

BY-LAWS OF THE HUDSON RIVER PARK TRUST ADVISORY COUNCIL

I. PURPOSE

In accordance with Article 15 of the Hudson River Park Act (the “Act”), the Hudson River Park Advisory Council (the “Advisory Council”) is established to provide advice and recommendations to the Board of the Hudson River Park Trust (the “HRPT Board”) on all matters regarding the planning, design, construction, and operation of the Hudson River Park (the “Park”).

II. MEMBERSHIP

In accordance with the provisions of the Act, the Advisory Council shall consist of representatives of local community, park, environmental, civic, labor and business organizations, and elected officials representing communities neighboring the park. Advisory Council Membership shall not exceed 51 in number and all members shall reside in New York State. Advisory Council Members shall include:

- A) The New York City Comptroller, the New York City Public Advocate, and all members of the U.S. House of Representatives, New York State Senate, New York State Assembly, and New York City Council whose districts shall include all or part of the proposed Hudson River Park, all of whom shall serve in their ex-officio capacity.
- B) Two members appointed by the Majority Leader of the State Senate, one member appointed by the Minority Leader of the State Senate, two members appointed by the Speaker of the Assembly, one member appointed by the Minority Leader of the Assembly, two members appointed by the Speaker of New York City Council, and one member appointed by the Minority Leader of the New York City Council, all of whom shall serve at the pleasure of the person appointing them.
- C) One representative designated by each of Manhattan Community Boards 1, 2 and 4, all of whom shall serve at the pleasure of the Board appointing them. Each Community Board shall make such designation each year by March 15.
- D) The remaining members of the Advisory Council (“Community Members”) shall be representatives of local community, park, environmental, civic, labor and business organizations, and, in so far as is consistent with the Act, other established organizations with a relevant interest in or relationship to the Park. The selection by the Advisory Council of any new Community Member organization shall be subject to approval by the HRPT Board, whose purpose in approving the nominated Community Member organization shall be to confirm that overall, the Advisory Council membership reflects a balanced representation of the different neighborhoods and interest groups along the Park. Each confirmed Community Member organization shall designate an individual to be its Official Representative on the Advisory Council.
- E) Community Member organizations will serve a two year term, beginning April 1st of each even numbered year, unless membership is terminated earlier as described herein. The term of all Community Members shall expire on March 31 of even numbered years. Subsequent two year terms and any interim vacancies of Community Members shall be filled in the manner described in Paragraphs G and H below. Community Members shall file a formal designation of their official representative at the beginning of each term with the Advisory Council in order to

participate in Council activities, in a manner determined by the Membership Committee.

- F) Any Community Member organization whose representative fails to attend more than Fifty Percent (50%) of the regularly scheduled Advisory Council meetings in any calendar year shall be subject to termination as a Community Member. The Advisory Council Chair shall review attendance records on an annual basis and issue termination notices to any such delinquent Community Member organization. Upon receipt of a termination notice from the Advisory Council, such Community Member organization shall have Sixty (60) Days to appeal their termination to the Advisory Council Executive Committee. Any determination to reinstate a delinquent Community Member organization shall be by majority vote of the Executive Committee.
- G) The Advisory Council Chair will notify Council members of any openings for Community Members as such openings occur from time to time and shall solicit nominations from the Council membership to fill any such vacancies. To be approved, such nomination(s), if seconded, requires a majority vote of the Advisory Council at a meeting at which a quorum is present. Community Member vacancies occurring other than by expiration of the two year term shall be filled for the remainder of the unexpired term.
- H) Subsequent two year terms of all Community Members shall be subject to nomination and approval by a majority vote of the Advisory Council, in accordance with the nomination and approval process outlined in Paragraph G above.

III. OFFICERS

The officers of the Advisory council shall be the Chair, First Vice Chair and Second Vice chair. The three officers shall rotate on a one-year basis among the three Community Board representatives. Effective as of April 1, 1999, the Advisory Council appointment from Community Board #4 shall serve as the Chair; the Advisory Council appointment from Community Board #2 shall serve as the First Vice Chair; and the Advisory Council appointment from Community Board #1 shall serve as the Second Vice Chair. Upon completion of the initial one year term and thereafter, the terms of the three Officer positions shall be rotated as follows: the immediate past Chair shall serve as Second Vice-Chair, the immediate past First chair shall serve as Chair, and the immediate past Second Chair shall serve as First Chair.

A) The duties of the Chair shall be as follows:

1. To conduct all meetings of the Advisory council.
2. To interpret and enforce Robert's Rules of Order.
3. To decide any questions of order.
4. To represent and stand for the Advisory Council and perform all necessary functions according to decisions duly made by all the Advisory Council, including communications of Council decisions to the pertinent government agencies authorities and officials.
5. To authenticate all acts, orders and proceedings of the Council, including issuance of letters communicating council actions.
6. To prepare and deliver the Advisory Council Chair's report to all meetings of the HPRT Board and to make other necessary reports.
7. To keep the Advisory Council members apprised of all information and matters coming to the Chair's attention.

- B) The duties of the First Vice-Chair shall be to take on the duties of the Chair in the Chair's absence, and to serve as Secretary of the Advisory Council. As Secretary, he or she shall be responsible for the minutes and attendance records of each meeting of the Advisory Council and its Executive Committee.
- C) The duties of the Second Vice Chair shall be take on the duties of the Chair in the absence of the Chair and First Vice Chair, and to take on the duties of the First Vice Chair in the absence of the First Vice Chair. In the absence of both the Chair and the First Vice Chair, the Second Vice Chair when leading an Advisory Council meeting will appoint a Secretary for that meeting.

IV. COMMITTEES

- A) Executive Committee-The Executive Committee shall have the authority to act on behalf of the Advisory Council between meetings. Actions taken by the Executive Committee on behalf of the Advisory Council shall be subject to Advisory Council ratification or disapproval at the next meeting in accordance with Voting and Quorum requirements set forth below. The Executive Committee shall be comprised of the 3 Community Board representatives plus 4 elected members-at-large to be nominated and elected by the full Advisory Council membership in April of each year for one-year terms. One of the four members-at-large is to be from the elected representatives designated in Section II.A. When more than one such Section II.A member is nominated to the Executive Committee, the member receiving the most votes of that membership class is automatically elected to the Executive Committee and all other such nominees will be considered in total vote tallies. Each Advisory Council member present may vote for up to four nominees. Any vacancies of elected members of the Executive Committee shall be filled through nomination and election by a majority vote of the Advisory Council at the first meeting of the Advisory Council following the occurrence of a vacancy.
- B) Membership Committee – There will be a Membership Committee appointed by the Executive Committee for the purposes of soliciting and reviewing applications of proposed new Community Members, as well as re-nomination of those Community Members whose terms are set to expire, and for making a recommendation to the Advisory Council as described in Sections II. G and II. H above. In the case of existing members, the Membership Committee will conclude this process in January of each even year. Such recommendation will consider criteria such as but not limited to, diversity of membership, geographic or functional representation, affiliation with Hudson River Park and/or any stated advisory needs of the Board of Directors or staff of the Hudson River Park Trust. The Chair of the Membership Committee shall be selected by a majority vote of the members of the committee, subject to confirmation and approval by the Executive Committee.
- C) By a majority vote of the Executive Committee members, the Executive Committee may establish or disband such other committees of the Advisory Council, and may delegate such powers and duties to such committees, as the Executive Committee deems advisable. The full Advisory Council, by a majority vote at a meeting at which a quorum is present, may establish any additional committees as it deems advisable. The Chair of any such designated committee, whether established by the full Advisory Council or the Executive Committee, shall be selected by a majority vote of the members of such committee, subject to confirmation and approval by the Executive Committee.
- D) Committee resolutions may be adopted by a majority vote of the members present at a committee

meeting. All resolutions so adopted must be then presented to the next succeeding full Advisory Council meeting for adoption, modification or rejection. Committee resolutions submitted for consideration by the full Advisory Council shall be included on the agenda of the Advisory Council meeting at which such resolution is to be considered. Copies of the text of the committee resolution, noting the name of the committee of origin, and the number of committee members voting yes, no and abstaining shall be made available to Advisory Council members prior to start of the Advisory Council meeting at which such committee resolution is to be considered.

- E) Any member of a committee who attends less than 50% of the scheduled meetings of said committee may be subject to removal or replacement by a majority vote of the Executive Committee.

V. MEETINGS

The Advisory Council shall meet generally on a bimonthly basis on a schedule established by the Executive Committee and at least two weeks prior to the regular meetings of the Hudson River Park Trust Board of Directors. Additional meetings may be scheduled as needed by majority vote of the Advisory Council or the Executive Committee. All Advisory Council and committee meetings shall be open to the public. Notice of all Advisory Council meetings shall be mailed not less than 10 days prior to the meeting date. Draft minutes shall be circulated within three weeks of the meeting.

VI. VOTING

- A) A quorum shall consist of 20 members of the Advisory Council. Meetings may be conducted without a quorum present, but any actions taken in such circumstances shall not be deemed official and valid.
- B) All actions shall be decided by a majority of those present and voting.
- C) Community Member organizations may designate by letter a Temporary Representative to take part in and vote at Advisory Council meetings in place of the organization's Official Representative. Elected officials and Community Boards may do the same. Such Temporary Representative must vote in person at said meeting. There shall be no proxy voting.

VII. ADOPTION AND AMENDMENTS

These by-laws shall become effective upon approval by majority vote of the Advisory Council and approval by the HRPT Board. Proposed amendments to these by-laws must be included in the notice for the meeting at which they will be considered. Such amendments will be adopted by the above process.