

**BYLAWS
OF
PHILADELPHIA COMMUNITY LAND TRUST**

**ARTICLE 1
GENERAL**

SECTION 1.1 NAME. The formal name of the Corporation is Philadelphia Community Land Trust, and shall be referred to as “Philadelphia Community Land Trust” hereafter “the PCLT”.

SECTION 1.2 REGISTERED OFFICE. The registered office of the PCLT shall be 1929 W Norris St, Philadelphia, PA 19121. The registered office may be changed as the Board of Directors may from time to time determine or as the business of the PCLT may require. The registered office of the PCLT in Pennsylvania shall be at the place designated in the Articles of Incorporation, or at such place within the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine or as the business of the PCLT may require.

SECTION 1.3 OTHER OFFICES. The PCLT may also have offices at such other places within and without the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine, or the activities of the PCLT may require.

SECTION 1.4 CORPORATE SEAL. The corporate seal shall have inscribed thereon the name Philadelphia Community Land Trust, Inc., the year of its incorporation and the words “Corporate Seal – Pennsylvania”. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in manner reproduced

SECTION 1.5 FISCAL YEAR. For the purposes of all financial reporting, the Fiscal Year shall be January 1 to December 31.

**ARTICLE 2
PURPOSES AND POWER**

SECTION 2.1 GENERAL. The PCLT will have the purposes and powers as stated in its Articles of Incorporation and such other powers as are now or may be granted hereafter by the Pennsylvania Nonprofit Corporation Law of 1988 or any successor legislation.

SECTION 2.2 PURPOSES. Without limiting the powers or purposes described in §2.1, the PCLT will focus on owning and developing land for the betterment of the surrounding neighborhood, and for charitable purposes, such as the relief of the poor and distressed. The purpose of the PCLT shall be:

(a) To provide opportunities for low and no income people to secure housing that is decent and affordable and that is non-restrictive and available to any and all low and no income individuals and/or families.

(b) To preserve the quality and affordability of housing for future low-income residents of the community.

(c) To combat community deterioration in economically disadvantaged neighborhoods by promoting the development, rehabilitation, and maintenance of decent housing in these neighborhoods; by promoting economic opportunities for low-income residents of these neighborhoods; by making land available for projects and activities that improve the quality of life in these neighborhoods; and by assisting residents of these neighborhoods in improving the safety and well-being of their community.

(d) To provide and preserve land for community use, such as the commons, farming, recreation, green space and commerce.

(e) To protect the natural environment and to promote the ecologically sound use of land and natural resources and the long-term health and safety of the community.

(f) to preserve both the aesthetic value and culture of neighborhoods.

(g) to advocate for and equip people with the ability to advocate for themselves and their communities.

(h) to equip people with the ability to maintain their homes and be self-sufficient in other aspects of their lives.

(i) to facilitate the process of communities collectively managing their resources.

(j) to advance the human right to housing as a local, regional, national and international realized right.

(k) to support social justice movements engaged in expanding human rights and advancing the cause of self-determination for oppressed people.

ARTICLE 3 **MEMBERSHIP.**

SECTION 3.1 The PCLT shall have no members.

ARTICLE 4 **BOARD OF DIRECTORS**

SECTION 4.1 **NUMBER AND QUALIFICATIONS.** The affairs of the PCLT shall be governed by a Board of Directors composed of at least three and not more than nine persons, all of whom shall be at least eighteen years old.

SECTION 4.2 **POWERS AND DUTIES.** The Board of Directors shall have all the powers and duties necessary for the proper administration of the affairs of the PCLT and may do all such acts and things as are not prohibited by applicable law or these Bylaws. Members of the Board of

Directors shall stand in a fiduciary relationship to the PCLT and shall perform their duties in good faith, in a manner they reasonably believe to be in the best interests of the PCLT. The powers and duties of the Board of Directors shall include but not be limited:

- (a) To monitor the finances of the PCLT and the operation of its business and take such actions as are required to keep these in a sound and stable condition.
- (b) To adopt an annual budget.
- (c) To provide for adequate property and liability insurance

SECTION 4.3 ELECTION AND TERM OF OFFICE.

- (a) The term of the Directors in office on the date these Bylaws are approved and adopted shall expire when successors are appointed at the first annual meeting. At the First Annual Meeting, the Initial Board will fix the number of Directors and appoint Directors as necessary to fill any vacant seats.
- (b) Initial terms of office shall be not more than three years, provided that the Initial Directors shall be elected for terms of one, two or three years such that the terms of a nearly-equal number of directors expire on an annual basis. At the expiration of those initial terms of office, successors shall be elected to serve three-year terms. Directors shall serve until their successors are elected.
- (c) Directors shall be elected by at minimum a two thirds majority vote, only after attempting to reach a consensus of the Board. Nothing contained herein shall prevent any Director from nominating and voting for themselves as a successor Director.
- (d) Terms shall be limited to two consecutive three year terms.

SECTION 4.4 VACANCIES. A vacancy in the Board of Directors shall occur upon the death, resignation, removal, or disqualification of a director of the PCLT. A director of the PCLT may resign by giving notice in writing to the secretary. A director of the PCLT automatically shall be considered disqualified and to have vacated their office if they are absent from three out of four consecutive regular meetings without permission of the Board during their term of office, or if they are employed or retained by the PCLT.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors unless they constitute less than a quorum. Each person so elected shall serve as Director until a successor is elected at the next annual meeting to serve out the unexpired portion of the term.

SECTION 4.5 REMOVAL OF DIRECTORS. Any Director may be removed with or without cause by a vote of two thirds of Directors then in office.

SECTION 4.6 COMPENSATION. No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to a Director for services performed by that

Director for the PCLT in any other capacity, except in accordance with the conflict of interest policy provided in these Bylaws.

SECTION 4.7 REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the Directors, but at least one such meeting shall be held during each month. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, email or telephone at least three (3) days prior to the day named for such meeting.

SECTION 4.8 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President on three days' notice to each Director, given personally or by mail, email or telephone which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least two Directors. At special meetings, the Board of Directors may not act on any matter not set forth in the notice of the special meeting.

SECTION 4.9 WAIVER OF NOTICE. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board, shall be a waiver of notice by him of the time and place thereof, except when that Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

SECTION 4.10 QUORUM. Pursuant to 15 Pa.C.S.A. s 5727, at meetings of the Board of Directors, a majority of the Directors (without reduction for vacancies) shall constitute a quorum for the transaction of business. Good faith efforts must be made for the Board to make decisions by consensus, but the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If the number of Directors at a meeting drops below the quorum, business may continue to be transacted but only upon the affirmative vote of 2 Directors.

SECTION 4.11 FIDELITY BONDS. The Board of Directors may require that all officers and employees of the PCLT handling or responsible for corporate or trust funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the PCLT.

SECTION 4.12 EXECUTIVE SESSION. The Board may hold an executive session, i.e. a session closed to everyone but the Directors and whomsoever they may invite, during a meeting or at the opening or closing of a meeting but only to discuss the following:

- (a) Employment rights of any past, present or prospective employee;
- (b) Information, strategy and negotiation session for collective bargaining agreements or labor relations and arbitration;
- (c) Litigation or potential litigation matters, including an attorney or other professional advisor;

Notwithstanding the foregoing, however, voting in such matters shall not take place in executive session but shall take place in the regular board meeting.

SECTION 4.13 DECISION MAKING. Every attempt will be made to achieve consensus-unanimous agreement- in all Board decisions, such as resolutions. If consensus is not possible, the Board can shift to a straight vote. Votes must achieve a two-thirds majority in order to ratify. In consensus decision making, Board Members have four (4) options:

- (a) Agree. Board member agrees with and supports the resolution.
- (b) Disagree. Board member does not agree with the resolution, but is not blocking passage.
- (c) Block. Board member blocks passage of the resolution. The resolution can be tabled or renegotiated.
- (d) Abstain. Board member does not vote on the resolution.

SECTION 4.14 ACTIONS BY DIRECTORS IN LIEU OF A MEETING. Unless otherwise restricted by the Articles of Incorporation, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceeding of the Board or committee.

SECTION 4.15 USE OF ELECTRONIC, VIRTUAL, CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT. To the fullest extent permitted by 15 P.S. § 5708, one or more persons may participate in a meeting of the Board of Directors, any committee or any other body of the PCLT by means of conference telephone or similar communications equipment or video software program by means of which all persons participating in such meeting can hear each other. Participation in such meeting shall constitute presence in person at such meeting.

ARTICLE 5 **ADVISORY COUNCIL**

SECTION 5.1 ESTABLISHMENT OF ADVISORY COUNCIL. The Board may establish an Advisory Council and such other advisory groups as it may determine. It is intended that the Advisory Council shall participate actively in the PCLT.

SECTION 5.2 ADVISORY COUNCIL PARTICIPANTS. The Advisory Council shall have two (2) classes of Participants, as follows:

5.2.1 LEASING PARTICIPANTS. Any and all persons who have acquired from the PCLT (by lease or other conveyance of limited duration) an interest in the land and any person in the household of that person who is over the age of twelve (12) years and competent to share the responsibilities of leasing;

5.2.2 INTERESTED PARTICIPANTS. Interested Participants are participants by application or invitation and must be approved by a simple majority of the Board. The composition of Interested Participants includes:

(a) Community Participants. Any non-leasing person who is a resident of the city of Philadelphia and living within two (2) city blocks of one or more of the CLT properties and who is interested in actively furthering the Philadelphia Community Land Trust purposes.

(b) Community Interests. Any non-person (house of worship, non-profit organization, school or non-chain locally owned business) with a physical property or office within two (2) city blocks of one or more of the PCLT properties and is interested in actively furthering the PCLT purposes. This Participant must be represented by a single person as determined by the entity.

(c) Social Movement Participants. Any non-person political party or organization engaged in the social justice movement. The entity can be located anywhere on planet earth. This Member must be represented by a single person as determined by the entity.

SECTION 5.3 REPRESENTATION. The Advisory Council shall consist of residents and other interested representatives of the PCLT communities. Advisory Council participants shall consider all relevant matters, including broader social issues, that may impact the policy and operations of the PCLT. Advisory Council participants should be diverse in their interests.

SECTION 5.4 COMPOSITION. The Advisory Council shall consist of residents living in PCLT Properties who choose to serve on the Advisory Council, residents of the neighborhood of PCLT properties as are determined by the Board, representatives of community organizations as are determined by the Board, and such other individuals and community representatives as the Board may determine.

SECTION 5.5 AUTHORITY. Advisory Council members shall participate in Council meetings and other meetings of the PCLT as the Board may determine. The Board may consult with the Advisory Council with respect to major issues. Advisory Council participants shall not be entitled to vote on any matter, or to participate in executive session or in such matters which must be considered solely by the Board

ARTICLE 6 **OFFICERS**

SECTION 6.1 DESIGNATION. The principal officers of the PCLT shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by and from

the Board of Directors. The Directors may appoint an Assistant Treasurer, and an Assistant Secretary, and such other officers as in their judgment may be necessary.

SECTION 6.2 ELECTION OF OFFICERS. The officers of the PCLT shall be elected annually by the Board of Directors, at the organization meeting of each new Board and shall hold office until the next annual organization meeting of Directors and until their successor shall have been elected, or until their earlier death, resignation or removal. One director may hold multiple offices, except that the offices of President and Secretary must be held by separate individuals.

SECTION 6.3 RESIGNATION. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.4 REMOVAL. Any officer of the PCLT may be removed, either for or without cause, by a two-thirds majority of the entire Board, whenever, in their judgment the best interest of the PCLT would be served thereby.

SECTION 6.5 VACANCIES. Any vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6.6 PRESIDENT. The President shall be the chief executive officer of the PCLT, shall preside at all meetings of the Board of Directors, and shall have general supervision over the activities and operations of the PCLT, except as limited by the Board of Directors and these Bylaws. The President shall sign, execute, and acknowledge, in the name of the PCLT, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer, agent, or employee of the PCLT; and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned by the Board of Directors.

SECTION 6.7 VICE PRESIDENT. The Vice President shall take the place of the President and perform their duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to so do on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon them by the Board of Directors.

SECTION 6.8 SECRETARY. The Secretary shall keep and have custody of the minutes of all the meetings of the Board of Directors; they shall have custody of the seal of the PCLT; they shall have charge of such other books and papers as the Board of Directors may direct; they shall give notice to all Directors and members for their respective meetings; they shall countersign all contracts signed by the President; and they shall, in general perform all the duties incident to the office of Secretary. The Board shall have the authority to elect one of its members to act as Secretary during any temporary absence or disability of the Secretary.

SECTION 6.9 TREASURER. The Treasurer shall be ex-officio chairman of the finance committee of the PCLT and shall review all financial records, statements and transactions

of the PCLT. They shall monitor the keeping of the corporate books and the deposit and withdrawal of all funds. It shall be the duty of the Treasurer to produce or review the production of monthly and annual financial reports. It shall be the duty of the treasurer to closely study the financial affairs of the PCLT and to make such recommendations to the Board of Directors as they may deem to be necessary or desirable.

ARTICLE 7

COMMITTEES AND OTHER WORKING GROUPS

SECTION 7.1 AUTHORITY OF COMMITTEES. The PCLT may have certain Committees, created by Resolution of the Board of Directors or by these Bylaws, which will have and exercise some prescribed responsibility and authority. No Committee will have, however, the authority of the Board in reference to affecting any of the following:

- (a) Filling of vacancies in the Board.
- (b) Adoption, amendment, or repeal of Bylaws.
- (c) Amendment or repeal of any resolution of the Board.
- (d) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

SECTION 7.2 COMMITTEES OF THE BOARD. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board. Each such committee shall consist of one or more Directors and shall have and exercise such authority of the Board as is stated in the Resolution.

SECTION 7.3 STANDING COMMITTEES. The PCLT initially will have no Standing Committees. If the PCLT establishes standing committees in the future, each standing committee shall have and exercise such responsibility and authority as is stated in the resolution by which it is established. The Board shall select one of its members to be a liaison to each standing committee.

SECTION 7.4 OTHER COMMITTEES. Other committees, not having and exercising the authority of the Board, may be designated by a resolution adopted either by a majority of members present at a meeting at which a quorum is present or by resolution of the Board. The committees so created shall have the purposes and functions as are stated in the resolutions by which they were created.

SECTION 7.5 VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7.6 QUORUM. Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7.7 RULES. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with the resolution by which such committee was established.

SECTION 7.8 REPORTS. The chairperson, or other designated representative, of each standing committee shall report to the Board on a monthly basis.

SECTION 7.9 APPEALS. The only appeal available for an individual affected personally and adversely by a decision of any committee shall be to the Board.

SECTION 7.10 OTHER WORKING GROUPS. The Board may create and empower the following working groups:

(a) Programs: Programs are established to deliver a particular long-term service or end result to individuals served directly by the PCLT, or the broader community. As the PCLT identifies long-term priorities, Programs can be established to meet those needs or deliver those services. Programs can be run entirely by the PCLT or can be run jointly with partners. Examples of Programs include property maintenance, political education, job training, etc. A political education program can be run jointly with local or national organizations specializing in political education. A property maintenance program can be run entirely by the PCLT or can be run jointly with a contractor. Programs are created and empowered with a specific range of responsibilities by the Board. Programs report to the Board and/or designated PCLT staff, their decisions can be amended or overturned by the Board.

(b) Projects: Projects are established to deliver a particular short term service or end result to individuals served by the PCLT, or the broader community. As the PCLT identifies specific tasks, Projects can be established to accomplish those tasks. Projects can be run entirely by the PCLT or can be run jointly with partners. Examples of Projects include replacing the roof of a building, organizing a holiday block party, organizing a big annual meeting, etc. Projects are created and empowered with a specific range of responsibilities by the Board. Projects report to the Board and/or designated staff and their decisions can be amended or overturned by the Board.

ARTICLE 8

STEWARDSHIP OF LAND

SECTION 8.1 PRINCIPLES OF LAND USE. The Board shall oversee the use of land owned by the PCLT and shall convey the right to use such land so as to facilitate access to land and affordable housing by low and no income people. In so doing, the Board shall be guided by the following principles:

(a) The Board shall consider the needs of potential lessees and shall attempt to effect a just distribution of land use rights.

(b) The Board shall convey land use rights on terms that will preserve affordable access to land and housing for future low and no income residents of the community.

(c) The Board shall convey land use rights in a manner that will promote the long-term well-being of the community and the long-term health of the environment.

(d) In order to protect the land over a long period of time, restrictive covenants governing land use and sale will be applied wherever possible and legal.

SECTION 8.2 ENCUMBRANCE OF LAND. The decision to mortgage or otherwise encumber land owned by the PCLT shall require the approval of the Board. Encumbrance of the land owned by the PCLT is generally to be avoided and taken only as an emergency measure when all other possible options have been exhausted.

SECTION 8.3 SALE OF LAND. The sale of land does not conform with the philosophy and purposes of the PCLT. Accordingly, land shall not be sold except in extraordinary circumstances, and then only in accordance with the following guidelines:

(a) A parcel of land may be sold pursuant to a resolution adopted by an affirmative vote of at minimum two thirds of the Board and then only after having failed in every effort to reach consensus.

(b) The land can only be sold in order to save a greater number of additional parcels, i.e., sell parcel #4 in order to financially rescue parcels #5 and #6;

(c) The land can be sold as part of the dissolution process.

ARTICLE 9 **FISCAL MANAGEMENT**

SECTION 9.1 FISCAL YEAR. The fiscal year of the PCLT shall begin on the first day of January of each year, except that the first fiscal year of the PCLT shall begin at the date of incorporation.

SECTION 9.2 BOOKS AND ACCOUNTS. Books and accounts of the PCLT shall be kept under the direction of the Treasurer and in accordance with proper accounting procedures and standard accounting practices.

SECTION 9.3 DEPOSIT AND INVESTMENT OF FUNDS. All funds that are not currently needed to pay obligations shall be invested in United States Government securities, United States Government agency securities, or securities guaranteed as to principal and interest by the United States Government or by an agency thereof (collectively, "U.S. Security"), or deposited in accounts that are fully insured by an agency/or instrumentality of the United States Government. No funds shall be invested in stocks, bonds, or obligations other than as aforesaid except pursuant to a certificate signed by an attorney at law opining as to the eligibility under the aforesaid rules and the approval of any project mortgagee. All funds that are currently needed to make disbursements authorized under these Bylaws shall be deposited in accounts in institutions whose accounts are insured by an agency of instrumentality of the United States Government, or whose accounts are invested in U.S. Securities.

SECTION 9.4 CHECKS, ETC. All checks, drafts, endorsements, notes and evidences of indebtedness of the PCLT, and all endorsements for deposits to the credit of the PCLT, shall be signed by such Officer or Officers, agent or agents of the PCLT and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such

determination by the Board of Directors, such instruments shall be signed by the President and Treasurer, or either one of them and another officer of the PCLT.

SECTION 9.5 CONTRACTS. The President, Vice-President, or any other Officer specifically authorized by the Board of Directors, may, in the name of and on behalf of the PCLT, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the express and specific authorization of the Board of Directors, no Officer or other agent of the PCLT may enter into any contract or execute and deliver any instrument in the name of and on behalf of the PCLT.

SECTION 9.6 AUDITING. At the closing of each fiscal year, the books and records of the PCLT shall be audited by a Certified Public Accountant.

SECTION 9.7 BOOKS AND RECORDS. The PCLT will keep at its registered office or principal place of business: correct and complete books and records of account; minutes of the proceedings of its Board of Directors and committees; and, the original or a copy of its by-laws, including amendments to date certified by the Secretary of the PCLT.

ARTICLE 10 **INDEMNIFICATION**

SECTION 10.1 LIMITATION ON LIABILITY. To the extent allowed under Section 512 of the Associations Code of the Commonwealth of Pennsylvania, a Director or Standing Committee member, either present or future, shall not be personally liable for monetary damages whether for any action taken or for any failure to take action in their role as a Director or Standing Committee member unless:

- (a) they have breached or failed to perform the duties of their office, and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

SECTION 10.2 INDEMNIFICATION. The PCLT shall indemnify any present or future Director or Standing Committee member against any and all claims and liabilities to which they have or shall become subject by reason of serving or having served as such Director or Standing Committee member or by reason of any action alleged to have been taken, omitted or neglected by them as such Director or Standing Committee member; and the PCLT shall reimburse each such person for all necessary expenses reasonably incurred by them in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of their self-dealing, willful misconduct or recklessness.

- (a) Any indemnification under this section shall be made by the PCLT only as authorized in the specific case upon a determination that indemnification is proper under the circumstances and that the person involved acted in good faith and in a manner they reasonably believed to be in the best interests of the PCLT. The membership shall appoint an ad hoc committee for the purpose of making this determination.

ARTICLE 11
AMENDMENTS

SECTION 11.1 **AMENDMENT**. The Articles of Incorporation may be amended, and these Bylaws may be amended or may be repealed and new Bylaws adopted only by an affirmative vote by at minimum two thirds of the entire Board of Directors after every attempt has been made to reach consensus, at any regular or special Board meeting, provided that written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof.

ARTICLE 12
NON-DISCRIMINATION POLICY

SECTION 12.1 **PARTICIPANTS**. Employment by the PCLT, or appointment to a Directorship or Office shall not be denied or restricted on the basis of race, sex, religion, creed, national or ethnic origin, sexual preference, disability/handicap, marital status, age, presence of children, receipt of housing assistance or source of income.

SECTION 12.2 **PARTICIPATION IN PROGRAMS**. The ability to participate in or enjoy the benefits of any and all programs operated on PCLT property or operated by the PCLT at any location shall not be denied or restricted on the basis of race, sex, religion, creed, national or ethnic origin, sexual preference, disability/handicap, marital status, age, presence of children, receipt of housing assistance or source of income.

ARTICLE 13
MISCELLANEOUS

SECTION 13.1 **CONFLICT**. Any provisions of these Bylaws that are inconsistent with or in violation of any provision of, or requirements contained in, the Articles of Incorporation or the statutes or laws of the Commonwealth of Pennsylvania, shall be considered inoperative and the applicable provisions of the Articles of Incorporation, statutes or law shall be considered part of these Bylaws as if set forth herein.

SECTION 13.2 **NOTICES**. Unless another type of notice is specifically provided for, any and all notices called for in these Bylaws must be in writing.

SECTION 13.3 **SEVERABILITY**. If any term or provision of these Bylaws or the application thereof to any persons or circumstances shall, to any extent and for any period of time, be invalid or unenforceable, said term or provision or the application thereof shall be considered inoperative, and the remainder of the Bylaws and the application of its terms or provisions to persons or circumstances, other than those to which it is held invalid or unenforceable, shall not be affected thereby.

SECTION 13.4 **WAIVER**. No provision contained in the Bylaws is abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

SECTION 13.5 CAPTIONS. The captions contained in the Bylaws are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope nor the intent of any provision thereof.

SECTION 13.6 GENDER. Any gendered language appearing in these Bylaws shall be construed as a referring to all gender identities, and the use of singular includes the plural, and vice versa, whenever the context of the Bylaws so require.

ARTICLE 14

CONFLICT OF INTEREST POLICY

SECTION 14.1 DUTY TO PCLT. Every Board, Committee and Council member shall make decisions and carry out their oversight responsibilities in the best interests of the Corporation.

SECTION 14.2 INTERESTED PERSON. An Interested Person is anyone who has a financial interest, either directly or through family or business relationships, in a compensation arrangement with the Corporation or in an entity with which the Corporation is considering entering a transaction.

SECTION 14.3 APPEARANCE OF A CONFLICT OF INTEREST. The appearance of a conflict of interest occurs when a reasonable person might have the impression, after full disclosure of the facts, that a member's judgment might be significantly influenced by outside interests, even though the member is not an Interested Person.

SECTION 14.4 DISCLOSURE. Any member of the Board of Directors, Council or Committee with powers delegated to it by the Board of Directors who believes they are an Interested Person or might appear to have a conflict of interest with regard to any matter coming before the Board, Council or such Committee must disclose the existence of the interest or apparent conflict to the Board, Council or Committee.

SECTION 14.5 VOLUNTARY RECUSAL. If such a member believes their interest in a matter constitutes either a conflict of interest or the appearance of a conflict of interest, they shall recuse themselves from any discussion related to the matter and from voting on the matter.

SECTION 14.6 RECUSAL BY BOARD, COUNCIL OR COMMITTEE. If the member does not voluntarily recuse themselves, any Board member or committee member may request that the Board, Council or Committee determine whether such member should be recused. Such members shall not be present during the discussion and vote on the recusal and may not be counted in determining the existence of a quorum at the time of such vote. In making the decision as to recusal, the Board, Council or Committee shall keep in mind that it is the Corporation's policy to avoid the appearance of a conflict of interest. If a majority of the Board, Council or Committee votes for recusal, a quorum being present, the member shall be immediately recused. The results of the vote shall be recorded in the minutes of the meeting.

SECTION 14.7 RECUSED MEMBERS. A recused Board, Council or Committee member shall not be present during the discussion of the matter in regard to which they have been recused and shall not participate in the vote on such matter.

SECTION 14.8 AGREEMENT TO COMPLY. Upon joining the Board of Directors, Advisory Council or of a Committee with powers delegated by the Board of Directors, each new member shall be given a copy of this conflict-of-interest policy and shall sign a document stating that they have read and understood the policy and agrees to comply with it.

The foregoing Bylaws are duly adopted and approved as and for the Bylaws of Philadelphia Community Land Trust by resolution of the Board of Directors of this Corporation adopted

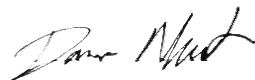
September 5, 2022.

CERTIFICATION

I HEREBY CERTIFY that I am the duly elected and acting Secretary of Philadelphia Community Land Trust (the “Corporation”); that the foregoing Bylaws are duly adopted and approved by resolution of the Board of Directors of the Corporation adopted

Daniel Moffat, 2022.

IN WITNESS WHEREOF, I have affixed my name as Secretary of this Corporation, this 5th day of September, 2022.



Name: Daniel Moffat

Secretary

Philadelphia Community Land Trust