

86TH STREET BAY RIDGE DISTRICT MANAGEMENT ASSOCIATION, INC.

BYLAWS

Amended and Restated

Approved by the Board of Directors on May 14, 2012

Effective May 14, 2012

Article I – Offices

Section 1.1 Principal Office. The principal office of the corporation shall be located at 9201 Fourth Avenue, Brooklyn, NY 11209, c/o Bay Ridge & Bensonhurst Beautification & Preservation Alliance or at such other location within the District as the Board of Directors may determine.

Article II – Members

Section 2.1 Classes of Members. The corporation shall have (five) classes of members.

- (a) Class A. Owners of record of real property in the District or such other persons as are registered with the City of New York to receive real property tax bills for property located in the District, which owners or other persons have applied for membership by filling out an address card at the principal office of the corporation, shall be Class A members of the corporation.
- (b) Class B. Tenants who are occupants pursuant to a lease of commercial space within the District who are not eligible for Class A membership, which tenants have applied for membership by filling out an address card at the principal office of the corporation, shall be Class B members of the corporation.
- (c) Class C. Tenants who are occupants pursuant to a lease of a dwelling unit within the District who are not eligible for Class A or Class B membership, which tenants have applied for membership by filling out an address card at the principal office of the corporation, shall be Class C members of the corporation.
- (d) Class D. One member appointed by each of the Mayor of the City of New York, the Comptroller of the City of New York, the Borough President of Brooklyn and the local City Council member shall be Class D members of the corporation.
- (e) Class E. The NYC Community Board Ten, Brooklyn, Chairperson or his designee and any interested party who is not eligible for Class A, B, C, or D membership, which party has applied for membership by filling out an address card at the principal office of the corporation, shall be a Class E member of the corporation.

Section 2.2 Termination of Membership. Membership in the corporation shall be terminated upon the death or resignation of the member if such member is an individual or a partnership and upon dissolution and liquidation if such member is a corporation. Additionally (1) Class A membership shall terminate when the Class A member is no longer the owner of record or the person registered with the City of New York to receive real property tax bills for real property located in the District; (2) Class B membership shall terminate when the Class B member is no longer a tenant who is an occupant pursuant to a lease, of commercial space in the District; (3) Class C membership shall terminate when the Class C member is no longer a tenant who is an occupant, pursuant to a lease, of a dwelling unit in the District; (4) Class D membership shall terminate when the person who appointed such member is no longer the Mayor of the City of New York, the Comptroller of the City of New York, the Borough President of Brooklyn or the Council member representing the area, as the case may be, and (5) Class E membership shall terminate when the member has failed to attend meetings for two consecutive years.

Article III – Meetings of the Membership

Section 3.1 Annual Meetings. An annual meeting of the membership for the purpose of electing Directors and transacting such other business as may come before it shall be held each year at such date, time, and place within the District as may be specified by the Board of Directors.

Section 3.2 Special Meetings. Special meetings of the membership[shall be held at such time and place within the District as may be designated in the notice of meetings, whenever called by a majority of the Board of Directors or by the Chairperson and/or President. Such meetings may also be convened upon written demand by members entitled to cast fifty votes of ten percent of the total number of votes entitled to be cast at such meeting, whichever is lesser, who may, in writing, demand the call of a special meeting specifying the date, place and time thereof, which shall not be less than two nor more than three months from the date of such written demand.

Section 3.3 Notice of Meetings. Written notice of membership meetings, stating the place, date, and time thereof and, unless it is the annual meeting, stating that it is being issued by or at the direction of the person or persons calling the meeting and indicating the purpose or purposes for which the meeting is called, shall be given personally or by mail, to each member entitled to vote at such meeting. If the notice is given personally or by first class mail, it shall be given not less than ten nor more than

fifty days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date, If, at any time the membership of the corporation shall exceed 500 members then notice may be served by publication in lieu of mailing, in a newspaper published in Kings County, once a week for three successive weeks next preceding the date of the meeting.

Section 3.4 Quorums. Except as otherwise provided by law or in the certificate of incorporation or in the by-laws, at any meeting of members, the presence in person or by proxy of members entitled to cast a majority of the total number of votes entitled to be cast, shall be necessary to constitute a quorum.

Section 3.5 Voting. Except as otherwise provided by law or in the certificate of incorporation or in the by-laws, and except for the election of directors, at any meeting duly called and held and at which a quorum is present, a majority of the votes cast at such meetings upon a given question by the members of any or all classes entitled to vote thereon who are present in person or by proxy shall decide such questions. At any meetings duly called and held for the election of directors at which a quorum is present, those directors receiving a plurality of the votes cast by the members of any class entitled to elect directors as a class shall be elected.

Section 3.6 Adjournments. If a quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have the power by a majority of the votes so represented to adjourn the meeting from time to time, without notice other than an announcement at the meeting of the date, time, and place of the adjourned meeting. Subject to any further notice being required by law, at any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted on the original date of the meeting.

Section 3.7 Actions without a Meeting. Any action required by the laws of the State of New York to be taken at a meeting of the membership, or any action which may be taken at any meeting of the membership, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote thereon.

Article IV – Board of Directors

Section 4.1 Number, Election, and Term of Officers. Directors shall be elected in accordance with the provisions of Section 3.5 of the by-laws. The number of directors which shall constitute the whole Board of Directors, shall be seventeen (provided however that the Board of Directors by resolution adopted by vote of majority of the then authorized number of directors, may increase or decrease the number of directors). In no event, however, shall the number of directors be less than 14. The members of Class A shall elect (from their number or, if any member is a corporation, from among the officers of such member) up to nine directors. In no event shall the number of directors elected from Class A constitute less than a majority of the entire board. The members of Class B shall elect (from among their numbers or, if any member is a corporation from among the officers of such member) 3 directors, In no event shall the number of directors elected from Class B be less than one. The members of Class C shall elect (from among their number or, if the member is a corporation from among the officers of such member) one director. In no event shall the number of directors from Class C be less than one. The members of Class D shall appoint from their staff one person who shall serve as their nominee to the Board of Directors. Each director shall hold office for up to five years and until his/her successor is elected and qualified or until his/her earlier death, disqualification, resignation or removal. The members of Class E shall elect (from among their number or, if the member is a corporation, from among the officers of such member) one member to serve.

Section 4.2 Resignations, Removals, and Vacancies. In the event of a vacancy created by death, disqualification, resignation or removal of a director elected by Class A, B, C, and E members, the Board of Directors, by a vote of the majority of the directors then in office, shall elect a new director. If such former director was an officer of a corporate member, such new director shall be selected from among the officers of the same corporate member. Any director appointed by the Class D members shall be removed when the official who appointed such member no longer holds an office that entitles him/her to appoint a member to Class D membership, Upon such removal the newly elected official empowered to make an appointment to Class D membership shall appoint a new member to Class D who shall also serve as a director. A Board Member may be removed if he/she shall miss 2 unexcused consecutive meetings.

Section 4.3 General Powers The business of the corporation shall be managed by its Board of Directors, which shall have general supervision of the corporation, including all powers not expressly reserved to the membership or expressly granted to others by the certificate of incorporation or the by-laws.

Section 4.4. 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 outstanding committees, each consisting of three or more directors, and each of which, to the extent provided in such resolution, shall have the authority of the board, except that no such committee shall have the authority as to the following matters:

- (a) The submission to members of any action requiring members' approval under the laws of the State of New York.
- (b) The filling of vacancies in the board of directors or in any committee.
- (c) The fixing of compensation of the directors for serving on the board or on any committee
- (d) The amendment or repeal of the by-laws or the adoption of new by-laws.
- (e) The amendment or repeal of any resolution of the board, which by its terms shall not be so amendable or repealable.

The board may designate one or more directors as alternate members of any such committee who may replace any absent member or members at any meeting of such committee.

Each such committee shall serve at the pleasure and be responsible to the board, It shall keep minutes of its meetings and report the same to the board.

Section 4.5 Regular Meetings. The Board of Directors shall meet at such times and such places as may be determined by action of the Board of Directors. Notice of regular meetings shall not be required to be given, provided that whenever the place or time of regular meetings shall be fixed or changed, notice of such action shall be mailed promptly to each director who shall not have been present at the meeting at which such action was taken.

Section 4.6 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or a majority of the directors on three days notice by mail or one day's notice served in person or by telephone or telegraph.

Section 4.7 Quorums and Voting. At every meeting of the Board of Directors a quorum must be present for the transaction of business. A quorum shall consist of a majority of the Board of Directors. Except as otherwise provided by law or in the certificate of incorporation or by the by-laws, action at a

board meeting may be taken upon affirmative vote by a majority of directors present and entitled to vote. Each director shall have one vote.

Section 4.8 Adjournments. If at any meeting of the board there shall be less than a quorum present, a majority of those present may adjourn the meeting to another time and place, and the meeting may be held without further notice or waiver.

Section 4.9 Actions Without a Meeting. Any action required or permitted to be taken at any meeting by the Board of Directors or any committee thereof may be taken without a meeting if all of the members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action and the resolution and the written consents thereto are filed with the minutes of proceedings of the Board of Directors or the committee.

Section 4.10 Telephone Conference. Any one or more members of the board or committee thereof may participate in a meeting or special meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article V – Officers

Section 5.1 Appointments of Officers. The directors shall appoint the officers of the corporation, Such officers shall be a chairperson and/or president, vice-president, treasurer, and a secretary and shall exercise the powers and perform the duties designed in the by-laws and such other duties that usually pertain to their respective offices or as are properly delegated or assigned to them from time to time by the Board of Directors or chairperson. Each officer shall hold office for such term as shall be prescribed by the board and until his/her successor has been appointed and qualified.

Section 5.2 Powers and Duties. The chairperson and/or president shall be the chief executive officer of the corporation, with authority to direct and supervises the activities of all other officers and any employees, and shall preside at all meetings of the members and the board.

Section 5.3 Removals. Any officer may be removed with or without cause by the Board of Directors.

Article VI – Amendments

Section 6.1 Amendments. The by- laws may be adopted, amended or replaced by the members at the time entitled to vote in the election of directors and, unless otherwise provided in the certificate of incorporation or the by-laws adopted by the members of the board.

Any by-laws adopted by the board may be amended or repealed by the members and, unless otherwise provided in the certificate of incorporation or the by-laws adopted by the members, and by-laws adopted by the members may be amended or repealed by the board.

If any by-law regulating an impending election of directors is adopted amended or repealed by the board, there shall be set forth in the notice of the next meeting of the members for the election of directors the by-law so adopted, amended or replaced, together with a concise statement of the changes made.

Article VII – Miscellaneous

Section 7.1 Fiscal Year. The fiscal year of the corporation shall be July 1st through June 30th.

Section 7.2 Checks. A;; checks, contracts or demands for money and notes of the corporation shall be signed by any two of the following: President, Vice-President, Secretary or Treasurer or such other person as the Board of Directors may from time to time designate.

Section 7.3 Waiver of Notice. Whenever any notice is required to be given under the provisions of the laws of the State of New York, the certificate of incorporation of the corporation, or the by-laws, a waiver thereof in writing, signed by the President, Vice-President, Secretary or Treasurer of the corporation or the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereof.