, lease, sublease, or otherwise dispose of real and personal property, together with such rights and privileges as may be incidental and appurtenant thereto and the use thereof, including but not restricted to, any real or personal property acquired by the Corporation from time to time in the satisfaction of debts or enforcement of obligations, and to enter into contracts with third parties, including the federal government, the State, any political subdivision or any other entity (except as otherwise limited in Section 1724.02) of the Ohio Revised Code.

e. To acquire the good will, business, rights, real and personal property, and other assets, or any part thereof, or interest therein, of any persons, firms, partnerships, corporations, joint stock companies, associations, or trusts, and to assume, undertake, or pay the obligations, debts, and liabilities of any such person, firm, partnership, corporation, joint stock company, association, or trust; to acquire, reclaim, manage, or contract for the management of, improved or unimproved and underutilized real estate for the purpose of constructing industrial plants, other business establishments or housing thereon, or otherwise causing the same to occur, for the purpose of assembling and enhancing utilization of the real estate, or for the purpose of disposing of such real estate to others in whole or in part for the construction of industrial plants, other business establishments or housing; and to acquire, reclaim, manage, contract for the management of, construct or reconstruct, alter, repair, maintain, operate, sell, convey, transfer, lease, sublease, or otherwise dispose of industrial plants,

business establishments or housing, except as otherwise limited in Section 1724.02(D) of the Ohio Revised Code.

f. To acquire, subscribe for own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the stock, shares, bonds, debentures, notes, or other securities and evidences of interest in, or indebtedness of, any person, firm, corporation, joint stock company, association, or trust, and while the owner or holder, thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote therein; provided, however, that no tax revenue, if any, received by the Corporation shall be used for such acquisition or subscription in violation of Article VIII, Section 6, Ohio Constitution.

g. To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in division d., e., or f. of this section.

h. To serve as an agent for grant applications and for the administration of grants or to make applications as principal for grants for the Corporation.

i. To exercise the powers enumerated under Chapter 5722 of the Ohio Revised Code on behalf of the County or a county which contracts with the Corporation.

j. To enter into agreements with a political subdivision that has designated the Corporation as its agency for reclamation, rehabilitation, and reutilization of vacant, abandoned, tax-foreclosed, or other real property within the political subdivision.

k. To engage in code enforcement and nuisance abatement, including, but not limited to, cutting grass and weeds, boarding up vacant or abandoned structures, and demolishing condemned structures on properties that are subject to a delinquent tax or assessment lien, or property for which a municipal corporation or township has contracted with the Corporation to provide code enforcement or nuisance abatement assistance.

l. To charge fees or exchange in-kind goods or services for services rendered to political subdivisions and other persons or entities for who services are rendered.

m. To employ and provide compensation for an executive director who shall manage the operations of the Corporation and shall employ others for the benefit of the Corporation as approved and funded by the Board of Directors, as defined in Section 3.2 hereof.

n. To purchase tax certificates at auction, negotiated sale, or from a third party who purchased and is a holder of one or more tax certificates issued pursuant to Sections 5721.30 to 5721.43 of the Ohio Revised Code.

o. To be assigned a mortgage on real property from a mortgagee in lieu of acquiring such real property subject to a mortgage, except as otherwise limited in Section 1724.02(N) of the Ohio Revised Code.

p. To do all acts and things necessary or convenient to carry out the purposes of Section 1724.01 of the Ohio Revised Code and the powers especially created for a county land reutilization corporation in Chapter 1724 of the Ohio Revised Code, including, but not limited to, contracting with the federal government, the State or any political subdivision thereof (including agreements pursuant to divisions (A)(3) and (B) of Section 1724.10 of the Ohio Revised Code), and any other party, whether non-profit or for-profit.

ARTICLE II MEMBERS; AUTHORITY OF MEMBERS

Section 2.1. Designation of Members. The members of the Corporation (“Members”) shall be each member of the Board of Directors, including each *ex officio* Director and each Appointed Director (each as defined in Section 3.1 hereof and collectively hereinafter referred to as an “*ex officio* Member”) and those natural persons who from time to time are appointed by the Board of Directors in accordance with this Section 2.1. The Board of Directors may appoint at any regular or special meeting of the Corporation or at the Corporation’s annual meeting any natural person to be a Member of the Corporation with only such authority as provided for in Section 2.2 hereof (each a “Non-Voting Member”). If an *ex officio* Member ceases to be a member of the Board of Directors, he or she will cease to be an *ex officio* Member of the Corporation; provided, however, that nothing shall prevent a former Director from being appointed to be a Non-Voting Member of the Corporation by the then Board of Directors acting pursuant to this Section 2.1.

Section 2.2. Number and Terms of Non-Voting Members. There shall be no limit on the number of Non-Voting Members that the Board of Directors may appoint from time to time. The term of each such Non-Voting Member, except in the case of resignation or removal as provided for in this Article II, shall be twelve (12) months, and such term shall commence on the first day of the calendar month immediately following appointment by the Board of Directors. The Board of Directors may re-appoint any Non-Voting Member whose term expires in accordance with this Section 2.2 for an unlimited number of successive terms.

Section 2.3. Resignation and Removal of the Non-Voting Members. Any Non-Voting Member may resign his/her appointment as a Non-Voting Member for any reason upon fifteen (15) days prior written notice to the Secretary of the Corporation. Such resignation shall be effective upon the date set forth in the notice duly given, and such resignation shall not require that the Board of Directors appoint a replacement for the Non-Voting Member so resigning. By an affirmative vote of a majority of the Board of Directors, the Board of Directors may remove any Non-Voting Member without cause.

ARTICLE III DIRECTORS

Section 3.1. Number and Terms of Office of the Board of Directors; Representatives. Pursuant to Section 1724.03(B) of the Ohio Revised Code, the Board of Directors of the Corporation (the “Board of Directors” or the “Directors”) shall be composed of seven members, including, (1) the Montgomery County, Ohio Treasurer (the “County Treasurer”), (2) at least two members of the Board of County Commissioners (the County Treasurer and such two members of the Board of Commissioners hereinafter referred to as the “*ex officio* Directors”), (3) one member who is a representative of the largest municipal corporation, based on the population according to the most recent federal decennial census, that is located in the county (4) one member who is a representative of a township with a population of at least ten thousand in the unincorporated area of the township according to the most recent federal decennial census, and (5) any remaining members selected by the Treasurer and the County Commissioners who are members of the corporation’s board. The directors of the Corporation described in items (3), (4), and (5) of this Section shall be hereinafter referred to as the “Appointed Directors.” Notwithstanding anything in this Code of Regulations to the contrary, the Directors set forth in items (1) and (2) of this Section 3.1 shall have full authority and power to act upon any business of the Corporation prior to the confirmation of the Directors described in item (3), (4) and (5) of this Section 3.1.

Section 3.1.1 Representatives of *Ex Officio* Directors. Each of the *ex officio* Directors may appoint a representative, as a Director of the corporation, to act for the *ex officio* Director at any meeting of the Directors that the *ex officio* Director would otherwise personally attend or in which the *ex officio* Director would otherwise participate or take action by vote. Designated representatives of the *ex officio* Directors shall be presented in writing to the Chair of the Board. The appointment of such a representative shall not prohibit such *ex officio* Director from personally exercising all the rights of an *ex officio* Director at any meeting of the Directors that the *ex officio* Director personally attends or in which the *ex officio* Director otherwise participates or takes action by vote. The term of such appointment shall run until the earlier to occur of: (i) the expiration of the term of the appointing *ex officio* Director or (ii) the appointment of a successor representative by the appointing *ex officio* Director. The term of office of each *ex officio* Director shall run concomitantly with the term of office of that elected official. As used in this Code of Regulations, a duly appointed representative of any *ex officio* Director means a Director of the Corporation for purposes of a quorum and all other business of the Board of Directors.

Section 3.1.2. Appointed Directors. The term of office of each Appointed Director shall run until the first to occur of: (i) the resignation of such Appointed Director pursuant to Section 3.1.3 hereof; (ii) the second anniversary of such Appointed Director’s appointment; or (iii) the removal of such Appointed Director pursuant to Section 3.4 hereof; provided, however, that upon the expiration of the initial term of appointment for an Appointed Director, such Appointed Director may be re-appointed for successive terms, subject to satisfaction of the conditions of appointment set forth in

Section 3.1 hereof with respect to such Appointed Director. Pursuant to Section 1724.03(B) of the Ohio Revised Code, the *ex officio* Directors of the Corporation shall, upon the approval of this Code of Regulations, establish the process by which approval of the Appointed Directors shall be obtained. The *ex officio* Directors of the Corporation may, from time to time, amend such process at a meeting called for such a purpose.

Section 3.1.3. Resignation of Appointed Director. An Appointed Director may, at any time with forty-five (45) days prior written notice to the Chair and each of the *ex officio* Directors, resign from the office of Director of the Corporation. Upon receiving the notice of resignation of an Appointed Director, the Chair shall call a meeting of the *ex officio* Directors for the purpose of selecting a replacement for the resigning Appointed Director.

Section 3.1.4. Removal of Appointed Director. Any Appointed Director may at any time be removed from office upon a majority affirmative vote of the Directors at a meeting called for such purpose.

Section 3.1.5. Vacancy in the Office of Appointed Director. If a vacancy occurs in one or more of the offices of Appointed Director, whether from death, disability or otherwise, the Chair shall notify all remaining Directors and shall schedule a meeting of such Directors for the purpose of filling the vacancy or vacancies.

Section 3.2. Authority and Duties of Directors. Except where the Community Improvement Corporation Law, the Nonprofit Corporation Law, the Land Reutilization Law, the Articles of Incorporation or this Code of Regulations (including the provisions of Article II) require that action be otherwise authorized or taken, all of the authority of the Corporation shall be vested in and exercised by or under the direction of the Board of Directors. The Board of Directors shall have authority to make, prescribe and enforce all rules and regulations for the conduct of the business and affairs of the Corporation and the management and control of its properties. Without limiting the generality of the foregoing, the Corporation acting through its Board of Directors shall employ and provide compensation for an executive director whose title shall be Executive Director of the Corporation (the "Executive Director") and who shall manage the daily operations of the Corporation and shall be responsible for performance of those other duties set forth in Section 4.2 hereof. The Executive Director shall have full authority to hire and employ other persons in such capacities as are necessary or appropriate for achieving the purposes of the Corporation and shall fix the compensation for such other persons, subject to the budgetary limitations fixed by the Board of Directors.

Section 3.3. Election of Chairperson and Vice-Chair of the Board of Directors. At the meeting of the Board of Directors at which this Code of Regulations is adopted, the Board of Directors shall elect from its number a Chairperson and a Vice-Chairperson. It shall be the duty of the Chairperson to preside over all meetings of the Board of Directors. It shall be the duty of the Vice-Chairperson to preside over all meetings of the Board of Directors in the absence of the Chairperson. The term of the Chairperson and Vice-Chairperson shall run from the date of election of each as Chairperson or Vice-

Chairperson to the next succeeding Annual Meeting. At each Annual Meeting following the adoption of this Code of Regulations, the Board of Directors shall elect from its number a new Chairperson and new Vice-Chairperson, provided that there shall be no prohibition on electing a member of the Board of Directors to successive terms as Chairperson or Vice-Chairperson.

Article IV Officers

Section 4.1. Designation of Executive Director and Officers. The officers of the Corporation (each an “Officer”) shall consist of: (1) an Executive Director and a (2) Secretary. Chairperson shall act as the Executive Director until such time the Board may appoint an Executive Director.

Section 4.2. Authority and Duties of the Executive Director. Subject to the direction of the Board of Directors, the Executive Director shall be responsible for carrying out the directions and policies of the Board of Directors, shall have responsibility for the general management and administration of the daily operations and affairs of the Corporation and shall perform any other duties or functions that may be necessary in the best interests of the efficient operations of the Corporation within the limits established by the Board of Directors.

Section 4.3. Authority and Duties of the Secretary. The Secretary shall be responsible for keeping the minutes of all meetings and proceedings of the Board of Directors and shall make proper record of the same, which shall be attested by him or her. The Secretary shall keep such other books as may be required by the Executive Director or the Board of Directors and shall generally perform such duties and functions as may be required or assigned by the Executive Director, subject to any express limitations on such other duties and functions as may be adopted by the Board of Directors.

ARTICLE V MEETINGS; NOTICES THEREOF

Section 5.1. Definitions of Words and Terms Used in Article V. The following words and terms shall have the following meanings for purposes of their use in this Article V:

- a. Meeting including when used in connection with the terms “annual meeting,” “regular meeting” and “special meeting,” means any prearranged discussion of the Public Business of the Corporation (as hereinafter defined) by a majority of the members of the Board of Directors, or by any committee of the Board of Directors if there sits on such committee at least a majority of the Directors, and there is present at such meeting at least a majority of the Directors.

b. Oral Notification means notification given orally either in person or by telephone, directly to the person for whom such notification is intended, or by leaving an oral message for such person at the address, or if by telephone, at the telephone number (including any oral message left in the voice mail or similar recording device provided for messages at such telephone number), of such person as shown on the records kept by the Secretary of the Corporation pursuant to this Article.

c. Public Business of the Corporation means business of the Board of Directors which concerns the Corporation in its capacity as the designated agency of the County for purposes of exercising the powers given it in, among others, Chapters 1724 and 5722 of the Ohio Revised Code, and which business is conducted at a meeting at which a decision or determination of the Board of Directors is required in pursuit of any purpose under division (B) of Section 1724.01 of the Ohio Revised Code, but such business shall not include any business the information with regard to which is not a public record subject to Section 149.43 of the Ohio Revised Code pursuant to the provisions of Section 1724.11 of the Ohio Revised Code.

d. Written Notification means notification in writing mailed, faxed, telegraphed, electronically mailed ("e-mailed") or otherwise delivered to the address, including an e-mail address, of the person for whom such notification is intended as shown on the records kept by the Secretary of the Corporation under this Article IV, or in any way delivered to such person. If mailed, such notification shall be mailed by first class mail, deposited in a U.S. Postal Service mailbox no later than the second day preceding the day of the meeting to which such notification refers, provided that at least one regular mail delivery day falls between the day of mailing and the day of such meeting. If e-mailed, the notification shall be sent no later than the 5:00 p.m., in the time zone applicable to the recipient, on the second day before the day of the meeting, and shall be sent so as to return an electronic receipt to the sender evidencing that the intended recipient has opened the e-mail.

Section 5.2. Annual Meeting. The Board of Directors shall hold an annual meeting each calendar year on the third Tuesday of the third month after the close of the Corporation's fiscal year or on such later date for which notice of such annual meeting is given in accordance with Section 5.5.1 hereof, but in no event later than the date by which the Corporation is required to file with the Auditor of State the financial report described in Section 1724.05 of the Ohio Revised Code. Each annual meeting shall be held at the place set forth in the notice thereof, but such place shall be within the boundaries of the County. Notice of such annual meeting shall be given by the Secretary of the Corporation in accordance with Section 5.5.1 hereof. The purpose of the annual meeting shall be to release the annual report of the Corporation, the preparation of which is required pursuant to Section 1724.05 of the Ohio Revised Code, and any other annual or special reports of the Board of Directors that have been

prepared for release at the annual meeting, and to transact such other business as may properly come before the Board of Directors at the annual meeting.

Section 5.3. Regular Meetings. In addition to the annual meeting, the Board of Directors shall hold at least one regular meeting during each calendar quarter of each fiscal year of the Corporation on such dates and at such times as the Board of Directors shall determine, provided that if the Board of Directors so determines at its annual meeting that the regular meeting otherwise required pursuant to this Section 5.3 that would be held in the same calendar quarter as the annual meeting is not necessary for continuing to conduct the business of the Corporation, the regular meeting for such calendar quarter shall not be held. Notice of each regular meeting shall be given by the Secretary of the Corporation in accordance with the provisions of Section 5.5.2 hereof. The purpose of regular meetings of the Board of Directors shall be to receive reports from the Chair and other Officers, as defined in Article IV hereof, and committees, if any, of the Board of Directors, to approve or disapprove actions, if any, by the Corporation requiring action by the Board of Directors, and to consider and act upon any other matter which is necessary or appropriate for action by the Board of Directors.

Section 5.4. Special Meetings. The Chairperson of the Board of Directors, a majority of the Directors, or the Executive Director and one other Officer may call a special meeting of the board of Directors. Notice of any such special meeting shall be given in accordance with the provisions of Section 5.5.3 hereof.

Section 5.5. Notices to Directors of Meetings. Notice of each regular meeting, special meeting and annual meeting of the Corporation shall be given to each Director in accordance with the provisions of this section 5.5, including Sections 5.5.1, 5.5.2 and 5.5.3, as applicable.

Section 5.5.1. Notices to Directors of Meetings. Not less than seven (7) days and not more than thirty (30) days prior to an annual meeting, notice stating the date, time, place of the meeting shall be given to the Directors by or at the direction of the Secretary of the Corporation with the assistance of the Executive Director. Such notice shall be given to the Directors in writing which shall be given by personal delivery, mail, facsimile, telegram, e-mail, or other written media addressed to the Directors at their respective addresses as they appear on the records of the Corporation; provided, however, that if a facsimile or e-mail notice is utilized, receipt by the intended recipient must be confirmed in similar format.

Section 5.5.2. Regular Meetings. Not less than seven (7) days nor more than fourteen (14) days prior to a regular meeting, notice stating the date, time, place of the meeting shall be given to the Directors by or at the direction of the Secretary of the Corporation with the assistance of the Executive Director. Such notice shall be given to the Directors in writing which shall be given by personal delivery, mail, facsimile, telegram, e-mail, or other written media addressed to the Directors at their respective addresses as they appear on the records of the Corporation; provided, however, that if a

facsimile or e-mail notice is utilized, receipt by the intended recipient must be confirmed in similar format.

Section 5.5.3. Special Meetings. At least twenty-four (24) hours prior to a special meeting of the Board of Directors, notice stating the date time, place of the meeting shall be given to the Directors by or at the direction of the Secretary of the Corporation with the assistance of the Executive Director or of the person or persons calling the same. Such notice shall be given to the Directors in writing which shall be given by personal delivery, mail, facsimile, telegram, e-mail, or other written media addressed to the Directors at their respective addresses as they appear on the records of the Corporation; provided, however, that if a facsimile or e-mail notice is utilized, receipt by the intended recipient must be confirmed in similar format.

Section 5.6. Notices to Directors of Meetings. All meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place within the boundaries of the County, as the Board of Directors shall determine and include in any notice given with respect to such meeting.

Section 5.7. Quorum; Voting; Adjournment. Except as otherwise provided in this Code of Regulations, a majority of the Directors of the Corporation, including a majority of the *ex officio* Directors (or their representatives as prescribed in Section 3.1.1 hereof) of the Corporation, shall constitute a quorum for the transaction of business. The act of a majority of the Directors voting in present or by proxy as prescribed in Section 5.7.1 at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise expressly provided by the Articles of Incorporation or this Code of Regulations. After a quorum had been established as a meeting of the Board of Directors, the subsequent withdrawal of the Directors of the meeting so as to reduce the number of Directors present at any meeting to fewer than the number required for quorum shall not affect the validity of any action taken by the Board of Directors at the meeting or any adjournment thereof, if a quorum was present when the action was taken. A majority of the Directors present, whether or not a quorum exists, may adjourn any meetings of the Board of Directors to another time and place.

Section 5.7.1. Proxy Voting. A Director may, by written, signed proxy, authorize another Director to vote for such Director at any Board meeting. The proxy must be delivered to an officer of the Corporation at such meeting before any vote. The proxy authorization shall describe with particularity the matters to which the proxy holder is authorized to vote upon, but under no circumstances shall the proxy authorization confer a blanket voting power upon the proxy holder. At no more than two Board meetings per fiscal year shall a Director be permitted to confer a proxy authorization.

Section 5.8. Waiver of Notice by a Director. Notice of the time, place and purposes of any meeting of the Board of Directors may be waived by a Director in writing either before or after the holding of such meeting. The attendance of any Director at any such meeting without protesting the lack of proper notice prior to or at

the commencement of the meeting shall be deemed to be a waiver by such Director of the requirement hereunder for notice of such meeting.

Section 5.9. Open Meeting Requirement. Except as otherwise provided in Section 1724.11 (B)(1) of the Ohio Revised Code, all meetings of the Board at which a determination of the Board is required shall be open to the public at all times in accordance with Section 121.22 of Ohio Revised Code and provisions of this Section 5.9. In connection with compliance with this provision, notice to the public, including the news media, of meetings of the Directors for the purpose of conducting the Public Business of the Corporation shall be given as provided in this Section 5.9, including Sections 5.9.1, 5.9.2, 5.9.3 and 5.9.4 hereof.

Section 5.9.1. In General. Any notification provided herein to be given by the Secretary may be given by any person acting on behalf of or under the authority of the Secretary. The Secretary shall maintain a record of the date and time, if pertinent under this Article, of all notices and notifications give or attempted to be given under this article, and to whom such notifications were given or unsuccessfully attempted to be given.

Section 5.9.2. Posted or Published Notice of Meetings. Notice of all meetings, specifying a time, place and purpose thereof, shall be given not later than twenty-four (24) hours in advance thereof (1) by posting at the office of the Corporation and at the offices of the County Treasurer and the Board of Commissioners and (2) by publishing the notice of the publicly accessible website of the Corporation.

Section 5.9.3. Email Notice to News Media of Meetings. Any news media that desires to be given advance e-mail notification of meetings shall file with the Secretary a written request thereof. Notice pursuant to a request under this Section is required to be given only by e-mail. The request shall be effective for one year from the date of filing with the Secretary. Each requesting news medium shall be informed of such period of effectiveness at the time it files its written request. Such request may be modified or extended only by filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Corporation and the Secretary. The written request shall specify the name of the news medium, the name and address of the person to whom written notification to the medium can be e-mailed.

Section 5.9.4. Posting of Agenda for Public Meetings of the Corporation. The Secretary shall post or cause to be posted on the publicly accessible website of the Corporation the agenda for all meetings of the Corporation at least twenty-four (24) hours in advance of such meetings, provided, however, that nothing in this Section shall be construed as prohibiting a change to such agenda, whether by way of addition of an item to or deletion of an item from such agenda.

ARTICLE VI COMMITTEES

Section 6.1. Appointment. The Board of Directors may from time to time appoint certain of its members and officers of the Corporation to act as a committee or committees in the intervals between meetings of the Directors and may delegate to such committee or committees the powers that may be exercised under the control and direction of the Directors and in accordance with the applicable provisions of Ohio law. If any powers otherwise exercisable only by the Board of Directors are to be delegated to a committee pursuant to this Article, at least a majority of the Directors of the Board shall be appointed to such committee. Each such committee and each member thereof shall serve at the pleasure of the Directors. If no powers otherwise exercisable only by the Board of Directors are to be delegated to a committee pursuant to this Article, at least one (1) Director shall be appointed to such committee.

Section 6.2. Executive Committee. In particular, the Board of Directors may create and define the powers and duties of an Executive Committee consisting of at least two of the *ex officio* Directors and any one or more of the Appointed Directors. During the intervals between meetings of the Board of Directors the Executive Committee shall possess and may exercise all of the powers of the Board of Directors in the management and control of the business of the Corporation to the extent that the exercise of such powers are expressly permitted by law or otherwise do not constitute an unlawful delegation of fiduciary responsibility. All action take by the Executive Committee shall be reported to the Board of Directors at its first meeting after such meeting of the Executive Committee. All meetings of the Executive Committee shall comply with the provisions of Section 5.9 of this Code of Regulations.

Section 6.3. Committee Action. Unless otherwise provided by the Board of Directors, a majority of the members of any committee appointed by the Board of Directors pursuant to this Article, include a majority of the *ex officio* Directors appointed to such committee shall constitute a quorum at any meeting thereof and the act of a majority of the members present at a meeting at which quorum is present shall be the act of such committee. Any such committee shall prescribe its own rules for calling and holding meetings and its method of procedure, subject to any rules prescribed by the Directors and the provisions of Section 6.4 hereof. Each committee shall keep a written record of all actions taken by it.

Section 6.4. Notice To Committee Members of Committee Meetings; Open Committee Meetings. If the number of Directors appointed to a committee do not constitute a quorum under and pursuant to Section 5.7 hereof, such committee may determine its own rules or notifications of its members, and if so determines, the general public, with regard to all of its regularly scheduled or special meetings. If the number of Directors appointed to a committee constitute a quorum under and pursuant to Section 5.7 hereof, the committee shall comply with the provisions of Article V hereof regarding notification and other matters therein relating to meetings of Board of Directors.

ARTICLE VII INDEMNIFICATION

Section 7.1. Rights of Indemnification. Each member of the Board of Directors, each Officer, and each employee or agent of the Corporation (and his or her heirs, executors and administrators) who is made a party to any litigation, action, suit or proceeding, whether civil, criminal, or administrative, by reason of his or her being or having been a Director, Officer, or employee or agent of the Corporation shall be entitled to be indemnified, to the fullest extent provided by or permissible under Section 1702.12 of the Ohio Revised Code, by the Corporation against the reasonable expenses actually incurred by him or her in connection with the defense of such litigation, except in relation to the following matters:

- (a) Those as to which he or she shall be finally adjudged in such litigation to be liable because of material dereliction in the performance of his or her duties as Director, Officer, or employee or agent of the Corporation or
- (b) Those which have resulted in a judgment in favor of the Corporation and against him or her, or which are settled by any payment by him or her to the Corporation.

The right of indemnification shall not be exclusive of other rights to which such person, his or her heirs, executors or administrators, may be entitled.

Section 7.2. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer against any liability asserted against such Director or Officer and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of the Nonprofit Corporation Law.

Section 7.3. Determination of the Directors in regard to Article VII. In connection with the provisions of Sections 7.1 and 7.2 hereof, the Board of Directors hereby determines that such provisions are necessary, or if a court of competent jurisdiction should find otherwise, then convenient, to carry out the purposes of Section 1724.01 of the Ohio Revised Code and the powers especially created for a community improvement corporation in Chapter 1724 of the Ohio Revised Code.

ARTICLE VIII CONFLICTS OF INTEREST POLICY

Section 8.1.Purpose. The purpose of this conflicts of interest policy is to protect the interests of the Montgomery County Land Reutilization Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director. A transaction or arrangement that provides a public benefit to a political subdivision with which an Officer or Director is associated either by election or employment is not in and of itself a conflict of interest under this policy. This policy is intended to supplement but not replace the applicable provisions of the Ohio Revised Code for public officials and public employees, including the following provisions set forth in the first paragraph of Section 1724.10 (B)((1) thereof which address the issue of not only conflicts of interest but also the incompatibility of public offices:

Membership on the governing board of a community improvement corporation does not constitute the holding of a public office or employment within the meaning of sections 731.02 and 731.12 of the Revised Code or any other section of the Revised Code...Membership on such governing boards shall not constitute an interest, either direct or indirect, in a contract or expenditure of money by any municipal corporation, township, county, or other political subdivision. No member of such governing boards shall be disqualified from holding any public office or employment, nor shall such member forfeit any such office or employment, by reason of membership on the governing board of a community improvement corporation notwithstanding any law to the contrary.

Section 8.2 Definitions.

8.2.1 Interested person. Any Director or Officer who has a direct or indirect financial interest, as defined below, is an interested person for purposes of this Policy.

8.2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

(a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Section 8.3. In General. Words and terms with initial capital letters used as defined words and terms in this Policy and not otherwise defined herein shall have the same meaning given such words and terms in the Code of Regulations of the Corporation.

Section 8.3.1. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the board of Directors prior to its considering the proposed transaction or arrangement.

Section 8.3.2. Duty to Recuse Oneself from Vote. A director that is either elected or employed by a political subdivision with which the Corporation is considering entering into a transaction or other arrangement must recuse himself or herself from voting on the matter.

Section 8.3.3. Determining Whether a conflict of Interest Exists. After disclosure of the financial interest, the interested person shall leave the Board of Director's meeting while the financial interest is discussed and voted upon. If such interested person is a Director, the remaining Board of Directors shall decide if a conflict of interest exists.

Section 8.3.4. Procedures for Addressing the Conflict of Interest. If, pursuant to Section 8.3.3, a conflict of interests is deemed to exist:

- a. The Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- b. After exercising due diligence, the Board of Directors shall determine whether the corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Section 8.3.5. Violations of the Conflicts of Interest Policy.

- a. If the board of Directors has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.
- b. If after hearing the response of such persona and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that the interested person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8.4. Records of Proceedings. With respect to any proceedings of the Board of Directors under this Policy, the minutes of the board of Directors shall contain the following:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of director's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 8.5. Annual Statements. Each Director and Officer shall annually sign a statement which affirms that such person:

- a. has received a copy of the most recent Conflicts of Interest Policy;
- b. has read and understands the Policy;
- c. has agreed to comply with this Policy;
- d. understands that the Corporation is an organization performing essential governmental functions authorized in Chapters 1724 and 5722 of the Ohio Revised Code, and therefore, pursuant to Section 115(1) of the Code, it and its income is exempt from federal income taxation; and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its governmental purposes; and
- e. with regard to any public official, such official has filed with the Board his/her OEC disclosure form.

Section 8.6. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its governmental purposes and that it does not engage in activities that could jeopardize its status as an organization performing essential governmental functions and claiming exemption from federal income taxation pursuant to Section 115(1) of the Code, periodic reviews shall be conducted. The periodic reviews shall at the minimum include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arms length bargaining; and
- b. Whether partnership and joint venture arrangements and arrangements with management service organizations, including property management organizations, if any, conform to written policies of the Corporation, are properly recorded with the Corporation, reflect reasonable payment for goods and services, further the Corporations governmental purposes and do not result in personal inurement or impermissible private benefit.

Section 8.7. Use of Outside Experts. In conducting the periodic review provided for in Section 8.6, the Corporation may, but need not, use outside advisors or experts. If used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

Section 8.8. Amendments. This Policy may be amended from time to time by the Directors of the Corporation acting in accordance with the provisions governing amendments to the Policy set forth in the Code of Regulations.

ARTICLE IX AMENDMENTS TO ARTICLES OF INCORPORATION AND CODE OF REGULATIONS

Except as otherwise provided by the Articles of Incorporation of this Code of Regulations and applicable Ohio law, the Articles of Incorporation of the Corporation and this Code of Regulation may be amended, altered, or repealed at any duly scheduled meeting of the Board of Directors called for that purpose by the affirmative vote of (i) a majority of the Directors of the Board and (ii) a majority of the *ex officio* Directors (or their representatives as prescribed in Section 3.1.1 hereof), provided that the notice of said meeting stated that consideration of the amendment of Articles of Incorporation of the Code of Regulations or both, as the case may be, is a purpose of the meeting. Directors of the Board must be notified in written or electronic format of any proposed amendment, alteration, or repeal at least ten (10) days prior to the action on the amendment, alteration, or repeal. Notwithstanding anything to the contrary in this Code of Regulations or the Articles of Incorporation, the Articles of Incorporation and this Code of Regulations may not be amended if such amendment would be inconsistent with the status of an organization performing essential governmental function and claiming exemption from federal income taxation pursuant to Section 115(1) of the Code.

Adopted 4-0 by Board of Directors on 9/20/2011