BYLAWS
Lewis County Land Bank Corporation
Adopted: November 5, 2026
Resolution 2026-14

ARTICLE I – NAME AND PURPOSE

Section 1. Name

The name of the corporation shall be as provided in its Certificate of Incorporation and is currently the Lewis County Land Bank Corporation (hereafter the "Corporation" or "Land Bank").

Section 2. Purpose

The purpose of the Land Bank is to acquire, hold, manage, develop, and dispose of vacant, abandoned, tax-delinquent, tax-foreclosed, and underutilized properties within Lewis County to eliminate the harms and liabilities associated with such properties and facilitate their return to productive use, in a manner consistent with the public interest, as outlined in Article 16 of the New York State Not-for-Profit Corporation Law ("NPCL"), including §1600 et seq., and to carry out all powers and duties authorized thereunder.

ARTICLE II – OFFICES

Section 1. Principal Office

The principal office of the Corporation shall be located at 7660 N. State Street, Lowville, NY, 13367, c/o County Attorney.

Section 2. Other Offices

The Corporation may also maintain other offices within Lewis County as the Board of Directors may determine.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Authority and Duties

The Corporation shall be governed by a Board of Directors ("the Board"), which shall supervise and control the affairs, property, and operations of the Corporation, subject to oversight by the Lewis County Board of Legislators as the appointing authority.

Section 2. Number and Composition

The Board shall consist of no fewer than five (5) and no more than eleven (11) directors, appointed in accordance with Article 16 of the N-PCL. Pursuant to Article 16 §1605(c), any public officer, a person who is elected to a municipal office, shall be eligible to serve as a board member and the acceptance of the appointment shall neither terminate nor impair such public office. Any municipal employee or appointed officer shall also be eligible to serve as a board member.

Section 3. Appointment and Terms

Directors shall be appointed by the Lewis County Board of Legislators. Directors shall serve staggered **three-year terms**, with no more than one-third of terms expiring in a single year. Directors may be reappointed. Initial terms may be set at one, two, or three years to stagger future expirations.

Section 4. Vacancies

Vacancies shall be filled by appointment of the Lewis County Board of Legislators for the remainder of the unexpired term.

Section 5. Attendance

Directors shall attend and actively participate in meetings of the Board of Directors. A director who is absent from three (3) regular meetings of the Board within a twelve-month period without reasonable cause shall be deemed to have failed to meet the attendance and participation requirements of the Board. Upon determination of such failure, the Board may, by majority vote of the remaining directors, declare the director disqualified and removed from office in accordance with Section 1605(e) of Article 16 of the New York Not-For-Profit Corporation Law. Any resulting vacancy shall be deemed effective on the first day of the next calendar month, and any individual removed pursuant to this Section shall be ineligible for reappointment unless confirmed by unanimous vote of the Board of Directors.

Section 6. Removal

Directors may be removed for cause by the Lewis County Board of Legislators, after notice and an opportunity to be heard, consistent with N-PCL Article 16.

ARTICLE IV – MEETINGS

Section 1. Regular Meetings

The Board shall hold regular meetings at least quarterly at a time and place to be determined by the Board.

Section 2. Special Meetings

Special meetings may be called by the Chairperson or upon the written request of at least two Directors.

Section 3. Quorum

A majority of the total number of Directors then in office shall constitute a quorum. No action may be taken without a quorum.

Section 4. Voting

Each Director shall be entitled to one (1) vote. Actions shall be approved by a majority of those present, unless otherwise specified by law or as set forth in the Bylaws. Pursuant to Section 1605(k) of the New York Not-for-Profit Corporation Law, voting by proxy shall not be permitted. Any Director may request that the vote on any motion, resolution, or other action of the Corporation be recorded in the minutes.

Section 5. Open Meetings Law

All meetings of the Board shall be conducted in compliance with the New York State Open Meetings Law (Public Officers Law, Article 7), including provisions permitting remote participation where authorized by law.

Section 6. Videoconferencing

The Board of Directors may permit one or more Directors to participate in meetings by videoconference in accordance with the New York State Open Meetings Law and any other applicable law.

A Director participating by videoconference shall be deemed present for purposes of quorum and voting, provided the Director can simultaneously hear and be heard by all other participants throughout the meeting.

When videoconferencing is utilized, the Corporation shall comply with all applicable requirements of the New York State Open Meetings Law regarding public notice, public access, recording, and retention of meeting records. Unless otherwise required by law, members of the public may attend meetings at the designated physical meeting location. The Board may also provide a means for the public to view or listen to meetings remotely.

The Board may adopt additional policies and procedures governing videoconference participation as necessary to ensure compliance with applicable law and the orderly conduct of meetings.

ARTICLE V – OFFICERS

Section 1. Officers

The officers of the Corporation shall include a Chairperson, Vice Chairperson, Secretary, and Treasurer. The Board may appoint such additional officers as it deems necessary.

Section 2. Election and Terms

Officers shall be elected annually by the Board of Directors at the annual meeting and shall serve one-year terms. Officers may be re-elected.

Section 3. Duties

Chairperson – Presides at meetings of the Board and serves as the principal representative of the Corporation.
Vice Chairperson – Performs the duties of the Chairperson in the Chairperson's absence or incapacity.
Secretary – Ensures the maintenance of the official records of the Corporation, including minutes of meetings, corporate records, and required filings. The Secretary may delegate administrative responsibilities to an Assistant Secretary, Recording Secretary, or other individual designated by the Board; however, the Secretary shall remain responsible for ensuring that the Corporation's records are properly maintained.
Treasurer – Oversees the financial affairs of the Corporation, including maintenance of financial records, internal controls, preparation of financial reports, coordination of audits, and compliance with applicable fiscal requirements. The Treasurer shall be bonded if required by the Board.

ARTICLE VI – COMMITTEES

Section 1. Committees

The Board may establish standing or ad hoc committees to carry out specific duties. All committee actions are subject to approval by the full Board. Committees do not have the authority to hire or terminate staff.

Section 2. Hiring of Staff

Pursuant to Article 16 § 1606, the Board of Directors may employ a secretary, an executive director, its own counsel and legal staff, and such technical experts, and such other agents and employees, permanent or temporary, as it may require, and may determine the qualifications and fix the compensation and benefits of such people. The Board of Directors may also enter into contracts and agreements with

municipalities for staffing services to be provided to the land bank by municipalities or agencies or departments thereof.

The Board of Directors shall have the authority to establish staff positions, determine qualifications, and fix compensation and terms of employment for such positions.

The Board of Directors may appoint an Executive Director or other chief administrative officer, who shall be responsible for the day-to-day administration of the Land Bank and for the supervision and management of Land Bank employees. The Executive Director may hire, supervise, discipline, and terminate employees of the Land Bank in accordance with policies adopted by the Board of Directors. In the absence of an Executive Director, the Board of Directors would be responsible for hiring, supervising, disciplining, and terminating employees, and for entering into agreements with municipalities to provide staffing services.

ARTICLE VII – ETHICS AND CONFLICTS OF INTEREST

Section 1. Compliance

The Corporation shall conduct its operations in accordance with the New York State Public Authorities Accountability Act, the New York State Not-for-Profit Corporation Law, applicable provisions of the Public Officers Law, and all requirements imposed by Empire State Development.

Section 2. Code of Ethics

Directors, officers, and employees of the Corporation shall comply with the Lewis County Code of Ethics and any supplemental ethics policies adopted by the Lewis County Board of Legislators.

Section 3. Conflicts of Interest

No Director shall vote on or participate in discussions on any matter in which they have a direct or indirect financial interest. Such interests must be disclosed in writing and entered into the minutes.

Section 4. Procurement Policy

The Board shall adopt and maintain a Procurement Policy governing the acquisition of goods and services. Such policy shall promote fairness, transparency, competition, and cost effectiveness, and be consistent with applicable law and ESD requirements.

Article VIII – PROPERTY ACQUISITION AND DISPOSITION

Section 1. Authority

The Corporation is authorized to acquire, hold, lease, manage, rehabilitate, develop, mortgage, convey, exchange, or otherwise dispose of real and personal property in furtherance of its public purposes as set forth in Article 16 of the N-PCL.

Section 2. Acquisition

Property may be acquired by the Corporation through tax foreclosure, purchase, donation, transfer from a governmental entity, or any other lawful means consistent with the Corporation's mission.

Section 3. Disposition Policy

The Board shall adopt and maintain a written Property Disposition Policy establishing standards and procedures for the disposition of property. The policy shall prioritize public benefit outcomes and may permit disposition for less than fair market value where the Board determines that such disposition serves a valid public purpose.

ARTICLE IX – FINANCIAL AND ADMINISTRATIVE MATTERS

Section 1. Fiscal Year

The Corporation's fiscal year shall begin on January 1 and end on December 31.

Section 2. Budget and Reporting

The Board shall adopt an annual budget prior to the start of each fiscal year. The Corporation shall file all required reports with the New York State Authorities Budget Office and Empire State Development and shall provide an annual budget and annual financial report to the Lewis County Board of Legislators.

Section 3. Audits

The Corporation shall be subject to independent annual audits, which shall be publicly available.

ARTICLE X – FREEDOM OF INFORMATION LAW

The Corporation shall be subject to and shall comply with the New York State Freedom of Information Law (Public Officers Law, Article 6). The Board shall designate a Records Access Officer and adopt procedures governing responses to requests for public records.

ARTICLE XI – INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, and employees against claims and liabilities arising from their service to the Corporation, consistent with the N-PCL and Public Officers Law.

ARTICLE XII – DISSOLUTION

Section 1. Dissolution

The Corporation may be dissolved only in accordance with § 1613 of the New York State Not-for-Profit Corporation Law and upon approval of the Lewis County Board of Legislators.

Section 2. Distribution of Assets

Upon dissolution, and after payment or provision for payment of all liabilities, all remaining assets shall be distributed to Lewis County or to another land bank corporation organized under Article 16 of the NPCL, if permitted by statute, as determined by the Lewis County Board of Legislators, and shall be used exclusively for public purposes.

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended only after review and approval of the proposed amendment by the Lewis County Board of Legislators. Any proposed amendment shall be submitted in writing to the Board of Directors and to the Lewis County Board of Legislators at least thirty (30) days prior to the meeting at which it will be considered. All members of the Board of Directors shall be notified of the proposed amendment at the same time it is submitted to the Lewis County Board of Legislators. Following approval by the Lewis County Board of Legislators, the amendment may be adopted by the affirmative vote of two-thirds (2/3) of the full Board of Directors. No amendment shall take effect unless approved by both the Lewis County Board of Legislators and the Board of Directors as provided in this Section.