

CRAWFORD COUNTY LAND REUTILIZATION CORPORATION CODE OF REGULATIONS

ARTICLE 1 CORPORATION

Section 1.1.0.0 – Corporate Name

The name of the Corporation shall be “Crawford County Land Reutilization Corporation” (hereinafter referred to as “CCLRC”).

Section 1.2.0.0 – Principal Office

The place in the State of Ohio (the “State”) where the principal office of the CCLRC is located is the city of Bucyrus, Crawford County, Ohio.

Section 1.3.0.0 – Nonprofit Corporation

The CCLRC has been organized as 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 “Non-profit Corporation Law”). The CCLRC shall carry on only such activities as are consonant with the purposes set forth in Section 1.4.0.0 of this Code of Regulations and in its Articles of Incorporation and in the laws of the State applicable to the CCLRC. It is intended that the CCLRC 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 CCLRC for the continuance of this purposes, accrues to the County of Crawford, 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, and all regulations issued thereunder (the “Code”). All authority and activities of the CCLRC shall be limited accordingly. Notwithstanding any other provision of the CCLRC Articles of Incorporation or this Code of Regulations, the CCLRC shall not directly or indirectly carry on any activity which would prevent it from claiming or maintaining exemption from federal income taxation. The CCLRC is not organized for profit and shall not have any authority to issue capital stock. The CCLRC shall have perpetual existence.

The CCLRC is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 1.4.0.0 - Corporate Purposes; Powers

The CCLRC is a county land reutilization corporation, as defined in R.C. 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 Chapter 1724 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 be amended, including, but not limited to, the following purposes in Section 1724.01(B)(2) of the Ohio Revised Code:(a) 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; (b) efficiently holding and managing vacant, abandoned or tax-foreclosed real property pending is reclamation, rehabilitation and reutilization;(c) assisting governmental entities and other non-profit or for-profit persons to assemble, clear, 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 (d) promoting economic and housing development of the county or region.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the CCLRC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Section 1.4.0.0, et. sequential. No substantial part of the activities of the CCLRC shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the CCLRC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the CCLRC.

Upon the dissolution of the CCLRC, assets shall be distributed for on or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the CCLRC is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In furtherance thereof, the Corporation shall have and may exercise all the powers granted to 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:

1.4.1.0 -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.

1.4.2.0 - To request by resolution that:

1.4.2.1 - the Crawford County Board of County Commissioners (the “Board of Commissioners”) pledge a specifically identified source or sources of revenue pursuant to division (C) of Section 307.78 of the Ohio Revised Code as security for a borrowing of the Corporation; and

1.4.2.2 - Either of the following:

1.4.2.2.1 - 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 4709.81 of the Ohio Revised code for the refunding purposes set forth in that section; or

1.4.2.2.2 - 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.

1.4.3.0 - 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 CCLRC 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, and political subdivision or any other entity, except as otherwise limited in Section 1724.02(C) of the Ohio Revised Code.

1.4.4.0 -To acquire the good will, business, rights, real and personal property, and other assets, or any thereof, or interest therein, of any persons, firms, partnerships, corporations, joints 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, improve 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 in industrial plants, business establishments or housing, except as otherwise limited in Section 1724.02(D) of the Ohio Revised Code.

- 1.4.5.0** - 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, associated, 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 CCLRC shall be used for such acquisition or subscription in violation of Article VIII, Section 6, Ohio Constitution.
- 1.4.6.0** - To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in divisions 1.4.3.0, 1.4.4.0 and 1.4.5.0 of this section.
- 1.4.7.0** - To serve as an agent for grant applications and for administration of grants or to make applications as principal for grants for the CCLRC.
- 1.4.8.0** - 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 CCLRC.
- 1.4.9.0** -To enter into agreements with a political subdivision that has designated CCLRC as its agency for reclamation, demolition, rehabilitation, reutilization of vacant, abandoned, tax-foreclosed, or other real property within the political subdivision.
- 1.4.10.0** - 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 the CCLRC has contracted with municipal, township, or county authority to provide code enforcement or nuisance abatement assistance.
- 1.4.11.0** - To charge fees or exchange in-kind goods or services for services rendered to political subdivisions and other persons or entities for whom services are rendered.
- 1.4.12.0** - 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.

1.4.13.0 - 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.

1.4.14.0 - To do all acts and things necessary or convenient to carry out the purposes of Section 1724.01 of the Revised Code and the powers especially created for a community improvement corporation in Chapter 1724 of the Revised Code, including, but not limited to, contracting with the federal government, the state or any political subdivision, a board of county commissioners pursuant to section 307.07 of the Revised Code, a county auditor pursuant to section 319.10 of the Revised Code, a county treasurer pursuant to section 321.49 of the Revised Code, and any other party, whether nonprofit or for-profit. An employee of a board of county commissioners, county auditor or county treasurer, who, pursuant to a contract entered into in accordance with section 307.07, 319.10 or 321.49 of the Revised Code, provides services to a county land reutilization corporation shall remain an employee of the county during the provision of those services.

ARTICLE II MEMBERS

Section 2.1.0.0 - Members.

The members of the Corporation ("Members") shall be the members of the Board of Directors. (most of Richland Co Article II not used)

ARTICLE III DIRECTORS

Section 3.1.0.0 - Number and Terms of Office of the Board of Directors; Representatives

Pursuant to and in accordance with R.C. 1724.03(B) in effect upon the date of the Corporations incorporation, the Board of Directors of CCLRC (the "Board of Directors") shall be composed of no less than five (5) and no more than nine (9) members, including at least (1) two County Commissioners, (2) the County Treasurer (the County Commissioners and the County Treasurer are hereinafter referred to as the "Statutory Directors"), and (3) one representative of the municipal corporation in the County with the largest population, based on the population according to the most recent federal decennial census (the "Municipal Director"). Any additional members shall be selected unanimously by the Statutory Directors (said members hereinafter referred to as the "Selected Directors"). (The Statutory Directors, the Municipal Director and any Selected Directors, shall collectively be referred to as the "Directors"). The Directors, by majority vote, may alter the number of Directors in its sole discretion; provided further that any decrease in the number of Board Directors shall not, without decision of a majority of Directors, operate to terminate the existing unexpired term of any then-sitting Director

Section 3.2.0.0 – Representatives of Statutory Directors.

Each of the Statutory Directors may appoint a representative, as a Director, to act for the Statutory Director at any meeting of the Directors that the Statutory Director would otherwise personally attend or in which the Statutory Director would otherwise participate or take action by vote. The appointment of such a representative shall not prohibit such Statutory Director from personally exercising all the rights of a Statutory Director at any meeting of the Directors that the Statutory Director personally attends or in which the Statutory Director otherwise participates or takes action by vote. The term of such appointment shall run until the earlier to occur of: (a) the expiration of the term of the appointing Statutory Director or (b) the appointment of a successor representative by the appointing Statutory Director. The term of office of each Statutory Director shall run concomitantly with the terms of office of the public official. As used in this Code of Regulations, a duly appointed representative of any Statutory Director means a Director of the CCLRC for purposes of a quorum and all other business of the Board of Directors.

3.3.0.0 – Selected Directors:

The term of office of each Selected Director shall run from such Director's selection in accordance with Ohio law and acceptance thereof to the second anniversary of such Selected Director's acceptance of selection and the selection of such Selected Director's successor and such successor's acceptance of the selection.

3.3.1.0 – Resignation of Selected Director.

A Selected Director may, at any time with seven (7) calendar days prior written notice to the Secretary of the Board or each of the Statutory Directors, resign from the office of Director of the Corporation. Upon receiving the notice of resignation of a Selected Director, the Secretary of the Board shall call a meeting of the Statutory Directors for the purpose of selecting unanimously a replacement for the resigning Selected Director.

3.3.2.0 – Removal of Selected Director.

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

3.3.3.0 – Vacancy in the Office of Selected Director.

If a vacancy occurs in one or more of the offices of Selected Director, whether from death, disability or otherwise, the Secretary of the Board shall notify all Statutory Directors and shall schedule a meet of such Statutory Directors for the purpose of selecting a replacement to fill the vacancy in accordance with Section 3.1.0.0.

3.4.0.0 – Municipal Director.

The term of office of the Municipal Director shall run until first to occur of: (a) the replacement of such Municipal Director pursuant to Section 3.1.0.0 hereof by the municipal corporation that appointed such Director, provided that appointing municipality shall at the time still be the municipal corporation with the largest population according to the most recent federal decennial census, or (b) the day on which the official results of a new federal decennial census are announced and such results evidence that the municipal corporation appointing the Municipal Director is no longer the largest municipal corporation in the County based on the population.

3.4.1.0 – Replacement of Person Serving as Municipal Director.

The municipal corporation that appointed the Municipal Director pursuant to Section 3.1.0.0 and 3.4.0.0 hereof may replace such person at any time with sixty (60) day's prior written notice signed by the chief executive officer, the chief legal officer, the president of council or other duly authorized public official of such municipal corporation and delivered to Secretary of the Board (which thirty-day notice period the Board Chair may, in his discretion, waive). Such notice shall include a statement that the municipal corporation is replacing the person serving as the Municipal Director and shall state the name of such person's respective replacement. Except for such written notice as provided in this Section, the Board need not obtain any further evidence of the replacement of a Municipal Director and shall not have any power to veto or void such appointment.

3.5.0.0 – Authority and Duties of Directors.

Except where the Community Improvement Corporation Law, the Nonprofit Corporation Law, and the Land Reutilization Law, the Articles of Incorporation or this Code of Regulations require that action be otherwise authorized or taken, all of the authority of the Corporation shall be vested in and exercised under the direction of, and by the affirmative vote of the majority of the Board of Directors acting at a meeting of such Board at which a quorum is present. The Board of Directors shall have authority to make, prescribe and enforce all rules and regulations for the conduct of business and affairs of the Corporation and the management and control of its properties. Without limiting the generality of the foregoing, CCLRC acting through its Board of Directors may contract with the Crawford County Treasurer's Office or other agency or entity to provide management and administrative services to the CCLRC. The County Treasurer, entity or agency shall have full authority to hire and employ other persons in such capacities as are necessary or appropriate for achieving the purposes of the CCLRC and shall fix the compensation for such other persons, subject to the budgetary limitations fixed by the Board of Directors.

3.6.0.0 - Election of Chairperson and Vice-Chairperson of the Board of Directors.

At the initial meeting of the Board of Directors at which this Code of Regulations is adopted, the Board of Directors shall elect a Chairperson and a Vice-Chairperson. The Chairperson shall preside over all meetings of the Board of Directors. The Vice-Chairperson shall preside over all meetings in the absence of the Chairperson. The term of the Chairperson and Vice-Chairperson shall run from, but excluding, the date of election of each as Chairperson and Vice-Chairperson to, and including, the next succeeding Annual Meeting. At each Annual Meeting following the

adoption of this Code of Regulations, the Board of Directors shall elect a new Chairperson and Vice-Chairperson each of whom shall assume role at the next succeeding regular quarterly or special meeting of the Board of Directors; provided that there shall be no prohibition on electing a member of the Board of Directors to successive terms as Chairperson or Vice-Chairperson. If at an Annual Meeting the election of a new Chairperson or Vice-Chairperson is not held for any reason, such election shall be held at a succeeding quarterly or regular meeting, and the Chairperson and Vice-Chairperson shall continue in their respective roles as such until the first meeting immediately following the meeting at which a new Chairperson and Vice-Chairperson were elected. Notwithstanding the foregoing, noncompliance with the provisions of this Section shall have no legal effects on any actions taken by the Board of Directors at a meeting chaired by a Chairperson or Vice-Chairperson whose election or re-election was not held as provided in this Section.

3.7.0.0 – Election of Secretary and Treasurer

At the initial meeting of the Board of Directors at which this Code of Regulations is adopted, the Board of Directors shall elect a Secretary and Treasurer. The Secretary and Treasurer shall serve the traditional roles of those respective offices until a manager is under contract as stated in Article VI. At that time, the Secretary of the Board may retain the responsibilities for keeping records of all Board Meetings unless arrangements are made to contract with the manager to fulfill these duties. When a contract is entered into between the CCLRC and a manager, the duties of the Treasurer may be transferred to the manager.

ARTICLE IV MEETINGS; NOTICES

4.1.0.0 – Definitions of Words and Terms Used in Article IV.

The following words and terms shall have the following meanings for the purposes of their use in this Article IV:

4.1.1.0 - “Meeting” including when used in connection with the terms “annual meeting,” “regular meeting,” and “special meeting,” means any pre-arranged discussion of the Public Business of the CCLRC (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.

4.1.2.0 - “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 CCLRC pursuant to this Article.

4.1.3.0 - “Public Business of CCLRC” means business of the Board of Directors which concerns RCLRC in its capacity as the designated agency of the County for purposes of exercising the powers given it in, among others, Chapters 1702, 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 such purposes, but such business shall not include any business the information with regard to which is not a public record subject to R.C. 149.43 or pursuant to the provisions of R.C. 1724.11.

4.1.4.0 - “Written Notification” means notification in writing mailed by first class mail, 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 CCLRC under this Article IV, or in any way delivered to such person.

4.2.0.0 – Annual Meeting.

The Board of Directors shall hold an annual meeting on the third Wednesday of January each year in conjunction with a regular meeting within the first quarter of the year following the close of the CCLRC fiscal year. The notice for the annual meeting shall be given in accordance with section 4.1.0.0 hereof, but in no event later than the date by which CCLRC is required to file with the Auditor of State the financial report described in R.C. 1724.05. Each annual meeting shall be held in the County at the place set forth in the notice thereof. Notice of such annual meeting shall be given by the CCLRC in accordance with Section 4.1.0.0 hereof. The purpose of the annual meeting shall be to release the annual report of CCLRC, the preparation of which is required pursuant to R.C. 1724.05, and any other annual or special reports to the Board of Directors and to transact such other business as may properly come before the Board of Directors at the annual meeting.

4.3.0.0 – Regular Meetings.

In addition to the annual meeting, the Board of Directors shall hold at least one regular meeting per calendar quarter of each fiscal year of CCLRC on such dates and at such times as the Board of Directors shall determine. If appropriate and feasible, a quarter meeting may be combined with the annual meeting. Notice of each quarterly meeting shall be given by the CCLRC in accordance with the provisions of Section 4.1.0.0 hereof. The purpose of regular meetings of the Board of Directors shall be to receive reports from the Manager, as defined in Sections 6.2.0.0, 6.3.0.0 and 6.4.0.0 hereof, and Officers as defined in 3.7.0.0 and committees as defined in 5.2.0.0, if any, of the Board of Directors, to approve or disapprove actions, if any, by the CCLRC requiring action by the Board of Directors, and to consider and act upon any other matter requiring action by the Board of Directors.

4.4.0.0 – Special Meetings.

The Chairperson of the Board of Directors, a majority of the Directors, a Statutory Director or the President may call a special meeting of the Board of Directors. Notice of any such meeting shall be given in accordance with provisions of Section 4.1 hereof.

4.5.0.0 – Notices to Directors of Meetings.

Notice of each regular meeting, special meeting and annual meeting of the CCLRC shall be given to each Director in accordance with the provisions of this Section.

4.5.1.0 – Annual Meeting and Regular Meetings.

Not less than seven (7) days prior a meeting, notice stating the date, time, place of meeting shall be given to the Directors by CCLRC. Such notice shall be given to the Directors in writing which shall be given by person delivery, mail, facsimile, telegram, e-mail, or other written media addressed to the Directors at their respective email or business address as they appear on the records of the CCLRC.

4.5.2.0 – Special Meetings.

At least twenty-four (24) hours prior to a special meeting, notice stating the date, time, place of meeting shall be given to the Directors by the CCLRC. Such notice shall be given to the Directors in writing which shall be given by person delivery, mail, facsimile, telegram, e-mail, or other written media addressed to the Directors at their respective email or business address as they appear on the records of the CCLRC.

4.6.0.0 – Place of Meeting.

All meetings of the Board of Directors shall be held at the principal place of business of the CCLRC 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.

4.7.0.0 – Quorum; Voting; Adjournment.

Except as otherwise provided in this Code of Regulations, a majority of the Board of Directors of CCLRC, including a majority of the Statutory Directors (or their representatives as prescribed in Section 3.1 hereof) of CCLRC, shall constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors. After a quorum has been established at a meeting of the Board of Directors, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present at any meeting to fewer than the number required for a 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 meeting of the Board of Directors to another time and place.

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 CCLRC 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.

4.8.0.0 – Waiver of Notice by a Director.

Notice of the time, place, and purpose of any meeting of the Board of Directors may be waived by a Director in writing whether 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.

4.9.0.0 – 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. 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 CCLRC shall be given as provided in this Section.

4.9.1.0 – In General.

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

4.9.2.0 – Posted or Published Notice of Meetings.

Notice of all meetings, specifying the 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 CCLRC and at the offices of the County Commissioners and the County Treasurer and (2) by publishing the notice on the publicly accessible website of the CCLRC, or if no such website exists, the website of the County Commissioners, or if not possible, then email to the appropriate local media when appropriate email addresses are supplied by the local media.

4.9.3.0 – Posting of Agenda for Public Meetings of CCLRC.

The CCLRC shall post or cause to be posted on the publicly accessible website of the CCLRC and/or County Commissioners the agenda for all meetings of the CCLRC at least twenty-four (24) hours in advance of such meetings, or if these websites do not exist, by email to the appropriate local media or anyone who request it to be sent via email. 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 V COMMITTEES

5.1.0.0 – Appointment.

The Board of Directors by a majority affirmative vote of Directors present at duly constituted meeting of the Board may from time to time appoint certain of its members and the Manager 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 5.2.0.0 - Executive Committee and Special Committee

In particular, the Board of Directors may create and define the powers and duties of an Executive Committee and/or a Special Committee. The Executive Committee shall consist of at least two of the total of three (3) Statutory Directors and the Municipal Director. 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 if the exercise of such powers are permitted by law or otherwise constitute no unlawful delegation of fiduciary responsibility. A Special Committee shall consist of at least 2 Board of Director members and exercise only those powers authorized at the time of the formation of the Special Committee. All action taken by the Executive Committee and/or Special 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 and Special committee shall comply with the provisions of Section 4.9.0.0 of this Code of Regulations.

5.3.0.0 - Committee Action.

Unless otherwise provided by the Board of Directors, a majority of the members of any committee created by the Board of Directors pursuant to this Article shall constitute a quorum at any meeting thereof and the act of such committee. Any such committee shall prescribe its own rules for calling holding meetings and its method of procedure, subject to any rules prescribed by the Directors and the provisions of Section 5.4.0.0 hereof. Each committee shall keep a written record of all actions taken by it.

5.4.0.0 – Open Committee Meetings.

If the number of Directors appointed to a committee do not constitute a quorum under and pursuant to Section 4.1.0.0 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 4.7.0.0, the committee shall comply with the provisions of Article IV regarding notification and other matters relating to meetings of the Board of Directors.

ARTICLE VI EMPLOYMENT OR CONTRACT FOR SERVICES

6.1.0.0 – Employment.

The CCLRC may enter into an Agreement with the Crawford County Treasurer and/or other agency for the CCLRC's staffing and office needs for the term and under the conditions set forth in said Agreement.

6.2.0.0 – Authority.

Under said Agreement, the County Treasurers Office or other agency or entity designated by the Board shall serve as Land Bank Manager ("Manager") with full power and authority to manage and conduct all of the business of the CCLRC, subject to review by the Board of Directors. A full description of duties and responsibilities of Manager is set forth in a separate contract. The Manager shall not, however, take any of the following actions on behalf of the CCLRC without the prior approval of the Board of Directors:

6.2.1.0 – Borrow or obtain credit in any amount or execute any guaranty;

6.2.2.0 - Expend funds for capital equipment in excess of budgeted expenditures for any calendar month;

6.2.3.0 - Execute any contract or make any commitment for purchase or sale of CCLRC assets;

6.2.4.0 - Execute any lease of real or personal property.

6.3.0.0 – Extent of Services.

The Manager shall diligently and conscientiously devote time as needed to overseeing the CCLRC staffing and office needs.

6.4.0.0 – Duties.

Under the general direction of the CCLRC Board of Directors, the Manager shall be responsible for the operation and the general management of CCLRC's activities and services. Specific duties and responsibilities shall include but are not limited to Sections 6.4.1.0 to 6.4.4.0.

6.4.1.0 – Give direction and leadership to the formulation and achievement of the organization's philosophy, mission, and its annual goal and objectives.

6.4.2.0 – Work with the Board of Directors and staff to develop and implement policies, procedures, and long-range strategic plans.

6.4.3.0 – Oversee administrative, financial and program operations and all personnel matters (design of staff organizational structure, hiring and firing responsibilities, etc.).

6.4.4.0 – Oversee staff's administration of 6.4.4.1 to 6.4.4.5

6.4.4.1 - Prepare and follow Board approval CCLRC annual budget.

6.4.4.2 – Negotiate and ensure compliance of CCLR contracts.

6.4.4.3 – Follow all CCLRC Codes and Regulations.

6.4.4.4 – Act as Fiscal Officer.

6.4.4.5 – Attend regular meetings of the Board of Directors.

6.5.0.0 – Termination of Agreement.

The Agreement may be terminated by the Board of Directors. Such action shall require a two-thirds (2/3) vote by the Board of Directors.

6.6.0.0 – Governing Law.

This Agreement shall be construed in accordance with the applicable laws of the State of Ohio.

6.7.0.0 – Waiver.

Waiver by CCLRC of any breach of Manager shall not operate or be construed as a continuing waiver or as a waiver of any subsequent breach of Manager.

6.8.0.0 - Entire Agreement; Modification.

This Agreement constitutes the entire agreement and understanding between the parties regarding the subject matter addressed herein. No modification or extensions of this Agreement shall be effective unless in writing and signed by the parties hereto, accepting therefrom the areas of discretion reserved by the CCLRC as set forth herein.

ARTICLE VII INDEMNIFICATION

7.1.0.0 - Rights of Indemnification.

Each member of the Board of Directors, each Officer, and each employee or agent of the CCLRC (and his or her heirs, executors and managers) who is made a party to any litigation, action, suit or proceeding, whether civil, criminal, or administrative, by reason of his or being or having been a Director, Officer, or employee or agent of the CCLRC shall be entitled to be indemnified, to the fullest extent permitted by law, by the CCLRC against the reasonable expenses actually incurred by him or her in connection with the defense of such litigation, except in relation to 7.1.1.0 and 7.1.2.0. The right of indemnification shall not be exclusive of other rights to which such person, his or her heirs, executors, or managers, may be entitled.

7.1.1.0 – 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 CCLRC or

7.1.2.0 - Those which have resulted in a judgment in favor of the CCLRC and against him or her, or which are settled by any payment by him or her to the CCLRC.

7.2.0.0 – Purchase of Insurance.

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

7.3.0.0 – Determination of the Directors in regard to Article VII.

In connection with the provisions of Section 7.1.0.0 and 7.2.0.0 hereof, the Board of Directors hereby determines that such provision are necessary, or if a court of competent jurisdiction should find otherwise, then convenient, to carry out the purpose 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 COMPREHENSIVE ETHICS POLICY

8.1.0.0 – Adoption and Maintenance of a Comprehensive Ethics Policy.

The Board of Directors, having duly adopted a Comprehensive Ethics Policy on March 30, 2016, directs such Policy to be attached to this Code of Regulations as Attachment A and incorporated into this Article VIII as if fully written herein and further directs the Conflicts of Interest Policy attached to the Code of Regulations prior to the approval of the Comprehensive Ethics Policy shall be removed from this Code of Regulations and replaced by the Comprehensive Ethics Policy. The Board shall maintain as a part of this Code of Regulations for the life of the CCLRC the Comprehensive Ethics Policy which may be amended from time to time in accordance with the provisions in Section 8.02 below.

8.2.0.0 – Amendments to Comprehensive Ethics Policy.

The Board of Directors may, from time to time, amend the Comprehensive Ethics Policy at any meeting of the Board of Directors called for such purpose, among others. Upon any such amendment, a copy of the amended Policy shall be attached to the Code of Regulations held in the CCLRC minute book. The CCLRC shall replace or cause to be replaced all prior versions of Comprehensive Ethics Policy by delivery of the amended Comprehensive Ethics Policy to all Directors, Officers, and employees of the CCLRC who have received a copy of the Comprehensive Ethics Policy in their possession. From and after such amendment, any copies of the Code of Regulations, including a copy of the Code of Regulations posted on the CCLRC publicly accessible website, shall have affixed to them as Attachment A the amended Comprehensive Ethics Policy, and no further distribution of the form of the Policy prior to such amendment shall be made by any Director, Officer, or employee of the CCLRC.

ARTICLE IX
FISCAL MATTERS; CONTRACTS; RECORDS

9.1.0.0 – Fiscal Year End.

The fiscal year of the CCLRC shall begin on the same day of the year on which the fiscal year of the County begins and end on the last day of each such year.

9.2.0.0 – Annual Budget.

At least thirty (30) days prior to the end of each fiscal year of the CCLRC, The Manager shall present to the Board of Directors the annual budget of the CCLRC for the next succeeding fiscal year. The Board of Directors shall, at a regular or special meeting, conduct a public hearing on such budget and shall, at such meeting or at another meeting called for the purpose, adopt the annual budget which shall govern the expenditures of the CCLRC during the fiscal year to which such budget applies. On and after the commencement of a fiscal year, the annual budget adopted for such fiscal year may be amended or supplemented by the Board of Directors as circumstances warrant. No binding monetary obligation of the CCLRC shall be entered into unless there exists at the time in the applicable budget line item an unencumbered balance in an amount no less than lesser of (a) the amount of the monetary obligation to be incurred without wither the amendment or supplement of such budget and line item by the Board of Directors and (b) the amount of the monetary obligation that will be due and payable in the fiscal year in which the monetary obligation is incurred. Nothing in this Section shall be construed as prohibiting the President from approving the transfer of an unencumbered balance from any line item, account or fund to a line item, account or fund with respect to which an insufficient unencumbered balance exists when it is in the best interest of CCLRC to enter into the binding monetary obligation. In the event that due to unforeseen circumstances the annual budget has not been adopted and is not ready for adoption by the last day of the fiscal year immediately preceding the year for which such budget is to be effective, the Board of Directors may adopt a temporary budget governing fiscal matters for the first three (3) months of the new fiscal year.

9.3.0.0 – Contracts.

The Board shall have the authority to execute contracts on behalf of the CCLRC, subject to any limitations provide in this Section and any other limitations adopted by resolution of the Board of Directors. Unless otherwise provided in the resolution of the Board approving the execution of the contract, (a) any contract shall be executed by two (2) CCLRC Directors and (b) if the contract is for an expense greater than \$20,000, it shall be executed by three (3) CCLRC Directors. Prior to the execution of any contract on behalf of CCLRC, Fiscal Officer shall certify that there is an unencumbered balance in the applicable budgetary account at least sufficient to pay in the fiscal year in which such contract is being signed all payments that are required to be made under the contract in such fiscal year.

9.4.0.0 – Loans and Indebtedness.

No loans shall be contracted on behalf of the CCLRC and no evidences of indebtedness shall be issued in its name unless authorized by the Ohio Revised Code and by a resolution of the Board of Directors with such authorization being either general or confined to a specific instance. When a line or lines of credit have been authorized by the Board of Directors, draw-downs upon the signature of the Chair or Vice Chair are deemed authorized by the Board of Directors unless expressly prohibited by Board resolution.

9.5.0.0 – Signatories on Checks, Drafts and Evidences of Indebtedness.

All checks, drafts or other orders for payment of money issued in the name of the CCLRC or to the CCLRC, shall be signed or endorsed by two (2) of following: three (3) Statutory Board Members and the Municipal Director, who shall be authorized signatories on the account against which such check, draft or other order for the payment of money is drawn. All notes, bonds, or other evidences of indebtedness of the CCLRC for borrowed money shall be signed by the Chair and Vice Chair or any other Board member of the CCLRC if so authorized in the resolution of the Board of Directors approving the borrowing of the money and the issuance of notes, bonds, or other evidences of indebtedness. The signatures of such persons may be by facsimile where expressly authorized, but shall not be preprinted on the instrument.

9.6.0.0 – Signatories on Deeds and Transfers of Real Property Interest.

All deeds and other documents transferring an interest in real property of the CCLRC shall be executed by the Chair or Vice-Chair of the Board and shall otherwise be in compliance with the provisions of Ohio law applicable to disposition of real property.

9.7.0.0 – Deposits.

All funds of the CCLRC not otherwise employed shall be deposited from time to time to the credit of the CCLRC in such banks, trust companies or other depositories as the Chair of the Board of Directors may select after written solicitation to such banks, trust companies and other depositories for designation as a depository of the CCLRC by the Treasurer.

9.8.0.0 – Maintenance of Records; Open Records.

The CCLRC shall keep accurate and complete books and records of account according to generally accepted accounting principles relating to any moneys received or expended in connection with its pursuit of its purposes and in such a manner as to facilitate compliance with the requirements of ORC 1724.05. Maintenance of such books and record of account shall be the responsibility of the Manager with oversight from a certified public accountant or accounting firm selected by the Board. The Secretary of the Board shall also keep minutes of the proceedings of its Board of Directors, and any committee created by and having any of the authority of the Board of Directors. Maintenance of such minutes of the proceedings of the Board of Directors, and any committee created by and having any of the authority of the Board of Directors, shall be the responsibility of the Manager. To the extent provided in ORC 149.431 and except as otherwise provided therein and in ORC 1724.11, the books and records of CCLRC shall be public records, open for public inspection in accordance with the provisions of ORC 149.43.

9.9.0.0 – Internal Controls.

In addition to the requirements of this Article IX regarding fiscal matters of the CCLRC, the Manager may provide by written policy circulated to all Directors, employees and agents of the CCLRC further internal controls and safeguards over the assets of the CCLRC to ensure their safety and application consistent with all applicable law, regulations, the Articles of Incorporation and this Code of Regulations.

ARTICLE X AMENDMENTS

10.10.0.0 – Amendments to Articles of Incorporation and Code of Regulations.

Except as otherwise provided by the Articles of Incorporation or this Code of Regulations and applicable Ohio law, the Articles of Incorporation of the CCLRC and this Code of Regulations 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 (1) a majority of the Directors of the Board and (2) a majority of the Statutory Directors (or their representatives as prescribed in Section 3.1 hereof), provided that the notice of said meeting stated that consideration of the amendment of Articles of Incorporation or the Code of Regulations or both, as the case may be, is the purpose or 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 (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 the organization performing essential governmental functions and claiming exemption from federal income taxation pursuant to Section 115(1) of the 1986 Internal Revenue Code.

Adopted March 30, 2016 by Crawford County Land Reutilization Corporation Board of Directors