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Bylaws of Community Board 11 of Manhattan

PREAMBLE

The bylaws (the “**Bylaws**”) of Community Board 11 of Manhattan (the “**Board**”) shall conform to all relevant provisions of federal, New York State and New York City law, including, but not limited to, the Charter and the relevant provisions of the Charter pertaining to community boards, New York State’s Open Meetings Law and New York State’s Freedom of Information Law. Nothing in these Bylaws shall be construed so as to change, modify or amend the Charter or any laws of the State of New York.

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DEFINITIONS

As used in these Bylaws, the following terms have the meanings specified below:

“**Absence**” shall mean nonattendance at any meeting of the Board (including any Committee, subcommittee or task force) as further described in Section V.C.1.c.

“**Assistant Secretary**” shall have the meaning provided to it in Section III.A.1.

“**Assistant Treasurer**” shall have the meaning provided to it in Section III.A.1.

“**Board**” shall have the meaning provided to it in the Preamble.

“**Borough Board**” shall mean the Manhattan Borough Board, as established pursuant to Section 85 of the Charter.

“**Bylaws**” shall have the meaning provided to it in the Preamble.

“**Chairperson**” shall have the meaning provided to it in Section I.A.4.

“**Chairperson's Written Report**” shall have the meaning provided to it in Section VI.D.1.c.ii.

“**Charter**” shall mean the New York City Charter, as most recently amended.

“**Committee**” shall have the meaning provided to it in Section V.E.2.a.

“**Committee for the Review of the City Budget**” shall mean such Committee serving the purpose set out in Section V.E.2.c.iii.

“**Conflicts of Interest Board**” shall mean the Conflicts of Interest Board of New York City, as established by Section 2602 of the Charter.

“**Corporation Counsel**” shall mean the Corporation Counsel of the City of New York, who serves as the head of the New York City Law Department and as established by Section 391 of the Charter.

“**City Council**” shall mean the council established by Section 2 of the Charter.

“**District**” shall have the meaning provided to it in Section I.A.1.

“**District Manager**” shall refer to that member of the Staff described in Article VII.

“**District Manager's Written Report**” shall have the meaning provided to it in Section VI.D.1.c.iii.

“**District Service Cabinet**” shall mean the District Service Cabinet for the District, as chaired by the District Manager, as established pursuant to Section 2705 of the Charter.

“**Elections Chair**” shall have the meaning provided to it in Section II.A.2.a.

“**Elections Committee**” shall have the meaning provided to it in Section II.A.1.

“**Elections Meeting**” shall have the meaning provided to it in Section II.C.1.

“**Executive Committee**” shall have the meaning provided to it in Section II.A.2.a.

“**Executive Session**” shall have the meaning provided to it in Section V.D.

“**Freedom of Information Law**” shall mean the Freedom of Information Law, as amended from time to time, and as included in Article 6 of the New York State Public Officers Law.

“**Land Use Committee**” shall mean such Committee serving the purpose set out in Section V.E.2.c.ii.

“**Manhattan Borough President**” shall mean the Borough President of the Borough of Manhattan as described in Chapter 4 of the Charter.

“**Member**” shall have the meaning provided to it in Section I.A.1.

“**Nomination Meeting**” shall have the meaning provided to it in Section II.B.1.

“**Nomination Period**” shall have the meaning provided to it in Section II.B.1.

“**Office of Management and Budget**” shall mean the Office of Management and Budget of

New York City.

“**Officer**” shall have the meaning provided to it in Section III.A.1.

“**Open Meetings Law**” shall mean the Open Meetings Law of New York State, as amended from time to time, and as included in Article 7 of the New York State Public Officers Law.

“**Public Employees Fair Employment Act**” shall mean Article 14 of the New York State Civil Service Law, as amended from time to time, and as popularly referred to as “The Taylor Law.”

“**Public Member**” shall have the meaning provided to it in Section V.E.c.

“**Public Session**” shall have the meaning provided to it in Section III.A.1

“**regularly scheduled meeting**” shall mean any meeting of the Board that has been scheduled to meet in accordance with the Board’s normal schedule for meetings.

“**Robert's Rules of Order**” shall mean the most recently published rules of parliamentary procedure originally established by Henry M. Robert in 1986.

“**Secretary**” shall have the meaning provided to it in Section III.A.1.

“**Special Election**” shall have the meaning provided to it in Section II.D.2.

“**special meeting**” shall mean any meeting that is not a regularly scheduled meeting.

“**Staff**” shall mean any person described in Article VII or Article VIII.

“**Treasurer**” shall have the meaning provided to it in Section III.A.1.

“**Vice Chairperson**” shall have the meaning provided to it in Section III.A.1.

ARTICLE I — MEMBERSHIP

A. General

1. The Board shall consist of not more than fifty (50) members appointed by the Manhattan Borough President as voting members (a “**Member**”), and all New York City Council Members who represent a portion of Manhattan Community District 11 (the “**District**”) as non-voting, ex-officio members.
2. All Members shall serve on the Board as volunteers and 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 affiliated.
3. Each Member shall regularly attend meetings of the full Board and all Committee, subcommittee and task force meetings to which they are appointed as members, as well as any special meetings or hearings as necessary.
4. Any Member appearing before a governmental body or otherwise making a public statement with respect to any issues under consideration or adopted by the Board shall clearly state that they are not speaking as a Member when making such statement. No Member shall represent the Board’s position before any governmental body, agency or authority or to the public, unless expressly designated to do so by the chairperson of the Board (the “**Chairperson**”) or upon a vote of the full Board.

B. Removal of Members

1. A Member may be removed from the Board for cause by a majority vote of the Board.
 - a. *Basis for Removal.* Failure to comply with any of the following requirements shall constitute cause for removal from the Board and shall subject such Member to the provisions of Section I.B.1.b below.
 - i. Compliance with Chapter 70 of the Charter as it pertains to community boards.
 - ii. Compliance with Chapter 68 of the Charter as it pertains to 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.
 - iii. Members shall attend no less than two-thirds of all meetings of the full Board in any twelve-month period.
 - iv. Members shall be members of no fewer than two Committees; *provided* that such requirement shall not apply to the Chairperson.
 - v. Members shall attend no less than two-thirds of the total number of meetings of all Committees of which such Member is a member in any twelve-month period.
 - vi. Adherence to these Bylaws.

- vii. Members shall conduct themselves appropriately.
 - A. Failure to comply with this provision shall include: (I) conduct unbecoming of a Member (including, but not limited to, disruptive, demeaning, abusive or violent behavior) at full Board meetings, Committee meetings, public hearings or any other meeting of the Board, (II) misconduct of a substantial nature, (III) conduct indicating the neglect of duty on the part of a Member; or (IV) conduct materially impairing the ability of the Member to perform such Member's official duties.
- viii. Communicating or otherwise representing the Board only with either the advance approval of the Chairperson or upon a vote of the full Board.
- ix. Voting on issues in accordance with a Member's best understanding of what is in the best interest of the community that the Board represents.
- b. *Removal Process.* A Member that fails to comply with the provisions of Section I.B.1.a above shall be subject to this Section I.B.1.b.
 - i. Upon a determination that a Member has failed to comply with any of the provisions of Section I.B.1.a above, the Secretary 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 may appeal such decision to be removed.
 - ii. The Executive Committee shall establish due process procedures for the removal of a Member pursuant to these Bylaws.
 - iii. Such due process procedures shall, at a minimum, permit a Member to:
 - A. Respond, in writing, to any notification received per Section I.B.1.b.i above;
 - B. Be represented by an attorney; and
 - C. Be permitted to present witnesses and other evidence at any hearing established pursuant to such due process procedures.
 - iv. The Executive Committee shall appoint itself or a special committee of no less than three (3) and no more than seven (7) Members to make a recommendation to the full Board as to the appropriateness of the removal of such Member. Such recommendation shall not be made until the Member has had an opportunity to pursue such due process procedures and present such Member's reasons and justifications for failure to comply with Section I.B.1.a above and such recommendation shall consider any extenuating circumstances that the Executive Committee or such special committee deems appropriate.

- v. If the Executive Committee or such special committee recommends to the full Board the removal of a Member, a representative of the Executive Committee or such special committee shall present in no more than five (5) minutes to the full Board at its next scheduled meeting, during Executive Session, the basis for its recommendation.
- vi. The foregoing shall not prohibit the full Board, pursuant to Section 2800(b) of the Charter, from recommending removal of a Member for cause. If such recommendation is made at a meeting of the full Board and approved by a majority of the full Board then present, such recommendation shall be reviewed and considered by the Executive Committee at its next meeting pursuant to the provisions of this Section I.B.1.b. Upon such review, the Executive Committee shall make a recommendation for retention or removal of the Member and such recommendation shall be presented to the full Board at its next meeting. At such meeting, a Member recommended for removal from the full Board shall have an opportunity, in Executive Session and pursuant to the due process procedures, to present such Member's reasons and justifications for failure to comply with Section I.B.1.a above to the full Board in no more than five (5) minutes.
- vii. Any finding of cause for removal must be based on substantial evidence and the burden of proof rests with the party making such determination.
- viii. If the misconduct occurred at a Board meeting or in a setting that the Members have prior knowledge of the facts, the Board should not conduct the hearing. In such instance, the Board shall consult with the New York City Law Department for further guidance.

ARTICLE II — ELECTION OF OFFICERS

A. Elections Committee

1. The Chairperson shall establish a Committee (the “**Elections Committee**”) to assist with and prepare, as further described in this Article II, for the biennial election of Officers, as described in Article III of these Bylaws. The Chairperson shall establish the Elections Committee no later than the regularly scheduled monthly September Board meeting in a biennial election year.
2. *Elections Committee Membership*
 - a. A presiding officer of the Elections Committee (the “**Elections Chair**”) shall be selected by the Chairperson and such Elections Chair shall be a member of the Elections Committee.
 - b. The Elections Committee shall consist of at least five (5) Members, including the Elections Chair, as appointed to the Elections Committee by the Chairperson in consultation with the Elections Chair.
 - c. A Member that accepts appointment to the Elections Committee shall not be eligible for election as an Officer in such year and resignation of a member from the Elections Committee shall not restore such eligibility.

B. Nomination of Candidates for Office

1. The Elections Committee shall establish a period of at least two weeks during which Members may nominate oneself or another Member for an Officer position (the “**Nomination Period**”). The Nomination Period shall conclude at the regularly scheduled monthly October Board meeting in a biennial election year (or such other meeting to be held in October of such election year as selected by a vote of the Board) (such meeting, the “**Nomination Meeting**”). No nomination shall be accepted after the Nomination Period.
2. Nominations shall be submitted in writing in a manner to be determined by the Elections Committee and the Elections Committee shall advise the Members of such determination prior to the commencement of the Nomination Period.
3. Upon receipt of a nomination, the Elections Committee shall advise the proposed nominee of their nomination. Any nomination received by the Elections Committee during the Nomination Period shall only be valid upon receipt of acceptance in writing of such nomination by the nominee. A candidate may withdraw a previously accepted nomination by submitting such request in writing to the Elections Committee and such candidate shall be eligible to accept a nomination for another Officer position.
4. A candidate for an Officer position may only be a candidate for one office.
5. The Elections Committee shall set forth any required forms and documentation for the process by which such nominations may be submitted and all such requirements shall be distributed to the Members prior to the commencement of the Nomination Period. Such documentation may include, but is not limited to, a resume, statement of intent or other documents that permit an assessment of a candidate’s qualification for office. Such documentation must be received no later than one (1) week following the Nomination Meeting in a form acceptable to the Elections Committee (it being understood that the Elections Committee shall inform a nominee of its acceptance or rejection of such documentation promptly).

The Elections Committee shall assemble and provide such documentation to the Members no later than two (2) weeks prior to the Election Meeting.

6. The Elections Committee shall make the list of valid nominees (as described in Section II.B.3 above) available for review by Members at all times during the Nomination Period.
7. The Elections Committee may establish one or more events to be held in conjunction with the elections process, including, but not limited to, a candidates' forum.

C. Election of Candidates for Office

1. The Election Meeting

- a. The election of Officers shall take place during the regularly scheduled monthly November Board meeting in a biennial election year (or such other meeting to be held in November of such election year as selected by a majority vote of the Board) (such meeting, the “**Election Meeting**”).
- b. The election of Officers shall be an agenda item of the Election Meeting and, for the duration of this agenda item, the presiding officer of the Election Meeting shall be the Elections Chair or the Elections Chair's designee(s).

2. Conduct of Election

- a. The Elections Committee shall supervise the election and tally the votes.
- b. The election portion of the Election Meeting shall commence with each candidate for office being given an equal opportunity to address the Board at the Election Meeting, for a period of time determined by the Elections Committee, and shall be immediately followed by the election of the Officers.
- c. The election shall be conducted in the following manner:
 - i. Voting for each office shall be by written ballot and voting for each office shall be conducted simultaneously on a single ballot. Such ballot shall only list the offices of the Board and the name of each candidate for such office. Ballots shall be distributed to each Member present at the Election Meeting. Each ballot shall be signed by the Member and individually returned to the Elections Committee at the conclusion of voting.
 - ii. A Member may abstain from voting for any office or for all offices. Any such abstention shall be considered a vote for no candidate.
 - iii. The candidate receiving the majority of the votes for a given office shall be deemed the winner of such election (and the Elections Committee shall immediately announce any such winners). If no candidate for an office receives the vote of a majority of total ballots cast, there shall be another ballot that excludes the candidate who received the fewest votes (or the candidates who received the fewest votes, in the event of a tie for the fewest) in the previous ballot and a vote for such office shall occur. This process shall continue until one candidate receives a majority.

- d. In addition to immediately announcing the result of the Election Committee, the Elections Committee shall, within a reasonable amount of time following the conclusion of any Election Meeting, disseminate to the Members and the public generally the result of the Election Meeting, including, but not limited to, a record of each Member's vote at such Election Meeting.

D. Vacancies

1. In the event of a vacancy of any Officer position (after giving effect to the succession of any Officer position as described in Article III of these Bylaws), the Chairperson shall immediately reconvene the most recent Elections Committee. The Elections Committee shall be comprised of the same Members as in the most recent biennial election if each such Member accepts such reappointment. In the event of the inability or refusal of any former Member of the Elections Committee to serve, the Chairperson shall appoint a replacement for such Member.
2. The Elections Committee shall assist with and oversee the election process for any such vacant office and such election shall take place at the next regularly scheduled meeting of the Board that occurs at least five (5) days after such vacancy occurs (the "**Special Election**"). In the event of a resignation tendered pursuant to clause (3) below, such five (5) day period shall not apply.
3. All candidates for a Special Election shall be nominated in person at the Special Election meeting. Candidates may nominate oneself or another Member for a vacant Officer position. All such nominations must be accepted by the nominee in writing. A nomination for an Officer position to be elected at such Special Election shall not be accepted if such candidate is currently an Officer unless such Officer tenders a resignation prior to the conclusion of the nominating period.
4. The Elections Committee shall certify the candidate receiving the majority of votes as the elected Officer and such candidate shall immediately assume the duties of office for the duration of the current term of office for such Officer position.
5. The Special Election shall be conducted in accordance with, as applicable, Section II.B.2 through Section II.B.5 of these Bylaws.

ARTICLE III — TERMS AND DUTIES OF OFFICERS

A. Officers

1. The officers of the Board (an “**Officer**”) shall consist of the Chairperson, a vice-chairperson (the “**Vice-Chairperson**”), a secretary (the “**Secretary**”), an assistant secretary (the “**Assistant Secretary**”), a treasurer (the “**Treasurer**”), and an assistant treasurer (the “**Assistant Treasurer**”).
2. Each Officer shall serve for a two-year term beginning on January 1 following the election of Officers and terminating on December 31 of the second following year.
3. Each Officer shall be a member of the Executive Committee

B. Term Limits of Officers

1. No Member may serve more than three (3) consecutive terms in any one Officer role for which such Member was elected.

C. Duties and Responsibilities of Officers

1. *Duties of the Chairperson.* The Chairperson shall:
 - a. perform all duties as prescribed by the City Charter and any other duties prescribed under law;
 - b. serve as the chair of all meetings of the full membership of the Board;
 - c. announce the business before the Board according to the agenda and at such other times as necessary, conduct such business and adjourn such meetings;
 - d. state and put to a vote motions, resolutions and other actions of the Board which are to be moved or which necessarily arise in the course of the business of the Board and announce the result of such votes;
 - e. interpret and enforce Robert’s Rules of Order except as otherwise provided by the Bylaws;
 - f. decide all questions of order;
 - g. regularly prepare and deliver to the Members a report no less frequently than at each full Board meeting;
 - h. approve and countersign all correspondence pertaining to actions of the Board, except as otherwise provided in these Bylaws, as approved by a vote of the Board or as designated by the Chairperson to another Member;
 - i. appoint, suspend or remove a chairperson of a Committee;
 - j. appoint, suspend or remove Members and Public Members to or from each Committee, in each case, in consultation with the relevant chairperson of such Committee;
 - k. establish or suspend special Committees from time to time in order to further the functioning of the Board;
 1. provide Members with calendars and notices of meetings of city agencies or city officials at which matters pertaining to the Board are considered;
 - m. serve as a voting member and chairperson of the Executive Committee;
 - n. serve as an ex-officio member of each Committee;
 - o. serve as a member of the District Service Cabinet or appoint a designee to serve as the Chairperson’s representative;

- p. represent the Board as a member of the Borough Board of the Borough of Manhattan;
 - q. shall keep the Vice Chairperson adequately informed so that the Vice Chairperson may effectively act in the absence of the Chairperson; and
 - r. perform all responsibilities or other acts necessary to further the purpose of the Board or to carry out any actions requested of the Chairperson by the Board.
2. *Duties of the Vice Chairperson.* The Vice Chairperson shall:
- a. perform acts necessary to further the purpose of the Board as directed by the Chairperson;
 - b. preside at a meeting of the Board or the Executive Committee in the absence of the Chairperson; and
 - c. succeed to serve as the Chairperson for the duration of the existing term of the Chairperson upon the resignation, incapacity or removal of the Chairperson.
3. *Duties of the Secretary.* The Secretary shall:
- a. be the recording officer of the Board and the custodian of the Board's records, motions, correspondence, letters and other relevant documentation, except as otherwise prescribed in these Bylaws;
 - b. establish the process and be responsible for all documentation, activities and actions of the Board and be responsible for assisting the Chairperson with establishing a process for Committee minutes;
 - c. identify the outcome of any vote for motions, resolutions and other actions of the Board which are to be moved or which necessarily arise in the course of the business of the Board;
 - d. maintain a record of attendance of all Members for every meeting of the Board or any Committee thereof and make such record available for review by all Members at least four (4) times per year;
 - e. shall keep the Assistant Secretary adequately informed so that the Assistant Secretary may effectively act in the absence of the Secretary; and
 - f. preside at a meeting of the Board or the Executive Committee in the absence of the Chairperson and the Vice-Chairperson.
4. *Duties of the Assistant Secretary.* The Assistant Secretary shall:
- a. succeed to serve as the Secretary for the duration of the existing term of the Secretary upon the resignation, incapacity or removal of the Secretary; and
 - b. support the Secretary in meeting the obligations of the Secretary as set forth in these Bylaws.
5. *Duties of the Treasurer.* The Treasurer shall:
- a. prepare, prior to the commencement of the fiscal year and in consultation with the Chairperson and the District Manager, an annual budget for the Board and any modifications thereto as may be necessary for approval;
 - b. monitor and provide the Board with a monthly financial report of expenditures, monies owed, cash balances and projected future commitments;

- c. review all requests for funding for the Board; and
 - d. shall keep the Assistant Treasurer adequately informed so that the Assistant Treasurer may effectively act in the absence of the Treasurer.
6. *Duties of the Assistant Treasurer.* The Assistant Treasurer shall:
- a. succeed to serve as the Treasurer for the duration of the existing term of the Treasurer as set forth in these Bylaws; and
 - b. support the Treasurer in meeting the obligations of the Treasurer as set forth in these Bylaws.

ARTICLE IV — EXECUTIVE COMMITTEE

A. General

1. The Executive Committee, which shall constitute a Committee for the purpose of Article V, shall include each of the Officers of the Board, and the chairpersons of all Committees. No other Members shall serve as members of the Executive Committee and no Public Member or ex-officio member may be appointed to the Executive Committee.
2. The Chairperson shall serve as the chairperson of the Executive Committee. For the avoidance of doubt, the Chairperson shall not be an ex-officio member of the Executive Committee.
3. The Executive Committee shall meet, at a minimum, once every three (3) months.

B. Purpose

4. Except where the Executive Committee shall have expressly delegated such responsibility to another Committee, the Executive Committee shall:
 - a. review and approve the proposed budget of the Board and the incurrence of expenditures of the Board from time to time;
 - b. review and evaluate the staff of the Board;
 - c. support, coordinate and review all Committees, including the interoperation and collaboration between all Committees;
 - d. review all business conducted by the Board at any of the Board's prior meetings and take all necessary steps to effectuate the decisions made by the Board;
 - e. assist in determining the agenda of the Board;
 - f. review these Bylaws on a regular and ongoing basis, including a review of the Board's compliance with these Bylaws and the compliance by the Members with all obligations imposed by the Bylaws or otherwise; and
 - g. conduct all necessary business on behalf of the Board if such business cannot be brought before the Board in a timely fashion; provided that, to the extent the Executive Committee has acted on behalf of the Board, any such action shall be presented to the Board at its next meeting for its approval or disapproval, and notice of any such action shall be distributed promptly to the Members of the Board and be made available for public review.

ARTICLE V — BOARD MEETINGS AND COMMITTEES

A. General

1. There shall be at least one (1) meeting of the Board per month, except such requirement shall not apply to the months of July and August. For the avoidance of doubt, a meeting of the Board may still take place during the months of July and August.
2. All meetings of the Board shall occur at such time and place as shall be designated by the Chair in a notice of such meeting sent to the Members and otherwise announced to the public at least ten (10) days in advance of each meeting, except to the extent such meeting is scheduled at the request of the Manhattan Borough President.
3. All meetings of the Board shall be available for broadcasting and cable casting.

B. Special Meetings

1. In addition to any regularly scheduled meetings, there may be special and emergency meetings, as follows:
 - a. A special meeting shall be a meeting other than the regularly scheduled monthly meeting of the Board and as shall be called by the Chairperson:
 - b. at the Chairperson's own volition;
 - c. upon the request of the Manhattan Borough President;
 - d. upon a resolution adopted by the Board, by majority vote; or
 - e. upon written request of at least one-third (1/3) of the Members, and presented to the Chairperson, the Secretary and the Manhattan Borough President.
2. A special meeting shall be called upon five (5) 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 otherwise be governed by the same procedures as all other meetings of the Board.
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. In the event of an emergency meeting, the five (5) days' notice for an emergency meeting may include telephonic or other rapid means of communication.
4. All meetings, including regularly scheduled meetings, special meetings or emergency meetings, shall be considered for the purposes of evaluating the attendance of Members.

C. Attendance

1. The following are the rules governing attendance and excused absences at Board and Committee meetings.
 - a. *Excused Absences.* A Member may be properly excused from a meeting only for the following reasons: for military service, for jury duty, in the event of severe personal illness or severe illness or death in the family or household, and absence on Board business directed by the Chairperson or as is necessary to pursue Board business with the acknowledgement and approval of the Chairperson or Committee chairperson, as applicable. In

the event of travel or work, a conference call to a meeting shall be considered an excused absence. Excused absences may be considered through the due process procedure (as described in Section I.B.1.b.ii) if a Member is recommended for removal for cause under Article I. For the avoidance of doubt, an excused absence shall constitute an absence.

- b. *Excusal Notification.* Any Member who would like to be excused from any meeting shall make his or her best effort to notify the Chairperson or Committee chair twenty-four (24) hours prior to such anticipated absence. Such notifications shall be made in writing. However, notification of an excusal does not exempt a Member from the provisions regarding missed meetings.
- c. *Absence Defined.* For the sole purpose of establishing a record of a Member's attendance for evaluation of such attendance, a Member shall be considered to have been in attendance at a meeting if he or she shall have been in attendance during substantially all of the meeting. "Substantially all of the meeting" shall be defined as arriving within one-half hour of the beginning of such meeting and remaining until the final vote is taken.

D. Executive Session

- 1. All meetings of the Board and any Committee shall be open, except, when (pursuant to the New York State Open Meetings Law) the Board or such Committee are considering:
 - a. Matters which will imperil the public safety, if disclosed;
 - b. Any matter which may disclose the identity of a law enforcement agent or informer;
 - c. Information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
 - d. Discussions regarding proposed, pending or future litigation;
 - e. Collective negotiations pursuant to the Public Employees Fair Employment Act;
 - f. 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;
 - g. 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 thereof; and
 - h. Membership/Staff Evaluation meetings.
- 2. 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 or, in the case of a Committee, a majority of the total membership of the Committee (including, for the avoidance of doubt, any Public Members). All votes must be conducted in open session.

E. Committee Meetings and Committees of the Board

1. Committee Meetings

- a. There shall be as many Committee meetings as the Chairperson and/or chairpersons of the Committee deems necessary and appropriate.
- b. Committee meetings shall be conducted under the same procedures as meetings of the Board.
- c. *Public Members*. Members of the public that have a residence, business, professional or other significant interest in the District may be appointed by the Chairperson to serve as voting members only on Committees, subcommittees and task forces but may not vote or participate as at a meeting of the full Board. A Public Member shall not be a Committee chairperson and Public Members shall not comprise more than 30% of the total membership of any Committee, subcommittee or task force. A Public Member may be removed immediately by the Chairperson at will.
- d. Committees, in conjunction with the Secretary, 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 Member at least five (5) days in advance of any such meeting.
- f. Committee meetings may be tape-recorded and shall be available for broadcasting and cable casting.

2. Committees

- a. The Board shall conduct business, in part, through standing Committees, which shall exist at all times and conduct business as otherwise described herein, and special Committees, which shall be called from time to time by the Chairperson or by majority vote of the Board and shall conduct business as described herein or as otherwise instructed by the Chairperson or by majority vote of the Board (any standing Committee or any special Committee shall herein be referred to as a "**Committee**").
- b. A Committee shall have, at a minimum, three (3) Members (and, for the avoidance of doubt, any Public Members or any ex-officio members shall not be included for the purposes of determining the minimum Membership).
- c. Standing Committees
 - i. The Executive Committee shall be a standing Committee of the Board.
 - ii. Land Use Committee
 - A. There shall be, at all times, a Committee that shall further the Board's business by conducting the initial review for the Board of any proposals of public agencies and private entities for the use, development or improvement of land located in the District. If the Land Use Committee is unable to hear such a proposal on a timely basis at a regularly scheduled meeting of the Land Use Committee, it shall convene a special meeting of the Land Use Committee. If

no such special meeting is able to be held, the Executive Committee shall consider such proposal.

- B. Such Committee may also be, at the direction of the Chairperson or upon a majority vote of the Board, authorized to conduct other business on behalf of the Board, including, but not limited, to the review of policies or practices affecting the use of land in the District and consideration of issues regarding historic sites and potential landmarking of such sites.
- C. Such Committee shall include no fewer than seven (7) Members (and, for the avoidance of doubt, any Public Members or any ex-officio members shall not be included for the purposes of determining the minimum Membership).

iii. Committee for the Review of the City Budget

- A. There shall be, at all times, a Committee that shall further the Board's business by conducting the initial review of the budget for the City of New York, as required pursuant to Chapter 10 of the Charter. Such Committee may, in order to further the Committee's purpose, consult with the Members, liaise with Committees, coordinate with the Staff, draft proposed responses to various New York City requests, examine documents issues by the Office of Management and Budget and the City Council, and take any other actions it deems necessary to further the interests of the District.
- B. Such Committee shall include no fewer than three (3) Members (and, for the avoidance of doubt, any Public Members or any ex-officio members shall not be included for the purposes of determining the minimum Membership).
- C. Such Committee shall meet no less than six (6) times per year and shall present any recommendations, comments or other summary discussions to the Executive Committee and to the Board, in each case, no less than one (1) time per year.

iv. Special Committees

- A. The Chairperson shall, from time to time, appoint one or more Committees as necessary and appropriate to conduct the business of the Board. The Executive Committee may also affirmatively delegate one or more of its responsibilities to one or more of such Committees. Such Committees may seek to address one or more of the following:

- 1. The Economic Development, Culture and Tourism Committee or such other Committees to consider

- issues affecting the District's economy, efforts to maintain and support tourism within the District and promotion and protection of local cultural history;
2. The Environment, Open Space and Parks Committee or such other Committees to consider the District's environment, open space and parkland;
 3. The Health, Human Services, Immigration and Seniors Committee or such other Committees to consider issues affecting the health of the community and related social services, support for the immigrant population and advocacy for the senior citizen population;
 4. The Housing Committee or such other Committees to consider issues affecting residences within the District;
 5. The Licenses and Permits Committee or such other Committees to consider requests for liquor licenses for commercial businesses, permits for street closures and related issues;
 6. The Office Oversight Committee or such other Committees to assist the Executive Committee in fulfilling its responsibilities to oversee the functioning of the Board office;
 7. The Youth and Education Committee or such other Committees to consider issues affecting the promotion of and furtherance of improvements to education and youth services, to include review of proposals from the Department of Education, charter school organizations, and other education institutions; and
 8. The Public Safety and Transportation Committee or such other Committees to consider issues affecting public safety within the District.
3. All Members shall have the right to attend and participate in the deliberations of all Committees of the Board (except where such Committee is in Executive Session), but shall not have the right to vote, except in Committees which they have been appointed by the 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 to the Secretary (and any other persons instructed by the Secretary) the Committee's minutes and any other reports not later than five (5) days prior to the next regularly scheduled full Board meeting.
 6. Committee minutes shall include:
 - a. the date, time and location of the Committee meeting;

- b. the presiding officer for such meeting;
- c. all Members and any Public Members of such Committee and indicating whether such person was present, excused or absent;
- d. all guests;
- e. all presenters;
- f. any resolutions or other actions voted upon by the Committee and a tally of the roll-call vote of each member of such Committee;
- g. time of adjournment; and
- h. the name of the individual or individuals who prepared such minutes or other reports.

ARTICLE VI — AGENDA

- A. An agenda shall be drafted by the Chairperson with the assistance of the District Manager and Executive Committee. The Agenda shall outline the Chairperson's and Manhattan Borough President's suggestion of business to be transacted at a Board meeting.
- B. The agenda shall indicate the notice of time and place of the meeting, together with the minutes of the last meeting, sent to each Member ten (10) days in advance of the next Board meeting.
- C. The provisions of this Article VI shall apply to meetings of Committees to the extent applicable.
- D. Content
 - 1. An agenda shall consist of the following:
 - a. Opening of the meeting and adoption of the agenda.
 - b. *Public Session*. There shall be a Public Session beginning at 6:30 p.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 Chairperson. The Public Session shall consist of the following:
 - i. Items listed on the agenda
 - ii. 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 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.
 - iii. Items not listed on the agenda
 - A. 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.
 - iv. City Council person's report and other public elected official's reports.
 - v. Manhattan Borough President's report delivered by the Community Board Liaison or by another representative of the Manhattan Borough President.

- c. *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 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.
 - i. Adoption of Minutes
 - ii. Chairperson's Written Report
 - A. Together with other pertinent items, the Chairperson shall read to the Board all written communications from the Manhattan Borough President's office and convey such other communications as shall come from the Manhattan Borough President and other governmental agencies in relation to the work of the Board.
 - iii. District Manager's Written Report
 - iv. Committee Reports
 - A. 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.
 - v. Old Business
 - A. Any unfinished matters from previous meetings
 - vi. New Business
 - A. Any matters added to the agenda at the meeting along with any other business that may properly come before the board.
 - vii. Adjournment
- E. Except as described in Article II, 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.
- F. If a matter before the Board requires further information or deliberation, that matter may be referred to the appropriate Committee for a report of recommendation and decisions by the entire board at the next regular monthly meeting.
- G. All voting in Board meetings shall be in person only. No proxy will be accepted at any Committee meeting.
- H. Voting at Board Meetings
 - 1. A majority of the Members shall constitute a quorum of the Board (half the full Board 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 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 present who are entitled to vote must vote in the affirmative in order for the motion to be pass.

2. All Members are deemed “entitled to vote” on matters before the full board unless specifically excluded by law or regulation, including, for the avoidance of doubt, for either of the following reasons:
 - a. No Member may vote on a matter before the Board (or any Committee) which “may result in a personal and direct economic gain to the member or any person with whom the member is associated.”
 - b. No Member who is a City employee may vote on a matter before the Board (or any Committee) which has been or may be considered by the employee’s agency.
3. *Tallying Votes.* For the purpose of tallying the outcome of any vote, if there are any Members that are excluded from voting due to one of the reasons noted in Section VI.H.2 above, then the number of Members that are entitled to vote is shall be reduced accordingly, and the majority required for passage shall also be reduced accordingly. However, when a vote is taken, Members that are 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 Board votes, a Member’s vote of “abstain” has the effect of “Not Voting Yes” for the purposes of determining the outcome of the vote. There must be more “Yes” votes than the combination of “no” votes and abstentions in order for any vote to succeed.
4. Ex-officio members shall not count towards quorum.

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 Chairperson. The District Manager 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. The District Manager shall maintain all Board, public and district service records, documents, files and maps in a proper filing system and maintain the boards operating budget. The District Manager 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.
- B. The District Manager 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.
- C. The District Manager shall serve at the pleasure of the Board.
- D. The District Manager shall perform such other duties as directed by the board and outlined in the City's personnel job description for District Manager.
- E. A Member is eligible for appointment to District Manager or any other position provided the District Manager does not vote or otherwise 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 Committee of the Board charged with oversight of the Board office or, in the absence of such Committee, the Executive 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 Bylaws may be amended by a two-thirds vote of the Members present and voting at any regular meeting of the board, provided that a copy of such proposed amendment(s) has been, at least fifty (50) days prior to the vote to amend these Bylaws, received by all Members (with such receipt being confirmed in writing by such Member) or, in the event such receipt is not able to be so confirmed, sent by certified mail to any such Member.
- B. The Board shall hear a proposal for an amendment(s) to these Bylaws if such proposal is:
 - 1. recommended by the Chairperson;
 - 2. recommended by the Bylaws Committee or in the absence of the Bylaws Committee, the Executive Committee;
 - 3. requested by the Manhattan Borough President; or
 - 4. proposed by a majority vote of the Members present and voting.

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**THESE AMENDED AND RESTATED BYLAWS WERE ADOPTED AT A MEETING
OF THE FULL BOARD ON JANUARY 17, 2017.**