



Diane Collier  
*Chair*

Angel D. Mescain  
*District Manager*

## COMMUNITY BOARD ELEVEN

BOROUGH OF MANHATTAN  
1664 PARK AVENUE  
NEW YORK, NEW YORK 10035  
TEL: (212) 831-8929/30  
FAX: (212) 369-3571  
www.cb11m.org

### **Bylaws Committee May 5, 2016 - 6:30 PM Board Office**

#### **\*\*\* Minutes \*\*\***

Present: Judith Febbraro, Joseph Goldbloom, Alex Kohen, Nilsa Orama, Jonathan Winstone, Angel Mescain (staff)

Excused: Jewel Jones

Absent: Jose Altamirano, Steven Villanueva

Guests: None

#### 1. Call to Order - Adoption of the Agenda

The meeting was called to order at 6:45 pm. Alex Kohen proposed that the agenda be revised to permit the discussion of the combined draft of Articles I and II of the existing bylaws as conformed to the format of the proposed Manhattan Borough President's Office draft (the "MBPO Draft") rather than first continue discussion of the CB11 process for elections. Jonathan Winstone made a motion to adopt the agenda as revised. The motion was seconded by Judith Febbraro and passed unanimously.

#### 2. Continued Discussion Concerning the Draft of the Bylaws Sections on Membership and the Elections Process

The committee began by reviewing the newly drafted Article I as incorporated from the MBPO Draft and the previously approved sections, as conformed to the MBPO Draft. The committee agreed upon several clean-up and clarifying changes, including making it clear that members are "volunteers" per Judith's recommendation. Deviations from the MBPO Draft were also considered, including noting that the nonattendance clause was not mirrored as the more substantive, previously approved language was incorporated elsewhere. Alex also noted the importance of mirroring the MBPO Draft in format and general approach but that deviations for CB11 should and would be recommended.

Alex discussed the section on Removal and noted that the extensive discussions at the previous meetings continued to be reflected but that there were slight language changes to reflect definitions. The MBPO Draft had a very limited removal process and the approach previously considered by the committee was maintained.

The committee also discussed a number of elements from the MBPO Draft that were not currently in the bylaws. The MBPO Draft contained a statement that board members may only be reimbursed for valid board expenses deviates from the City Charter. Alex suggested that on this issue and related issues, Alex would seek input from the intern who assisted with the MBPO Draft.

The committee also considered how to update the language on public membership that the MBPO Draft contemplated. The committee debated whether public members should be removed at the will of the CB11 Chair or in the same manner as being proposed for removal of full board members. It was ultimately agreed that removal by the Chair was appropriate so long as it followed the same rationale as removal of a full board member. This approach was believed to best balance the desire to permit the Chair to remove a public member in the same fashion as being able to appoint a public member but also provide some limitations on that power.

Judith noted that the newly added language that public members may not comprise more than 30% of any committee. Angel Mescain noted that this threshold was unlikely to cause a problem given the total composition of committees and the relatively few public members that the board typically has. It was further agreed that removal of a public member would be immediate, so long as cause was established.

The committee proceeded to consider the new draft Article IV. Alex noted that several sections were “reserved” for future discussion and proceeded to the section on the elections process. Alex noted that the draft was largely similar to the draft previously distributed, other than for definitional changes and some minor language changes. Alex gave an overview of how the section was intended to operate and discussed the portion of the section that had not been considered in the previous meeting.

A discussion was held as to whether a candidate’s nomination should be revoked if they do not provide requested documentation. Jonathan Winstone suggested that compliance with this requirement should not be mandatory; instead, it should be up to members to vote based on what they believe to be qualifying and trust that members of the board treat failure to provide reasonable documents as disqualifying. After continued discussion, the group felt this approach would be followed. The group also agreed that the time for submission of such documentation should be changed from five days to one week to make the language simpler.

The committee proceeded to discuss the election meeting itself. Alex explained the overall idea and the discussion focused on whether a paper ballot or a roll call vote was appropriate. Judith and Joe Goldbloom both noted that the desire to move to a written ballot has been a recurring desire of many members and previously discussed. Judith also noted the importance of being as transparent as possible with the release of the vote tally. Jonathan noted that, with a written ballot approach, the hope is that the election is conducted quicker and avoids any sense of influence during the voting process. Even though votes will be made public, it will not be at the time of voting which may assuage the concerns of members.

Joe raised concerns regarding electioneering. Alex, Angel, Jon and others noted that it would be difficult to remove this problem entirely but that the proposed elections committee may be best able to rein it in by recommending methods of contact and other “best practices” for running for election.

The committee also discussed the approach to be taken for run-off elections. The committee considered various scenarios, including the possibility of a large number of candidates receiving very few votes each and scenarios where two candidates each have large totals of votes but a third

and fourth candidate only have very few. After discussing these considerations as well as the total amount of time such a run-off would take, it was recommended that only the member with the lowest vote total should be removed and a run-off would continue for all remaining candidates. It was also agreed that, in the scenario where two candidates fail to achieve a majority of votes, the election would continue and no language was needed in the bylaws itself.

The process for vacancies was considered and it was agreed that it would largely follow the proposed process for regular elections.

**Jonathan Winstone made a motion to approve the draft bylaws as discussed at the meeting and with the additions and changes made therein to "Conformity and Applicability", "Membership" and "Election of Officers". The motion was seconded by Judith Febbraro and passed unanimously.**

It was agreed that the draft would be submitted for approval to the full Board at a later date.

3. Old Business

None.

4. New Business

Alex discussed the committee's plans for the following meeting. It was agreed that the committee would commence a discussion on the role of CB11 Officers. Alex stated that in order to prepare for the next meeting regarding Officer roles, current Executive officers would be emailed regarding their duties. The goal of the next meeting will flesh out their roles. It was also suggested by Angel the need to consider the appropriateness of establishing a Parliamentary role. Others suggested that there should be a discussion as to the necessity of the current officers and if there are too many officers as well as the general need to flesh out the roles of all officers.

Joe also mentioned the need to clearly outline conflicts of interests of board members and officers. Alex asked that all committee members please call him and/or email comments regarding board officers in preparation for next month's meeting.

5. Announcements

None.

6. Adjournment

A motion to adjourn was made by Jonathan Winstone at 8:50 p.m. The motion was seconded by Judith Febbraro and passed unanimously.

\* \* \*

Minutes prepared by Nilsa Orama and Alex Kohen.