## PRESERVATION POTTSTOWN, INC. D/B/A MOSAIC COMMUNITY LAND TRUST AMENDED BYLAWS

# **ARTICLE I – GENERAL PROVISIONS**

Section 1 – The name of the corporation is Preservation Pottstown, Inc. If approved by the Board, the corporation may use a fictitious name in compliance with Pennsylvania law.

Section 2 – The principal office of the corporation is located at 724 N Adams Street., Pottstown, Pennsylvania 19464.

Section 3 - The Seal of the corporation bears the name of the corporation and the state and the date of incorporation.

Section 4- The corporation shall focus its activities primarily within Pottstown Borough.

### **ARTICLE II – PURPOSES**

The corporation is formed to carry out educational and charitable activities within the meaning of Section 501 (c) (3) of the Internal Revenue Service Code, including:

- 1. To provide permanently affordable access to land, homes, and workplaces for current and future community members of low and moderate income, and to acquire and hold land in an environmentally and socially responsible manner.
- 2. To prevent land and resource speculation which conflicts with the community's interest in conserving land and access to permanently affordable housing.
- 3. To increase access to, awareness of, and participation in the arts in the community.
- 4. To serve as a model in land stewardship and community development and to enable others to support and participate in these initiatives by providing information, resources, and expertise.

# **ARTICLE III – EQUALITY AND PERSONAL FREEDOM**

In all of its dealings with members, prospective members and leaseholders, and all other persons, the corporation shall not discriminate against any individual or group for reasons of race, color, creed, sex, age, national origin, disability, sexual preference, marital status, or religion.

#### **ARTICLE IV – MEMBERSHIP**

Section 1 – *Membership* Requirements based on classification:

- A. Leaseholder of the community land trust who completes an application.
- B. Any person at least 18 years old who supports the purposes of Preservation Pottstown, Inc, who completes the application and who has paid an annual

membership fee set by the Board or received a waiver of the fee based on criteria established by the corporation including providing labor, goods or services.

Section 2 - Voting Membership. A Member becomes eligible to vote (as described in sections below) immediately after completing the applicable requirements.

#### Section 3 – *Rights of Members*

Members have the right to voice and vote on all matters properly put before the corporation for consideration; to nominate and elect or ratify Trustees; to serve on the Board of Trustees or on committees if chosen; and to receive notices, minutes, and reports as provided in these Bylaws.

#### Section 4 – Membership Meetings

A. The Annual Meeting of the Members of the corporation, for reports to the Members by the Board of Trustees and Executive Director, the election of Trustees, and the transaction of other business, is held each year. The location and time of the Annual Meeting is determined by the Board, and notice will be posted publicly no less than 30 days before the meeting. The written Annual Report will be available at the Annual Meeting.

#### Section 5 – Procedures for Membership Meetings and Actions

- A. All meetings are open to any person.
- B. Minutes of the annual membership meetings are kept in the corporation minute book and are approved by the membership at the next meeting. The minute book is open for inspection by any interested person.
- C. Decisions at membership meetings shall be made by simple majority vote.
- D. Absent Members may submit a statement to be read by a member representative. The statement should be limited to agenda items and must also demonstrate good cause for the member's absence. No proxy vote shall be permitted.
- E. Notices under this Article will be provided electronically to the email address of the Member as shown in the records of the corporation. If a Member does not have electronic capabilities, the notice shall be provided by regular mail. A Member is responsible to ensure address information is current.

Section 7 – Removal

A. Automatic. A Member shall automatically be removed when a Member ceases to be a leaseholder, fails to pay the annual membership fee, or no longer receives a waiver of that fee. Prior to the removal being effective the affected Member shall receive notice of the situation and have 30 days to comply with membership requirements.

- B. For Cause. A Member may be removed for cause if a member is found to have acted in a manner seriously detrimental to the corporation. The procedure for this determination is as follows:
  - 1. A written charge specifying the conduct must be filed with the Board of Trustees. Any Member of the corporation may file the charge.
  - 2. The Board of Trustees must give a copy of the charge to the Member charged.
  - 3. The Member charged has 10 days to request in writing a hearing before a special panel consisting of 3 persons: 1 selected by the Member charged (member to be identified in the request for the hearing); 1 selected by the Board of Trustees within 10 days following the receipt of the request for hearing; and 1 selected by the first 2. Panelists need not be Members of the corporation.
  - 4. The panel must hold a hearing, allowing both parties to present evidence in the presence of the other. After the hearing, the panel must prepare a written report of its findings and its recommendation (majority vote) whether the Member should be removed for cause. This report should be completed within 1 month of the conclusion of the hearing.

# **ARTICLE V – BOARD OF TRUSTEES**

Section 1 - Board of Trustees: Number of Trustees. Trustees must be Members. The Board of Trustees shall consist of no less than 6 nor more than 12. The Board of Trustees shall provide its recommendation on the number of Trustees in the notice for the Annual Meeting of the membership so the appropriate number of Trustees can be elected at the Annual Meeting of the Membership.

Section 2 – Composition of the Board

- A. 1/3 of the Board of Trustees shall represent the membership of the corporation. A leaseholder, other low-income residents of the community or a representative of an organization serving the needs of local low-income residents of Pottstown, or garden plot-holder fulfill the criteria. At least one Trustee must be a leaseholder.
- B. 1/3 of the Board of Trustees shall represent the community. A resident, property owner, business owner or person employed in Pottstown fulfills the criteria.
- C. 1/3 of the Board of Trustees shall represent the public sector and Members of the organization who do not otherwise meet the stated criteria for Board membership. An elected official, appointed official, or public employee from Pottstown or governmental or quasi governmental entity in which Pottstown is located can fulfill the criteria. A Member who demonstrates commitment to the Mission, Purpose and operations of the Organization fulfills the criteria.

D. If the number of Trustees is not divisible by 3, the Board of Trustees shall recommend the number of Trustees to be elected from each category taking into account the goal of having 1/3 from each of the above categories.

## Section 3 – Nomination and Selection of Trustees

- A. Nomination. Any Member may offer nomination for the Board of Trustees. A nomination may be submitted in writing to the Board in advance of the Annual Meeting or submitted from the floor at the Annual Meeting. The Board may develop and use a vetting process to identify and educate potential nominees for Trustee.
- B. Selection. Members shall be permitted to cast a vote for the number of positions to be filled within each classification.
- C. Vacancy. If a Board vacancy occurs, the remaining Trustees may elect a person to fill the vacancy or decide to leave the position vacant. Board action to fill a vacancy must occur no later than 1 month following the occurrence of the vacancy. A replacement Trustee shall serve until the next Annual Meeting of the Membership, at which time they may be nominated by a member or trustee and voted on during the annual meeting.

### Section 4 – Term of Office

- A. Terms of All Trustees. Except as otherwise provided for in these Bylaws, a Trustee of the Board shall serve for a term of 3 years.
- B. Commencement of Term. The term of office of a regularly elected Trustee commences at his/her election. The term of office of a Trustee elected to fill a vacancy commences at his/her acceptance of that position.
- C. Re-election. No person may serve on the Board for more than 3 consecutive full terms.

#### Section 5 – Duties of the Board

- A. Carry out the purposes of the corporation, implement decisions of the participating membership and be responsible for the general management of the affairs of the corporation.
- B. Prepare a written Annual Report outlining the nature and results of the corporation's activities, showing the financial condition. Provide notice of meetings, minutes, and reports, as per these Bylaws.
- C. Select all officers of the corporation. Supervise the activities of all officers, employees, agents, advisors, and committees in the performance of their delegated responsibilities.

- D. Acquire land through donation or purchase and develop resources for the acquisition and use of land. Maintain a list of all interests in land, describing all leases granted for use of land.
- E. Convey the right to use land in accordance with the purposes of the corporation and the provisions of these Bylaws; inspect and supervise the use of land in accordance with the provisions of the leases and terminate leases when necessary.
- F. Raise funds and oversee the raising of funds for the corporation to carry out its purposes.

### Section 6 – Powers of the Board

- A. Appoint and discharge advisors and consultants who have skills necessary or helpful to the corporation.
- B. Employ and discharge persons in positions for the furtherance of the purposes of the corporation.
- C. Create such committees necessary to conduct the affairs of the corporation. Committees may be established by the Board or any standing committee at their discretion.

Section 7 – *Limitations on the Powers of the Board*. The Board of Trustees shall not take action on any motion for the removal of a Trustee, sale of land, amendment of the Articles of Incorporation or these Bylaws, or disposition of assets in the event of dissolution without the approval of 2/3 of the members present at the annual membership meeting, as provided in these Bylaws.

#### Section 8 – Conflict of Interest

Any Trustee who believes that he/she has a conflict of interest on a matter before the corporation shall announce that conflict as soon as the topic in introduced. No Trustee may vote on any matter in which the Trustee or any parent, spouse, child, partner, employer, or similarly related business entity has a direct and substantial interest in any property or business that would be specifically, directly and substantially affected by the action.

A Trustee who believes he/she may have the appearance of a conflict, but who does not believe that an actual conflict exists, or that his or her ability to reach an unbiased conclusion is in any way compromised, should at the opening of the discussion disclose the appearance of conflict. If there is no objection from anyone present, the Trustee may remain a party to the discussion and vote. If there is an objection from any other Trustee present, the Trustee with the appearance of conflict shall not participate.

#### Section 9 – Meetings of the Board of Trustees

- A. The Annual Meeting of the Board of Trustees must be held within 1 month of the Annual Meeting of the Membership. Notice of this meeting must be included in the notice of the Annual Meeting of the Membership.
- B. Regular Meetings of the Board shall be held monthly or at such times and places as the Board may establish.
- C. Special Meetings of the Board may be called by the President, by any 3 Trustees, or by 20% or 20 (whichever is less) participating Members of the corporation. Notice must be given to each Trustee at least 5 days prior to the meeting; unless 50% of members of the Board determine that the matter at hand constitutes an emergency. In the event of such an emergency, a Special Meeting may be called on 1 day notice provided that every reasonable effort is made to notify all Trustees by telephone or in person. At a Special Meeting of the Board, only those matters for which the meeting was called may be acted upon unless all of the Trustees are present at the meeting and give their consent to take action on other matters.

#### Section 10 – Procedures for Meetings and Actions of the Board

- A. All meetings of the Board of Trustees are open to any Member.
- B. Minutes are kept of all meetings of the Board and approved at its next meeting.
- C. Quorum and Voting by Absent Members. A majority of Trustees for seats currently filled constitutes a quorum for any meeting. Absent Trustees may submit a written statement to be read by a Trustee representative. The statement need not endorse or reject a particular motion but must specify a clearly described and specific issue area. During any vote, no Trustee may be authorized to represent any absent Trustee.
- D. Decisions by the Board of Trustees are made by majority vote at a meeting. When the Executive Committee (See Article VI, Section 7) shall determine that a decision is needed and it is not practical to convene a special meeting or wait until a regular meeting, the Executive Committee shall brief all the Board members on the situation. An informal vote, which shall be recorded and subsequently ratified at a meeting, shall determine the position of the Board on the matter.

Section 11 – *Compensation*. The members of the Board of Trustees serve without compensation (except for reimbursement of actual authorized expenses) unless approved by the participating membership.

Section 12 - Resignation. Any Trustee may resign at any time by giving written notice to the Board.

Section 13 – Removal

**A.** Automatic Removal. A **Trustee is automatically removed if s/he fails to attend** 50% of Board meetings in any calendar year, unless good cause for absence and a continuing interest in participation on the Board are shown.

- B. Removal for Cause. A Trustee may also be removed for actions considered seriously detrimental to the corporation or to the Board in the fulfillment of its responsibilities. Before such removal can occur:
  - 1. Charges must be filed, and the Trustee affected offered a fair hearing (as provided in Article IV, Section 7, Subsection B except that the Trustee charged shall not participate in the selection of the panel).
  - 2. If the special committee recommends that the Trustee be removed from the Board, this recommendation must be approved by a majority of the Members present at a meeting properly held within 1 month or the completion of the panel's report. The affected Trustee must be afforded a fair opportunity to appear before the Board of Trustees and the membership and present evidence in his/her defense.

# **ARTICLE VI – OFFICERS**

Section 1 - The officers of the Corporation. The officers shall be President, Treasurer and Secretary. The Board may also decide to have a Vice-President.

Section 2 – *Selection*. The officers, except Treasurer, of the corporation are chosen by the Board of Trustees, from among themselves, at the first Board meeting following the Annual Meeting. The Treasurer shall be selected by the Board whenever the position is vacant. The Treasurer shall be a person who has the skills necessary to perform the duties of the office, has in interest in the Mission of the corporation, and is a Member. Any other vacancies occurring in these offices are filled by the Board for the unexpired term.

Section 3 - Tenure. The officers hold office from their election until the meeting following the next Annual Meeting after their election.

Section 4 – Duties of the Officers

A. The President shall:

- 1. Preside at all meetings of the Board and of the corporation, or properly delegate such duty.
- 2. Report on the affairs of the corporation to the membership at any time they may request it.
- 3. Consult with the Treasurer and the Secretary regarding the fulfillment of their responsibilities.
- 4. Perform such other duties as the Board of Trustees may direct.
- B. The Treasurer shall monitor and ensure that the Executive Director and appointed staff:

- 1. Collect all money owing and receive all gifts of money or property to the corporation.
- 2. Hold all funds in such manner as the Board directs.
- 3. Maintain all deeds, title papers, and assets in the name of the corporation.
- 4. Disburse funds as the Board may order and/or authorize and take proper vouchers for such disbursements.
- 5. Keep full and accurate account of all financial transactions, receipts, expenditures, debts owed by and to the corporation, and the balance of funds and holdings in book maintained for that purpose.

The treasurer is not subject to term limitations and will make a report to the full board at each regularly held meeting of such on the financial status of the corporation.

C. The Secretary shall:

- 1. Give notice of all meetings of the membership and the Board in accordance with these Bylaws.
- 2. Ensure that a list of all members and their mailing addresses is maintained by the staff.
- 3. Keep the minutes of all meetings of the membership and the Board and provide copies of the minutes as required by these Bylaws.
- 4. Confirm and record the status of motions and decisions in meetings of the membership of the Board.
- 5. Perform such other duties as the Board may direct.
- D. The Vice President shall:
  - 1. Carry out the duties of the President in the absence of the President.
  - 2. Perform such other duties as the Board of Trustees may direct.
- E. The Officers collectively shall form the Executive Committee which shall:
  - 1. Perform such other duties as the Board of Trustees may direct.
  - 2. Provide for decisions by the Board as needed outside of meetings (See Article V, Section 10 D).

Section 5 - Resignation. Any officer may resign from office at any time by giving written notice to the Board.

Section 6 - Removal. The Board may remove any officer from office at any time by majority vote of the Board.

# **ARTICLE VII – STEWARDSHIP OF LAND**

Section 1 – *Lease of Land* 

The Board of Trustees shall convey the right to use land owned by the corporation:

- To facilitate access to land by landless people;
- To provide for the environmental health and preservation of the land and the natural community on and around it; and
- To guarantee the stewardship of the land for the common good, in the present and the future.

In making such conveyances, the Board of Trustees must consider the real personal needs and contributions of potential lessees and must attempt to affect a just and responsible distribution of land use rights.

The decision to grant leases (or other limited conveyances) of lands entrusted to the corporation requires the agreement of the Board of Trustees.

The Trustees must supervise the use of the land and provide for periodic inspection; and they must terminate leases if necessary for the protection of the land, the surrounding community, or the rights of future generations.

Section 2 – Use of Natural Resources

The decision to convey or authorize the use of any minerals, timber or other natural resources, except for reasonable personal use by lessees, requires the agreement of the Board of Trustees.

Section 3 – Encumbrance of Land

The decision to mortgage or otherwise encumber land owned by the corporation shall require the approval of the Board of Trustees and the leaseholders who would be directly affected by such action.

Section 4 – Sale of Land

The sale of land does not conform to the philosophy or purposes of the corporation. For this reason, land shall not be sold except in extraordinary circumstances. No land shall be sold without the consent of the Board of Trustees and the consent of any leaseholders who would be directly affected by such sale.

# **ARTICLE VIII – OWNERSHIP OF HOUSING AND OTHER IMPROVEMENTS LOCATED ON THE CORPORATION'S LAND, AND LIMITATIONS ON RESALE**

Section 1 – Ownership of Housing and Other Improvements on the corporation's Land.

In accordance with the purposes of the corporation, the Board of Trustees shall take appropriate measures to promote and facilitate the ownership of housing and other improvements on the corporation's land by low- and moderate-income people, or by others whose use of the land provides benefits for low and moderate income people or otherwise supports the purposes of the corporation.

Section 2 – Purchase by the corporation of Homes Located on the corporation's Land.

It is a purpose of the corporation to preserve the affordability of housing for low- and moderate-income people in the future. Accordingly, when land is leased to persons owning housing on the land, the Board of Trustees shall assure that, as a condition of the lease, the corporation is granted the right to purchase the leaseholder-owned housing, for a price determined by the "resale formula," at such time as the leaseholders wish to sell or the lease is terminated.

Section 3 – The Residential Resale Formula.

For the purpose of preserving the affordability of housing, the corporation shall restrict the price that leaseholders may receive when they sell housing located on the land leased to them by the corporation. A policy establishing such restrictions in the form of a "residential resale formula" shall be adopted by the Board of Trustees, in accordance with the following principles:

- a. To the extent possible, the formula shall allow the seller to receive a price based on the value that the seller has invested in the property being sold.
- b. To the extent possible, the formula shall limit the price of the property to an amount that will be affordable for other low- or moderate-income people at the time of the transfer of ownership.

Section 4 – Procedures for Adoption of the Resale Formula.

The adoption of the resale formula shall require an affirmative vote by at least (2/3) of the entire Board of Trustees at any regular or special Board meeting, provided that written notice of such meeting has set forth the proposed formula with an explanation thereof.

Section 5 – Procedures for Altering the Resale Formula.

The consistent long-term application of a resale formula is essential to the purposes of the corporation. Accordingly, the resale formula shall not be altered unless the Board of Trustees of the corporation determines that the current formula presents an obstacle to the achievement of the purposes of the corporation. In such an event, the resale formula may be altered only by a (2/3) vote of the entire Board of Trustees.

# ARTICLE IX – QUALIFICATION AS A COMMUNITY HOUSING DEVELOPMENT CORPORATION

It is the intention of the corporation to qualify as a Community Housing Development Organization (CHDO), as defined by the U.S. Congress under the National Affordable Housing Act of 1990 (Public Law 101-625), to receive HOME funding from its participating jurisdiction in support of affordable housing projects it undertakes. As such, the corporation could and would act as developer, sponsor, or owner of any HOME-assisted housing, and have effective management control of such affordable housing development projects, as required by the U.S. Department of Housing and Urban Development. The corporation shall maintain at least 1/3 of its Trustee positions for low and moderate-income residents or elected representatives of lowincome neighborhood organizations, as those terms are defined by the U.S. Department of Housing and Urban Development. The corporation shall provide a formal process, through its regular meetings of Members and through special Committees of its Board of Trustees, for lowincome program beneficiaries to advise the corporation in all of its decisions regarding the design, siting, development and management of all HOME-assisted affordable housing projects. The corporation shall have a history of serving the community where housing to be assisted with HOME funds will be developed and shall demonstrate a capacity for implementing activities to be assisted with HOME funds. And the corporation shall conform to the Standard for Financial Management Systems of the federal Office of Management and Budget.

# **ARTICLE X – ADDITIONAL PROVISIONS**

Section 1 - Openness and Public Accountability. All meeting minutes are open to any person upon reasonable request. Additional records of the corporation are open to public inspection upon purposeful and reasonable request (as determined by the Board or its representative). Personnel and past, present, and future resident records are confidential. They are not open to public inspection.

Section 2- Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section 3- *Deposit of Funds*. All funds of the corporation not otherwise applied shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Trustees from time to time may determine.

Section 4- *Checks, etc.* All checks, drafts, endorsements, notes and evidence of indebtedness of the corporation shall be signed by such officers or agents of the corporation and in such manner as the Board of Trustees from time to time may determine. Endorsements for deposits to the credit of the corporation shall be made in such manner as the Board of Trustees from time to time may determine.

Section 5- *Loans*. No loans or advances shall be contracted on behalf of the corporation, and no note or other evidence of indebtedness shall be issued in its name, except as authorized by the Board of Trustees. Any such authorization shall relate to specific transactions.

Section 6- *Contracts*. Any officer or agent of the corporation specifically authorized by the Board of Trustees may, on behalf of the corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of

Trustees. Without the express and specific authorization of the Board of Trustees, no officer or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name of the corporation, and any attempt to do so shall not be binding upon the corporation.

Section 7- *Indemnification*. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Trustee or Officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or his or her heirs, executors, or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Trustee or Officer is liable for negligence or misconduct in the performance of his or her duties.

Section 8 - Notice. Whenever notice is required to be given to any Member or Trustee, the notice shall, unless otherwise provided, be given in writing, in person or by electronic mail (by regular mail if no electronic mail available). If mailed, such notice must be addressed to the person at such address as it appears in the records of the corporation.

# **ARTICLE XI – AMENDMENTS**

The Articles of Incorporation and the Bylaws may be altered or amended, in whole or in part, by majority vote of the Board of Trustees at a Trustees' meeting and by a 2/3 majority vote of the Members at a membership meeting. Any portion of the Bylaws which requires a greater percentage for corporate action (e.g., Article VIII, Section 4) shall require that same percentage for amendment.

However, Article VII, Section 4, and Article XII, may not be amended.

# **ARTICLE XII – DISSOLUTION**

In the event that the corporation must be dissolved, the assets of the corporation shall be distributed as follows:

- A. To the local 501(c)(3) nonprofit community land trust corporation(s) in good standing serving the area(s) closest to the area(s) in which the corporation owns land and/or interests in land; or
- B. To any other local, regional, or national 501(c)(3) nonprofit community land trust in good standing; or
- C. To a nonprofit fund, foundation, or corporation which is organized as a 501(c)(3) corporation and operated exclusively for charitable, educational, religious and/or scientific purposes and which agrees to administer the assets of this corporation in accordance with its goals and purposes.

The motion for disposition of the assets of the corporation must be approved by the majority of the Board of Trustees and the Members present at the membership meeting.

# ARTICLE XIII: INITIAL MEMBERSHIP, INITIAL BOARD, ADOPTION OF BYLAWS, FIRST ANNUAL MEETING

The corporation was originally formed in 1984 as a 501(c) (3) to promote property ownership for people of all incomes and to promote neighborhood stabilization among its purposes. The corporation has operated continuously since that time. The Board has agreed to shift the focus of the corporation to operating as a community land trust which will necessarily involve a transition from the exiting Bylaws, Board, and method of operations to those set forth in these Bylaws. This Article in intended to describe the transition.

- A. Initial Membership. The Initial Members empowered to vote at the First Annual Meeting of the Members shall be those persons who meet the criteria set forth in Article IV.
- B. Initial Board of Trustees. The Initial Board of Trustees shall be those properly elected and currently serving at the time these Bylaws are adopted. The Initial Board shall be a "transition board" with duties including approval of these Bylaws and recruiting Members in addition to the other duties of the Board set forth in Article V until such time as Trustees meeting the criteria in Article V can be recruited for election by the Members.
- C. Adoption of Bylaws. Adoption of these Bylaws as the Bylaws of the Corporation shall require approval by a majority of the Initial Board of Trustees.
- D. Nomination of Trustees to Be Elected at First Annual Meeting. In consultation with the Initial Members, the Initial Board of Trustees shall nominate a slate of 9 candidates, 3 for each of the classifications described in Article V, Section 2.
- E. First Annual Meeting. The First Annual Meeting of the Membership, which shall include the ratification of these Bylaws, the election of Trustees and the transaction of other business as recommended by the Initial Board, shall be held at a location within the area served by the corporation. The location and specific time of the First Annual Meeting shall be determined by the Initial Board of Trustees. Notice of the First Annual meeting shall be mailed to all Initial Members at least 7 days prior to the meeting and shall include a list of those persons nominated for the Board of Trustees in accordance with Paragraph D above. Except as otherwise provided in this Article, the election of Trustees and other business of the First Annual Meeting shall be conducted in accordance with Articles IV and V of these Bylaws.

I hereby certify that the foregoing is a full, true, and correct copy of the bylaws of the Preservation Pottstown, Inc. properly adopted in accordance with the procedure set forth herein, adopted the date noted.

WITNESS, my hand and seal of the corporation, Preservation Pottstown, Inc.

Adopted June 13, 2011 Amended October 24, 2013

By: \_\_\_\_\_, Secretary

Amended June 8, 2016 Amended October 16, 2023