



Diane Collier
Chair

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COMMUNITY BOARD ELEVEN

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Bylaws Committee March 10, 2016 - 7:00 PM Board Office

***** Minutes *****

Present: Judith Febraro, Joseph Goldbloom, Jewel Jones, Alex Kohen, Nilsa Orama, Jonathan Winstone, Steven Villanueva, Angel Mescain (staff)

Absent: Jose Altamirano

Guests: None

1. Call to Order - Adoption of the Agenda

The meeting was called to order at 7:02 p.m. Nilsa Orama made a motion to adopt the agenda. The motion was seconded by Judith Febraro and passed unanimously.

2. Discussion Concerning the CB11 Elections Process

The discussion regarding the Elections section in Article II was postponed, due to time constraints, to the next meeting of the Bylaws Committee.

3. Discussion Concerning the CB11 Process for Cause to Remove Members and Related Topics.

Alex initiated conversation regarding review of the draft document emailed to all with changes being tracked while under discussion. This draft document tried to mirror the existing bylaws as much as possible. The focus of this meeting was to further delve into Article I-Membership including the draft section on "Membership" criteria and the draft section on "Removal for Cause." Alex reviewed the Membership section and noted that it conforms with the current By-Laws.

The Chair then reviewed the Removal for Cause section and solicited feedback regarding how best to relay the requirements that a member act in conformance with the Conflicts of Interest rules. The Bylaws Committee had a number of different suggestions, which included:

- Outlining all the causes for removal within the By-Laws and citing the City Charter;
- Listing the main causes for removal and citing the City Charter;
- Spelling it all out and also have as an attachment to the By-Laws; and
- Ensuring that the section is clear and stringent so that it is not left open to interpretation.

Joe Goldbloom opined that some Community Board bylaws have concrete statements regarding conflicts of interest and suggested that the Bylaws Committee look at CB4 bylaws. Once the CB4 bylaws were reviewed and discussed, the Bylaws Committee suggested adoption of similar language for the draft document. Further language was incorporated within the draft document to clarify compliance with the conflict of interest guidelines of various governmental bodies (including the Corporation Counsel, the Conflicts of Interest Board and the Manhattan Borough President's handbook).

The Bylaws Committee moved on to discuss attendance requirements as outlined in the draft document. An initial discussion focused on how the Secretary and Assistant Secretary would aim to track attendance across both full Board meetings and committee meetings, as a baseline for which the absences could be discussed. Other committee opinion included continuing to track attendance separately. According to our current By-Laws, attendance of committees and full Board meetings should be tracked. Alex asked if the committee had any objections to listing the three possibilities of attendance tracking; full board attendance; committee meeting attendance and a combination of full board and committee meeting attendance and what is the threshold regarding all three possibilities.

Discussion continued as to whether attendance should be tracked by a percentage or a set number of absences and what time periods within a 12 month period could be used for tracking. A brief discussion took place about the appropriateness of using a rolling 12-month period rather than the City Charter's non-exhaustive list focusing on a 6-month period. Alex relayed that, in his opinion, the City Charter does not preempt the Board from using an alternative approach and reviewing a 12-month period; instead, so long as the City Charter rule is not limited, the Board could establish other, complimentary rules.

Alex emphasized that the Bylaws Committee is trying to build a document to assist with the removal process. The Bylaws Committee reached a general agreement that a 12-month period with discretion for removal by the Executive Committee would be a suitable approach. The Bylaws Committee also reach a conclusion that all types of meetings should be included and no longer distinguish between regularly-scheduled meetings and "special" meetings. It was also discussed that the CB11 Secretary and Assistant Secretary would review all absences in accordance with this approach and consider how best to approach this.

The Bylaws Committee discussed the section on conduct becoming a community board member and had a brief discussion. The section regarding communication on behalf of the Board was discussed and a clarification was made. The Bylaws Committee focused on how members have identified themselves as part of CB11 when giving their personal opinions. The Bylaws Committee agreed that the CB11 Chair should identify members of CB11 to act as representatives of CB11 and to give testimony reflecting the opinion of the board.

The process for removal was further discussed. The process as understood would be that if the member fails to meet requirements from the prior section, the Community Board Secretary or the Secretary's designee would contact the member in writing. The notification will include the basis and valid removal reasons and due process will begin.

The Bylaws Committee further discussed what the recourse is for the offending member and how the member would proceed once the letter is received.

The Bylaws Committee also discussed the Executive Committee presiding over the appeal hearing as compared to the potential desire to have the Executive Committee appoint a special committee. Alex asked the Bylaws Committee if there was a desire to officially require or restrict

the ability of such removal hearings include a member of the CB11 staff. After requesting input from the District Manager, Angel explained that the assumption is that that every committee is supported by staff and that it would be helpful to continue to permit this as an option if so desired.

The Bylaws Committee discussed if members recommended for removal should have the opportunity to appeal to the full board as a matter of due process or should the committee consider adding some language regarding specific situations where appeals can be made to the full board. The Bylaws Committee had an extended discussion and thoughts ranged from thinking that the members should have some time to address the board (5 minutes) to appeal a recommended removal to thinking that it was a waste of time as members may choose not to go in front of the board to appeal the removal recommendation due to their personal reasons. It was also noted that, if providing such an option, it was possible that the failure to avail oneself of the option could be construed negatively by the full Board.

After continued discussion, Alex expressed his thought that the By-Laws should say that there are due process procedures and set the threshold for the process. The Bylaws Committee spoke about the possibility of including language in the due process procedures that it shall contemplate an opportunity for the member when appealing its removal to the full board to submit a written statement, present a defense or do nothing.

After discussion, the Bylaws Committee agreed to not include an opportunity to speak in front of the full Community Board. Instead, the draft would remain silent and this could be presented as a topic of discussion for the full Community Board.

After additional review, Jonathan Winstone made a motion to replace Article I of Community Board 11's By-Laws with a new Article I as discussed and drafted at the meeting (and as provided in full at the end of the minutes). Joe Goldbloom seconded the motion and it passed with one opposed (J. Jones).

Discussion was held as to when to present the draft amendments to the full board as 60 days are required for review. Agreement was reached that an effort will be made to distribute the draft amendments to the full Community Board immediately following the March full Board meeting so as to comply with the 60 day requirement for voting on such an amendment at the May meeting.

4. Plans for April 7 Meeting

The April 7 meeting will be held at the Board office at 6:30. The committee will be discussing the previously distributed draft of Article II regarding the elections process and, time permitting, a proposed revision to Article III of the existing By-Laws.

5. Old Business

None.

6. New Business

None.

7. Announcements

The Manhattan Borough President's office is hosting a meeting on March 24 regarding revisions to bylaws for all of Manhattan. The meeting will be held at the Northern Manhattan office at 431 West 125 Street from 5:30 to 7:30. The Chair recommended that all who could attend do so.

Alex urged all committee members to look at the draft survey previously sent and to submit comments.

Jonathan suggested that committee members send their comments regarding Article II to the Chair before the next meeting in order to potentially reach consensus in a shorter period of time.

8. Adjournment

A motion to adjourn was made by Steven Villanueva at 9:45 p.m. The motion was seconded by Jonathan Winstone and passed unanimously.

Minutes prepared by Alex Kohen and Nilsa Orama.

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ARTICLE I MEMBERSHIP

A. Membership

1. Board membership shall be in accordance with Chapter 68 of the New York City Charter and Chapter 70 of the New York City Charter, including, for the avoidance of doubt, the provisions regarding appointment to the Community Board.
2. All members of the Community Board shall serve on the Community 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.

B. Removal for Cause

1. *Basis for Removal.* Failure to comply with any of the following shall constitute cause for removal from the Community Board and shall subject such member to the provisions of clause (2) below.
 - a. Compliance with Chapter 70 of the New York City Charter regarding community boards.
 - b. Compliance with Chapter 68 of the New York City Charter regarding conflicts of interest, including, but not limited to, disclosing the nature of a direct financial interest to the member or to an organization or institution, whether for-profit or not-for-profit, with which such member is involved, refraining from chairing any such meeting at which such conflict is discussed, refraining from voting on any such issue and otherwise acting in accordance with the rules governing conflicts of interest pursuant to the Corporation Counsel, the Conflicts of Interest Board or any other governmental body.
 - c. Members of the Community Board shall attend no less than two-thirds of all meetings of the full Community Board in any twelve-month period.

- d. Members of the Community Board shall be members of no fewer than two committees (as described in Section V.G).
 - e. Members of the Community Board shall attend no less than two-thirds of the total number of meetings of all committees of which such Community Board member is a member in any twelve-month period.
 - f. Members of the Community Board shall attend no fewer than two-thirds of the sum of (X) all meetings of the full Community Board and (Y) the total number of meetings of all committees of which such Community Board member is a member.
 - g. Adherence to these By-Laws.
 - h. Conduct becoming of a Community Board member. Failure to comply with this provision shall include: (I) conduct unbecoming of a Community Board member (including, but not limited to, disruptive, demeaning, abusive or violent behavior) at full Community Board meetings, committee meetings or public hearings, (II) misconduct of a substantial nature, (III) conduct indicating the neglect of duty on the part of a Community Board member; or (IV) conduct materially impairing the ability of the Community Board member to perform such member's official duties.
 - i. Communicating or otherwise representing the Community Board only with either the advance approval of the Community Board Chairperson or upon a vote of the full Community Board.
 - j. Voting on issues in accordance with a Community Board member's best understanding of what is in the best interest of the community that the Community Board represents.
2. *Removal Process.* A member of the Community Board that fails to comply with the provisions of clause (1) above shall be subject to this clause (2).
- a. Upon a determination that a member of the Community Board has failed to comply with any of the provisions of clause (1) above, the Secretary of the Community Board or the Secretary's designee(s) shall notify such member in writing and shall inform the Executive Committee of such determination. Such notification shall indicate the basis for such cause for removal and shall indicate the manner in and due process procedures by which the member of the Community Board may appeal such decision to be removed.
 - b. The Executive Committee shall establish due process procedures for the removal of a member of the Community Board pursuant to these By-Laws.
 - c. The Executive Committee shall appoint itself or a special committee of no less than (3) and no more than (7) members of the full Community Board to make a recommendation to the full Community Board as to the appropriateness of the removal of such member of the Community Board. Such recommendation shall not be made until the member of the Community Board has had an opportunity to pursue such due process procedures and present such member's reasons and justifications for failure to comply with clause (1) above and such recommendation shall consider any extenuating circumstances that the Executive Committee or, if applicable, such special committee deems appropriate.

- d. If the Executive Committee or, if applicable, such special committee recommends to the full Community Board the removal of a Member, a representative of the Executive Committee or, if applicable, such special committee shall present in no more than five (5) minutes to the full Community Board at its next scheduled meeting, during Executive Session, the basis for its recommendation.
- e. The foregoing shall not prohibit the full Community Board, pursuant to Section 2800(b) of the New York City Charter, from removing a member of the Community Board as described therein (except that such member shall have an opportunity, in no more than five (5) minutes, to present a defense, justification or other mitigating circumstances to the Community Board).