



MANHATTAN COMMUNITY BOARD 10 BY-LAWS

As Revised by the By Laws Task Force

01-29-2019

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**COMMUNITY BOARD 10 – MANHATTAN
BYLAWS**

PREAMBLE

The Bylaws of Community Board No. 10 - Manhattan (hereinafter "the Board") shall conform to all relevant provisions of federal, state and city law, including but not limited to, Chapter 70, Section 2800 of the New York City Charter (hereinafter "the City Charter") as amended from time to time; Chapter 47, Article 2 of the New York State Law; the New York Public Officers Law; Chapter 47, Article 6 of the New York State Freedom of Information Law; and Chapter 47, Article 7 of the New York State Open Meetings Law. Nothing in these Bylaws shall be construed so as to change, modify, amend or contradict the City Charter or any other relevant federal, state or city law.

I. ARTICLE I – MEMBERSHIP

A. APPOINTMENTS AND REQUIREMENTS

1. The Board is governed by Chapter 2800 of the City Charter and Section 3 of the New York Public Officers Law and shall consist of not more than 50 members appointed by the Borough President as voting members, and all City Council members who represent a portion of the District as non-voting or ex-officio members.
2. At least one half of the members shall be appointed from nominees of the City Council members elected from City Council districts which include any part of the community, proportional to the share of the District population represented by each Council member.
3. City employees shall not make up more than twenty-five (25%) percent of the Board membership.
4. Board members must have a residence, business, professional or other significant interest in the District and must be New York City residents to be appointed or remain a member of the Board.
5. The Borough President shall assure adequate representation from the different geographic sections and neighborhoods within the community district. In making such appointments, the Borough President shall consider whether the aggregate of appointments fairly represents all segments of the community.
6. Community boards, civic groups, community groups and neighborhood associations may submit nominations to the Borough President and to City Council members.
7. Board Members are expected to regularly attend all Full Board meetings and all committee, subcommittee and task force meetings to which they are appointed as

members. A member shall be counted present if they are physically at the meeting at the initial and final roll call.

B. TERM OF MEMBERSHIP

1. Members of the Board shall be appointed for two years.
2. One half of the Board members terms shall start on April 1st of the odd-numbered years and the other half shall start on April 1st of the even-number years.
3. *The number of terms a member may serve shall be limited to four (4) consecutive terms.*
4. Members shall serve until their successors are appointed, but shall not serve more than sixty days past the expiration of their original term unless they are reappointed by the Borough President.
5. If a Board member is appointed after the start of a term, the appointment to the Board is effective from the day the Borough President signs that individual's letter of appointment.

C. COMPENSATION AND PUBLIC OFFICERS LAW

1. Members of the Board shall serve as such without compensation, but may be reimbursed for actual and necessary out-of-pocket expenses in connection with attendance at regularly scheduled board meetings, special meetings, emergency meetings, conferences and retreats. Such expenses must be submitted with a written report and receipts within sixty (60) days of the event, for approval by the Chairperson and the Financial Officer(s).
2. Members of the Board are Public Officers under New York State Public Officers Law.
3. As Public Officers, Board members positions shall be vacant under the instances listed, as well as, upon a member being convicted of a felony or a crime specifically specified in the New York State Public officers Law, Article 3 Section 30.

D. CONFLICTS OF INTEREST; PUBLIC STATEMENT

1. A member is considered to have a conflict of interest with respect to a matter before the Board If:
 - a. The member has a direct or indirect financial interest in such matter;
 - b. The member is employed by a non-city government agency or entity and their position has policy- or rule-making jurisdiction with respect to such matter, or

- c. The member serves as an officer, director, employee of or has a professional interest with respect to an, organization which is directly affected by such matter; or
 - d. The member is employed by a government agency or entity that has policy-or rule-making jurisdiction with respect to such matter.
- 2. A member with a conflict of interest should disclose their conflict to the Board. They then may not take part in discussion surrounding the issue, and are prohibited from voting on that matter.
- 3. A member with a conflict of interest in a matter shall be counted as” present but not entitled to vote.” This member shall still be present for quorum purposes.
- 4. Any member having a conflict of interest as to a matter on the meeting agenda may not chair the given area on the agenda relating to the topic
- 5. Conflicts of Interest (generally)
 - a. No person who is employed by a Borough President or a City Council Member may be appointed to serve on a community board to which such Borough President may make appointments or to which such Council Member may make recommendations for appointment.
 - b. All members of the Board shall serve in their capacity as private citizens only. The actions of Board members shall not be influenced by any other organization with which they may be affiliated.
 - c. No member may vote on a matter before the full board or his/her Committee that may result in a personal and direct economic gain to themselves, their spouse or those to whom they are closely associated. No Board member who is a city employee may vote on a matter before the full board or his/her Committee that has been or may be considered by any division of the employee's agency.
 - d. Each member of the Board shall serve on that Standing Committee to which he or she is appointed by the Board Chairperson and shall regularly attend meetings of the Board and of the Standing Committees to which he or she belongs.
 - e. In order to assure maximum Board participation in any Uniform Land Use Review Procedure (ULURP) being considered by the Board, each Member has an obligation to attend public meetings where a ULURP is being considered if it is on matters (a) of which he or she has special knowledge or (b) of concern to the Standing Committees of which he or she is an assigned member.

6. Public Statements

Any member appearing before a governmental body or otherwise making a public statement that conflicts in any respect with positions adopted by or under consideration by the Board shall not identify himself as a member of the Board. They should declare that the position stated is as a private citizen and not as a member of the Board. No member shall represent the Board's position unless designated to do so by the Board Chairperson.

E. VACANCIES AND REMOVAL LANGUAGE

1. Member Removal for Cause

The Executive Committee may consider the removal of a member "for cause" for any of the following:

- a. If the board member doesn't attend at least two thirds of all of their required meetings (as defined in Article I, Section A, number7) within a six (6) month period.
- b. If a member's eligibility as a Board member changes, the member shall inform the Board Chair, District Manager and the Borough President's office immediately.
- c. Using profanity, threats and/or engaging in physical confrontation with another member or the community at large in full Board and/or Committee meetings; and
- d. An appointed member may be removed from a Community Board for cause by either the Borough President or the Board may, upon recommendation to the Executive Committee, by a majority vote at a General Board meeting, recommend to reprimand, or remove a Board member for cause. Cause may include failure to fulfill attendance requirements as set forth above, failure to abide by these Bylaws or applicable city or state laws relating to community boards, including conflict of interest requirements, or other sufficient cause including, but not limited to, disruptive behavior.

2. The process for such action shall be as follows:

- a. The Executive Committee may, by majority vote, initiate such action and, in such event, shall immediately notify the affected Board member(s) within ten (10) working days in writing, either directly or by means of a delivery that requires a return receipt, and a copy of same may/shall be delivered to the Manhattan Borough President, and, if applicable, to the City Council Member who recommended the affected board member.

- b. The affected member(s) shall have the opportunity to respond, by written statement and verbally, to the proposed action at the next scheduled meeting of the Executive Committee. The affected member(s) shall be provided an opportunity to submit a rebuttal to the Executive Committee's Findings. This rebuttal must be submitted to the Executive Committee within three (3) days upon notice of the Executive Committee's Findings. The member shall have the right to a representative at any stage of the proceedings and may summon witnesses on his/her behalf at the meeting.
- c. All Board Members are encouraged to attend The Executive Committee meeting to hear the affected member(s) response to the proposed action.
- d. If the Executive Committee subsequently decides, again by majority vote, that the recommendation for removal or reprimand should stand, at the next full board meeting the following process will be done while in Executive Session:
 - i. The full Board will receive an EC Report of recommendation of removal (indicates reasons) and overall Findings;
 - ii. The full Board will receive, if provided, the Board Member(s) rebuttal statement(s);
 - iii. The previously mention documents will be provided for the Board's full review during executive session of the Board Meeting; and
- e. The action is not final until approved by a majority vote of the full Board.
- f. In case of a motion for removal, the Board may consult with the New York City Law Department for further guidance.

3. Resignations

A member of the Board may resign by submitting a written resignation to the Chairperson of the Board. Such resignation shall be effective once presented to the Full Board. The Borough President's office shall be immediately notified.

4. Filling of Vacancies

- a. The Executive Committee shall review all existing vacancies on a monthly basis and solicit and review member suggestions of candidates for Board membership. The Executive Cabinet shall periodically make recommendations of candidates to the Borough President and members of the City Council until such time as all vacancies are filled in accordance to the City Charter.
- b. Vacancies on the Board shall be filled within thirty (30) days by the Borough

President for the remainder of the unexpired term in the same manner as regular appointments.

F. PUBLIC MEMBERS

1. Members of the public who are otherwise eligible to be Board members through residence, business, professional or other significant interest may be appointed by the Board Chairperson to serve on (but not chair) committees, subcommittees and task forces, subject to § 2800(i) of the New York City Charter. Public members cannot make up more than 20 percent of the overall membership of committees, subcommittees, and task forces.
2. Public members of committees, subcommittees, and task forces are counted towards the quorum of that committee, subcommittee or taskforce and may vote upon items before the committees, subcommittees and task forces but may not vote at the full Board meeting.
3. A public member, appointed by the Board Chairperson to serve on a committee, does not have the rights and privileges of a Member of the Board.
4. Public member serve at the discretion of the Board Chairperson in consultation with the Executive Committee and may be removed by the chairperson.
5. For purposes of determining the existence of a quorum at committee meetings, public member shall be counted as members of the committee.
6. Public members who attend any full board meeting shall not be counted for quorum purposes.

II. ARTICLE II -- BOARD MEETINGS:

A. OPEN MEETINGS

1. Board Meetings are subject to the New York State Open Meetings Law codified in the Public Officers Law, Article 7 and as such:
 - a. All Board meetings shall be open to the Public, with the exception of an executive session.
 - b. All Board meetings shall make or cause to be made all reasonable efforts to ensure that meetings are held in facilities that permit barrier-free physical access to the physically handicapped, as defined in subdivision five of section fifty of the New York State Public Buildings Law.

- c. If the Board chooses to use videoconferencing to conduct its meetings, it shall provide an opportunity to attend, listen and observe at any site at which a member participates.
- d. This Board shall make or cause to be made all reasonable efforts to ensure that meetings are held in an appropriate facility which can adequately accommodate members of the public who wish to attend such meetings.
- e. Any records available to the public under New York State Freedom of information Act as well as any proposed resolution, law, rule, regulation, policy or any amendment thereto, that is scheduled to be subject of discussion by a public body during an open meeting shall be made available, upon request therefore, to the extent practicable as determined by the agency or the department, prior to or at the meeting during which records will be discussed. Copies of such records may be made available for a reasonable fee, determined in the same manner as provided therefore in Article Six of the New York State Open Meetings Law. If the Board maintains a regularly and routinely updated website and utilizes a high speed internet connection, such records shall be posted on the website to the extent practicable as determined by the agency or the department, prior to the meeting. The Board may, but shall not be required to, expend additional monies to implement to the provisions of this rule.

B. DECORUM IN MEETINGS

1. Members shall, whenever practicable, sit in seats adjacent to each other and apart from the general public so that they are identifiable as board members.
2. Members should not engage in private conversation or engage in any other act tending to distract the attention of the Board from the business before it. When speaking or debating, members shall confine their remarks to the matters under discussion or debate, avoiding negative personal comments. Members should only speak when recognized by the chair of a given meeting before speaking.
3. Board members are to uphold themselves to high standards and shall avoid at all times, arguing, usage of profanity, and or engaging in physical conflict with board members and members of the public. Such behavior is considered unbecoming of a member of the board and may be grounds for removal.
4. The Sergeant of Arms will be tasked with the ability to keep order during meetings, and, if necessary, to assist in assuring the removal of any member or guests who are disruptive to the meeting.
5. Additionally at the discretion of the Chairperson a timekeeper may be appointed to help assure that all speakers during the meeting are mindful and respectful of time limits.

C. EXECUTIVE SESSIONS

1. Upon a majority vote of the Board, taken in an open meeting pursuant to a motion identifying the general area or areas of the subjects to be considered, the Board may conduct an executive session for the below enumerated purpose only, provided, however, that no action by formal vote shall be taken to appropriate public monies:
 - 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 a current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement is disclosed;
 - d. discussion regarding proposed, pending or current litigation;
 - e. collective negotiations pursuant to article fourteen of the civil service law;
 - f. the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
 - g. the preparation, grading or administration of an examination; and
 - h. the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.
2. Attendance at an executive session shall be permitted to any member of the Board and any other persons authorized by the Board.

D. GENERAL BOARD MEETINGS; SPECIAL MEETINGS; EMERGENCY MEETINGS

1. General Board Meetings

As provided by the City Charter, except during the months of July and August, there shall be at least one regular monthly meeting of the Board.

Such meeting is to be held at such time and place as designated by the Chairperson in a written notice to be mailed to the Members at least one week in advance.

2. Committee Meetings

- a. Meetings of all committees shall be scheduled at least once a month. All committee meetings shall be conducted under the same procedures as Board meetings relating to voting and to rules of order.
- b. Committee meetings shall be conducted under the same procedures as General Board meetings; however, committees may adopt additional procedures consistent with the Board procedures in these Bylaws.
- c. In the months of July and August, committee meetings may be held at the discretion of the committee chairperson.

3. Special Meetings

Special meeting shall be a meeting other than the regular monthly meeting, called by the Chairperson of the Board, either:

- a. At the Chairperson's volition;
- b. Upon a resolution adopted by a majority vote of the Members; or
- c. Upon written request of at least one-third (1/3) of the Members to the Chairperson.
- d. Upon request of the Borough President or as otherwise required by the City Charter, to hold a hearing on the city budget or any other public matter, and to advise the Borough President or any other City official(s) or City agency/agencies on such matter.
- e. A special meeting shall require seven (7) days written notice and include a statement of the purpose of such meeting and a proposed agenda. Only those items on the agenda distributed at the beginning of the special meeting shall be discussed).
- f. Special meetings shall be governed by the quorum, voting and rules of order provisions provided for in this Article.

4. Emergency Meetings

- a. An emergency meeting shall be a meeting where time is of the essence, decisions are required immediately and seven (7) days' notice cannot be given.
- b. An emergency meeting shall require at least a twenty-four (24) hour notice and must be approved by the Executive Committee. Notice for an emergency meeting may include telephone, telefax or other rapid means of communication. Only those items on the agenda distributed at the beginning of the emergency meeting may be

discussed.

- c. Emergency meetings shall be governed by the quorum, voting and rules of order provisions provided for in this Article.

E. QUORUM; ATTENDANCE RECORDS; EXCUSED ABSENCES

1. Quorum Rules are governed by the City Charter Section 2801.

- a. A quorum for general meetings shall be a majority of the appointed Members of the Board (1/2 plus one).
- b. A quorum for committee meetings shall be a majority of the appointed Members of the committee including public members.
- c. For a Uniform Land Use Review Procedure (ULURP) public hearing, a quorum shall consist of twenty percent (20%) of the Board. This shall also apply to any other mandated public hearing when deemed necessary by the Board. The minutes of the meeting at which a public hearing is held shall include a record of the individual members present.
- d. The determination of whether a quorum is present is not affected by a member's subsequent ineligibility to vote on an issue because of a conflict.
- e. Whenever any act is authorized to be done or any determination or decision to be made by the Board, the act, determination or decision of the majority of the members present entitled to vote during the presence of a quorum, shall be held to be the act, determination or decision of the Board.

2. Attendance Requirements and Records

All Board Members are mandated by the City Charter to attend the full Board meeting including the public and business sessions. A Board member must be present for two roll calls during the meeting in order to be marked "present" for the meeting. Attendance records for Board meetings shall be reported promptly to the Board Secretary.

3. Excused Absences

- a. Members' excused absences cannot exceed three excused absences. A Member shall be excused ~~three (3) times~~ from attending a regularly scheduled Board meeting due to work schedule, illness (family or personal), bereavement, military service, religious observance, vacation, jury duty, and attending to board business at the request of the Chairperson.

- b. An excused absence may be obtained from the Chairperson of the Standing Committee and/or the Board Chairperson. Whenever possible an excused absence should be obtained three days in advance from the Chairperson of the Standing Committee and/or the Board Chairperson. The Board staff should be made aware of the importance of this communication and assist the Board Member in contacting the Committee and/or Board Chairperson.
- c. The Chairperson of each Standing Committee is responsible for reporting absenteeism of his/her committee.
- d. Any Member who expects to be absent from any regularly scheduled meeting of the Board or committee of the Board shall make his or her best effort to notify the Chairperson of the Board or committee prior to such anticipated absence. Notification of an absence does not exempt a Board member from the provisions of Section 2.

F. VOTING – "MAJORITY" DEFINED; PROXIES; MINORITY REPORTS

- 1. Any act, determination or decision made by the Board requires approval by a majority vote of the Board members present and entitled to vote at a meeting with a valid quorum.
- 2. Any act, determination or decision made by a committee, task force or any other body created by the Board, requires approval by a majority vote of the members of that committee, task force or other body who are present and entitled to vote at a meeting with a valid quorum.
- 3. All members present at a meeting of either the full Board, a committee, task force, or any other body created by the Board shall vote on any act, determination or decision raised before the Board.
 - a. Members shall vote
 - i. "Aye"
 - ii. "Nay"
 - iii. "Abstaining", or
 - iv. In the event a member has a conflict of interest "Present but not voting"
- 4. Voting - "Majority" Defined
 - a. Accept as otherwise specifically required by these Bylaws or by the City Charter, all action taken by the Board shall be decided by majority vote of the quorum present and voting. When a vote is taken, Members involved in a conflict of interest should be marked present for the purpose of maintaining a quorum, but are not entitled to vote. In order for a motion to pass, there must be a greater number of "yes"

votes than the combination of "no" votes and abstentions.

- b. Voting may be by roll call, printed ballots and/or a count of hands. Roll call voting shall be used when there are issues that require action, printed ballots shall be used for elections and a count of hands shall be used for committee reports. The total of votes, both for and against the issue shall be publicly announced and recorded and included in the minutes.

5. Proxies

All voting shall be in person only. No votes by proxy are allowed. No written ballot will be accepted in a member's absence.

6. Minority Reports

- a. On occasion members differing with an official Board position may wish to report a minority opinion.
- b. The decision to draft a Minority Report must be announced during the meeting at which the Board acted upon the issue. In the absence of an announced Minority Report no member may identify himself or herself as such in any public statement opposing the Official Board position. The Minority Report must state the Board's vote on the issue and the number of members represented by the Minority Report. The Minority Reports may only be appended to the majority resolution.

7. The Board shall record in its minutes the votes of each of its members on every vote taken by the Board.

G. MEETING NOTICE; AGENDA; PUBLIC SESSION; BUSINESS SESSION

1. Board meetings are subject to the New York State Open Meetings Law codified in the Public Officers Law, Article 7 and as such:
 - a. Public notice of the time and place of any Board or committee meeting scheduled at least one week prior shall be given and shall be conspicuously posted at least seventy-two hours before such meeting.
 - b. Public notice of the time, and place of every other meeting, including emergency meetings, shall be given, to the extent practicable, at a reasonable time prior thereto.
 - c. Notice of the time, place and subject of a public hearing to be held by a Board on a ULURP application shall be given as follows:

- i. by publication in The City Record for the five (5) days of publication immediately preceding and including the date of the public hearing;
- ii. by publication in the Comprehensive City Planning Calendar distributed not less than five (5) calendar days prior to the date of public hearing;
- iii. to the applicant ten (10) days prior to the date of hearing (with a copy of such notice also forwarded to the Department of City Planning); and
- iv. for all actions that request acquisition of property by the City, other than by lease, whether by condemnation or otherwise, the applicant shall notify the owner or owners of the property in question by mail to the last known address of such owner or owners, as shown on the City's tax records, not later than five (5) prior to the date of hearing. An affidavit attesting to the mailing and a copy of the notice shall be submitted to the department of City Planning prior to the commission public hearing.

2. Meeting Notice

- a. The agenda with notice of the time and place of the meeting together with the minutes of the last meeting, where possible, shall be distributed to each Member at least three (3) days before the regular monthly meeting of the Board. All matters of substantial public interest to be decided at the regular monthly meeting must be placed on the agenda and mailed to each Member prior to the Board meeting. The Board shall, where possible, distribute the agenda publicly prior to the meeting. Copies of the agenda, the minutes of the previous meeting, Committee reports and all resolutions which require action shall be available for the Board Members and, where possible, for the public at the beginning of each meeting.
- b. The Board shall publicize hearings, meetings, forums and other Board events by posting notices in prominent locations, posting on the Board's website, and other appropriate means.

3. Agenda

Written agendas must be prepared and distributed for all meetings, whether regular, special or emergency. The agenda shall be drafted by the Chairperson of the Board with the assistance of the District Manager, and the assistance and approval of the Executive Committee at least three (3) days before each full Board meeting. The agenda shall follow the order specified below and shall include the Chairperson's and the Borough President's suggestions of business to be transacted at the meeting. The opening of the meeting and adoption of the agenda shall be included in the agenda. An agenda shall consist of the following:

a. Public Session

- i. There shall be a public session at each regular monthly meeting. In the interest of affording all citizens the opportunity to be heard, each speaker will be limited to a period of no more than two (2) minutes unless otherwise permitted by the Chairperson.
- ii. During the public announcement session, persons shall be permitted to speak on any matter listed on the agenda before the Board or any matter not listed on the agenda which must be approved by the Chairperson, and which the Chairperson believes to be of general interest to the community and to the Board. Any person desiring to speak must sign the roster prior to the public announcement section.
- iii. Representatives of the City, State and Federal agencies will address the Board during the public session. Written Public official presentations will include information on employment, renting loans and programs, where applicable.
- iv. The Borough President's Report shall include, but not be limited to, items that the Borough President wishes to have considered by the Board. Examples include City Planning Commission items, site selection items and related matters.
- v. Reports from the City Council Member and other public officials shall be given during the public session.
- vi. If the public session extends beyond one hour, the Chairperson, with the consent of the Board, may end the public session in order to allow sufficient time for the Board to conduct its necessary business.

b. Business Session

- i. There shall be a business session where only Board members may discuss and vote on issues. Members of the public may attend the business session but may not participate without the permission of the Chairperson. Upon a Board member's request and approved by the Chairperson, a non-Board member may respond to questions in the business session.
- ii. Discussion during the business session is limited to those matters which the Board votes to enter into the Business session. All voting items must be brought before the Full Board during the Business session.
- iii. The Business session shall include but not be limited to the adoption of the

agenda, adoption of the minutes, and the Chairperson's report.

c. Committee Reports

Reports shall be made by each Committee Chairperson.

d. Other Business – Any other announcements, voted, or issues not addressed during the aforementioned will be addressed, at this time.

e. Treasurer's Report

The Treasurer will present a monthly financial status report which shall include, but not be limited to, the annual budget, personnel services, OTPS and budget modifications.

f. District Manager's Report

The District Manager's Report shall include, but not be limited to, the District Services Cabinet and the activities of the District Office.

g. Adjournment

H. RULES OF ORDER

The rules of procedure contained in Robert's Rules of Order shall govern Board meetings in all cases in which they are applicable and in which they are not inconsistent with the Bylaws, the City Charter or any other city, state, or federal law.

III. ARTICLE III – OFFICERS

A. OFFICERS; TERMS OF OFFICE; VACANCY IN THE CHAIRPERSON; VACANCY IN OTHER OFFICER POSITIONS; ROTATION OF CHAIRPERSONS; REMOVAL OF OFFICERS

1. Officers

a. The officers of the Board shall consist of the Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary, Assistant Secretary, Treasurer, and Parliamentarian. Such officers shall exercise and perform the duties designated in the Bylaws and such other duties that usually pertain to their respective offices or as properly delegated or assigned to them from time to time by the Board. Each officer shall hold office for such term as shall be prescribed by the Board and until his/her successor has been elected and qualified.

b. The Board shall elect offices of the Board, however, the office of Parliamentarian is an appointed position.

2. Terms of Office

Each officer shall serve for a two (2) year period beginning on January 1 following the election of officers and terminating on December 31 of the second following year.

3. Vacancy in the Chairperson's Office

- a. Should a vacancy occur (death, disqualification, removal or resignation) in the office of the Chairperson, the First Vice-Chairperson will assume the office of Chairperson and the Second Vice-Chairperson becomes the First Vice-Chairperson. A special election will be held within thirty (30) days to elect a Second Vice-Chairperson using the regular election process.
- b. If one or both Vice-Chairpersons refuse to serve as Chairperson, a special election shall be held within thirty (30) days to elect a new Chairperson.

4. Vacancy in other Officer Positions

Should a vacancy occur (death, disqualification, removal or resignation) with respect to any office other than the office of the Chairperson, a special election shall be held within sixty (60) days to elect a new officer for such vacated position.

5. Rotation of Chairpersons

To provide the greatest opportunity for service by each Member, no Chairperson shall serve for more than two (2) consecutive terms.

6. Removal of Officers

Any Officer may be removed "for cause" as described herein. An officer removal proceeding may be instituted by a vote of a majority of the Executive Committee or by a vote of a majority of Board members present and voting at a regular General Board Meeting. Upon such approval of either the Executive Committee or the Board, the Officer in question shall be presented with a written statement of the alleged cause for removal. The basis for removal for cause shall include but isn't limited to:

- a. A material failure to carry out the duties and responsibilities of the office as set forth in these Bylaws.
- b. Failure to attend at least the two thirds of all meetings in a (6) month period of unexcused nonattendance at General Board Meetings and/or Executive Committee Meetings, Executive Cabinet Meetings and Personnel Committee meetings.
- c. The use of profanity or threats and/or engaging in physical confrontation with another board member or the community at large in a full Board and/or committee meeting.

- d. The Officer's failure to reveal material conflicts of interest of which the Officer is aware with respect to matters considered by the Board.

7. Due Process

- a. The Executive Committee may, by majority vote, initiate such action and, in such event, shall immediately notify the affected Officer (s) within (10) working days in writing, either directly or by means of a delivery that requires a return receipt, and a copy of same may/shall be delivered to the Manhattan Borough President, and, if applicable, to the City Council Member who recommended the affected board member.
- b. The affected Officer(s) shall have the opportunity to respond, by written statement and verbally, to the proposed action at the next scheduled meeting of the Executive Committee. The affected Officer(s) shall be provided an opportunity to submit a rebuttal to the Executive Committee's Findings. This rebuttal must be submitted to the Executive Committee within 3 days upon notice of the Executive Committee's Findings. The member shall have the right to a representative at any stage of the proceedings and may summon witnesses on his/her behalf at the meeting.
- c. All Board Members are encouraged to attend The Executive Committee meeting to hear the affected Officer(s) response to the proposed action.
- d. If the Executive Committee subsequently decides, again by majority vote, that the recommendation for removal or reprimand should stand, at the next full board meeting the following process will be done while in Executive Session:
 - i. The full Board will receive an EC Report of recommendation of removal (indicates reasons) and overall Findings;
 - ii. The full Board will receive, if provided, the Board Officer(s) rebuttal statement(s);
 - iii. The previously mention documents will be provided for the Board's full review during executive session of the Board Meeting; and
- e. The action is not final until approved by a majority vote of the full Board

B. DUTIES AND RESPONSIBILITIES OF OFFICERS

1. Duties of the Chairperson

- a. To appoint, suspend or remove chairs, vice-chairs, and all members of committees of the Board. In making committee assignments, consideration shall be given to the preferences of Board members, who shall be requested to express them in writing, and to the good of the committee and the Board. All committee chairs and vice-chairs shall serve during the term of the Board Chair appointing such chair;
- b. To receive calendars and notices of meetings of city agencies required to refer matters to community boards pursuant to the City Charter and to inform members of such calendars and notices;
- c. To attend any meetings required by the mayor or the Borough President pursuant to the "City Charter" or to designate an appropriate officer, committee Chairperson, Board Member or the District Manager to attend;
- d. To open regular monthly meetings at the time and the date at which the 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 to put to a vote questions or resolutions which are to be moved or which necessarily arise in the course of the Board's business and to announce the result of the vote;
- g. Except as otherwise provided by the City Charter or these Bylaws, to interpret and to enforce Robert's Rules of Order, the Chairperson shall, at his or her discretion, appoint a Parliamentarian within thirty (30) days of election as Chair, to serve for a term of two years from the date of the appointment. The Parliamentarian shall advise the Chairperson, or when requested by a Board member, advise a Board member(s), and/or the full Board on the rules of parliamentary procedure;
- h. To decide all questions of order, and may in the discharge of that responsibility, appoint a Sergeant-at-Arms to enforce the Code of Conduct during general Board meetings;
- i. To adjourn regular monthly meetings;
- j. To represent the Board and to perform necessary functions according to the decisions duly made by the Board, including communication with governmental agencies. Such communications shall be through the appropriate governmental agency with a copy of the same forwarded simultaneously to the Borough President's office;

- k. To be the spokesperson for the Board;
- l. To authorize acts, orders and proceedings of the Board or to designate an appropriate officer, committee Chairperson, Board Member or District Manager in relation to the news media, agencies or government and the public at large;
- m. To prepare and deliver the Chairperson's Report;
- n. To keep the First Vice-Chairperson informed of all information, orders, directives, and other matters coming to the Chairperson's attention so that the First-Vice Chair may effectively act in the absence of the Chair; and
- o. To supervise the day-to-day operations of the District Office, and to consult and work with the Personnel Committee with respect to the Personnel Committee's oversight of personnel issues and other duties of the Personnel Committee as set forth in Article 5 hereof.
- p. The term "Chairperson" is used in these Bylaws to describe the presiding Officer of the Board. Any individual elected or otherwise designated to hold such office shall have the right to style himself or herself Chairman, Chairwoman or Chairperson, as he or she prefers. The title chosen shall be used by and for the Chairperson on all forms, correspondence and in direct address. This rule shall also apply to Vice-Chairpersons.

4. Duties of the Vice-Chairpersons

- a. In the absence of the Chairperson, the First Vice-Chairperson shall preside at the regular monthly meeting or at any special or emergency meeting of the Board.
- b. The Vice-Chairpersons shall assist the Chairperson when necessary and as required.
- c. The Vice-Chairpersons shall share the responsibilities of directing the operation of the Standing Committees and shall accept such assignments as the Chairperson shall designate.

5. Duties of the Secretary

- a. Under the Supervision of the Chairperson, the Secretary shall be the recording officer of the Board and custodian of its records, except those specifically assigned to others, such as the Treasurer's books.
- b. The Secretary shall take the minutes of the regular monthly meetings and of any special emergency meetings of the Board. The minutes are to be an accurate

record of the proceedings, stating actions and not necessarily speakers. The final version of the minutes, approved by the Secretary and the Chairperson, shall be furnished to the Borough President's office or to the District Manager for distribution by the Executive Committee meeting after each regular monthly meeting, special or emergency meeting.

- c. In addition to recording the minutes and keeping the records, it is the duty of the Secretary to keep a register, or roll of the Members and to call the roll when required; to notify officers, Committee Chairperson, and members of their appointment; and to furnish committees with all documents referred to them in the course of the Board's business.
- d. If the Chairperson and Vice-Chairpersons are absent from a General Board meeting, the Secretary shall call the meeting to order and preside until the election of a Chairperson Pro Tem, which should take place immediately.

6. Duties of the Assistant Secretary

- a. The Assistant Secretary shall act as Secretary and shall report minutes if the Secretary is not present at any regular monthly meeting, special or emergency meetings. He or she shall also, if the Secretary is present, aid the Secretary.
- b. The Secretary shall keep the Assistant Secretary informed of all information orders, directives and other matters coming to the Secretary's attention.

7. Duties of the Treasurer

- a. Under the supervision of the Chairperson, the Treasurer, in conjunction with the District Manager, shall manage the financial affairs of the Board.
- b. The Treasurer shall present an annual budget for the Board and such periodic modifications as may be necessary for approval.
- c. The Treasurer shall provide the Board with a monthly financial report that includes expenditures, monies owed, and cash on hand, or available, and projected future commitments.
- d. The Treasurer is the "custodian of the account" and is responsible for monthly reconciliation of the bank account. All checks shall be signed by any of the following two Board members: the Chairperson, First Vice-Chairperson, Treasurer or Secretary.

IV. ARTICLE IV -- ELECTION OF OFFICERS

A. GENERAL

1. All elections of Board officers must be conducted by open ballot.
2. Voting shall be by written paper ballot which shall have inscribed on it the member's name and be signed by the member, by roll call, or by any other means by which each Board Member's vote is recorded and made available to the public.
3. The Board must create a record listing each member's vote and make that record available to the public in the minutes of the meeting.

B. ELECTION COMMITTEE

1. The Election Committee shall be elected at the September board meeting of every other year from among those nominated either prior to or at the September board meeting. All nominations from the floor must be confirmed at the meeting by the nominee, either orally or in writing.
2. The Five nominees who received the highest number of votes shall make up the election committee, provided each receives at least a majority.
3. The election committee will be tasked with soliciting nominations for board officer positions and with conducting the election of the officers at the November meeting. The committee will not make any recommendations regarding any officer candidates.
4. The election committee may collect statements and biographies from the candidates at the discretion of the board.
5. No member of the election committee may run for a board officer position during their time on the election committee.
6. The members of the Election Committee shall select its Chairperson.

C. NOMINATIONS

1. At the regular October meeting of the year of an election the Board's Election Committee shall make a report of the candidates. At such meeting, members may offer additional nominees from the floor. No Member of the Board may be a candidate for more than one office during an election.
2. All Candidates must declare their intent to accept their nominations in writing to the election committee the at the October General Board meeting.

3. There shall be no further nominations from the floor at the November meeting unless a position is vacant.

D. ELECTIONS

At the Regular Board Meeting in November every other year, pursuant to a written notice to each Board Member, an election will be held for the officers of the Board.

1. There shall be a separate vote for each of the offices of Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary, Assistant Secretary and Treasurer.
2. Voting for each office shall be by printed ballot.
3. A person receiving a majority of the votes cast for each office shall be elected. In the event of a tie vote, a further vote will continue to be taken until a candidate is elected by majority vote.

V. ARTICLE V -- COMMITTEES

A. EXECUTIVE CABINET

1. The Executive Cabinet shall consist of the officers of the Board. The Executive Cabinet shall be headed by the Chairperson of the Board and shall work for the overall management of the Board and address personnel issues. The executive cabinet must prepare a written report to be included at each meeting of the Executive Committee and the full Board. All action items must be recommended to the Executive Committee for approval.
2. If needed, the Executive Cabinet shall serve as a personnel committee. It shall determine the qualifications for the selection of staff members for the District Office, their duties and the development of personnel policies and benefits.

B. EXECUTIVE COMMITTEE; IN GENERAL; RESPONSIBILITIES AND POWERS

1. In General

Committee meetings shall be open to the public and members of the Board. Every effort shall be made to enlist the participation, interest and involvement of every sector the committee is representing.

2. Executive Committee Responsibilities and Powers

- a. The Executive Committee of the Board shall consist of the officers of the Board

and the Chairpersons of the Standing Committees. The Executive Committee may not transact business on behalf of the full Board except as noted under Article V, Section B, Paragraph 6 of these Bylaws. The Executive Committee shall meet at least once a month at a regularly scheduled time and place. Executive Committee meetings shall be announced in advance at the prior full Board meeting and shall be open to Board Members as observers. Board Members who are not members of the Executive Committee will be permitted to participate and add to the discussion but will not be allowed to vote.

- b. The agenda for all Executive Committee meetings will be distributed to Executive Committee members at least one week prior to the meeting date.
- c. A primary responsibility of the Executive Committee shall be to coordinate the actions of the Standing Committees. The Executive Committee shall also be responsible by majority vote, for recommending to the Board the dissolution of Standing Committees in accordance with the needs of the Community District and the priorities of the Board.
- d. The Executive Committee shall, in cooperation with the Treasurer and District Manager, direct the Board's internal budget and spending. The Executive Committees shall also be responsible for assembling information, monitoring, setting priorities, and making recommendations to the Board on the City's capital and expense budgets. The Executive Committee shall also plan and conduct public hearings on budget matters, coordinate the Board's participation in district and borough budget consultations and hearings before the City Planning Commission and the City Council.
- e. The Executive Committee shall review regular Board and Standing Committee attendance records and shall be responsible for encouraging Board Members to attend meetings regularly, to otherwise fulfill Board responsibilities, and to conduct themselves in accordance with the rules and best interests of the Board.
- f. The Executive Committee is empowered to act on behalf of the Board in emergency situations only. For purposes of this provision, "emergency situations" are those in which immediate action is required before the next regularly scheduled Board meeting and it is not possible to convene a special meeting of the Board. Any action taken by the Executive Committee under this provision shall be ratified by the Board at its next regularly scheduled meeting.
- g. If necessary, the Executive Committee shall convene a Committee of the Whole to review administrative policy or process as they relate to official Board recommendations to City agencies for contracts or grants to the District.
- h. The Chairperson of the Full Board may appoint any Member from the Executive

Committee to serve as Chairperson of a Committee of the Whole. Tenure on that committee is set by the Chairperson of the Board.

C. PERSONNEL COMMITTEE; IN GENERAL; RESPONSIBILITIES AND POWERS

1. In General

- a. The Personnel Committee shall be made up of the officers of the Board and four Members of the Board, elected by the Board, every two years, at the meeting following the election of officers.

2. Personnel Committee Responsibilities and Powers

- a. The Personnel Committee shall determine the qualifications for the selection of staff members for the District Office, their duties and the development of personnel policies and benefits.
- b. The members of the Personnel Committee shall elect a Chairperson of the Personnel Committee. In making this selection, the Personnel committee shall give weight and consideration where possible to candidates who possess professional experience in relevant disciplines such as Human Resources, Union, and employment regulations, procedures, and laws.
- c. The Chairperson of the Personnel Committee shall be responsible for all personnel issues regarding the District Manager and other District Office staff consistent with the Board Chairperson's duties as set forth in Article III, Section 1. He/She should report to and work closely with the Chairperson of the Board and the other Members of the Personnel Committee.
- d. The Personnel Committee shall be responsible for the development and creation of evaluation tools, methodology and the annual staff evaluations/reviews, consistent with all applicable New York City laws and regulations.
- e. The Personnel Committee shall prepare monthly, or as needed reports to the Board Chairperson and the full Board.

D. OTHER STANDING COMMITTEES; IN GENERAL; MEMBERSHIP AND PROCEDURES

1. Other Standing Committees

In addition to the Executive Committee, Standing Committees of the Board shall consist of those committees established by the Board upon the recommendation of the Executive Committee in accordance with Section B, Paragraph 3 of this Article.

2. In General

In general, the Standing Committees shall be permanent committees of the Board and will function from term to term in order to assure the continuity of the Board's work. All Standing Committees must have a Vice-Chair for the sake of moving the issues brought before the committee. The Vice-Chairperson may only represent the Chairperson in his/her absence at a full Board Meeting. Public participation, other than that which is mandated in the Open Meetings Act, shall be at the discretion of the Committee Chairperson.

3. Membership and Procedures

- a. No persons shall be appointed Chairperson of more than one standing committee.
- b. All Board members shall serve on at least two Standing Committees.
- c. Standing Committee Chairpersons are accountable to the Chairperson and shall submit to the Executive Committee accurate records of standing committee meetings as follows:
 - i. Board members and public attendance for each committee meeting;
 - ii. Resolutions adopted, with a tally of the vote.
- d. Meetings of all committees shall be scheduled at least once a month. All committee meetings shall be conducted under the same procedures as Board meetings relating to voting and to rules of order.
- e. All committee meetings shall be open to the public. Each committee may vote to go into executive session as appropriate.

E. TASK FORCE WORKING GROUPS: IN GENERAL

1. Task Force Working Groups

- a. Upon recommendation of the Board Chair, the Executive Committee or the full Board, a Task Force Working Group may be established to examine and report on issues that arise from time to time that are not an element of the subject matter jurisdiction of a Standing Committee.

2. In General

- a. In general a Task Force Working Group shall be a temporary working group and

will function for the period of time necessary to accomplish the task or tasks assigned or until such time as deemed necessary by the Executive Committee and/or the full Board. All Task Force Working Groups shall select a Vice Chair to act in the place of the Chair for the sake of moving the issues brought before the Task Force Working Group.

- b. Task Force Working Group Chairpersons are accountable to the Board Chairperson and shall submit to the Executive Committee accurate records of task force working group meetings.

VI. ARTICLE VI - DISTRICT MANAGER AND STAFF

Within the budgetary appropriations and in accordance with the City Charter, Personnel Policies of the City of New York, and existing requirements of due process, the Board shall hire a District Manager subject to the New York City Charter, chapter 70, section 2800(f) to assume the following duties and responsibilities:

A. RESPONSIBILITIES

The District Manager shall be responsible for the administrative functions of the District Office with authority to direct and supervise the activities of any employees and shall be present at the Executive Cabinet, Executive Committee and General Board meetings. Such responsibilities shall include the disciplinary actions of all staff in consultation with the Chairperson of the Personnel Committee. In addition, the District Manager shall be:

1. Responsible for processing all service complaints.
2. Preside at the meetings of the District Service Cabinet and facilitate the coordination of the delivery of services at the District level.
3. Discharge any and all duties, functions and procedures elaborated by the Board in compliance with New York City regulations pertaining to Board responsibilities.
4. Report to the Board on the functioning of the District Office in accordance with procedures and guidelines established by the Personnel Committee and the Board.
5. Attend and report on such hearings, meetings and public functions as necessary for the effective functioning of the District Office, including any such hearings, meetings and public functions which the Chairperson shall direct the District Manager or any other staff person to attend.
6. Present to the Personnel Committee, for its review, the projected annual budget and bi-monthly financial and program reports of the activities of the District Office.

The Personnel Committee shall present such report to the Executive Committee.

7. Perform such other lawful duties as are assigned by the Personnel Committee.
8. Responsible for insuring that all written communication from the Borough President's Office, the Comptroller's Office, Office of Management and Budget or another city, State or federal agency, with respect to the Manhattan Community Board 10's internal budget of financial matters pertaining to the budget be provided directly and immediately to the Treasurer.
9. No Board Member shall interfere with the District Manager or any staff in the District Office.

VII. ARTICLE VII – ANNUAL REPORTING

The Board, in accordance with the New York City Charter, shall:

- a. Submit an annual report to the mayor, the City Council, and the Borough President within three months of the end of each year.
- b. Prepare comprehensive and special purpose plans for the growth, improvement and development of the community district.
- c. Submit an annual statement of needs which includes a brief description of the district, the Boards' assessment of its current and probable future needs, and its recommendations for programs, projects or activities to meet those needs.
- d. Submit to the Mayor Capital budget priorities for the next fiscal year.
- e. Submit recommendations and priorities to the Mayor, City Council and the City Planning Commission on the allocation and use within the district of funds earmarked for community development activities.
- f. The Treasurer will submit, on an annual basis, a report on the Board expenditures of the past fiscal year. The chairperson may enlist the District Manager and Board staff in the preparation of this report.

VIII. AMENDMENTS

1. The Bylaws will be reviewed every other year after an election during the months of January through April. At this time board members may submit amendments for

consideration by January 31 of the given year to the Bylaws task force.

2. The Bylaws task force will present all amendments, changes for consideration at the February Board meeting so that members will have at least 60 days for consideration.
3. The Bylaws Task Force shall review the proposed amendment(s) and report to the full Board on the effect and impact of the proposed amendment(s) at the full Board meeting prior to the vote on the proposed amendment(s).
4. The Bylaws task force is tasked with assuring board members have time to learn, provide feedback, and discuss the all proposed changes to the Bylaws.
5. The Bylaws may be amended by a simple majority vote of the members, provided that a copy of such proposed amendment shall have been made available to all members with two months' notice prior to the meeting in which the amendment will be voted. An amendment will take effect immediately upon adoption by the Board.
6. If there is a need to address or amend the bylaws prior to the scheduled review period, or should a board member feel the need to offer an amendment, the board must first vote to enable the bylaws taskforce to conduct the process and convene to review and follow the 60 day process outlined in Amendment VIII 2, 3, and 4 before holding vote.
7. All efforts should be made to make the current Bylaws and the proposed amendments available to Board members and the public through the Community Board website.

IX. SAVINGS CLAUSE

In the event that any provision of these By-Laws is found to be invalid, such invalidity shall not impair the validity and enforceability of the remaining provisions of these By-Laws.