

COMMUNITY BOARD #2, MANHATTAN BY-LAWS

AS ADOPTED BY COMMUNITY BOARD #2 ON MARCH 21, AND APRIL 18, 1985 AND AMENDED ON 4/19/1990, 10/18/1990, 4/18/1991, 2/18/1993, 4/17/1997, 7/1, /2002, 9/20/2002, 3/20/03 and **February 19th, 2004**

The Bylaws of Community Board #2, Manhattan, (the "Board") shall conform to the provisions of the New York City Charter, including but not limited to Section 2800.

The Board boundaries, unless changed by State and City law, are 14th Street, Canal Street, Fourth Avenue/the Bowery, the Hudson River.

There shall be a Community Board in each community district as provided in the City Charter. The number of boards and district lines shall be determined by the City Planning Commission as provided for in section 83 of the City Charter.

I. MEMBERSHIP

A. The Board shall consist of not more than fifty persons appointed by the Borough President, one-half of whom shall be appointed from nominees of the District Council Members and, as non-voting members, Council Members elected from the Board area. The Borough President and Council Members shall give due regard to representation from the different geographic sections and neighborhoods within Community Board #2, Manhattan. Not more than 25 percent of such appointments shall be City employees.

1. Members of the Board shall be appointed for staggered terms of two years, one-half of the membership being renewed each year. They may be reappointed, and shall be removable by the Borough President for cause. Three consecutive unexcused absences from regular meetings called in any one year shall be sufficient cause for removal. A vacancy shall be filled by the Borough President for the remainder of the unexpired term in the same manner as regular appointments.

2. Members of the Board shall serve as such without compensation.

3. Membership on the Board shall as much as possible have such diversity of interests as shall be representative of the community.

4. Members of the State Legislature and the U.S. House of Representatives whose districts include any part of the Board area

shall be ex-officio non-voting members of the Community Board.

5. All members shall serve on the Board in their capacity as private citizens only. Their actions shall not be instructed by, or responsible to, any other organization with which they may be affiliated. Any members participating in the Board's consideration of a matter involving self-serving or conflicting interest shall state the nature of the conflict in speaking to the issue and shall abstain from voting on such matters and shall be so recorded.

6. Any member appearing before a government body and making a statement which conflicts with positions adopted by the Board shall first, before making such statement, identify herself/himself as a member of Community Board #2, Manhattan, and clearly state that the position being taken is not the position of CB#2-Man. No member shall represent the Board's position before any City or other government agency or authority unless designated to do so by the Board Chairperson.

7. Each Board member shall regularly attend meetings of the Full Board plus two Standing Committees of which he/she is a member.

8. The Chairperson may, after consultation with the Executive Committee, recommend to the Borough President the removal of a Board member for cause.

9. Such "cause" shall include but not be limited to a Member's failure to fulfill any of the duties or responsibilities outlined in Section 7 above. Recognizing that regular attendance at Board or committee meetings is essential in order for a member to fulfill his or her responsibilities, the Board has determined that four unexcused absences within any period of twelve consecutive months from regular meetings of the Board, or four unexcused absences within a period of twelve consecutive months from regular meetings of a standing committee to which a member has been appointed, shall constitute cause for removal.

II. ELECTION OF OFFICERS

A. Except as hereinafter set forth, at the Board's regular meeting in the month of April, the Board shall elect by open ballot a Nominating Committee consisting of seven members, with that nominee receiving the greatest number of votes to be designated the Chairperson of said committee. Any tie or ties shall be resolved by lot.

Such committee shall meet as often as necessary thereafter in order to report to the Board at its May meeting one or more candidates for each of the offices of Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary, Assistant Secretary, and Treasurer, as well as such additional offices as the Board shall establish, so long as the function and duties are not in conflict with the offices of Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary, Assistant Secretary, and Treasurer.

B. All members of the Board who desire to become candidates for the offices described in Article II A shall contact a member of the Nominating Committee within two (2) weeks after the election of the

Nominating Committee.

B.1 Any member of the Board who is a candidate for any of the offices described in Article II A may not serve on the Nominating Committee in the year(s) in which he/she is running for said office, unless no other candidate for a given office emerges, in which case a member of the Nominating Committee may be nominated by the Nominating Committee from the floor for such an office.

B.2 Meetings of the Nominating Committee shall be held in Executive Session and persons attending meetings of the Nominating Committee shall be restricted to members of the Nominating Committee and candidates being interviewed by the Nominating Committee for those offices which are being considered by the Nominating Committee.

C. All candidates for offices being considered by the Nominating Committee shall be informed by the Nominating Committee within 48 hours of the Committee's decision. At the regular May meeting of the Board members of the Board may offer additional nominees from the floor. There shall be no further nominations from the floor at the June meeting unless there is no nominee for a vacant office. All nominees suggested by the Nominating Committee as well as nominees offered from the floor for the Board offices shall be made known to each member of the Board in the written notice of the election of officers at the June meeting.

D. When ever there is more than one candidate for an office, at the election meeting each candidate shall have up to (5) minutes to state why he/she wishes to serve.

E. At the June meeting of the Board there shall be a separate open election held for each of the offices of Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary, Assistant Secretary, and Treasurer, and such other officers designated by the Board.

F. If included in the written notice of the election for the June meeting, election of any other officers described in (A) above shall be held.

G. Voting for each office shall be by written open ballot.

III. THE BOARD OFFICERS

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

1. Terms:

Each required Officer shall serve for the year with the term beginning July 1st following the election and terminating on June 30th of the following year.

Terms of the members shall commence on April 1 of each year.

2. Rotation of Chairpersons:

- A. To provide the greatest opportunity of service for each member of the Board, no Chairperson shall serve for more than two consecutive terms.
- B. In the event the Chairperson leaves office before his/her term expires and the remainder of her/his term is more than six(6) Months, the remainder shall be counted against the successor as a full term and, if six (6) months or less, the remainder shall not be counted at all.

3. Duties of Chairperson:

- a. To perform all duties as prescribed in the City Charter and any other duties prescribed under law.
- b. To receive Calendars and notices of meeting of all City Agencies required to refer matters to the Community Boards pursuant to the City Charter and to inform the Board members of such Calendars and notices.
- c. To attend any meetings required by the Mayor and the Borough President pursuant to the City Charter or to designate his/her representative or representatives to attend.
- d. To open regular monthly meetings at the time and 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 put to a vote all 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. To interpret and enforce Robert's Rules of Order, except as otherwise provided by the By-Laws herein.
- h. To decide all questions of order.
- i. To represent and stand for the Board and perform all necessary functions according to the decisions duly made by the Board, including communicating with government agencies. Such communications shall be sent directly to the appropriate Government agency with a copy of the same simultaneously forwarded to the Borough President's office, and any other pertinent City, State or Federal office or elected official's office.
- j. To authenticate all acts, orders and proceedings of the Board including the countersigning of all letters and documents of whatever nature going out from the Board, unless otherwise authorized, and to be the sole spokesman for the Board in relation to the news media, agencies of government and the public at large,

except as he/she shall otherwise specifically authorize.

k. To adjourn regular monthly meetings.

l. To appoint, suspend or remove Chairpersons of the Standing Committees of the Board and to establish and appoint, suspend or remove the Chairpersons of such special committees as may from time to time be deemed necessary for the best performance of the Board's function. All such Chairpersons shall serve only during the term of the Board Chairperson appointing him/her. The Board Chairperson shall be an ex officio member of each committee. The Chairperson of the Board shall appoint members of all committees.

m. To prepare and deliver the Chairperson's report.

n. Because of the possibility of the Vice Chairpersons having to act in the absence of the Chairperson as hereinafter provided, to keep the Vice Chairpersons informed of all information, orders, directives and other matters coming to the Chairperson's attention.

o. The term "Chairperson" is used in these by-laws to describe the presiding officer of the Board. Any individual elected to that office may not style himself/herself by other terms. This rule shall also apply to the First Vice-Chairperson and the Second Vice Chairperson.

p. The Chairperson may appoint a parliamentarian, if he/she chooses.

4. Duties of Vice Chairpersons:

C. The First Vice Chairperson shall preside at the regular monthly meeting in the place of the Chairperson when the Chairperson is absent. In the absence of the First Vice Chairperson, the Second Vice Chairperson shall preside at the meeting.

D. The First Vice Chairperson and the Second Vice Chairperson shall assist the Chairperson when necessary and required. If the Chairperson can no longer serve or is unable to serve as Chairperson before his/her term has expired, the First Vice Chairperson shall succeed the Chairperson for the balance of the term for which the Chairperson was elected. If both the Chairperson and the First Vice Chairperson can no longer serve or are unable to serve, the Second Vice Chairperson shall succeed the Chairperson for the balance of the term for which the Chairperson was elected. If the Second Vice Chairperson can no longer serve or is unable to serve, then the last elected Nominating Committee shall convene in an emergency meeting, with its original Chairperson continuing to serve as Chairperson of the Committee and shall report to the Executive Committee (which shall convene prior to the upcoming full board monthly meeting) one or more nominees for the vacant offices of Chairperson, First Vice Chairperson and Second Vice Chairperson.

i) Should the previously elected Chairperson of the Nominating Committee be unavailable, that member of the Nominating Committee who at the time of Nominating Committee elections had received

the second highest number of votes, shall serve as Chairperson of the Committee.

ii) The Executive Committee will report in writing the nominee or nominees for the offices of Chairperson and First and Second Vice Chairpersons to the Board Members at the next Full Board monthly meeting.

iii) The Secretary shall serve as Chairperson of the Executive Committee and Full Board until a temporary Chairperson is elected.

iv) The Assistant Secretary shall serve as Vice Chairperson until a temporary Vice Chairperson is elected.

v) The election of these temporary officers shall be by open ballot.

vi) These temporary officers shall serve until the terms of the original officers would have expired.

5. Duties of Secretary:

a. The Secretary shall be the recording officer of the Board taking the minutes of the regular monthly meetings and shall be assisted in the compilation and typing of such minutes by the Board staff. The final version of the minutes as submitted by the Secretary and approved by the Chairperson shall be distributed, and copies forwarded to the Borough President and the offices of City, State, and Federal elected officials representing the Board.

b. If both the Chairperson and the First and Second Vice Chairpersons are absent from a meeting, then the Secretary shall assume the duties of Chairperson for that meeting only.

6. Duties of Assistant Secretary:

a. The Assistant Secretary shall act as Secretary and record and report the minutes if the Secretary is not present at the regular monthly meeting. He/she shall also, if the Secretary is present, aid the Secretary in any manner deemed necessary and also take the minutes of the Monthly Executive Committee Meeting, to be submitted to the Board Office and Chairperson of the Board.

b. Because of the possibility of the Assistant Secretary having to act in the absence of the Secretary, as herein provided, the Secretary shall keep the Assistant Secretary informed of all information, orders, directives and other matters coming to the Secretary's attention.

7. Duties of the Treasurer:

a. The Treasurer shall oversee the bookkeeping procedures of the Board and shall be responsible for all fiscal matters pertaining to the Board's Operating Budget. He/she shall present to the Board annual reports of current allocations, prorated expenditures, and

proposed operating budgets.

IV. EXECUTIVE COMMITTEE

The Board shall have an Executive Committee. The Executive Committee shall include within its number, the Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary, Assistant Secretary, Treasurer, and standing Committee Chairpersons. Also, the outgoing Chairperson of the Board should be given an automatic seat on the Executive Committee, for one year, with full Committee rights. During those months when the Board does not meet, the Executive Committee may transact such business as necessary, but notice shall be given to all members of the Board of the proposed meetings, with an opportunity to attend and observe the action of the Executive Committee.

In emergency situations, the Executive Committee may act on behalf of the Board providing any such action shall be ratified by the Board membership at the next regular monthly meeting.

If not so ratified, there shall be no further implementation of the action after such meeting, and steps must be taken to withdraw the action.

V. BOARD MEETINGS

A. There shall be at least one regular, monthly meeting of the Board per month, except in July and August, as provided for in the City Charter, at such time and place as shall be designated by the Chairperson in the notice of the meeting sent to the Board members as hereinafter provided. However, the Board shall not meet on New York State-recognized Federal holidays. These holidays are: New Year's Day, Martin Luther King Day, President's Day (Washington's Birthday), Memorial Day, Independence Day, Labor Day, Columbus Day, Veteran's Day, Thanksgiving Day and Christmas Day.

1. A majority of the appointed members of the Board shall constitute a quorum of such Board.
2. 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 of a quorum, shall be held to be the act, determination or decision of the majority.
3. Except as otherwise specifically required by the By-Laws or by any applicable provision of Robert's Rules of Order, all action shall be decided by a majority of the quorum present. An abstaining member shall not be counted for purposes of determining a majority vote.

B. There may be special and emergency meetings.

1. A special meeting shall be a meeting other than the regular monthly meeting and shall be called by the Board Chairperson:
 - a. at the Board Chairperson's own volition,

- b. at the Borough President's request,
- c. upon resolution adopted by the Board, by majority vote,
- d. upon written request of at least one-third of the Board's membership and presented to the Board Chairperson.

2. A special meeting shall be called upon five day's notice, in writing, with specification of the purpose of the meeting and a delineation of the agenda of such meeting, and such meeting shall be governed by the same procedures as a regular Board meeting.

3. An emergency meeting shall be a meeting in the manner of a special meeting but in circumstances where time is of the essence and decisions are required immediately. Where the five days' notice cannot be given, at least 48 hours notice must be given. Notice for an emergency meeting may include telephonic or other rapid means of communication.

C. The following are the rules governing attendance and excused absences:

1. A Board member may be properly excused for the following reasons: for military service, in the event of serious personal illness, or serious illness or death in the immediate family (the immediate family is defined as either a parent, a spouse, or a child or sibling). No other excuse will be permitted unless the Chairperson considers it to be good cause.

2. A Board Member shall not be deemed present at a meeting unless he/she is in attendance during substantially all of the meeting.

VI. COMMITTEE MEETINGS

A. Committee meetings shall be conducted under the same procedures as Board meetings, however, committees may adopt additional procedures consistent with the Board procedures in these Bylaws.

B. Committee meetings shall be open to the public with the following exceptions:

- 1. Nominating Committee meetings.
- 2. Membership and staff evaluation meetings.

C. Members of the public may be appointed by the Board Chairperson to serve on committees; but the number of public members appointed to a Committee shall be fewer than the number of Board Members, except in the case of special committees approved by the Board, including the Youth Committee.

D. The vote of the Public Members shall be taken and tallied separately.

E. Committees shall keep attendance records and shall report all

resolutions adopted in writing, together with the voting tally of both Board and Public Members, who are appointed members of the Committee.

F. Any resolution that received a majority vote of the committee, both the Board and the public members taken together, shall be brought to the Full Board for its consideration.

G. Committee Agendas and Public Hearings shall be arranged allowing sufficient time for the Committee to recommend and the Full Board to adopt or amend recommendations and transmit them to the appropriate government bodies, in keeping with these same government bodies' calendars; where appropriate within the time frame established by the Uniform Land Use Review Procedures.

H. All Board meetings shall be conducted in accordance with Robert's Rules unless otherwise specified in these Bylaws.

I. No committee meeting shall be held on New York State-recognized Federal holidays. These holidays are: New Year's Day, Martin Luther King Day, President's Day (Washington's Birthday), Memorial Day, Independence Day, Labor Day, Columbus Day, Veteran's Day and Christmas Day.

VII. AGENDA

A. An agenda shall be drafted by the Chairperson of the Board with the assistance of the Executive Committee and District Manager at least 10 days before each regular meeting. The agenda should outline the Board Chairperson's suggestion of business to be transacted at the meeting. This agenda, plus the notice of time and place of the meeting, shall be forwarded to reach each Board member at least three days before the regular monthly meeting of the Board.

B. The agenda shall consist of the following:

1. opening of the meeting and adoption of the Agenda;
2. public session.

There shall be a Public Session 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 minutes, less otherwise permitted by the Board Chairperson. The Public Session shall consist of the following:

- a. items not listed on the agenda. The unlisted portion of the Public Session shall be that period during which a member of the community who has a residence or a business, professional or other significant interest in the district shall be afforded an opportunity to bring to the attention of the Board any matter not already listed upon the agenda, which the speaker believes to be general or common interest to the community and the Board.
- b. items listed on the agenda. The listed portion of the Public Session shall be that period during which members of 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.

3. Executive Session

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

- a. Adoption of minutes.
- b. Community Board Chairperson's report. Together with other pertinent items the Board Chairperson shall include in his report to the Board all written communications from the Borough President's office and convey such other communications as shall come from the Borough President and other government agencies in relation to the work of the Board.
- c. Borough President's report delivered by the Board liaison.
- d. Council Members' reports and other public officials' reports.
- e. District Manager's report.
- f. Committee Chairpersons' reports. Written committee reports shall be submitted to the Board Office for typing and duplication, by each Committee Chairperson and distributed at each Full Board Meeting.
- g. Old business--unfinished items from previous meetings.
- h. New business--matters added to the Agenda at the meeting along with any other business that may properly come before the Board.
- i. Adjournment.

VIII. VOTING

- A.** The Board must record in its minutes the votes of each of its members on every vote taken by the Board.
- B.** Members are required to disclose his/her specific interest in any matter before the Board; however, members who have a direct financial interest in any matter should be recorded as not voting.
- C.** If a matter before the Board requires further information or deliberation, that matter may be referred to the appropriate Board

Committee for a report of recommendations and decisions by the entire Board at the next regular monthly meeting.

D. All voting in Board meetings shall be in person only. No proxy will be accepted.

IX. DISTRICT MANAGER

In accordance with Chapter 70, Section 2800, part "F" "The District Manager shall serve at the pleasure of the Board". The duties of the District Manager are:

A. Assist the Chairperson and Committee Chairpersons in carrying out their responsibilities.

B. Administer the Board Office. Direct the complaint procedures; plan agendas and chair the District Service Cabinet; oversee the Board operating budget expenditures and draft annual Board operating budgets; provide information and referrals to agencies, local institutions, groups and individuals.

C. Guide the Board and its Committees through the various phases of participation in the City's budget process, and prepare necessary testimonies and other paperwork.

D. Supervise processing of street and park permits.

E. Attend Board, community, and government body meetings when necessary.

X. AMENDMENTS

These by-laws may be amended by a vote of the majority of the quorum present and voting, only if notice of the proposed amendment(s) has been mailed to all members of the Board at least ten (10) days in advance of the meeting at which such amendment(s) is to be voted upon.

A proposal for an amendment(s) to these by-laws may be placed on the agenda of the Board by either a vote of the quorum present and voting or by written request of the Borough President.