

BY-LAWS OF

The Greenpoint Waterfront Association for Parks & Planning, Inc.

("GWAPP" or the "Corporation")

1 Members

1.1 Membership Membership shall be open to all organizations active in the North Brooklyn community. An organization may become a member of GWAPP (a "Member") by having an officer of the Corporation sign a membership certificate provided by the Corporation. Upon a majority vote of the Board of Directors, Member organizations may be requested to provide the following information for continued membership in GWAPP:

- The organization's name,
- The organization's legal status,
- The date founded,
- The purpose of the organization,
- The address and telephone number of an officer of the organization,
- A list of officers and directors of the organization, and
- A description of the geographical area served by the organization

Each Member may be represented by one representative (a "Representative") at meetings of the Members ("Membership meetings"). Each Representative will be entitled to one vote with respect to matters on which Members may vote.

1.2 Membership Meetings All Membership meetings of GWAPP Membership shall be open to Representatives and to the general public. Procedure shall follow Roberts Rules of Order. Disruptive attendees may be removed upon request by a majority of Representatives present.

1.2.1 Annual Meetings The annual Membership meeting (the "**Annual Meeting**") for the election of the Directors and for the transaction of such other business as may come before the Members shall be held each year at the place, time and date, in the month of September as may be fixed by the Board of Directors, or, if not so fixed, as may be determined by the Co-Chairpersons of the Board of Directors.

The Executive Secretary upon receiving the written demand or Resolution for an Annual Meeting shall promptly give notice of the Annual Meeting as provided below, or if the Executive Secretary fails to do so within five business days thereafter, any Member signing such demand may give such notice.

1.2.2 Quarterly Meetings Quarterly meetings (the "**Quarterly Meetings**") for the transaction of such business as may come before the Members shall be held each March, June, and December at the place, time and date as may be fixed

by the Board of Directors, or, if not so fixed, as may be determined by the Co-Chairpersons of the Board of Directors.

The Executive Secretary upon receiving the written demand or Resolution for a Quarterly Meeting shall promptly give notice of the Quarterly Meeting as provided below, or if the Executive Secretary fails to do so within five business days thereafter, any Member signing such demand may give such notice.

- 1.2.3 Special Meetings** Special meetings shall be held whenever called by resolution of the Board of Directors, one or both of the Co-Chairpersons, the Executive Secretary, or ten percent of the Members eligible to vote.

The Executive Secretary upon receiving the written demand or Resolution for a Special Meeting shall promptly give notice of the Special Meeting as provided below, or if the Executive Secretary fails to do so within five business days thereafter, any Member signing such demand may give such notice

- 1.3 Notice of Meetings** Written notice of the place, date and hour of any Membership meetings shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, or by personal delivery to the Member's registered address, not less than ten nor more than fifty days before the date of the meeting, unless Members submit a signed waiver of notice either before or after the meeting. Notice of Special Meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.
- 1.4 Quorum, Adjournments of Meetings** At all Membership meetings, 40 percent of the Representatives, present in person, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Representatives present in person may adjourn the meeting. Notice of the new meeting is not required if the time and place for the new meeting are announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.
- 1.5 Organization** The Co-Chairpersons shall preside at all meetings of the Members or, in the absence of both Co-Chairpersons, an acting chairperson shall be chosen by the Representatives present. The Recording Secretary shall act as secretary at all Membership meetings, but in the absence of the Recording Secretary, one or both of the Co-Chairpersons or the acting chairperson may appoint any person to act as secretary of the meeting.
- 1.6 Voting** At any Membership meeting, each Representative shall be entitled to one vote. Any vote to elect or remove Directors, to remove a Member from the Corporation, or to amend the Corporation's Certificate of Incorporation or By Laws shall be by ballot. Votes on all other issues may be by show of hands, unless a majority of the Representatives present request that the vote be by ballot. The record eligibility of voting rights shall be set ten days before the date of the meeting.
- 1.7 Action by the Members** Except as otherwise provided by statute or by these by-laws, any corporate action authorized by a majority of the votes cast at a meeting of Members

shall be the act of the Members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the Members.

1.8 Special Actions Requiring Vote of Members The following corporate actions may not be taken without approval of the Members:

1.8.1 a majority of the votes cast at a Membership meeting is required for (1) any amendment of or change to the certificate of incorporation, or (2) a petition for judicial dissolution;

1.8.2 two-thirds of the votes cast at a Membership meeting is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, (4) revocation of a voluntary dissolution proceeding; or (5) expulsion of an Officer, Director, or Member.

provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

1.9 Agenda The agenda for Membership meetings will be set by the Board of Directors. Any Member may submit items to the Board of Directors for consideration for inclusion in the agenda no later than 14 days prior to a Membership meeting.

2 Board Of Directors

2.1 Powers and Number The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised by the board of directors of the Corporation (the "Board", or the "Board of Directors"). The number of directors (each a "Director") constituting the entire Board after the first annual meeting of the Members shall be eleven, but in no event shall the entire Board consist of less than three (3) Directors. Each Director shall be at least eighteen (18) years of age, and shall be a member of a GWAPP Member organization in good standing for at least three months.

2.2 Election and Term of Office The initial Directors shall be the persons named in the Certificate of Incorporation. They shall serve until the first annual meeting of the Members. The Directors shall be elected to hold office for one-year terms; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. Directors shall be elected at the annual meeting of Members by a plurality of the votes cast or by Members acting without a meeting pursuant to the rules for actions by Members as stated in these by-laws.

2.3 Newly Created Directorships and Vacancies Newly created Directorships and vacancies among the Directors for any reason may be filled by vote of a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next annual meeting of the Members, at which time they may be elected to a full annual term or a replacement may be elected, pursuant to the provisions of section 1.2.1 herein.

- 2.4 Resignations** Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its Chairperson. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.
- 2.5 Removal** Any Director may be removed at any time for cause by a majority of the Board of Directors then in office at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in Office. For these purposes, the failure by a Director to attend at least 75 percent of all Board meetings, and at least 75 percent of all Membership meetings held in any calendar year shall constitute cause. Any Director can be removed at any time with or without cause by a vote of the Members.
- 2.6 Meetings** Meetings of the Board may be held at any place as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The annual meeting of the Board of Directors in each year shall be held immediately following the annual Membership meeting. Other regular meetings of the Board shall be held monthly. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors, or by either Co-Chairperson, in each case at such time and place as shall be fixed by the person or persons calling the meeting.
- 2.7 Quorum and Voting** Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these by-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.
- 2.8 Committees** The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other standing committees, each consisting of three or more Directors, and each of which, to the extent provided in the resolution, shall have all the authority of the board, except that no such committee shall have authority as to the following matters:
- 2.8.1** The submission to Members of any action requiring Members' approval under this chapter.
 - 2.8.2** The filling of vacancies in the Board of Directors or in any committee.
 - 2.8.3** The fixing of compensation of the Directors for serving on the Board or on any committee.
 - 2.8.4** The amendment or repeal of the By-Laws or the adoption of new By-Laws.
 - 2.8.5** The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

The Board of Directors may designate one or more Directors as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee.

The Board of Directors may also create, by resolution adopted by a majority of the entire Board, such special committees as may be deemed desirable. Special committees shall have only the powers specifically delegated to them by the Board of Directors and in no case shall have powers which may not be authorized for standing committees under this section.

Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any Director of his or her duty to the Corporation under applicable law.

Committees other than standing or special committees of the Board shall be committees of the Corporation. Such committees shall be elected or appointed in the same manner as Officers. Provisions of these By Laws applicable to Officers generally shall apply to members of committees of the Corporation.

- 2.9 Action by the Board** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 2.10 Notice of Meetings** Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be emailed to each Director, at such Internet address as he or she may have designated with the Executive Secretary, at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.
- 2.11 Compensation** No compensation shall be paid to Directors.
- 2.12 Conflicts of Interest** Immediately upon election or appointment to the Board, all Directors shall disclose any relevant interest which may pose conflict of interest questions. Disclosure shall include (but is not limited to) any interest, financial or

otherwise, in any corporation, organization, or partnership which provides professional or other services to GWAPP. Disclosure statements shall be available to any Director upon request.

When any matter comes before the Board or any committee of the Board in which a Director has an interest, that interest shall immediately be disclosed to the Board or the committee.

Whether a Director has an interest in a matter shall be determined by whether that person would derive an individual economic benefit, either directly or indirectly, from the decision on the matter by the Board or the committee. An "interest" does not include a position on legislative matters of general impact.

3 Officers, Employees and Agents

- 3.1 Number and Qualifications** Each officer of the Corporation (each an "Officer") shall be a member of a GWAPP Member organization in good standing for at least three months. The Officers shall be two Co-Chairpersons, a Financial Secretary, a Treasurer, a Recording Secretary, and such other Officers, if any, as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that no one person may hold the offices of Chairperson and Secretary. The Co-Chairpersons shall both be Directors of the Corporation; the other Officers need not be Directors of the Corporation. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.
- 3.2 Election and Term of Office** The officers of the Corporation shall be elected at the annual meeting of the Board of Directors held immediately following the annual meeting of Members. Each such Officer, whether elected at the Annual Meeting or to fill a vacancy or otherwise, shall hold office until the close of the election of Officers at the Annual Meeting next held after his election or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such Officer, whichever is earlier.
- 3.3 Employees and Other Agents** The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board of Directors may from time to time determine. To the fullest extent allowed by law, the Board of Directors may delegate to any Officer any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.
- 3.4 Removal** Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors.
- 3.5 Vacancies** In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors and the Officer so elected shall serve until the next annual meeting of the Board, at which time they may be elected to a

full annual term or a replacement may be elected, pursuant to the provisions of section 3.2 herein.

- 3.6 Co-Chairpersons: Powers and Duties** The Co-Chairpersons shall perform all the duties usually incident to the office of Chairperson, and shall perform such other duties as from time to time may be assigned by the Board of Directors. The Co-Chairpersons shall preside at all meetings of the Members and of the Board of Directors. The Co-Chairpersons shall have general supervision of the affairs of GWAPP, and shall keep the Board of Directors fully informed about the activities of GWAPP. Both Co-Chairpersons have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The Co-Chairpersons shall each be signatories on the GWAPP bank accounts. Only one or both of the Co-Chairpersons, working in conjunction with the Financial Secretary, can approve expenditures by GWAPP
- 3.7 Treasurer: Powers and Duties** The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting of the Board of Directors and whenever else required by the Board of Directors, he or she shall render a statement of the Corporation's accounts. He or she shall at all reasonable times exhibit the Corporation's books and accounts to any officer or Director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.
- 3.8 Financial Secretary: Powers and Duties** The Financial Secretary shall be responsible for establishing and maintaining the GWAPP bank accounts, and shall be a signatory on the GWAPP bank accounts. Only the Financial Secretary, working in conjunction with one or both of the Co-Chairpersons, can approve expenditures of the organization.
- 3.9 Executive Secretary: Powers and Duties** The Executive Secretary shall be responsible for maintaining the minutes at all Board meetings. The Executive Secretary shall also be responsible for sending notices and preparing agendas for every Board meeting and Membership meeting. In addition, the Executive Secretary shall ensure that the sign-in sheet at every Membership meeting is maintained properly and that it is transmitted to the Recording Secretary following the meeting.
- 3.10 Recording Secretary: Powers and Duties** The Recording Secretary shall be responsible for maintaining the minutes of the Membership meetings. The Recording Secretary shall also be responsible for maintaining the permanent record of the organization's correspondence, minutes, and other archives. The Executive and Recording Secretaries can share their respective responsibilities as needed, although minutes of every meeting must be maintained.
- 3.11 Compensation** Any employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the

Corporation when authorized by a majority of the Board of Directors, and only when so authorized. Any Officer is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized action of the Members in accordance with the provisions of section 1.7 of these By Laws.

4 Contracts, Checks, Bank Accounts And Investments

4.1 Checks, Notes and Contracts The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation. The Co-Chairpersons and the Financial Secretary shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

4.2 Investments The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

5 Office and Books

5.1 Office The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

5.2 Books There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these by-laws, and all minutes of meetings of the Members and of the Board of Directors.

6 Fiscal Year

The fiscal year of the Corporation shall be the calendar year.


7 Indemnification

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

8 Amendments


Except as otherwise required by applicable law, these By-Laws may only be amended or repealed by a majority of the Members at a meeting duly called for the purpose of altering these By-Laws, providing notice of the proposed alteration has been included in the notice of meeting.

THE FOREGOING DOCUMENT IS A TRUE AND ACCURATE COPY OF THE BY-LAWS OF THE GREENPOINT WATERFRONT ASSOCIATION FOR PARKS AND PLANNING, INC., DULY ADOPTED BY THE BOARD OF DIRECTORS ON SEPTEMBER 19, 2001


Joseph Vance


September 19, 2001

Co-Chairperson


CHRISTINE Holowacz

September 19, 2001

Co-Chairperson


BM Flameny

September 19, 2001

Recording Secretary