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## COMMUNITY BOARD ELEVEN

BOROUGH OF MANHATTAN  
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### Manhattan Community Board 11 By-Laws

These by-laws shall conform to all New York City Charter provisions pertaining to Community Boards, and the State's Open Meetings Law and Freedom of Information Law. Nothing in these by-laws shall be construed so as to change, modify or amend the New York City Charter or New York State laws.

#### ARTICLE I MEMBERSHIP

- A.
1. Board membership shall be in accordance with City Charter section 2800-a
  2. All board members shall serve on the Board in their capacity as private citizens only. Their actions shall not be instructed by, or responsible to, any other organization with which they may be affected.
  3. Each member shall regularly attend meetings of the Full Board plus two (2) assigned standing committees.
  4. Conflicts of interest: A Community Board Member:
    - a. Is allowed to have an interest in a Firm with a matter before the Board, but is required to disclose his/her interest in the Firm, to the Board before a vote is taken.
    - b. Shall not have an interest in a Firm, which is doing business with the Community Board.
    - c. Is not entitled to vote on a matter before the Community Board or committee, which may result in a personal and direct economic gain to the matter or an associate, but may take part in discussions on the matter after disclosure of the interest, said member shall be recorded as present not voting for quorum purposes.

- d. Who is also a City employee shall not vote on a matter pertaining to the member's agency.
5. Any board member appearing before a governmental body or otherwise making a public statement which conflicts in any respect with positions adopted by the Board shall not identify himself as a member of the Board when making such statement. No member shall represent the Board's position before a City or governmental agency or authority or in the public, unless designated to do so by the Board Chairperson, or a majority vote of the full membership of the Board.
  6. Cause for removal of a board member shall be as follows.
    - a. Failure to adhere to these by-laws and their provisions
    - b. Failure to attend monthly Board meetings.
    - c. A consistent pattern of irregular attendance (four or more monthly meetings a year) at board and committee meetings.
    - d. Undeclared conflicts of interests.
    - e. Acting in collusion with whomever to defraud the board, a community group or agency, business or individual.
    - f. Soliciting, receiving, accepting and remuneration in exchange for a vote and/or favorable or unfavorable disposition on any item under consideration by the Board or any of its committees.
    - g. Any form of communicating or representation not authorized by the chairperson, or the full board, by a majority vote.
    - h. Criminal conviction.
    - i. Behavior unbecoming of a board member (disruptive, abusive, or violent behavior) at board, committee meetings or public hearings.
    - j. Misconduct of a substantial nature, indicating some neglect of duty on the part of the officer (board member) or something, which materially affects his/her official acts or his/her standing or his/her character.
    - k. Should a board member be subject to removal for cause, such member shall be given at least ten (10) days prior written notice by the board chair, or Executive Committee of the charges and the action to be taken; however, when immediate action is deemed necessary as provided for by this section, then twenty-four (24) hours prior notice shall be deemed sufficient.

ARTICLE II  
ELECTION OF OFFICERS

A. Except as hereinafter set forth, at the Community Board's regular meetings in the month of September, the Community Board Chairperson shall appoint a Nominating Committee consisting of (7) members. The Board Chairperson shall designate one of their members to be the chairperson of said committee. However, at the written request of at least ten (10) members of the Board to the board chair, filed prior to the commencement of the September business session of the Board, a nominating receiving the highest number of votes shall be the committee chairperson. Any tie or ties shall be resolved by continued roll-call votes. Such committee shall meet as often as necessary there-after in order to report to the Board at its October meeting one or more candidates for each of the offices of Chairperson, Vice Chairperson, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, plus such additional offices as the Board shall establish so long as the functions and duties of such additional offices are not in conflict with the offices of the Chairperson, Vice Chairperson, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

1. All members of the board, except members of the Nominating Committee, who desire to become candidates for any office of the board, shall contact a member of the Nominating Committee within two (2) weeks after the September appointment/election of the Nominating Committee.
2. A member of the Board, who is a candidate for any office, may not serve on the Nominating Committee in the year which he/she is running for said office.
3. Meetings of the Nominating Committee shall be open to all board members.
4. At the regular monthly October meeting of the Board, the Committee shall report one or more members for each position at such meeting. Board members may nominate additional persons for each office from the floor at the October meeting only. There shall be no further nominations from the floor at the November meeting, unless there is no nominee for a vacant office. All nominees from the Committee and floor shall be made known to each board member in a written notice of the election of officers sent ten (10) days in advance of the regular November Board meeting.
5. At the November regular Board Meeting, there shall be a separate election held for each of the offices of Chairperson, Vice-Chairperson, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer and such other offices designated by the Board.
6. The election shall be conducted by the Nominating Committee, whenever there is more than one candidate for an office. Each candidate shall be given up to five (5) minutes to state why he/she wish to serve, followed by five (5) minutes of combined

questions and answers from the board members. Questions shall be limited to the performance of duties as a board officer.

7. Voting shall be by roll-call vote. Each board member will be called to indicate his/her candidate for each separate election. The candidate receiving the majority of votes shall be elected, in the case of a tie; additional votes will be taken until a candidate is elected for each office of the board.
8. If the chairperson can no longer serve or is unable to serve as Chairperson before his/her term has expired, the Vice Chairperson shall succeed the Chairperson until the 31<sup>st</sup> day of December of the year. If either the Chairperson or Vice-Chairperson is unable to serve, then the most recent Nominating Committee shall convene an emergency meeting, chaired by the same committee chairperson and accept nominations for board member, soliciting monies for each vacancy ten (10) days in advance of the next regular monthly board meeting. There will be no additional nominees from the floor. The committee will conduct the election of vacant office, the candidate receiving the majority of votes will be deemed elected and shall immediately assume the duties of office until the 31<sup>st</sup> day of December of that year.

### ARTICLE III TERMS AND DUTIES OF OFFICE

A. The offices of the Community Board shall be the Chairperson, Vice-Chairperson, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer and such other officers designated by the Board. Each officer shall perform such duties as are incident to the office in accordance with generally accepted rules of parliamentary procedure including:

1. TERMS:

Each required officer shall serve for two calendar years with the term beginning January 1<sup>st</sup>, following the election and terminating on December 31<sup>st</sup>, the following year. Such appointments shall be limited to three consecutive terms.

2. DUTIES OF CHAIRPERSON:

- a. To perform all duties as prescribed by the City Charter and any other duties prescribed under law.
- b. To receive Calendars and all City Agencies required to refer matters to the Community Boards pursuant to the City Charter and to inform the Board members of such Calendars not notices.
- c. To attend any meetings required by the Mayor and the Borough President pursuant to the City Charter or to designate his/her representative(s) to attend.

- d. To open all regular monthly, special and emergency meetings of the Board at the time and date at which the Community Board is to meet, by taking the chair and calling members to order.
- e. To announce the business before the Board according to the Agenda.
- f. To state and put to a vote all questions or resolutions which are to be moved or necessarily arise in the course of the Board's business and announce the result of the vote.
- g. To interpret and enforce Robert's Rules of Order except as otherwise provided by the By-Laws herein.
- h. To decide all questions of order.
- i. To represent and stand for the Board and perform all necessary functions according to the decisions duly made by the Board, including communicating with governmental agencies.
- j. To authenticate all acts, orders and proceedings of the Board including the countersigning of all letters and checks of whatever nature going out from the Board, to be the sole spokesperson in relations to the news media, agencies or governmental and the public at large, except as he/she shall otherwise authorize.
- k. To adjourn regular monthly meetings.
- l. To appoint, suspend or remove Chairpersons or the Standing Committees of the Board and to establish and appoint, suspend or remove the Chairpersons of such special committees as many from time to time to be deemed necessary for the best performance of the Board's function. All such Chairperson's shall serve only during the term of the Board Chairperson appointing him/her. The Board Chairperson shall be an ex-officio member of each committee. The Chairperson of the Board shall appoint, remove or suspend members of all committees.
- m. To prepare and deliver the Chairperson's written report. Because of the possibility of the Vice-Chairperson having to act in the absence of the Chairperson as hereinafter provided, to keep the Vice-Chairperson informed of all information, orders, directives and other matters coming to the Chairperson's attention.
- n. The term "Chairperson" is used in these by-laws to describe the presiding officer of the Board; no other term shall be used.

3. DUTIES OF THE VICE-CHAIRPERSON:

- a. The Vice Chairperson shall preside at the regular monthly meeting in the absence of the Chairperson.
- b. The Vice-Chairperson shall assist the Chairperson when necessary and required.
- c. If either the Chairperson or Vice-Chairperson is unable to serve, then the most recent Nominating Committee shall convene and emergency meeting, chaired by the same committee chairperson and accept nominations for Board Chairperson and Vice Chairperson, a written notice shall be sent to every board member, soliciting nominees for the vacancies. The Committee will send to each board member a list of nominees for each vacancy ten (10) days in advance of the next regular monthly board meeting. There will be no additional nominees from the floor. The Committee will conduct the election of vacant office, the candidate receiving the highest number of votes will be deemed elected and shall immediately assume the duties of office until the 31<sup>st</sup> of December of that year.

4. DUTIES OF THE SECRETARY:

- a. The Secretary shall be the recording officer of the Board taking the minutes of the regular monthly meetings and special meetings, and shall be assisted in the compilation of such minutes by the secretarial assistance of the Community Board. The final version of the minutes as approved by the Secretary and Chairperson shall be furnished to the District Manager for distribution to all board meeting not later than ten days before the next regular monthly meeting of the Community Board.
- b. If both the Chairperson and Vice Chairperson are absent from a meeting, then the Secretary shall assume the duties of Chairperson for that meeting only. The Assistant Secretary would then record the minutes of that meeting only.

5. DUTIES OF THE ASSISTANT SECRETARY:

- a. There shall be an Assistant Secretary of the Community Board. The Assistant Secretary shall act as Secretary and record the minutes if the Secretary is not present at the regular monthly meeting. He/she shall also, if the secretary is present, aid the secretary in any manner deemed necessary.
- b. Because of the possibility of the Assistant Secretary having to act in the absence of the Secretary, as herein provided, the Secretary shall keep the Assistant Secretary informed of all information, orders, directive and other matters coming to the Secretary's attention.

6. DUTIES OF THE TREASURER:

- a. The treasurer shall monitor the fiscal operations of the Board and the Board's operating budget. He/she shall be signatory on the Board's imprest/petty cash account. He/she shall also serve on the Office Oversight Committee.

7. DUTIES OF THE ASSISTANT TREASURER:

- a. The Assistant Treasurer in the absence of the treasurer shall assume the duties of the treasurer. He/she shall assist the treasurer in his/her duties. He/she shall be a member of the Office Oversight Committee.

8. SUCCESSION:

- a. The Assistant Secretary shall assume the duties of secretary and the Assistant Treasurer will assume the duties of treasurer if he/she is unable to serve the remainder of his/her term until December 31<sup>st</sup> of that year.

ARTICLE IV  
EXECUTIVE COMMITTEE

A. The Executive Committee shall include the Chairperson, Vice Chairperson, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer and all standing Committee Chairpersons. Notices shall be given to all member of the Community Board of the proposed meetings, with an opportunity to attend and observe the action of the Executive Committee. Quorum for the Executive Committee shall be half of the Full Committee membership plus one.

1. Any Executive Committee action must be clearly noted as not being an action of the Full Board.
2. Oversee the activities of all committee and their resolutions of issues.
3. Review recommendations of committees.
4. Suggest ways to improve the full board meetings.
5. In the absence of a By Laws Committee, may review Board by laws and policies and propose amendments.
6. The Executive Committee shall review and monitor board members attendance quarterly.

7. The Executive Committee shall meet quarterly (every three months of the calendar year.)

ARTICLE V  
BOARD MEETINGS

- A. There shall be at least one regular monthly meeting of the Community Board per month, as provided for in the City Charter, at such time and place as shall be designated by the Chairperson in the notice of the meeting sent to the Community Board members at least ten days advance of each meeting.
- B. All meetings of the Board shall be available for broadcasting and cable casting.
- C. The Board shall meet upon request of the Borough President to hold hearings on the City budget or any other public matter in order to advise the Borough President on such matter.
- D. There may be special and emergency meetings, as follows.
  1. A special meeting shall be a meeting other than the regular monthly meeting shall be called by the Board Chairperson.
    - a. At the Board Chairperson's own volition or
    - b. At the Borough President's request or
    - c. Upon the resolution adopted by the Board, by majority vote or
    - d. Upon written request of at least 1/3 of the Board's full membership, and presented to the Board Chairperson, and Secretary and Borough President.
  2. A special meeting shall be called upon five days written notice with a specification of the purpose of the meeting and a delineation of the Agenda of such meeting, and such meeting shall be governed by the same procedures as a regular Board Meeting.
  3. An emergency meeting shall be a meeting in the manner of a special meeting but in circumstances where time is of the essence and decisions are required immediately. Where the five days notice for an emergency meeting may include telephonic or other rapid means of communication.
- E. The following are the rules governing attendance and excused absences at Board and Committee meetings.
  1. A Board member may be properly excused for the following reasons:

- a. For military service; in the event of personal illness or server illness; or death in the immediate family. The immediate family is defined as a parent, a spouse, or a child. No other excuse will be permitted.
2. A Board member shall not be deemed present at a meeting unless he/she is in attendance during two-thirds of the full meeting.
3. No Board member may be excused for more than (4) Board Meetings in a calendar year (January-December). Members may be excused for up to (3) meetings between January and August and (1) meeting between September and December.

F. EXECUTIVE SESSION:

All meetings of the board and committee shall be open, expect, when (pursuant to the NYS open meetings law section 105):

1. Matters which will imperil the public safety, if disclosed;
2. Any matter which may disclose the identity of a law enforcement agent or informer;
3. Information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
4. Discussions regarding proposed, pending or future litigation;
5. Collective negotiations pursuant to the Civil Service Law (The Taylor Law).
6. Medical, financial, credit or employment history or a particular person or corporation or matter leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.
7. The proposed acquisition, sale or lease of real property of the proposed acquisition of securities or sale or exchange of securities held by a public body but only when publicity would substantially affect the value there of.
8. Membership/Staff Evaluation meetings.

There must be a motion to enter into executive session during the open meetings. There must be a motion to enter into executive session during the open meeting and identify the “general area or areas” of subject(s) to be discussed, carried by a majority of the total membership of the board. All votes must be conducted in open session.

G. COMMITTEE MEETINGS AND COMMITTEES OF THE BOARD:

1. Committee Meetings:

- a. There shall be as many committee meetings as the chairperson of the Board and/or chairpersons of the committee deem necessary and appropriate.
- b. Committee meetings shall be conducted under the same procedures as Board Meetings.
- c. Members of the public may be appointed by the Board chairperson to serve on committees; said public members are allowed to ask questions, submit information and participate in committee discussions.
- d. Committees shall keep attendance records and shall report all resolutions adopted, in writing, together with the voting tally of each member.
- e. All committee and sub-committee meetings shall be posted on the board's monthly calendar and distributed to each board member at least five (5) days in advance of the Committee meetings.
- f. Committee meetings may be tape-recorded and shall be available for broadcasting and cable casting.

2. Committee of the Board:

- a. The following shall be standing committees of the board in addition to the Executive Committee.
  - Capital & Expense Budget Committee
  - City Properties/Land Use Committee
  - Cultural Affairs Committee
  - Economic Development/Employment Committee
  - Health & Human Services Committee
  - Housing & Zoning Committee
  - Office Oversight Committee
  - Public Safety/Traffic & Transportation Committee
  - Parks & Recreation Committee
  - Youth and Education Committee

The City Properties/Land Use Committee shall have a minimum of 20% of the full board membership present, but no less than seven (7) members present.

- b. A quorum for each committee, other than City Properties/Land Use shall be three (3) members.

3. All board members shall have the right to attend and participate in the deliberations of all committees of the Board, but shall not have the right to vote, except in committees which they have been appointed by the Board Chairperson.

4. Each committee will be assigned a staff person to assist in the preparation of committee reports/minutes, to research and follow up on committee resolutions and requests for information.
5. Each Committee Chairperson shall submit in writing to the Board Office, the committee's report/minutes not later than five (5) days before the regular full board meeting.
6. Each committee report shall include the date, time and location of the meeting, presiding officer, all members, present and excused, public members, guests and presenters, resolutions adopted and recommended by the committee and a tally of the roll-call vote of each member, time of adjournment and the recording person.

## ARTICLE VI AGENDA

- A. An Agenda shall be drafted by the Board Chairperson with the assistance of the District Manager and Executive Committee. The Agenda shall outline the Board's Chairperson and Borough President's suggestion of business to be transacted the Board meeting. The agenda shall indicate the notice of time and place of the meeting, together with the minutes of the last meeting, sent to each board member ten (10) days in advance of the next regular board meeting without that matter being considered by a board committee or having been placed upon the agenda sent to each board member, such as ULURP items.

AGENDA shall consist of the following:

Opening of the meeting and adoption of the agenda.

### Public Session:

There shall be a public Session beginning at 6:30p.m. of one hour at each regular monthly meeting. In the interest of affording the maximum opportunity to all citizens to be heard, each speaker shall be limited to a period of no more than three (3) minutes, unless otherwise permitted by the Board Chairperson.

The public session shall consist of the following:

1. Items Listed on the Agenda:

The listed portion of the Public Session shall be that period during which members of the public, as well as agencies of government who have requested a place on the agenda, shall be afforded the opportunity to express themselves to the Board on matters of public interest. In the event that prior arrangements have been made by the Board Chairperson for a particular person or persons to appear during this portion of

the Public Session, the subject and speaker's name shall be listed on the notice of meeting and Agenda sent to all Board Members.

2. Items not listed on the Agenda:

The unlisted portion of the Public Session shall be that period during which a member of the community who has a residence or a business, professional, or other significant interest in the district shall be afforded an opportunity to bring to the attention of the board any matter not already listed upon the agenda, which the speaker believes to be of general or common interest to the community and the board. Each speaker shall sign the speaker's list, indicating name, group, if; any address and telephone number.

3. City Council person's report and other public elected official's reports.

4. Borough President's report delivered by the Community Board Liaison.

Business Session:

There shall be a business session embracing all items on the agenda listed below. The business session shall be that portion of the Board meeting where only members of the Board may debate the issues and vote on such issues. However, the public is invited to be present as observers of the Board's proceedings. The proponent of the issue before the Board, not a Board Member, upon request may respond to questions in the Business Session. Business Session items on the Agenda shall be limited to three minutes for each speaker except when otherwise decided by the Chairperson.

1. Adoption of Minutes

2. Community Board Chairperson's Written Report – Together with other pertinent items, the Board Chairperson shall read to the Board all written communications from the Borough President's office and convey such other communications as shall come from the Borough President and other governmental agencies in relation to the work of the Board.

3. District Manager's Written Report

4. Committee Reports – Committee Reports shall be made by each committee chairperson with a copy of same, as available, being filed with the Secretary of the Board at the end of the meeting.

5. Old Business – unfinished items from previous meetings

6. New Business – matters added to the agenda at the meeting along with any other business that may properly come before the board.

7. Adjournment

- B. Voting shall be by roll-call vote with total votes both for, against, abstentions and present not voting. The issue then being publicly announced and recorded.
- C. If a matter before the Board requires further information or deliberation, that matter may be referred to the appropriate Board Committee for a report of recommendation and decisions by the entire board at the next regular monthly meeting.
- D. All voting in Board meetings shall be in person only. No proxy will be accepted at any board committee meeting.
- E. Voting at Community Board Meeting. A majority of the appointed members of any Community Board shall constitute a quorum of such board (half the full Board Membership plus one.) A quorum must be present for a vote to be official. Whenever any act is authorized to be done or any determination or decision made by the Community Board, the act determination or decision of the majority of the members present entitled to vote during the presence or a quorum, shall be held to the act, determination and decision of the board. When a vote is taken, a majority (more than half) of the members person who are entitled to vote must vote in the affirmative in order for the motion to be pass.

All Board Members are deemed “entitled to vote” on matters before the full board unless specifically excluded by some provision of law, city regulation, etc. There are to such exclusions:

1. No Community Board Member may vote on a matter before the Board (or committee) which “may result in a personal and direct economic gain to the member or any person with whom the member is associated.”
2. No Board Member who is a City employee may vote on a matter before the Community Board (or committee) which has been or may be considered by the employee’s agency. Board members who are excluded from voting due to one of the reasons noted in item above, then the number of members who are entitled to vote is reduced, and the majority required for passage is reduced accordingly. When a vote is taken, members not entitled to vote are not counted as abstaining, but they are counted as present as for the purpose of maintaining a quorum. When the Community Board votes, a member’s vote of “abstain” has the effect of the member “Not Voting Yes” for the purpose of determining the outcome of the vote. There must be more “Yes” votes than the combination of “no” votes and abstentions in order for a measure to be carried.

ARTICLE VII  
DISTRICT MANAGER

- A. The Community Board within its budgetary appropriations, pursuant to the City Charter, shall employ a District Manager, under the direction of the Board and immediate supervision of the Board Chairperson. He/she shall monitor and evaluate the delivery of municipal services in the community district, shall chair the District Service Cabinet, supervise all staff persons hired by the Board and administer the Board Office. He/she shall maintain all Board, public and district service records, documents, files and maps in a proper filing system and maintain the boards operating budget. He/she shall attend all regular and special meetings of the board and the Executive Committee and all public hearings; shall submit a written report at each regular meeting of the Board, of meetings attended, information for distribution to the public, service delivery, complaints and such other items required by the board.

He/she shall assist the board, its officers and committee chairpersons in preparation for board and committee meetings and public hearings and attend community and governmental hearings/meetings when required or requested by the board chair or board.

- B. The District Manager shall serve at the pleasure of the Board.
- C. He/she shall perform such other duties as directed by the board and outlined in the City's personnel job description for District Manager.
- D. A member of the Community Board is eligible for appointment to District Manager or any other position provided he/she does not vote nor participate in any manner in the selection process and resigns as a member prior to or upon assuming duties as District Manager.

#### ARTICLE VIII OTHER STAFF AND PROFESSIONALS

- A. The Community Board shall employ such other staff, professionals, planners and consultants within its budgetary appropriations. All employees and consultants shall be interviewed by the Board's Office Oversight Committee who will submit one or more candidates for each vacancy with a salary recommendation, resume and job description for the Board's consideration.
- B. No employee shall have an interest in a firm which is doing business with the Community Board.

#### ARTICLE IX AMENDMENTS

- A. These By-Laws may be amended by a two-thirds vote of the members of the board present and voting at any regular meeting of the board, provided that a copy of such proposed amendment(s) have been mailed to all members of the board at least sixty (60) days prior to the vote to amend these by-laws.

A proposal for an amendment(s) to these by-laws may be:

1. Recommended by the Board Chairperson
2. Recommended by the By-Laws Committee or in the absence of the By-Laws Committee, the Executive Committee
3. Written request of the Borough President
4. A two-third vote of the Board members present and voting.

**ADOPTED BY THE BY-LAWS COMMITTEEMARCH 18, 1991  
ADOPTION BY THE BOARD-3/19/91  
ADOPTION AND AMENDMENTS – 11/16/99  
AMENDMENT 3/20/01  
EFFECTIVE 4/01/01  
ADOPTION BY THE BY LAWS COMMITTEE  
ON WEDNESDAY, DECEMBER 4, 2002  
ADOPTION BY THE BOARD – 2/19/03  
AMENDMENT 10/20/09**