

BYLAWS  
THE BROOKLYN QUEENS LAND TRUST

ARTICLE I

INTRODUCTION, HISTORY, MISSION STATEMENT, HIERARCHY

Section 1. Introduction.

The Brooklyn Queens Land Trust (BQLT) was incorporated on March 11, 2004 as a 501 (c) 3 corporation. It held its first organization meeting on April 24, 2004. On December 23, 2011 BQLT became the owner of 32 community gardens – 26 in Brooklyn and 6 in Queens. On December 23, 2013 BQLT became the owner of another community garden in Queens. BQLT is a membership organization and is unique in that its Board of Directors is made up of a majority of gardeners.

Section 2. History.

The 32 Brooklyn Queens community gardens, all under the City's GreenThumb gardening program, were saved from the auction after The Trust for Public Land ("TPL"), a nonprofit, land conservation organization, reached an agreement with the City to purchase the properties for permanent preservation as public, open space. The 33<sup>rd</sup> community garden was saved from foreclosure sale through the efforts of BQLT and the Merrick Marsden Neighborhood Association.

The members of the 33 gardens represent an extraordinary group of racially, culturally and economically diverse people. All of the BQLT gardeners, despite this diversity, share a common bond that runs across artificial borders separating neighborhoods and communities: the recognition of the worth of public, open spaces, especially community gardens, to improving the quality of city life.

Soon after the crisis of the auction had passed, the work began with TPL of organizing the members of all gardens to form the BQLT.

A uniquely dedicated, core group of garden leaders, demonstrating extraordinary patience and perseverance, worked with TPL and took on the principal responsibility as volunteers of forming the BQLT. This was accomplished with the establishment of a number of working groups, created during different times in the land trust formation period.

Section 3. Mission Statement.

Community gardens are an important physical, ecological and economic resource to the City of New York. Community gardening strengthens our communities, enhances our lives and provides recreational opportunities and beauty to city neighborhoods.

The Mission of the BQLT is to:

- Ensure the conservation and preservation of open space in perpetuity, for the benefit of the general public, and
- Act as steward of the open space properties that BQLT owns,
- Establish a community of gardeners in New York city to:
  - Educate and inspire people of all ages to become successful and environmentally responsible gardeners;
  - Support community involvement in community gardening, neighborhood beautification and open space enhancement through activities and programs; and
  - Promote the interests of community gardens.

Section 4: Hierarchy: Legal Structure.

The basic legal structure of The Brooklyn Queens Land Trust is as follows:

- 1) A nonprofit, tax-exempt, charitable corporation under New York State law;
- 2) An urban land trust responsible for owning private properties for public use that are protected from development;
- 3) A membership organization in which each community garden (and other public, open spaces) owned by the BQLT is part of the Membership; and
- 4) A corporation with “perpetual duration” that is intended to continue protecting community gardens and other public, open spaces for the use and enjoyment of the public for generations to come.

Board of Directors: This group with a maximum total of 15 people elected by the Membership Body has the principal responsibility for the leadership and management of BQLT.

The President of BQLT will have the power to sign and execute in the name of BQLT all contracts, deeds, leases, bonds, licenses, notes and other legal documents authorized by the Board of Directors, except as the Board may otherwise determine. The President of BQLT will have general supervision over the affairs of the BQLT and will keep the Membership Body and the entire Board of Directors fully informed about the activities of BQLT.

Membership Body: This group is made up of Representatives (and Alternates) with one vote per Member Garden. The Membership Body, among other powers, elects BQLT's Board of Directors and its Officers; approves the Annual Budget by a majority vote of the Membership Body present; Adopt, revise, or repeal the Bylaws of BQLT by a vote of 60% of the Membership Body present at its Annual or Special Meetings.

Member Gardens: Each community garden or other property owned by BQLT is a Member Garden. A Member Garden has a volunteer Garden Group that serves as the leadership and management of the open space. The number of Member Gardens can increase as BQLT becomes the owner of additional gardens including other open space properties.

Garden Group: Each Member Garden in the BQLT should be operated by at least 10 volunteers, or a not for profit organization (Gardeners). Each group of Gardeners (Garden Group) has the right to vote for a Garden Representative and Alternate to the BQLT Membership Body as long as the Member Garden is a Member in Good Standing as defined in Article II, Section 1, below.

## ARTICLE II

### MEMBERS

#### Section 1. Membership.

Each community garden, park, playground, or other open space that has a volunteer neighborhood group or other nonprofit responsible for the management of the space and is owned by the BQLT ("Member Garden") shall have the powers, rights, and responsibilities of a member pursuant to Article 6 of New York Not-for-Profit Corporation Law, so long as the Member Garden is also in Good Standing.

Each Member Garden is operated by volunteers or a not for profit organization (Gardeners). Each group of Gardeners (Garden Group) democratically elects a Gardener to act as agent of their Garden (Representative) and one Alternate Representative to assume the rights and responsibilities of the Representative should the Representative fail or otherwise be unable to act as a Representative. For the avoidance of doubt, individual Gardeners are not voting members of BQLT, unless he/she has been elected as a Representative or Alternate Representative. Gardeners may only vote for one Representative and one Alternate Representative per Garden Group. It is the Member Garden's Representative (or Alternate) who has the right to vote within the Membership Body.

The following requirements must be met in order for a Member Garden to be considered Member in Good Standing.

1. Comply with the Bylaws, policies and rules of BQLT.
2. Sign in a timely manner and follow the Garden License Agreement.
3. Attend and actively participate in meetings of BQLT, including the annual, committee, and special meetings.
4. Keep the Member Garden property, including the sidewalk, clean and safe for public use (major repairs to the property and sidewalk are the responsibility of BQLT).
5. Maintain hours when the garden gates are unlocked and open for the general public to enter and visit the Member Garden provided the public complies with the posted garden rules for visitors. The days and times for open hours must be posted on a sign readable from the sidewalk. Open hours should be maintained on as regular a basis as is reasonably possible for volunteers.
6. Hold an event once each year to invite the public into the Member Garden.
7. Agree as a Garden Group to follow a written set of bylaws for the Member Garden that includes, at a minimum, principles and procedures related to the following:
  - i. Decision-making: Decisions about the Member Garden and how it is managed must be made by the Gardeners, who each have the right to vote, after the opportunity for free and open discussion;
  - ii. Membership: People can apply for and gain membership in the Member Garden if they qualify as members after meeting written standards set by the Garden Group including the agreement to follow the Bylaws and rules of the Member Garden and BQLT; and
  - iii. Meetings: Regular meetings of the Garden Group are scheduled in advance at regular days, times and locations with a written agenda. The public may attend garden meetings when the meetings are held in the Member Garden or other public places provided (a) the rules of the garden are followed by visitors, (b) all people attending the meetings are respected, and (c) the meetings are not disrupted.
8. Treat with respect and dignity, and do not discriminate against, any person entering, visiting or using the Member Garden, or applying for membership in the Member Garden, regardless of race, creed, religion, color, ethnicity, health status, national origin, culture, sex, gender, age, income, place of residence, veteran's status, physical appearance, English proficiency, marital status, handicap or sexual orientation.
9. Provide each year, as needed, to the Secretary of BQLT, by a date to be set by the Board of Directors,
  - i. a copy of the Bylaws and rules of the Member Garden;
  - ii. a complete list of each Member Gardener's name and mailing address, and, as applicable, e-mail, fax, telephone and cell number; and
  - iii. A copy of the keys (or combinations to the locks) to all garden gates.

10. The Board of Directors of BQLT may establish a schedule of dues to be paid by the Member Garden to the BQLT, as they deem appropriate.

The Board of Directors of BQLT may establish such other criteria to be a Member in Good Standing into the BQLT.

Section 2. Meetings. The annual meeting of the Member Gardens (the "Annual Membership Meeting") for the election of the Directors and Officers and for the transaction of such other business as may come before the Member Gardens shall be held each year at a location in the Borough of Brooklyn or Queens, in the City of New York. The location will be determined by the Membership Body or, if not so determined, by the Board of Directors. The date for the Annual Membership Meeting will be set by the Board of Directors not more than sixty (60) days nor less than twenty (20) days before the close of the fiscal year. The Annual Membership Meeting should be held after the Annual Board Meeting.

Section 3. Notice of Meetings. Written notice of the place, date and hour of any meeting shall be given to each Member Garden entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, by fax, via e-mail, or by personal delivery, not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 4. Quorum, Adjournments of Meetings. At all meetings of the Member Gardens, a majority of the Membership Body, present in person through a Representative or Alternate Representative, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members present 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.

Section 5. Organization. The President of BQLT shall preside at all meetings. In the absence of the President, the Vice President, Treasurer or Secretary shall preside over the membership body meeting in that order of availability. If none of the Officers are available, then the Membership may elect a chair at the start of the meeting.

Section 6. Voting. At any meeting of the Membership Body, each Member Garden present, in person, shall be entitled to one vote (one-garden, one-vote). The election of all Board members must be by secret written ballot. In the case of a tie vote, a re-vote will be taken where a majority of the votes is required to take action. In the case of tie in a re-vote, the sitting President may cast the deciding vote.

In the event the Representative and/or the Alternate Representative is unable to attend a Membership Body meeting where voting will take place, the Representative can authorize another Gardener from the Representative's Member Garden to vote on behalf of the Representative (Proxy). The Representative must provide written notice of the authorization and the name of the Proxy to the Secretary of the Board of Directors at least twenty-four (24) hours before a meeting. The Alternative Representative cannot authorize another to vote on his/her behalf. For the avoidance of doubt, the priority shall be Member Garden Representative, Alternate Representative, and then Proxy at a Membership Body meeting where voting will take place. The Proxy's authority to act as an agent for the Representative on behalf of the Member Garden will automatically terminate upon his/her vote.

At a meeting of the Membership Body where voting will take place, a list of the Representatives and Alternate Representatives and Proxies entitled to vote, certified by the Secretary or other officer designated by the Board of Directors, will be available to the person presiding at such meeting.

In addition, at any Membership Body Meeting where voting will take place, this list must be provided to a Representative upon request after giving written notice to the Secretary of the Board of Directors at least five (5) days before a meeting. The Secretary may, but is not required to, give the list to any Representative at the time of the meeting whether or not a request for the list is submitted in writing prior to the meeting.

Attendance of the Representative, Alternate Representative, and/or Proxy is a requirement to vote at any Membership Body meeting where voting will take place.

Section 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 the Membership Body shall be the act of the Member Gardens. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the Member Gardens. This section shall also apply to new garden acquisitions.

Section 8. Special Actions Requiring Vote of Members. The following corporate actions may not be taken without approval of the Member Gardens:

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

(b) two-thirds of the votes cast at a meeting of the Member Gardens is required for (1) disposing of all, or substantially all, of the assets of BQLT, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding;

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.

## ARTICLE II

### BOARD OF DIRECTORS

Section 1. Powers and Number. The property, affairs and activities of BQLT shall be managed and controlled and its powers exercised by the Board of Directors. The number of directors constituting the entire Board after the first annual meeting of the members shall be no less than nine (9) directors and no more than fifteen (15) directors, with a majority of the Board consisting of Gardeners from the Member Gardens. Each Director shall be at least eighteen (18) years of age.

Section 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 two-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 no more than three consecutive terms (six years). A Director can return to the Board after a one year hiatus.

Section 3. Duties and Responsibilities. The duties and responsibilities of the Director will include, are not limited to, the following:

1. A Director shall demonstrate a commitment to high ethical standards and professional conduct in the management and operation of the BQLT, including a willingness to follow the Mission, Bylaws, rules and procedures of the BQLT, and to work for the best interests of all the Member Gardens.
2. A Director shall fulfill the his/her duties and responsibilities in good faith and with due diligence including, but not limited to, a willingness to work towards achieving the fundraising goals of BQLT and maintaining the fiscal soundness of BQLT.
3. A Director shall recognize, understand, and accept of the need for diversity in the makeup of the Board of Directors, employees, consultants and volunteers.
4. A Director shall recruit and maintain on the Board individuals from the communities served by the BQLT, and professionals from fields related to the Mission and/or organizational needs of the BQLT.

5. A Director shall attend a minimum of 2/3 of all annual, regular, and special Board meetings, and not be absent from three (3) or more consecutive Board meetings during each fiscal year, unless previously approved by the Board of Directors.
6. A Director shall have the duty to disclose any conflicts of interest as specified in Article VII herein, including, but not limited to, the duty to disclose any financial transactions or close relationships that result in inurement, impermissible private benefit or an excess benefit to the Director.

The Board of Directors of BQLT may establish a donation to be paid by the Director to the BQLT, as they deem appropriate.

Section 4. Vacancies. Any 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.

Section 5. 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 BQLT or its President. 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.

Section 6. Removal. Any director may be removed at any time with 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. Any director can be removed at any time with or without cause by a vote of the members.

Section 7. Meetings. Meetings of the Board may be held at any place within the City of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The Annual Board Meeting should be held at least fifteen (15) days before 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 the President of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 8. 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.

Section 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.

Section 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 mailed to each director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary) or by fax, via e-mail, or by personal delivery, as he or she may have designated in a written request filed with the Secretary, at least forty-eight (48) hours 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 by first class mail, postage prepaid, by fax, via e-mail, by telephone, or by personal delivery, no less than forty-eight (48) hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight (48) 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.

Section 11. Compensation. No compensation shall be paid to Directors, except that reasonable expenses, as determined by the Board of Directors, may be paid to any Director who incurs such expense in the performance of his or her official duties on the behalf of the BQLT

## ARTICLE III

### OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications. The Officers of BQLT shall be a President, Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time appoint. One person may hold more than one office in BQLT except that no one person may simultaneously hold the offices of President and Secretary. All Officers must be acting members on the Board of Directors. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office. The officers of BQLT shall be elected at the Annual Membership meeting. The Officer shall be elected to hold office for two-year terms; provided, however, that any Officer 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 Officer. Officers may be elected to no more than three consecutive terms (six years).

Section 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 or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal. Any officer, employee or agent of BQLT may be removed with or without cause by a vote of the majority of the entire Board of Directors.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by a vote of the majority of the entire Board of Directors.

Section 6. President: Powers and Duties. The President shall preside at all meetings of the members and of the Board of Directors. The President shall have general supervision of the affairs of BQLT, and shall keep the Board of Directors fully informed about the activities of BQLT. He or she has the power to sign and execute alone in the name of BQLT all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all

the duties usually incident to the office of the President, and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 7. Vice-President: Powers and Duties. The Vice President shall have such powers and duties as may be assigned to her or him by the Board of Directors. In the absence and/or vacancy of the President, the Vice President, in the order designated by the Board of Directors, shall perform the duties of the President.

Section 8. Secretary: Powers and Duties. The Secretary shall keep the minutes of the Annual Meeting and all meetings of the Board of Directors in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of BQLT and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of BQLT, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of BQLT in the name and to the credit of BQLT 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 BQLT's accounts. He or she shall at all reasonable times exhibit BQLT's books and accounts to any officer or director of BQLT 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.

Section 10. Compensation. Any Employee or Agent of BQLT is authorized to receive a reasonable salary or other reasonable compensation for services rendered to BQLT when authorized by a majority of the Board of Directors, and only when so authorized.

## ARTICLE IV

### COMMITTEES

Section 1. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish other standing committees. The President of the Board of Directors shall appoint the chair of each committee. Each committee so appointed shall consist of three or more directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

- a. the filling of vacancies on the Board or on any committee;
- b. the amendment or repeal of the by-laws or the adoption of the new by-laws;
- c. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- d. the fixing of compensation of the directors for serving on the Board or any committee.

Standing Committees shall include:

Executive Committee

Finance and Audit Committee

Personnel Committee

Operations Committee

Nominations Committee

Property Management/Acquisitions Committee

Special committees may be appointed by the President of the Board with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

Section 2. Committees of BQLT. The Board or the Gardens may create committees of BQLT. Committees created by the Board shall be appointed by the President of the Board of Directors with the consent of the Board. Committees created by the Gardens shall be appointed members by the President with the consent of the Board.

Section 3: Executive Committee of BQLT. The President, Vice President, Secretary, and Treasurer shall comprise the Executive Committee of the BQLT.

## ARTICLE V

### CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of BQLT and shall determine who shall be authorized in BQLT's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. Investments. The funds of BQLT 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

## ARTICLE VI

### OFFICE AND BOOKS

Section 1. Office. The office of BQLT shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books. There shall be kept at the office of BQLT correct books of account of the activities and transactions of BQLT 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.

## ARTICLE VII

### CONFLICT OF INTEREST

Section 1. Purpose. The purpose of the conflict of interest policy is to protect BQLT's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of BQLT or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which BQLT has a transaction or arrangement;
  - b. A compensation arrangement with BQLT or with any entity or individual with which BQLT has a transaction or arrangement; or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which BQLT is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article VII, Section 3, subsection 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.
  - d. A person has a marriage or family relationship with a New York City elected official or an employee of an elected official.

### Section 3. Procedures.

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest: An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - a. The president of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - b. After exercising due diligence, the governing board or committee shall determine whether BQLT can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in BQLT's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy: If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including removal from the Board.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

1. A voting member of the governing board who receives compensation, directly or indirectly, from BQLT for goods and services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from BQLT for goods and services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from BQLT, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands BQLT is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure BQLT operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to BQLT's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## ARTICLE VIII

### CONFIDENTIALITY POLICY

The following policies apply to members of Brooklyn Queens Land Trust (BQLT) board, its staff, volunteers, and to members of committees authorized by the board. References in the policies to board members are intended also to apply to committee members.

1. Board and Committee Meetings: On any vote of the board, both the numbers of affirmative and negative votes and the individual votes of board members, unless specifically requested by a member otherwise, shall be confidential but the record of individual votes must be kept on file.
2. Board, committee, and staff members shall not disclose to anyone outside of BQLT the statements, positions, or votes by any board or committee member on actions taken by the board or its committees. Only in extraordinary situations will a board or committee member disclose his or her position or vote on a board or committee action, and only after advising the board's chair before making such a disclosure.
3. The general "sense of the board" on a particular matter may be conveyed to an applicant, grantee, vendor, or donor when the sharing of such information is helpful in conveying the board's concerns. However, such information should only be shared with the concerned party. In addition, such information may be shared with a donor or with another grantmaker when the information has been requested and is deemed important in helping the donor or grantmaker arrive at an informed decision on a grant proposal or opportunity.



4. Executive Sessions: The minutes of the board meeting shall indicate when the board goes into executive session but shall not normally reflect any of the topics or discussion that occurs in executive session. However, when the board takes an action in executive session that needs to be recorded, the board chair will provide any such text that is to be included in the official minutes of the meeting.
5. Board and Program Committee Docket: The docket prepared for the board and staff is confidential and should be treated as an internal document restricted to BQLT use. No portion of the docket may be shared, in written or oral form, with any individual or with any organization outside of BQLT. Exceptions may be made only with the consent of the board's chair.
6. Personal Information on Staff and Board Members: The home addresses, telephone numbers, fax numbers, and e-mail addresses of board, committee, and staff members are not to be given out to any individual or organization without the express permission of the person to be disclosed.
7. Information on a Donor's Fund: All information concerning a donor's gift, other than information published in the annual report, newsletter, or other BQLT publication, shall remain confidential unless approved by the donor. This includes information on the size and types of grants, the size of any individual contributions, and other such information.
8. Information on Donors and Prospects: All information obtained about donors and prospective donors will remain confidential and not discussed with any individual other than a board or staff member, unless otherwise authorized by the donor or prospective donor.
9. The home addresses, telephone numbers, fax numbers, or e-mail addresses of donors and prospective donors are not to be given out to any individual or organization without the express permission of the person to be disclosed.
10. When a donor requests that his or her gift or fund be treated as an anonymous gift or fund, the donor's wishes are to be honored by both board and staff members.
11. All staff members shall adhere to the principle that all donor and prospect information created by, or on behalf of, BQLT is the property of BQLT and shall not be transferred or utilized except on behalf of BQLT.

## ARTICLE IX

### FISCAL YEAR

The fiscal year of BQLT shall be determined by the Board of Directors.

ARTICLE X

INDEMNIFICATION

BQLT 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 BQLT, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XI

AMENDMENTS

These by-laws may be amended or repealed by a vote of 60% of membership at a meeting duly called for the purpose of altering these by-laws, provided notice of the proposed alteration has been included in the notice of meeting. The Board of Directors cannot amend or repeal the by-laws.

Approved at the Annual Membership Meeting on April 5, 2014  
Adopted by the Board of Directors at a Board Meeting on \_\_\_\_\_

The Brooklyn Queens Land Trust  
By-Laws Certificate

The undersigned certifies that s/he is the Secretary of BQLT, a state New York Not-for-profit Corporation, and that, as such, s/he is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing by-laws, consisting of \_\_\_\_ (#) pages, including this page, constitute the by-laws of the Corporation as of this date, duly adopted by the Directors of the Corporation at their meeting on \_\_\_\_\_, 20\_\_\_\_, as amended from time to time prior to the date hereof.

Date:

\_\_\_\_\_  
Signature of Secretary