

**BY-LAWS OF THE  
BROOKLYN BRIDGE PARK COMMUNITY ADVISORY COUNCIL**  
*As of December 5, 2011*

**I. PURPOSE**

In accordance with the by-laws of the Brooklyn Bridge Park Corporation (the “Corporation”), the Brooklyn Bridge Park Community Advisory Council (the “Advisory Council”) has been established to provide advice to the Corporation. It is anticipated that the Corporation will provide the Advisory Council with information on a timely basis on major aspects of its policies and operations affecting Brooklyn Bridge Park (the “Park”) to enable the Advisory Council to properly fulfill its advisory role to the Corporation. The Advisory Council will invite and consider commentary from the public and the Corporation and provide recommendations to the Board of Directors (the “Board of Directors”) and staff of the Corporation on such major aspects of its policies and operations affecting the Park.

**II. MEMBERSHIP**

In accordance with the provisions of the by-laws of the Corporation, the Advisory Council shall consist of members who are representative of communities neighboring the park and of a wide variety of local interests and concerns. The by-laws of the Corporation set the initial Advisory Council Membership at 27 members, which has since been increased to 35 members. Advisory Council Members shall include:

(a) One representative each from Brooklyn Community Board 2 (CB 2) and Community Board 6 (CB 6), both of whom shall serve at the pleasure of the Board appointing them.

(b) The remaining members of the Advisory Council shall be representatives of local community, park, environmental, civic, recreation, and business organizations, and other established organizations with a relevant interest in or relationship to the Park (hereafter a “Community Organization”) or at-large members (“At-Large Members”). Each member designated by a Community Board or a Community Organization may be referred to as an “Organization Representative.” The term “member” in these by-laws refers to both Organization Representatives and At-Large Members.

(c) Pursuant to the by-laws of the Corporation, the initial members of the Advisory Council were appointed by the Directors of the Corporation at the September 22 and November 17, 2010 Board of Directors meetings. The initial Advisory Council members and their respective Community Organizations, if any, are set forth below:

**INITIAL MEMBERS OF THE  
BROOKLYN BRIDGE PARK COMMUNITY ADVISORY COUNCIL**

<u>MEMBER NAME</u>	<u>COMMUNITY ORGANIZATION (IF ANY)</u>
Benjamin Bankson	Willowtown Association
Ed Brown	Ingersoll Houses Tenant Association
Kate Collignon	Member-at-Large
Norman Cox	Columbia Waterfront Neighborhood Association
John Dew	Brooklyn Community Board 2
Angela Ferrante	Atlantic Avenue Local Development Corporation
J. Peter Flemming	Park Community Council
Judi Francis	Brooklyn Bridge Park Defense Fund
Doreen Gallo	Dumbo Neighborhood Alliance
Ursula Hahn	Concord Village Owners
Howard Kolins	Boerum Hill Association
Anthony Manheim	Member-at-Large
Jane McGroarty	Brooklyn Heights Association
Adam Steven Meshberg	Vinegar Hill Neighborhood Association
William Orme	Member-at-Large
Paul Palazzo	Fort Greene Association
Matthew H. Parker	Member-at-Large
Maria Pagano	Carroll Gardens Neighborhood Association
Tom Potter	Brooklyn Bridge Park Boathouse
Milton Puryear	Brooklyn Greenway Initiative
David Reiss	Brooklyn Community Board 6
Roy Sloane	Cobble Hill Association
T.K. Small	Member-at-Large
Nancy Webster	Brooklyn Bridge Park Conservancy
Elizabeth Toledo	Dodge YMCA
Seth Unger	Member-at-Large
Joan Zimmerman	Fulton Ferry Landing Association

(d) If any Organization Representative of the Advisory Council no longer wishes to serve or is removed as described in paragraph (g) below, the Community Organization that designated such person shall designate a replacement representative, subject to approval by a majority of the Advisory Council and approval by a majority vote of the Board of Directors unless such Community Organization is itself replaced as described in subparagraphs (f) or (g) below.

(e) If the Advisory Council desires to add a Community Organization (in addition to those set forth in subparagraph (c) above) but in no event to increase the number of Advisory Council members unless the Advisory Council's By-Laws are amended for an increase, or replace a Community Organization (whether by voluntary withdrawal, or by termination as set

forth in subparagraph (g) below), members may make nominations in consultation with the Governance Committee of the Corporation. Such nominations, if seconded, will require a majority vote of the Advisory Council. The selection of any such new Community Organization shall also be subject to approval by a majority vote of the Board of Directors, whose purpose in approving the nominated Community Organization shall be to confirm that overall, the Advisory Council membership reflects a balanced representation of the different neighborhoods and interest groups served by the Park. Once approved by the Board of Directors, such newly approved Community Organization shall designate one Organization Representative to serve as its official representative on the Advisory Council.

(f) Community Organizations, unless they are terminated as provided in subparagraph(g) below, shall have the right to have their designated Organization Representatives serve on the Advisory Council for two year terms, except that the initially selected Organization Representatives will serve until December 31, 2012. Thereafter the term of all Organization Representatives shall expire on December 31 of even numbered years. Community Organizations shall file formal designations of their Organization Representative at the beginning of each term with the Advisory Council in order to participate in Advisory Council activities, in a manner determined by the Membership Committee.

(g) If an Organization Representative (or his or her Temporary Representative, as defined below) fails to attend more than fifty percent (50%) of the regularly scheduled Advisory Council meetings in any calendar year, both the individual Organization Representative and the Community Organization shall cease to be a member of the Advisory Council and the Community Organization shall lose the right to designate any replacement or future Organization Representatives to the Advisory Council. The Chair shall review attendance records on an annual basis and issue termination notices to any such delinquent Organization Representative and Community Organization. Upon receipt of a termination notice, such Organization Representative and Community Organization shall have thirty (30) days to appeal their termination to the Advisory Council. Any determination to reinstate a delinquent Organization Representative or Community Organization shall be by majority vote of the Advisory Council.

(h) The term of any Member-at-Large shall expire after two consecutive two-year terms of service (except that the initial term may be longer or shorter than two years depending on the date of appointment pursuant to the last sentence of this paragraph). The Advisory Council shall have the right to replace a Member-at-Large (i) at the end of his or her second term; (ii) upon the voluntary withdrawal of such Member-at-Large; or (iii) when he or she fails to attend more than fifty percent (50%) of the regularly scheduled Advisory Council meetings in any calendar year, provided, however, that in the case of such Member-at-Large's failure to attend 50% of regularly scheduled meetings, such Member shall have thirty (30) days from receipt of a termination notice from the Chair to appeal such termination to the Advisory Council, which shall decide such appeal by a majority vote. Consistent with the procedures instituted by the Membership Committee, members may make nominations for Members-at-Large who should represent a wide variety of local interests and concerns. Such nominations, if seconded, will require a majority vote of the Advisory Council. The selection of any such new Member-at-Large shall also be subject to approval by a majority vote of the Board

of Directors, whose purpose in approving the nominated Member-at-Large shall be to confirm that overall, the Advisory Council membership reflects a balanced representation of the different neighborhoods and interest groups served by the Park. The first of the two terms of a Member-at-Large so elected shall end on December 31<sup>st</sup> of the next even numbered year after the current year.

### **III. OFFICERS**

(a) The officers of the Advisory Council shall consist of two Co-Chairs, presently John Dew and Nancy Webster, a Secretary, currently Joan Zimmerman. All Advisory Council officers shall be members of the Advisory Council. The present Co-Chairs, as set forth in paragraph II(c) were appointed on September 22, 2010 by the Board of Directors.

(b) Commencing as of January 1, 2012, the positions of Chair and Co-Chair shall be appointed as follows: (i) one of the two positions will always be the appointed by CB2; (ii) the other position will always be appointed by a vote of the Advisory Council; (iii) the appointments of Chair and Co-Chair will rotate every year between the CB 2 appointee and the Advisory Council appointee.

(c) 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 Advisory Council decisions to the pertinent government agencies authorities and officials.
5. To perform all acts, orders and proceedings of the Advisory Council, including issuance of letters communicating council actions.
6. To prepare and deliver the Chair's report to all meetings of the Board of Directors and to make other necessary reports.
7. To keep the Advisory Council members apprised of all material information and matters regarding the Park coming to the Chair's attention.

(d) The duties of the Co-Chair shall be to take on the duties of the Chair in the Chair's absence.

(e) The Secretary shall be selected by the Chair and shall serve a one year term. The Secretary shall be responsible for the minutes and attendance records of each meeting of the Advisory Council and its Executive Committee.

### **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. In addition to the Chair, Co-Chair and Secretary, the Executive Committee shall be comprised of the Chair of the Membership Committee together with the Chairs of each other committee of the Advisory Committee established pursuant to subsection (c) of this Article.

(b) Membership Committee – The Membership Committee shall solicit and review nominations and renominations of At-Large Members and Community Organizations, and shall propose a recommended slate of At-Large Members and Community Organizations. Prior to October 1st of each odd year Community Organizations and Members-at-Large who wish to be renominated for another two-year term shall give written notice to that effect to the Chair. The Membership Committee will conclude this process in November of each odd year. Such recommendation will consider criteria such as but not limited to, diversity of membership, geographic or functional representation, affiliation with Brooklyn Bridge Park and/or any stated advisory needs of the Board of Directors or staff of the Corporation. The Chair and members of the Membership Committee shall be selected by the Chair and Co-chair, subject to confirmation and approval by the Advisory Council.

(c) By a majority vote of the Executive Committee, 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 Advisory Council 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 the Chair and Co-Chair, and the Committee chair so selected shall select the members of such committee, provided, however, that no member of the Advisory Council shall serve on more than two committees of the Advisory Council.

(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 every two months on a schedule established by

the Executive Committee and at least two weeks prior to the regular meetings of the Board of Directors. Special meetings may be scheduled by the Co-Chairs as needed, including whenever possible preceding special meetings of the Board of Directors. All Advisory Council and Advisory Council committee meetings shall be open to the public. Notice of all regular Advisory Council meetings shall be e-mailed to the members not less than 14 days prior to the meeting date, and as far in advance of a special meeting as practical. Advisory Council agendas are to be prepared by the Chair and Co-Chair.

## **VI. VOTING**

(a) A quorum shall consist of a simple majority 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 Organizations may designate by letter or e-mail in advance of any meeting, a Temporary Representative to take part in and vote at Advisory Council meetings in place of the Community Organization's Organization Representative. Such Temporary Representative must vote in person at said meeting and attendance by the Temporary Representative shall be deemed attendance by the Organization Representative for whom they are attending. There shall be no proxy voting. The Organization Representative must provide the Temporary Representative with sufficient information to participate fully in the discussion of the matters on the agenda.

## **VII. ADOPTION AND AMENDMENTS**

These by-laws shall become effective upon approval by majority vote of the Advisory Council and approval by the Board of Directors. 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.

## **VIII. CONDUCT OF MEETINGS**

The most recent edition of Robert's Rules of Order shall govern all matters pertaining to parliamentary proceedings not covered by these by-laws. The usual order of business of the Advisory Council shall be:

- (1) Call to Order
- (2) Approval of Minutes
- (3) Report of the Chair and Co-Chair
- (4) Committee Reports
- (5) Other Business
- (6) New Business
- (7) Public Session
- (8) Adjournment

The usual order of business may be altered by the Chair.