

**BY-LAWS OF THE  
HUDSON RIVER PARK 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” or “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, all members of the Hudson River Park Advisory Council (“members” or “Advisory Council members”) shall reside in the state, and shall be 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. Advisory Council members shall include:

- A. All members of the U.S. House of Representatives, New York State Senate, New York State Assembly, and New York City Council whose districts include all or part of the Hudson River Park 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;
- D. The remaining members of the Advisory Council (“Community Members”) shall be representatives of local community, park, environmental, civic, labor and business organizations with an interest in or relationship to the Park in so far as is consistent with the Act. To ensure balance and diversity of membership, no more than 20% of the full Council membership shall be composed of Park tenants. 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 the Advisory Council membership reflects a balanced representation of the different neighborhoods and interest groups in relation to the Park.

- E. Each confirmed Community Member organization and Community Board shall designate one individual to be its Official Representative. If the Official Representative changes, the Community Member organization or Community Board must notify the Membership Committee on official letterhead via [advisorycouncil@hrpt.ny.gov](mailto:advisorycouncil@hrpt.ny.gov) or [HudsonRiverParkAC@gmail.com](mailto:HudsonRiverParkAC@gmail.com)

F. **TERM**

Terms shall begin April 15 of even numbered years and be for two years unless otherwise noted.

1. Community Boards shall name their representative to the Advisory Council in a letter to the General Counsel of the Hudson River Park Trust by April 15th through the HRPT webmail or directly to the General Counsel. In the event of a vacancy, the Community Board will notify the General Counsel of the new representative within 60 days.
2. At the beginning of a new term, each confirmed Community Member organization shall designate an individual to be its official representative and an alternate if it chooses to do so. These designations must be submitted on official letterhead and sent to the Membership Committee via [advisorycouncil@hrpt.ny.gov](mailto:advisorycouncil@hrpt.ny.gov) or [HudsonRiverParkAC@gmail.com](mailto:HudsonRiverParkAC@gmail.com).
3. Interim vacancies of Community Members shall be filled in the manner described in Section H (“Vacancies”) below.
4. The term for new Community Members accepted to the Advisory Council off-cycle will coincide with the term of all Advisory Council members.
5. For a new term starting in April of even numbered years, this process shall follow the schedule below.

**December (of odd numbered-years):** The Membership Committee will meet to review Advisory Council meeting attendance records and other available information. Members deemed in violation of the membership objectives outlined in II.D and IV.B requirements will be invited to reapply.

**December:** The Membership Committee will solicit existing Community Member organizations in good standing of their intent to renew their membership;

**January:** The Membership Committee reports at the January Advisory Council meeting on Community Members in good standing seeking a new term as well as a report on open vacancies.

**January/February:** The Membership Committee solicits applications from potential new Community Members.

**February 15:** Deadline for new applicants to submit applications.

**February:** Membership Committee receives and reviews applications and invites applicants to present their credentials at the March Advisory Council meeting.

**March:** The Membership Committee will submit recommendations to fill vacancies prior to the applicants' presentations. At the Advisory Council March meeting, applicants will be provided five minutes to present their credentials. The Membership Committee will facilitate the applicants' presentations and administer the Advisory Council vote.

G. **ATTENDANCE**

Community Member organizations are expected to attend all meetings. If a representative or alternate fails to attend at least fifty percent of the regularly scheduled Advisory Council meetings in any calendar year, the Membership Committee shall issue warning notices to any such delinquent Community Member organization.

H. **VACANCIES**

The Membership Chair will notify Council members of openings for Community Members as they arise and create a posting on the Advisory Council's website advertising the openings and acceptance of applications, and shall solicit nominations from the Council membership to fill such vacancies in addition to any other methods of outreach the Advisory Council may elect to use.

1. 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 at the discretion of the Executive Committee in consultation with the Membership Committee.
2. 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 Sections F.5 ("Terms") and H.1 above.

I. **REMOVAL**

Whereupon the Membership Committee reviews the attendance records and finds members delinquent of the fifty percent attendance threshold, or believes a Community Member organization ceases to exist, or the Community Member organization ceases to meet the membership objectives outlined in II.D and IV.B.1.c, the following steps are to be taken:

1. Provide notification in writing to the organization of the policy that it is subject to removal based on the Hudson River Park Advisory Council Bylaws;
2. The Community Organization shall have 14 days to respond in writing to the Membership Committee of its intent to appeal or withdraw as a

- member of the Advisory Council;
3. If a Member responds with an intent to appeal, the Membership Committee will provide a date consistent with the Advisory Council calendar for the Member to appear before the Advisory Council to plead its case;
  4. Upon completion of the presentation by the Community Member, the Advisory Council will vote on whether to retain or remove the Member;
  5. If the Member does not respond or in the opinion of the Membership Committee has not provided adequate information, the Membership Committee will advise the Advisory Council, which in turn will vote to ratify removal of the Member.

### **III. OFFICERS**

The officers of the Advisory Council shall be the Chair, First Vice Chair and Second Vice chair.

#### **A. TERM**

The three officers shall rotate on a two-year basis among the three Community Board representatives. Effective as of April 1, 2020, 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 two- 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.

#### **B. DUTIES**

##### **1. Council Chair**

- a. Call and create an agenda for and conduct all meetings of the Advisory Council;
- b. Interpret and enforce Robert's Rules of Order or appoint a parliamentarian.
- c. Decide any questions of order;
- d. 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;
- e. Authenticate all acts, orders and proceedings of the Council, including issuance of letters communicating Council actions and
- f. Attend hearings or appoint a representative to do so on behalf of the Council.
- g. Prepare and deliver the Advisory Council Chair's report to all meetings of the

HPRT Board and to make other necessary reports.

- h. Keep the Advisory Council members apprised of all information and matters coming to the Chair's attention.
- i. Ensure that minutes, notices, agendas and communications are posted on the Advisory Council website in a timely manner.

**2. First Vice-Chair:**

- a. Take on the duties of the Chair in the Chair's absence
- b. Serve as Secretary of the Advisory Council.
- c. Be responsible for the minutes of each meeting of the Advisory Council and the Executive Committee and be responsible for ensuring they are posted to the Advisory Council's website as well as ensuring the meeting is recorded if taking place via videoconference or conference call.
- d. Monitor Advisory Council email and distribute mail accordingly.

**3. Second Vice Chair**

- a. 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.
- b. Serve as Membership Committee Chair of the Advisory Council
  - i. As Membership Committee Chair, the Second Vice Chair shall be responsible for the attendance records of each meeting of the Advisory Council and its Executive Committee. The attendance and membership records will be shared on a regular and timely basis with the Membership Committee and posted on the Advisory Council's website.
  - ii. The Membership Committee Chair is responsible for convening the Membership Committee, providing reports to the Executive Committee and when required, the full Council for review, and ensuring the process for filling membership vacancies and renewals is carried out as defined in section II.F.5.

**IV. COMMITTEES**

**A. Executive Committee**

**1. Membership**

The Executive Committee shall be comprised of the three Community Board representatives plus four elected members-at-large, one of whom is to be from the elected representatives designated in Sections II.A.

- a. The four elected members-at-large shall be nominated and elected by the full Advisory Council membership in April of each year for one-year terms. Each Advisory Council member present may vote for up to four

nominees of which three may be cast for-community members and one for an elected official representative. The members receiving the most votes of each membership group shall serve on the Executive Committee. 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. The Chair of the Advisory Council will chair the Executive Committee.

**2. Duties**

a. 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.

b. Establish committees of the Advisory Council, and delegate powers and duties to such committees.

**B. Membership Committee**

**1. Membership** Shall be chaired by the Second Vice Chair. Members shall be appointed by the Executive Committee.

**2. Duties**

a. Review meeting attendance records and other available information to determine if any Community Members are in violation of attendance requirements set forth in Section II.G, cease to exist, or cease to meet the membership objectives outlined in II.D and IV.B.2.c;

b. Initiate the process set forth in Section II.F for any Community Member deemed to be in violation;

c. Solicit and review applications of potential new Community Member organizations for new terms and filling off-cycle vacancies and submit recommendations to the full Advisory Council. Such recommendation will consider membership objectives outlined in II.D and criteria such as but not limited to: balance and diversity of membership; geographic or functional representation; affiliation with Hudson River Park and any stated advisory needs of the Board of Directors or staff of the Hudson River Park Trust.

**C. Additional Committees** may be established or dissolved by the full Advisory Council, by a majority vote at a meeting at which a quorum is present or by the Executive Committee as described in IV.A.2.b. 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 Executive committee in consultation with the members of such committee in consultation.

**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 at the next 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 the start of the Advisory Council meeting at which such committee resolution is to be considered.

**E. Attendance:** 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 Executive Committee will review and confirm a meeting schedule at the start of each new term (April of even numbered years) to ensure that Advisory Council meetings occur at least two weeks prior to the regular meetings of the Hudson River Park Trust Board of Directors.

- A. The Advisory Council shall meet in the months of January, March, April, June, September, November. Additional meetings may be scheduled as needed by majority vote of the Advisory Council or the Executive Committee.
- B. All Advisory Council and committee meetings shall be open to the public.
- C. Notice of all Advisory Council meetings, draft agenda for the upcoming meeting, and previous meeting minutes shall be emailed not less than seven days prior to the meeting date to Advisory Council members and posted on the Advisory Council website,  
<https://hudsonriverpark.org/about-us/hudson-river-park-trust/advisory-council/>.
- D. Meetings shall take place in person at a location within Community District 1, 2, or 4 or may take place by conference call or videoconference.
- E. All meetings of the Council, including special and emergency meetings, all committee meetings, including Executive and Membership Committee, task forces, hearings and public informational meetings, shall be conducted in accordance with New York State Open Meeting Law, including provisions in that law relating to notice, minutes, and meeting in executive session.

## **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 members present and voting.
- C. There shall be no proxy voting.

- D. Each Advisory Council member in good standing is allowed to cast one vote for each vacancy.
- E. Voting in elections shall be by ranked choice voting.

**VII. REPRESENTING THE ADVISORY COUNCIL**

No member shall represent the Council's position to the press or before any City or other government agency or authority unless designated to do so by the Council Chair. Any member appearing before a governmental body, or being interviewed by the press, or is otherwise making a public statement, shall explicitly state that they are speaking personally or on behalf of another organization and not as a member of the Advisory Council unless authorized to do so.

**VIII. APPOINTING ADVISORY COUNCIL REPRESENTATION**

When the Advisory Council is required to work with another group, taskforce, or organized meeting at which a representative from the Advisor Council is requested, the Chair will have the option of representing the Council or shall make a recommendation for approval of an appointee by the Executive Committee. If more than one member is requested, the additional representative will be determined by the Executive Committee.

A member representing the Advisory Council shall use discretion in discussion and voting consistent with Council policy. The representative must distinguish Council policy from a personal position if the member wishes to express a position inconsistent with an adopted or unknown Council position. In such cases the member must ensure that the Council policy on the issue is expressed. The member must vote according to Council policy.

**IX. 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.