

**BY-LAWS**  
**OF**  
**THEATER SUBDISTRICT COUNCIL**  
**LOCAL DEVELOPMENT CORPORATION**

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**ARTICLE I**  
**Membership**

Section 1.1. Membership Sections. The Members of the Corporation shall be divided into five classes or Membership Sections for the purposes set forth in these By-Laws, as follows:

(a) one class or Membership Section shall consist of the Mayor of the City of New York (the "Mayoral Membership Section");

(b) one class or Membership Section shall consist of the Speaker of the City Council of the City of New York (the "Speaker Membership Section");

(c) one class or Membership Section shall consist of the Manhattan Borough President (the "Manhattan Borough President Membership Section"); and

(d) one class or Membership Section shall consist of the Director of the Department of City Planning of the City of New York (the "DCP Membership Section"); and

(e) one class or Membership Section shall consist of the Appointed Members (the "Appointed Membership Section").

Section 1.2. Appointment of Members. The Corporation shall have eight (8) Members who shall consist of the following: the Mayor of the City of New York; three (3) persons appointed by the Mayoral Membership Section from the performing arts, theatrical or related industries; the Speaker of the City Council of the City of New York; one (1) person appointed by the Speaker Membership Section; the Manhattan Borough President; and the Director of the

Department of City Planning of the City of New York. The Mayor of the City of New York, the Speaker of the City Council of the City of New York, the Manhattan Borough President, and the Director of the Department of City Planning of the City of New York shall be the Ex Officio Members. The persons appointed by the Mayoral Membership Section and the Speaker Membership Section shall be the Appointed Members.

Section 1.3. Termination of Membership.

(a) The Membership of each Ex Officio Member shall terminate upon his or her ceasing to hold the City office by virtue of which he or she is a Member.

(b) (1) The Membership of each Appointed Member shall terminate upon his or her resignation, removal, death or incapacitation.

(2) Any Appointed Member may resign at any time by delivering a resignation in writing to each Member by hand or by first class mail, postage prepaid, at such Member's address as it appears in the records of the Corporation. Such resignation shall take effect upon receipt of all such resignations or at the time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

(3) Appointed Members may be removed with or without cause by the Membership Section that appointed such Member.

Section 1.4. Succession of Membership.

(a) Upon the termination of an Ex Officio Member's Membership, such Member's successor in the City office by virtue of which he or she is a Member shall become a Member upon taking such City office.

(b) Upon the termination of an Appointed Member's Membership, such Member's successor shall be appointed in

accordance with these By-Laws by the Membership Section that appointed such Member. Such Member's successor shall become an Appointed Member upon such appointment.

## ARTICLE II

### Meetings of Members

Section 2.1. Annual Meeting. The Annual Meeting of the Members for the election of Directors and for the transaction of such other business as may come before the meeting shall be held at such place within the City of New York as the Chairperson of the Board of Directors (the "Chairperson") shall prescribe on the first Wednesday in the month of June at 10:00 A.M., or at such other time as the Chairperson may prescribe.

Section 2.2. Special Meetings. A special meeting of the Members, other than those regulated by statute, shall be called by the Chairperson at the request in writing of at least one-third of the Members, by the Chairperson, or as otherwise provided by statute. Any such request shall state the general nature of the business to be transacted at the meeting.

Section 2.3. Notice of Meetings. Written notice of each meeting of the Members shall be given by first class mail, e-mail, facsimile transmission or delivery in person, and shall be mailed, transmitted or delivered (as the case may be) not less than ten (10) days nor more than forty-five (45) days before such meeting. Such notice shall be directed to each Member at the Member's address, e-mail address or facsimile number (as the case may be) as it appears in the records of the Corporation; provided, however, that such notice may be waived by any Member by signing a written waiver of notice before or after the meeting or by attending the meeting, in person or by proxy,

without protesting lack of notice prior to or at the commencement of the meeting. The notice shall set forth the place, day and hour of the meeting. In the case of a special meeting, the notice shall further state the general nature of the business to be transacted at the meeting and at whose direction the meeting is being called. Meetings of the Members may also be held at any place and time without notice by unanimous written consent of all Members.

Section 2.4. Procedure. The Members present at a meeting of Members, either in person or by proxy, shall select one of their number to preside thereat. The order of business and all other matters of procedure at such meeting shall be determined by such person.

Section 2.5. Quorum. At all meetings of the Members a quorum shall be required for the transaction of business. A quorum shall consist of the presence in person or by proxy of a majority of the Members entitled to vote. If a quorum is not present, the Member or Members present may adjourn the meeting from time to time to such time and place as he, she or they, as the case may be, may determine without notice, other than announcement at the meeting, until a quorum shall be present.

Section 2.6. Vote Required. Each Member shall be entitled to one vote on each matter submitted to a vote of Members. All questions, except those for which the manner of deciding is specifically prescribed by law or these By-laws, shall be determined by vote of a majority of the Members present in person or by proxy at any meeting at which a quorum is present. The vote upon any question before a meeting shall be by ballot upon demand of a Member, but otherwise any such vote need not be by ballot.

Section 2.7. Proxies. A Member may vote either in person or by proxy appointed by an instrument in writing delivered to the Secretary of the meeting. No proxy shall be valid after the expiration of 11 months from the date of its execution unless the Member shall have specified a different duration therein. Every proxy shall be revocable at the pleasure of the person executing it.

Section 2.8. Action by Membership Sections. Any action required or permitted to be taken by a Membership Section may be taken either viva voce by the Member of such Membership Section or his or her proxy at a meeting of Members, or by a writing signed by the Member of such Membership Section setting forth the action so taken. A signed written statement of action shall be filed with Secretary.

### **ARTICLE III**

#### **Directors**

Section 3.1. Powers. The management of the affairs of the Corporation shall be vested in the Board of Directors which shall have the general power to control and manage the affairs and the property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The Board of Directors shall have the power to adopt rules and regulations governing its actions.

Section 3.2. Number and Appointment of Directors. The number of Directors shall be eight (8), each of whom shall have the right to vote on all matters on which Directors are entitled to vote by law or these By-Laws. Such Directors shall be elected each year at the Annual Meeting of the Members, as follows:

(a) Ex Officio Directors. The Member in each Membership Section that includes an Ex Officio Member, voting as a class, shall elect himself or herself as an Ex Officio Director.

(b) Appointed Directors. Each Member in the Appointed Membership Section shall elect himself or herself as an Appointed Director.

Section 3.3. Alternate Directors. At each Annual Meeting of Members or pursuant to any other authorized manner of taking action, each Membership Section that includes an Ex Officio Member may elect an Alternate Director for each Ex Officio Director elected by such Membership Section. In the absence of a Director from a meeting of the Board of Directors, his or her Alternate Director may, upon written notice to the Secretary, attend such meeting and exercise therein the rights, powers and privileges of the absent Director. Hereafter, unless otherwise specified, the term "Director" as used in these by-laws and in resolutions of the Corporation shall be deemed to include "Alternate Director."

Section 3.4. Terms of Office.

(a) Ex-Officio Directors. Each Ex-Officio Director shall serve until the next Annual Meeting of Members following his or her election. His or her term shall terminate upon his or her ceasing to hold the City office by virtue of which he or she is an Ex Officio Director.

(b) Appointed Directors. Each Appointed Director shall serve until the next Annual Meeting of Members following his or her election. His or her term shall terminate upon (1) the election of his or her successor or (2) his or her earlier death, resignation or removal.

(c) Alternate Directors. Each Alternate Director shall serve until the next Annual Meeting of Members following

his or her election. His or her term shall terminate upon (1) the election of his or her successor, (2) an earlier termination of the term of the Ex-Officio Director for which he or she is an alternate or (3) his or her earlier death, resignation or removal.

Section 3.5. Vacancies. Any vacancy among the Appointed Directors shall be filled by the appropriate Membership Section as soon as practicable. Any vacancy among the Alternate Directors, if any, may be filled by the appropriate Membership Section at any time.

Section 3.6. Resignation. Any Appointed Director or Alternate Director may resign at any time by delivering a resignation in writing to each Director by hand or by first class mail, postage prepaid, at such Director's address as it appears in the records of the Corporation. Such resignation shall take effect upon receipt of all such resignations or at the time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.7. Removal. Appointed Directors and Alternate Directors, if any, may be removed with or without cause by the Membership Section electing such Appointed Director or Alternate Director.

Section 3.8. Chairperson. The Chairperson shall be the Mayor or his or her alternate. The Chairperson shall preside at all meetings of the Board of Directors. In the absence of the Chairperson from any meeting, the Directors present at the meeting shall select one of their number to preside thereat. The Chairperson shall have such other duties as are properly required by the Board of Directors.

Section 3.9. Committees. The Board of Directors may by resolution:

(a) provide for one or more committees, which, to the extent provided in the resolution or resolutions establishing them, shall have and may exercise such powers as may be lawfully delegated by the Board of Directors; and

(b) designate Directors to serve as members and the chairperson of any such committee.

Section 3.10. Provisions Applicable to Committees. Each committee shall keep records of its proceedings and report the same from time to time to the Board of Directors. No committee shall have authority with respect to the following matters:

(a) the filling of vacancies in any committee;

(b) the amendment or repeal of these By-Laws or the adoption of new by-laws;

(c) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable; or

(d) the purchase, sale, mortgage or lease of real property.

Section 3.11. Compensation. Directors shall serve without compensation.

#### **ARTICLE IV**

#### **Meetings of Directors and Committees**

Section 4.1. Annual Meeting. The annual meeting of the Directors for the transaction of such business as may come before the meeting, shall be held at such place within the City of New York as the Chairperson shall prescribe on the

first Wednesday in the month of June at 10:00 A.M., or at such other date and time as the Chairperson may prescribe.

Section 4.2. Other Meetings. Regular and special meetings of the Board of Directors, other than those regulated by statute, shall be held at such times and at such places in the City of New York or elsewhere as the Board of Directors or the Chairperson may determine. A special meeting shall be called by the Chairperson or by, or pursuant to procedures adopted by, the Board of Directors.

Section 4.3. Notice of Meetings. Written notice of each meeting of the Board of Directors shall be given by first class mail, e-mail, facsimile transmission or delivery in person and shall be mailed, transmitted or delivered (as the case may be) not less than ten (10) days nor more than forty-five (45) days before such meeting. Such notice shall be directed to each Director at the Director's address, e-mail address or facsimile number (as the case may be) as it appears in the records of the Corporation; provided, however, that such notice may be waived by any Director by signing a written waiver of notice before or after the meeting or by attending the meeting without protesting lack of notice prior to or at the commencement of the meeting. The notice shall set forth the place, day and hour of the meeting. In the case of a special meeting, the notice shall further state the general nature of the business to be transacted at the meeting and at whose direction the meeting is being called. Meetings of the Board of Directors may also be held at any place and time without notice by unanimous written consent of all the Directors.

Section 4.4. Procedure. The order of business and all other matters of procedure at every meeting of Directors or any committee may be determined by the person presiding at the meeting.

Section 4.5. Quorum. At all meetings of the Board of Directors, a quorum shall be required for the transaction of business and shall consist of a majority of the Directors. A quorum for the transaction of any business by a committee shall consist of a majority of the members of such committee. If a quorum is not present, the Directors or committee members present may adjourn the meeting from time to time to such time and place as they may determine, without notice other than announcement at the meeting, until a quorum is present.

Section 4.6. Vote Required. All questions, except those for which the manner of deciding is specifically prescribed by law, shall be determined by vote of a majority of the Directors or committee members present at any meeting at which a quorum is present. Notwithstanding the foregoing, the Corporation shall not purchase real property, or sell, mortgage or lease real property unless authorized by the vote of at least two-thirds of the entire Board of Directors.

Section 4.7. Public Notice and Public Attendance at Meetings. Meetings required or permitted by these By-Laws will be open to the general public to the same extent as required of a "public body" under Article 7 of the New York State Public Officers Law (the "Open Meetings Law"). Public notice of the time and place of such meetings will be pursuant to the Open Meetings Law, and will be posted in one or more designated public locations at the Department of City Planning, 22 Reade Street, New York, NY, and be

provided to Manhattan Community Boards 4 and 5 at least seventy-two (72) hours before such meeting. Such public notice shall include the agenda for the meeting, to the extent known at the time of publication.

Section 4.8. Minutes of Meetings. For all meetings required or permitted by these By-Laws, minutes thereof will be prepared and made available in accordance with the Open Meetings Law.

Section 4.9. Public Testimony. The Board of Directors may request public testimony at any of its meetings by so specifying in the notice of any such meeting provided pursuant to Section 4.7.

## ARTICLE V

### Officers

Section 5.1. Appointment. The Board of Directors may elect or appoint a Vice Chair, a secretary and a treasurer, and such other Officers as it may determine. Any two or more offices may be held by the same person, except that (i) no board member may hold the offices of chief executive officer and secretary, and (ii) no board member may also serve as the chief executive officer, executive director, chief fiscal officer, comptroller, or any other equivalent position.

Section 5.2. Term of Office.

(a) Unless and until the term of an Officer is earlier terminated as provided herein, Officers shall serve for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified.

(b) The term of each Officer shall terminate upon the resignation or removal of such Officer, as provided herein, or the death or incapacitation of such Officer.

(c) Any Officer may resign at any time by delivering a resignation in writing to the Chairperson by hand or by first class mail at his or her address as it appears in the records of the Board. Such resignation shall take effect thirty (30) days from the date of such delivery or mailing or at the time specified therein. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

(d) An Officer may be removed with or without cause at any time by the Board of Directors.

Section 5.3. Authority and Duties. All Officers shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board of Directors.

Section 5.4. Compensation. The Corporation may reimburse its Officers and employees for expenses incurred in the performance of their duties and may pay its Officers and employees compensation commensurate with their services. The amount of compensation paid to each Officer shall be fixed by action of the Board of Directors.

Section 5.5. Bonds. The Board of Directors may require any Officer, agent or employee of the Corporation to give a bond to the Corporation for the faithful performance of his or her duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors. The expense of such bond shall be borne by the Corporation.

Section 5.6. Vacancies. Officer vacancies shall be filled as soon as practicable by the Board of Directors.

Section 5.7. Execution of Contracts and Other Agreements. All authorized contracts and other agreements may be executed in the name of the Corporation by the Chairperson, the Treasurer, the Chief Executive Officer or any such other officer or officers as the Board of Directors may from time to time designate for that purpose.

**ARTICLE VI**  
**Miscellaneous**

Section 6.1. The Board of Directors shall adopt a policy governing conflicts of interest and any other policies required by law.

Section 6.2. Fiscal Year. The fiscal year of the Corporation shall end on May 31, unless otherwise provided by the Board of Directors.

Section 6.3. Corporate Seal. The seal of the Corporation shall be circular in form with the words "Theater Subdistrict Council Local Development Corporation" in the outer circle and the words "Corporate Seal" in the inner circle. The seal on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

Section 6.4. Office. The office of the Corporation shall be located at c/o Office of the Counsel, Department of City Planning, 22 Reade Street, New York, New York, 10007.

Section 6.5. Amendments. These By-Laws may be added to, amended, altered or repealed (subject to the voting requirements set forth herein) at any meeting of the Board

of Directors, notice of which shall have referred to the proposed action.