

BYLAWS OF POWHATAN POINT REVITALIZATION ASSOCIATION

ARTICLE I - PURPOSE AND POWERS

SECTION 1. REGISTERED OFFICE AND REGISTERED AGENT

Powhatan Point Revitalization Association (the "Association") shall have, and continuously maintain in the State of Ohio, a registered office and a registered agent, whose office is identical with such registered office, as required by the Ohio Nonprofit Corporation Law, Chapter 1702, as amended, state law. The Statutory Agent for the Corporation shall be the Powhatan Point Revitalization Association Business Manager (the corporation hired management executive head, known hereafter as "Business Manager"). The Powhatan Point Revitalization Association, Board of Directors (the "Board") may from time to time, change the registered agent and/or the address of the registered office, provided that such change is appropriately reflected in these Bylaws and in the Articles of Incorporation (the "Articles").

The Registered Office of the Association is located at PO Box 148, Powhatan Point, Belmont County, Ohio 43942, and at such address is the Association mailing address. Said address shall also serve as the principal office of the Association and Board.

SECTION 2. PURPOSE

The Association is incorporated as a non-profit corporation for the purpose set forth in the Articles, the same to be accomplished on behalf of the Town of Powhatan Point, Ohio (the "Town"), as its duly constituted Association and instrumentality in accordance with the Ohio Nonprofit Corporation Law, Chapter 1702, as amended, (the "Act"), other applicable laws (US Internal Revenue Service Code, 501c[4]), including all permissible projects prescribed by the Act, and for parks, auditoriums, open space improvements, athletic and exhibition facilities, and other related improvements and for maintenance and operating cost of the publicly owned and operated projects. The Association shall be a non-profit corporation as defined by the Internal Revenue Code 1986, as amended, and the applicable regulations of the United States Treasury and the rulings of the Internal Revenue Service of the United States prescribed and promulgated hereunder.

The Powhatan Point Revitalization Association (PPRA) shall adhere to the review and recommendations of the Town of Powhatan Point Mayor and Town Council (the "Council"), taxpayers, residents, businesses goals and objectives as described subsequently, not to be construed as complete:

- (a) To promote Powhatan Point, Ohio as a destination community focused on resort/recreational/retirement and cultural arts use;
- (b) To preserve and enhance the tax base of Powhatan Point, Ohio;
- (c) To promote, attract, stimulate, rehabilitate, and revitalize commerce, professional office, residential and natural resources in Powhatan;
- (d) To stimulate the flow of private investment funds from banks, investment houses, insurers, government grants, bonds, or loans and other financial institutions for Powhatan;
- (e) To promote gainful employment/business opportunities for the inhabitants of Powhatan;
- (f) To enhance/maintain the historical and heritage aspects of the town natural resources of Powhatan as historic site/museum, public park and recreational areas for public use;
- (g) To expand existing residential, professional office, and infrastructure in Powhatan;
- (h) To enhance downtown sidewalks, river boardwalks/roads, parking and economic climate that will encourage and attract commerce, professional office and residential development; and
- (j) To do all things necessary to improve the social, economic and business welfare of Powhatan.

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SECTION 3. POWERS

In the fulfillment of its corporate purpose, the Association shall be governed by the Act, and shall have all of the powers set forth and conferred in the Act, and in other applicable laws, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

ARTICLE II - BOARD OF DIRECTORS

SECTION 1. NUMBER AND TERM OF OFFICE

A. The property and affairs of the Association shall be managed and controlled by a board and, subject to the restrictions imposed by law, by the Articles and these Bylaws (known generally as the “Act”), The board shall exercise all of the powers of the Association. Stakeholders reflect a broad constituency of the Town and are fully represented within the board to assure the Town’s interests are served by the Association.

B. The board shall consist of eleven (11) Directors (know hereafter as “Directors”), each of whom shall serve as representatives of various stakeholders (Town organizations directly involved or recipients to ED efforts, known hereafter as “Directors”), to be appointed by invitation or by their respective stakeholder organization. The Association Business Manager shall be a non-voting member of the board and serve as the board’s Secretary. The Association Business Manager shall be excluded from any officer position of the board or voting on any action taken by the board. Each of the directors shall be an interested stakeholder party in the Powhatan Point Revitalization Program.

C. The board shall be represented by the following stakeholders:

1. Powhatan Point Business Owners Representative, Marvin Brown
2. Powhatan Point Business Owners Representative, Randy Sisson
3. Powhatan Improvement Committee Representative, Carolyn Rutter
4. Powhatan Point Property Owners Representative, Roberta Hendershot
5. Powhatan Point Property Owners Representative, Larry Bayless
6. Powhatan High School Alumni Board Representative, Jim Jack
7. Community Financial Group Representative, Theresa Stillion
8. Association Major Investor Representative, (TBD)
9. Indian Historical Society, (TBD)
10. Cultural Arts Group Representative, Dorothy Milton
11. Town Resident - Mayor Nominee - Council To Approve (TBD)

Serve the Board: PPRA Business Manager, Michael Stora

D. The board shall be headed by a President, Vice President and Treasurer elected by the board from the members of the board and serve in accordance with SECTION III - OFFICERS Section of these bylaws.

E. The respective terms of the directors shall be determined by their respective stakeholder organizations. Thereafter, each successive member of the board shall be appointed and serve until a successor is appointed as hereinafter provided. No more than two (2) directors shall be persons who are employees, officers of the Town, or members of the Council. Town Resident nominated by the Council may only serve one term for two years per assignment.

F. Any director may be removed from office by the board, or their respective stakeholder organization and new member assigned, should any illegal, impeachable offenses, or extended detrimental issues were found related to that specific Director. Members may not be removed due to political, paternalism, or otherwise frivolous reasons not directly associated with the performance of their respective position. Council will assign a specific town resident representative. Town Residents, once assigned are entitled to serve out their term unless previous statements apply. A vacancy of any director’s position which occurs by reason of death, resignation, incapacity to serve, disqualification, removal, or otherwise, shall be filled by the respective stakeholder organization.

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G. The Association Business Manager shall be an employee of the Association, hired by the board, to manage and meet the responsibilities described in ARTICLE IV - FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS.

SECTION 2. VACANCIES AND RESIGNATION

A vacancy in any position of director that occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled as prescribed in Article II, Section 1. A vacancy in the office of president, vice president, or Treasurer, which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by board re-election from the remaining directors, for the unexpired portion of the term of that office. Any director may resign at any time. Such resignation shall be made in writing addressed to the board president and board, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Business Manager.

SECTION 3. MEETINGS OF DIRECTORS

For meetings of the board or committees, notice thereof shall be provided and set forth in accordance with the Ohio Open Meetings Act, N.J.S.A. 10:4-6 through -21, dated April 14, 2008, officers of the Association, or Business Manager may have an item placed on the agenda by delivering the same in writing to the secretary of the board no less than seven (7) days for routine monthly and quarterly meetings and three (3) calendar days prior to the date of a special board or sub-committee meeting. Each agenda of a board meeting shall contain an item, titled "Citizens Forum", to allow public comment to be made by the general public concerning board related matters. However, no official or formal action or vote may be taken on any comment made by citizens during public meeting but if necessary can be addressed in a subsequent meeting. The annual meeting of the board shall be on the 2nd Tuesday in June of each year, at 7:00 P.M. The board shall hold regular and special meetings within the corporate limits of the Town, at such place or places as the board may from time to time determine and in conformance with the Ohio Open Meetings Act.

SECTION 4. QUORUM

A quorum is a majority of the board (being not less than six [6] voting members), and shall be present for the conduct of the official business of the Association. The act of six [6] or more directors at a meeting at which a quorum is in attendance shall constitute the act of the board and of the Association, except where a quorum of eight (8) or more directors are required to take action on major financial/contractual matter, change the bylaws/policies/ procedures of the Association, or impact an Council resolution/ordinance, or state law.

SECTION 5. CONDUCT OF BUSINESS

A. At the meeting of the board, matters pertaining to the business of the Association shall be considered in accordance with the rules of procedure as from time to time prescribed by the board. Unless otherwise adopted by the board, the rules of procedures of the Council shall be the rules of procedures for the board.

B. At all meetings of the board, the president shall preside, and in the absence of the president, the vice president shall exercise the powers of the president.

C. The Business Manager of the Association shall act as secretary of all meetings of the Association, and may be requested to present findings or recommend actions for the board. In the absence of the Business Manager, the presiding officer may appoint any person to act as secretary of the meeting. The Business Manager or assigned secretary shall keep minutes of the transactions of the board and committee meetings and shall cause such official minutes to be recorded in books kept for that purpose in the principal office of the Association. Minutes shall be timely provided for review by the directors following each meeting. Committee meetings held under the Association shall be reported to the Business Manager for board distribution and inclusion in the formal monthly board meetings minutes.

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SECTION 6. COMMITTEES OF THE BOARD

An official committee of the board shall consist of two (2) and no more than three directors. It is provided, however, that all final official actions of the Association must be exercised by the board. Each committee so designated shall keep regular minutes to be recorded in books kept for that purpose in the principal office of the Association or to allow recordings in lieu of/in addition to hand-written minutes for committee meetings. All committee meetings held under the Association should be announced thirty (30) days in advance and at a minimum of three (3) days notice to the Business Manager for board distribution and inclusion in the event calendar and formal monthly board meetings minutes.

SECTION 7. COMPENSATION OF DIRECTORS

The directors, including the president and vice president, shall not receive any salary or compensation for their services. However, officers and directors may be reimbursed for their actual expenses incurred in the performance of their duties hereunder, including but not limited to the cost of travel, lodging and incidental expenses reasonably related to the corporate duties of the board. All expenses exceeding \$100 require advance approval by the Business Manager, and expenses exceeding \$500.00 shall require in addition board approval. Travel expenses incurred by directors for both regular and special meetings are not eligible for reimbursement.

ARTICLE III - OFFICERS

SECTION 1. TITLES AND TERMS OF OFFICE

A. Terms

The president shall be elected by the board and serve for a term of two years, not to exceed two terms consecutively. A Vice President shall be elected by the board from the members of the board and serve for a term of two years, not to exceed two terms consecutively. The vice president will serve in the capacities of president, when authorized by the president, or when the president is unable to perform his/her respective duties, as recognized and approved by the board. A treasurer shall be elected by the board from the members of the board and serve for a term of two years, not to exceed two terms consecutively. The board will hold an election every other year prior to its annual meeting to elect new officers for the subsequent two years or to replace any officer resigning or otherwise could not continue the position. Special election can occur as required, when officers are replaced.

B. President

The president shall make committee appointments with board approval. The president shall preside at all of the meetings of the members, of the board, and other special ED meetings when present. The president shall be the chief executive officer of the Association and shall see that all orders and resolutions of the board are carried into effect. The president shall execute all deeds, leases, conveyances, contracts and agreements authorized by the board, or delegate. The president shall submit a complete Powhatan Point Revitalization Plan (PPRP) report for the Association quarterly and of its FIP condition to the board and to the Council and shall from time to time, report to the board, all matters within his/her knowledge which interests of the Association may require to be brought to its notice. The president shall perform such additional duties as may be prescribed from time to time by the board, or as may be prescribed from time to time by these Bylaws.

C. Vice President

The vice president shall perform the duties of the president during any absence or disability of the president, and in the event of the death or resignation of the president prior to expiration of his term of office, the vacancy shall not be filled and the duties of the office during the unexpired term shall be performed by the vice president.

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D. Treasurer

The treasurer shall be responsible for overseeing the Financial Investment Program (the "FIP") and financial operation of the Association, as implemented by the Business Manager. Treasurer shall work with the financial team to develop annual budgets, submit budgets for approval by the board, and review monthly adherence to those budgets. Coordination with the financial team and Business Manager shall be maintained to account for all monies, credits and property of the Association which shall come into his hands, and keep an accurate account of all money received and disbursed. That treasurer shall make such statements as are required to be made by the laws of Ohio.

The treasurer shall verify through oversight of the financial team and Business Manager to have custody of all funds and securities of the Association. Whenever necessary and proper, the treasurer shall endorse on behalf of the Association all checks, notes or other obligations and evidences of payment of money payable to the Association or coming into his possession and shall deposit the funds arising therefrom, together with all other funds of the Association coming into his possession in the name and to the account of the Association in such banks as may be selected as depositories of the Association, or properly care for them in such a manner as the Directors may direct.

Whenever required by the board, the treasurer shall exhibit a true and complete statement of the Association's cash account and of the securities and other funds in his custody and control. The treasurer shall in general perform all the duties which are incident to the office of treasurer of a Association subject to the board. The treasurer shall give bond in such sum and with such surety as the board may direct for the faithful performance of his duties and for the safe custody of the funds and property coming within his possession.

E. General

Any officer may be removed from office by the board, or their respective stakeholder organization and new officer assigned, should any illegal, impeachable offenses, or extended detrimental issues were found related to that specific Officer. Officers may not be removed due to political, paternalism, or otherwise frivolous reasons not directly associated with the performance of their respective position. Council at will may remove and assign a replacement for it's specific representative for the Council, or the Planning Board. Town Residents holding an officer position are entitled to serve out their term unless previous statements apply. A vacancy of any Officer position which occurs by reason of death, resignation, incapacity to serve, disqualification, removal, or otherwise, shall be filled by the board through a special election.

SECTION 2. POWERS AND DUTIES OF THE PRESIDENT

The president shall be the chief executive officer of the Association and shall, subject to the Association of the board and absent any different designation by a majority of the board, shall sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, and notes in the name of the Association. In addition the president shall:

- (1) Call both regular and special meetings of the board and establish the agency for such;
- (2) Have the Association to appoint standing or study committees to aid and assist the board in its business undertaking or other matters incidental to the operation and functions of the board;
- (3) Perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the board, subject to approval by the board;
- (4) Appear before the Council or be represented by his designee, on a periodic basis to give a report on the status of activities of the Association; and
- (5) Appear before the Council, or be represented by his designee regarding any item being considered by the Council concerning the Association.

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SECTION 3. VICE PRESIDENT

The vice president shall exercise the powers of the president during that officer's absence or inability to act. The vice president shall also perform other duties as from time to time may be assigned by the president or the board.

SECTION 4. ATTENDANCE

Directors must be present in order to vote at any meeting. Regular attendance at the board meetings is required of all directors. The following number of absences shall constitute the basis for replacement of a director. Three consecutive unexcused absences from meetings of the board shall cause the position to be considered vacant. In addition, the position of any director who has four (4) unexcused absences in a twelve (12) month period shall also be considered vacant.

SECTION 5. CONFLICT OF INTEREST

In the event that a director is aware that he has conflict of interest or potential conflict of interest, with regard to any particular matter or vote coming before the board, the director shall bring the same to the attention of the board and shall abstain from discussion and voting thereof.

Any director shall bring to the attention of the board any apparent conflict of interest or potential conflict of interest of any other director, in which case the board shall determine whether or not a true conflict of interest exists before any further discussion or vote shall be conducted regarding that particular matter. The director about whom a conflict of interest question has been raised shall refrain from voting with regard to determination as to whether a true conflict exists. Failure to conform to these requirements herein and policies as may be adopted by the board is cause for dismissal from the board by action of the board.

SECTION 6. IMPLIED DUTIES

The Association is authorized to do that which the board deems desirable to accomplish any of the purposes or duties set out or alluded to in the articles of these bylaws, and in accordance with state law, subject to Council approval where town ordinances/policies/procedures are impacted.

SECTION 7. BOARD'S RELATIONSHIP WITH THE TOWN

In accordance with state law, the board shall be responsible for the proper discharge of its duties assigned herein. The board shall determine its policies and directives within the limitations of the duties herein imposed by applicable laws, the articles, these bylaws, contracts entered into with other entities or the town, and budget and fiduciary responsibilities. Such policies and directives effecting government or general town concerns are subject to approval by the Council. Any request for services made to the departments of the town shall be made by the board or its designee in writing to the Town Administrator (the "Administrator"). Administrator may approve such request for assistance from the board when he finds such requested services are available within the town or if required seek Council approval.

SECTION 8. ASSOCIATION CONTRACTS AND USE OF TOWN SERVICES

The Association may, with approval of the board, contract with any qualified and appropriate person, association, corporation or governmental entity to perform and discharge designated tasks which will aid or assist the board in the performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the board of its discretion and policy making functions in discharging the duties herein set forth, or where impact to town government or town businesses and residents are effected without Council approval.

An administrative services request may be executed between the board and the Council for the services provided by either the Business Manager, administrator, Town Attorney (the "Attorney"), and other town services/functions.

ARTICLE IV - FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

SECTION 1. BUSINESS MANAGER

The Business Manager shall be chief administrative officer of the Association and be in general charge of the properties and affairs of the Association, shall administer all work orders, requisitions for payment, purchase orders, contracts, administration/oversight, and other instruments or activities as prescribed by the board in the name of the Association. The Business Manager shall have the responsibility to see to the handling, custody, and security of all funds and securities of the Association. When necessary or proper, the Business Manager shall endorse and sign, on behalf of the Association, for collection or issuance, checks, notes and other obligations drawn upon such bank or banks or depositories as shall be designated by the board consistent with these bylaws. The Business Manager shall, at the expense of the Association, give such bond for the faithful discharge of the duties in such form and amount as the board shall require, by resolution. The Business Manager under the direction of the treasurer shall submit a monthly report, to the board in sufficient detail, of all checks or drafts issued on behalf of the Association for the previous month. The Business Manager under the direction of the treasurer shall provide a monthly financial report to the Council concerning activities of the Association in a format consistent with other financial reports of the Town. The Business Manager shall be an employee of the Association.

The Business Manager or delegate shall keep the minutes of all meetings of the board and committees in books provided for that purpose, shall give and serve all notices, shall sign with the president or treasurer in the name of the Association, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Association, shall have charge of the corporate books, records, documents, instruments, books of account, financial records, securities and such other books and papers as the board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the Association during business hours, and shall in general perform all duties incident to the office of secretary subject to and control of the board. The Business Manager or delegate under the direction of the treasurer shall endorse and countersign, on behalf of the Association, for collection or issuance, checks, notes and other obligations in or drawn upon such bank or banks or depositories as shall be designated by the board consistent with these bylaws.

The Business Manager shall see to the entry in the books of the Association of full and accurate accounts of all monies received and paid out on account of the Association.

SECTION 3. EX-OFFICIO MEMBERS

The board may appoint Ex-Officio members to the board as it deems appropriate. These representatives shall have the right to take part in any discussion or open meetings, but shall not have the power to vote in the meetings. Ex-Officio members shall serve a term of one year. Ex-Officio members shall be required to take an Oath of Office and abide by and be subject to the Town Code of Ethics.

SECTION 4. PARTICIPATION OF BOARD MEETINGS

The Business Manager, Mayor, Council Members, Board of Education Members, and other invitees/administrators (or their respective designees), shall have the right to take part in any discussion of the board, or committees thereof, including attendance of executive sessions, but shall not have the power to vote in any meetings attended. Public may attend any monthly or annual meeting, but may be restricted due confidentiality agenda items related to employee matters or development/contract negotiation. Meeting location may be changed if space limitations become evident. Disruption of the meeting may cause adjournment to a later time when personnel safety can be provided.

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SECTION 5. DUTIES OF THE BOARD

The board shall develop a Powhatan Point Revitalization Plan (“the PPRP”) including maintenance and operation costs thereof, for the town, which shall include and set forth short and long term goals. Such plan shall be reviewed and approved by the Powhatan Point Council. The PPRP developed by the board shall be one that incorporates the Financial Investment Plan (FIP) for funding the PPRP. The PPRP shall address all aspects of town’s economic environment needs and implementation process conducted within the financial constraints of revenues available to the Association. The board shall conduct a public hearing concerning both the adoption and required quarterly updates to the PPRP. A legal notice shall be advertised as determined by the board, at least thirty (30) days prior to the scheduled public hearing.

The board shall review and update the PPRP every quarter to ensure the plan is up to date with current community needs and is capable of meeting Powhatan’s Revitalization needs. The board shall expend, in accordance with state law and subject to board and Council approval, the funds received by it for Revitalization where such expenditures will have a benefit to the citizens of Powhatan. The board shall make a quarterly report to the Council including, but not limited to the following:

- A. A review of the accomplishments of the board in the area of Revitalization
- B. The activities of the board for the forecasted year(s) addressed in the quarterly report, together with any proposed change in the activity as it may relate to Revitalization.

The quarterly report shall be made to the Powhatan Point Council no later than 3rd week of January, March, June and September. The board shall be accountable to the Powhatan Point Council for all activities directly impacting the Town, or on its behalf, and shall report on all activities of the council, whether discharged directly by the board or by any person, firm, corporation, agency, association or other entity on behalf of the board.

SECTION 6. COMPONENTS OF THE PPRP

The board shall submit to the Powhatan Point Council for its approval, the PPRP which shall include proposed methods and expected costs of implementation, and cost of operations and maintenance of the projects. The plan shall include both short and long term goals for the Revitalization of the Town.

SECTION 7. ANNUAL CORPORATE BUDGET

At May’s Council meeting, the board shall prepare and present a proposed FIP budget of expected revenues and proposed expenditures for the next ensuing fiscal year for Council review and recommendations. The fiscal year of the Association shall commence on October 1st of each year and end on September 30. The FIP budget shall contain such classifications and shall be in such form as may be prescribed from time to time by the Council. The budget proposed for adoption shall include the projected operating expenses, and such other budgetary information as shall be required by the Council for its review and recommended actions as part of the Association. Updates to the budget will be made quarterly as part of the Association.

SECTION 8. FINANCIAL BOOKS, RECORDS, AUDITS

The Business Manager under the direction of the treasurer shall keep and properly maintain, in accordance with generally accepted accounting principles, complete financial books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs. The Treasurer shall cause the Association’s financial books, records, accounts, and financial statements to be audited at least once each fiscal year by an outside, independent, auditing and accounting firm selected by the Council. Such audit shall be at the expense of the Association.

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SECTION 9. DEBT DEPOSIT AND INVESTMENT OF PUBLIC FUNDS

All proceeds from the issuance of bonds, notes or other debt instruments (the "Bonds") issued by the Association shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their execution or issuance and handled in accordance with the statute governing this Association, but no government bonds shall be issued, including refunding bonds, by the Association without the approval of the Council after review and comment by the Town's bond counsel and financial advisor.

All public funds of the Town provided to the Association shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment, as authorized by the Town Investment Policy. The Business Manager shall designate separate accounts and depositories to be created and designated for such purpose, and the methods of withdrawal of funds therefrom for use by and for the purposes of the Association upon the signature of the Business Manager and the president or vice president. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the Business Manager, or delegated Association. The Association shall pay reasonable compensation for such services as prescribed in Article III, Section 8, of these Bylaws.

SECTION 10. EXPENDITURES OF CORPORATE MONEY

The monies of the Association, including sales and use taxes collected pursuant to the Act, the proceeds from the investment of funds of the Association, the proceeds from the sale of property, monies derived from the repayment of loans, rents received from the lease or use of property, the proceeds derived from the sale of bonds, and other proceeds may be expended by the Association for any of the purposes authorized by the Act, subject to the following limitations:

- A.** Expenditures from the proceeds of public funds shall be identified and described in the orders, resolutions, indentures, or other agreements submitted to and approved by the Council.
- B.** Expenditures that may be made from public funds created from the proceeds of bonds, and expenditures of monies derived from other public sources may be used for the purposes of financing or otherwise providing one or more projects, as defined in the Act. The specific expenditures from public funding or proceeds shall be described in a resolution or order of the board and shall be made only after the approval thereof by the Council.
- C.** All other proposed expenditures shall be made in accordance with and shall be set forth in the annual budget required by these Bylaws or in contracts meeting the requirements of the Articles. No public funding vehicles, including refunding bonds, shall be authorized or sold and delivered by the Association unless the Council shall approve such funds.

SECTION 11. CONTRACTS

As provided herein, the President and Business Manager shall enter into any contracts or other instruments which the board has approved and authorized in the name and on behalf of the Association. Such Association may be confined to specific instances or defined in general terms. When appropriate, the board may grant a specific or general power of attorney to carry out some action on behalf of the board, provided however, that no such power of attorney may be granted unless an appropriate resolution of the board authorizes the same to be done.

ARTICLE V - MISCELLANEOUS PROVISIONS

SECTION 1. SEAL

The board may obtain a corporate seal which shall bear the words "Corporate Seal of the Powhatan Point Revitalization Association" and the board may thereafter use the corporate seal and corporate name; but these bylaws shall not be constructed to require the use of the Corporate Seal.

SECTION 2. APPROVAL OR ADVICE AND CONSENT OF THE POWHATAN POINT COUNCIL

To the extent that these bylaws refer to any action, approval, advice, or consent by the town or refer to action, approval, advice or consent by the Council, such action, approval, advice or consent shall be evidenced by a resolution or ordinance duly passed by the Council and reflected in the minutes of the Council.

SECTION 3. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

As provided in the Act and in the Articles of Incorporation, the Association is, for the purposes of the Federal Tort Law as amended by Ohio Law, a corporate entity and its actions are functions authorized by the Association.

The Association shall indemnify each and every member of the board, its officers, its employees, each member of the Council and each employee of the town, to the fullest extent permitted by law against any and all liability or expense, including attorneys fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the functions and activities of the Association. This indemnity shall apply even if one or more of those to be indemnified was negligent or caused or contributed to cause any loss, claim, action or suit. Specifically, it is the intent of these bylaws and the Association to require the Association to indemnify those named for indemnification, even for the consequences of the negligence of those to be indemnified which caused or contributed to the cause any liability.

The Association must purchase and maintain liability insurance on behalf of every director, officer, employee, or agent of the Association, or on behalf of any person serving at the request of the Association as a board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against that person and incurred by that person in any such capacity or arising out of any such status with regard to the Association, whether or not the Association has the power to indemnify that person against liability for any of those acts.

SECTION 4. GIFTS

The board may accept, on behalf of the Association, any contribution, gift, bequest, or device for the general purpose of or for any special purposes of the Association.

SECTION 5. CODE OF ETHICS

Each director, including the president, vice president, its officers, employees, and agents shall abide by, and be subject to, the Town Code of Ethics. The Code of Ethics shall also be applicable to independent contractors of the Association, except to the extent that such independent contractors are not performing work on behalf of the Association.

SECTION 6. AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed and new bylaws may be adopted by an affirmative vote of eight (8) or more directors serving on the board, subject to review by the Council. The Council may recommend amendments to these bylaws at any time. Such amendments by the Council will be duly considered and adopted by resolution and duly reflected in the minutes of the board.

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SECTION 7. DISSOLUTION OF THE Association

Upon dissolution of the Association, titles to or other interest in any real or personal property owned by the Association at such time shall divest those properties in accordance with legal terms of any contractual obligation, or bond/shareholders equity entitlement, or auction, or otherwise appropriate means to dissolve investment (Revision A).

SECTION 8. APPLICABILITY OF TOWN POLICIES AND PROCEDURES

The town duly approved policies and procedures shall apply directly to the Association and the board unless such charters, policies or procedures are superseded by state law or not related to the functions of the board. The board has the prerogative, subject to approval by the Council, to adopt other policies and procedures in addition to, or in place of those of, the town.

SECTION 9. EFFECTIVE DATE

These bylaws shall become effective upon the approval of such by the board.

Bylaws approved as Revision A on this day the 27st of April, 2012

Roberta Hendershot, President

Attested to by:

Michael J. Stora, Business Manager

Powhatan Point Revitalization Association
PO Box 148
Powhatan Point, Ohio 43942