



THE CITY OF NEW YORK MANHATTAN COMMUNITY BOARD 3

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Gigi Li, Board Chair

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Community Board 3, Manhattan BY-LAWS

The By-laws of Community Board 3 of Manhattan shall conform to the provisions of the New York City Charter including, but not limited to, Section 2800, and all relevant provisions of federal, state and city law. Board members should refer to the Handbook for Community Board Members, issued by the Mayor's Office Community Assistance Unit, which enumerates these policies and procedures as well as describes applicable sections of the New York City Charter.

Community Board 3 may establish such additional rules of its own as are not specifically covered by the language of these By-laws and the New York City Charter and are not in contravention of these By-Laws or the New York City Charter.

I. Board Members

- A. Board Members shall be appointed by the Borough President. All members serve on the Board as private citizens only and shall not represent the interests of any organization with which the Board Member is affiliated.
- B. Any Board Member participating in the Board's consideration of a matter in which the Board Member has a conflict of interest shall state the nature of the conflict of interest in speaking to the issue and shall not vote on such matter, but shall be recorded on the vote tally as present and not voting.
- C. Any Board Member appearing before a governmental body or making a public statement which conflicts in any respect with positions adopted by the Board must clearly state that his/her statement is a personal position. No Board Member shall represent the Board's position before any governmental agency, department or authority unless specifically authorized to do so by the Board Chairperson.
- D. Every Board Member is required to serve on one committee and upon request to the Board Chairperson shall be permitted to serve on a second committee, subcommittee, or task force. Appointment to any additional committee, subcommittee, or task force shall be at the discretion of the Board Chairperson.
- E. No Board Member shall be eligible to serve as a committee chairperson until he/she has completed one year of service on the Board unless, because of unique qualifications or expertise, the Board Chairperson recommends him/her for that position.
- F. No Board Member shall concurrently serve as chairperson of more than one committee, subcommittee or taskforce, or hold any office, except the Board Chairperson, unless there is no alternative appointment.

- G. 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.
1. A Board Member shall be deemed present at a Board meeting if he/she is present for the first and last votes.
 2. A Board Member shall be deemed present at a committee, subcommittee or task force meeting if he/she is present for substantially all of the meeting as determined by the committee chair.
 3. A Board Member will not be reported as absent from a meeting if the absence is due to any of the following reasons:
 - a. The Board Member is serving in the active military;
 - b. The Board Member is suffering from a severe personal illness;
 - c. There is a severe illness or death in the immediate family or household of the Board Member;
 - d. If the Board Member has two committee, subcommittee or task force meetings scheduled at the same time and the Board Member attends one of those meetings; or
 - e. A Board Member shall notify the Board Chairperson in writing of his/her anticipated absence (or promptly thereafter if circumstances prevent advance notice) and when he/she anticipates being able to resume regular attendance at meetings. This process shall apply to any of the enumerated excuses in this section or any anticipated extended absences.
- H. If a Board Member is absent from one third or more of the Board Member's meeting obligations during a six month period, a letter shall be sent to the Board Member advising the Board Member of his/her substantial lack of attendance, to the elected official who appointed the Board Member and the Borough President. The letter shall be sent by regular mail to the address on file with the Community Board. Refer to section III. D. for the procedures for sending the letter. During the next three months, if the Board Member continues to be absent from one third or more of his/her meeting obligations, the Board Chairperson shall propose the removal of the Board Member as set forth in Section K below. There shall be two periods for measurement of attendance each year (April to September and October to March).
- I. Procedures for Removal of a Board Member for Cause
- The Board Chairperson shall place the proposed removal of the Board Member on the agenda of the Executive Committee meeting. The Board Chairperson shall provide written notice to the Board Member whose removal is proposed of the reason for removal at least ten (10) days prior to the meeting of the Executive Committee. The

Board Member shall be provided an opportunity to be heard at the Executive Committee meeting. If the Executive Committee votes in favor of removal, the matter shall be voted upon at the monthly Full Board meeting immediately following the Executive Committee meeting where the vote was taken. If the Full Board votes in favor of the removal, the Board Member shall be deemed removed, immediately after the vote. The Board Chairperson shall notify the elected official who appointed the Board Member (and the Borough President) of the removal of the Board Member with a request to appoint a person to fill the unexpired term.

J. A Board Member shall be removed for cause for any of the following reasons:

1. A felony conviction during the Board Member's term of service on the Board.
2. Soliciting, receiving or accepting any remuneration in exchange for a vote on any item under consideration by the Board or any of its committees, subcommittees or task forces if there is a Department of Investigation or Conflicts of Interest Board determination that a Board Member had solicited, received, or accepted remuneration.

K. A Board Member may be removed for cause including for any of the following reasons:

1. Intentional failure to declare a conflict of interest.
2. Substantial lack of attendance at Board, committee, subcommittee and/or task force meetings as defined in section I.G.
3. Failure to adhere to these by-laws.
4. Any form of Board representation not authorized by the Chairperson.
5. A consistent pattern of behavior unbecoming a Board Member.

II. District Manager and Staff

In accordance with the City Charter, personnel, policies of the City of New York, and existing requirements of due process, the Board shall appoint a District Manager and staff to serve at the pleasure of the Board and to assume the duties and responsibilities as set forth in Chapter 70 of the City Charter and as elaborated by the Board in compliance with New York City regulations pertaining to Community Board responsibilities.

III. Full Board Meetings

- A. There must be at least one Full Board meeting of the Community Board each month, September through June, at such time and place as shall be designated by the Board Chairperson in the written notice of the meeting sent to the Board Members.
- B. A majority of the appointed Board Members shall constitute a quorum.

- C. There may be special and emergency Full Board meetings.
1. A special meeting is a Full Board meeting other than the regular monthly Full Board meeting. A special meeting 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 Full Board.
 - d. Upon written request of at least 1/3 of the appointed Board Members presented to the Board Chairperson and the Borough President.
 2. A special meeting shall be called upon with no less than one week's written notice. The notice shall specify the purpose of the meeting. Special meetings shall be governed by the same procedures as regular Board meetings.
 3. An emergency meeting of the Full Board shall be called by the Board Chairperson in circumstances where a failure to act or make a decision immediately would result in irreparable harm or a missed opportunity. At least two days' notice must be given of the meeting setting forth the purpose of the meeting. Notice of an emergency meeting may be given by telephone. Emergency meetings shall be governed by the same procedures as regular Full Board meetings.
- D. Agenda
1. Opening of the meeting.
 2. Public Session

There shall be a Public Session of up to one hour at each Full Board meeting. Any person may sign up to speak. In the interest of affording the maximum opportunity to all persons to be heard, each speaker shall be limited to a period of no more than 2 minutes, each representative of a public official shall be limited to 2 minutes and each public official shall be limited to 5 minutes, unless otherwise permitted by the Board Chairperson. The Board Chairperson may limit the number of speakers on the same topic. Brief presentations by governmental agencies or applicants may be scheduled by the Chairperson during the Public Session.
 3. Business Session

During the Business Session only Board Members may debate the issues on the agenda and vote on those issues. The proponent of an issue before the Full Board who is not a Board Member may, upon request of the Board Chairperson,

respond to questions in the Business Session. The Business Session consists of the following items:

- a. Roll call and approval of minutes
- b. Board Chairperson's report
- c. District Manager's report
- d. Committee and Task Force chairperson's reports
- e. Old business
- f. New business
- g. Adjournment

4. Executive Session

Upon motion and the majority vote of the Full Board, the Board may enter into an Executive Session during the Business Session. Executive Session may be held to discuss only those statutorily identified purposes set forth in the New York State Open Meetings Law. Discussion during Executive Session is closed to the public and limited to the matter for which the Full Board voted to enter into Executive Session. Any vote required on matters discussed in Executive Session must be conducted in the Business Session.

E. Voting

1. All final decisions on Board issues require a roll call or written vote of the Full Board.
2. The Secretary shall record votes in favor, against, abstentions and Board Members present but not voting because of a conflict of interest.
3. Board Members must vote in person. No proxies are permitted.
4. No vote may be taken at Full Board unless a quorum is present.
5. A motion will pass if a majority of the Board Members present vote in favor of the motion.

IV. Community Board Officers

- A. The officers of the Community Board shall be Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Treasurer, Secretary and Assistant Secretary. Each officer shall perform such duties as are incidental to the office in accordance with generally accepted rules of parliamentary procedure.

- B. Each Officer shall serve for a one year term commencing on the 1st day of July immediately following the election and ending on the 30th day of June.
- C. Duties of Chairperson
1. To perform all duties as prescribed in the New York City Charter and any other duties prescribed under law.
 2. To attend any meetings required by the Mayor and the Borough President or to designate his/her representative(s) to attend.
 3. To open, conduct and close Full Board meetings at the time and date at which the Community Board is to meet in accordance with Robert's Rules of Order. To state and put to a vote all resolutions and motions which arise in the course of the Board's business and to announce the results of all votes.
 4. To represent the Board and perform all necessary functions according to the decisions duly made by the Full Board, including, but not limited to, communicating with governmental agencies.
 5. To effect all acts, orders and proceedings of the Full Board, sign all letters and resolutions from the Full Board, and to be the sole spokesperson for the Board in relation to the news media, governmental agencies and the public, except as he/she shall otherwise specifically authorize to another person.
 6. To appoint or remove chairpersons or co-chairpersons of committees of the Board. To appoint or remove chairpersons of subcommittees and task forces of the Board.
 7. To appoint members to all committees, subcommittees and task forces and to remove members as necessary for the proper functioning of the committees, subcommittees and task forces.
 8. To prepare and deliver the Chairperson's report at each Full Board meeting, provide information on important Board issues and relay information received from the Borough President's office and/or other governmental agencies.
 9. To be a signatory on the Board's imprest account.
 10. To appoint a person well versed in Roberts Rules of Order as a parliamentarian. The parliamentarian shall not be an officer of the Board.
 11. The Board Chairperson shall be an ex-officio member of each committee, subcommittee and task force and may vote on any agenda item. The Board Chairperson when present at a committee, sub-committee or task force meeting (except the Executive Committee) shall not be counted in the quorum except on a ULURP vote.

D. Duties of Vice-Chairpersons

1. The First Vice-Chairperson shall preside at the Full Board meeting in the absence of the Board Chairperson. The Second Vice-Chairperson shall preside at the Full Board meeting in the absence of the Board Chairperson and First Vice-Chairperson. The Secretary shall assume these duties in the unavailability of the Second Vice-Chair to perform these duties.
2. The Vice-Chairpersons shall assist the Board Chairperson as required including attending meetings in the place of the Chairperson.
3. The Second Vice-Chairperson shall maintain records of the attendance of Board Members at all meetings and shall send notices in October and April to any Board Member who was absent from more than one third of the Board Member's meeting obligations. Copies of the notices shall be sent to the Board Chairperson and the Borough President.

E. Duties of Secretary

1. The Secretary shall take the minutes of the Full Board meetings and any special or emergency meetings, and shall be assisted in the compilation of such minutes by the Community Board staff. The draft minutes shall be distributed to all Board Members prior to the next Full Board meeting or special or emergency meeting.
2. If the Chairperson, First Vice-Chairperson and Second Vice-Chairperson are absent from a Full Board meeting the Secretary shall assume the duties of Board Chairperson for that meeting.

F. Duties of Assistant Secretary

1. The Assistant Secretary shall call the roll and record all votes at the regular monthly meeting and any special or emergency meetings.
2. The Assistant Secretary shall act as Secretary and take the minutes if the Secretary is not present at the regular monthly meeting and any special or emergency meetings.
3. Where both the Secretary and Assistant Secretary position is filled, they may divide their responsibilities as their workload dictates.

G. Duties of Treasurer

1. The Treasurer shall monitor the fiscal operations of the Board and the Board's operating budget and shall manage the use of monies allocated from elected officials and any grants received. He/she shall be a signatory on the Board's imprest account.

2. If the Board Chairperson, First Vice-Chairperson, Second Vice-Chairperson and Secretary are absent from a Full Board meeting then the Treasurer shall assume the duties of Board Chairperson for that meeting.
3. The Treasurer shall be responsible for fund raising and for chairing any meetings whose purpose it is to authorize the expenditure of donated funds.

H. Term Limits for Board Chairperson

No person may serve as Board Chairperson for more than four consecutive one year terms.

I. Election of Officers

1. At the Board's Full Board meeting in the month of March, the Chairperson shall appoint a nominating committee consisting of five Board Members, none of whom may be candidates for office or current Board officers, and shall designate one of the Board Members to be the chairperson of said committee.
2. The nominating committee shall make its report to the Full Board at the Full Board meeting in the month of May and shall recommend one or more Board Members for each office. At the May meeting Board Members may nominate additional candidates for office from the floor. Written notice of the election and nominees shall be sent to each Board Member prior to the election.
3. At the Full Board meeting in the month of June pursuant to written notice sent to each Board Member, there shall be an election held for each of the offices. Prior to the election all candidates shall be given an opportunity to present their qualifications. If there is no nominee for an office, nominations for that office shall be accepted prior to the election. In the event that two or more candidates are running for an office and no one candidate receives a majority of the votes, then a run-off election shall be held immediately between the two candidates receiving the highest number of votes.
 - a. The person receiving the majority of the votes for each office shall be elected.
 - b. The election of officers shall be conducted by written ballot.

J. Resignations

An officer may resign from his/her office on the Community Board. The resignation will be deemed accepted upon receipt of written notice of resignation by the Board Chairperson. The Board Chairperson may resign by delivering written notice to the Executive Committee via the First Vice- Chairperson.

K. Removal of Officers

Any officer may be removed from office if the officer is absent from three consecutive Full Board or Executive Committee meetings. A recommendation for removal will be made by the Executive Committee to Full Board and removal shall be effected by the majority vote of the Full Board.

L. Vacancies

1. In case of any vacancy in any office except the Board Chairperson, a successor to fill the unexpired term shall be elected by the full Board. The Board Chairperson shall announce the open position at the first Full Board Meeting following a vacancy. Board Members who desire to fill the vacancy shall submit their names to the Chairperson. A vote shall be taken at the next Full Board meeting.
2. If during the Board Chairperson's term the Board Chairperson is unable to serve the First Vice-Chairperson shall succeed as Chairperson for the balance of the unexpired term and the Second Vice-Chairperson shall succeed as the First Vice-Chairperson. A Second Vice-Chairperson shall be elected as set forth above.

V. Executive Committee

- A. The Executive Committee shall be comprised of the Board Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Treasurer, Secretary, Assistant Secretary and all committee chairpersons.
- B. In emergency situations, the Executive Committee may act on behalf of the Board provided that any such action shall be ratified by the Board Members at the next Full Board meeting. If the action is not ratified, there shall be no further implementation of the action and the action must be withdrawn. An emergency situation arises at any time that a failure to act or make a decision would result in irreparable harm or a missed opportunity.
- C. The Executive Committee shall approve any expenditure by the district manager in excess of \$2,000.00.
- D. Operational matters will be addressed by the Executive Committee.

VI. Public Members

- A. Members of the public may be appointed by the Board Chairperson to serve on committees, subcommittees and task forces.
- B. Public members of committees, subcommittees and task forces may vote upon items before the committees, subcommittees and task forces but may not vote at the Full Board meeting.
- C. The term of every public member shall conclude on March 31.

- D. Public members may apply for reappointment by completing a request for reappointment application.
- E. Any public member may be removed from a committee, subcommittee or task force if the public member is absent from two consecutive meetings.

VII. Committees

- A. The Board shall have such committees as are necessary to hear and debate the issues in the district. A committee shall be established at the recommendation of Board Chairperson and a majority vote of the Full Board.
- B. Committees shall be comprised of no fewer than five committee members, a majority of which must be Board members. The chairperson or co-chairpersons of the committee shall be appointed by the Board Chairperson. At the discretion of the committee chairperson the committee may have a vice chair and/or a secretary. The vice chair and/or the secretary shall be appointed by the committee chairperson.
- C. Each committee shall meet once per month (except August) unless the Board Chairperson and/or the chairperson of the committee deem an additional meeting necessary or a meeting unnecessary.
- D. A Board Member who is not a member of a committee may not vote on any item before the committee unless that item is a ULURP. Any committee hearing a ULURP item must have as a quorum at least 20% of all Board Members present to vote on the ULURP.
- E. Committees shall keep minutes, attendance and voting records and shall submit in writing to the Board's office minutes of all meetings containing all resolutions adopted together with the voting tally in sufficient time to be incorporated into the vote sheet distributed to the Executive Committee for the succeeding Full Board meeting.
- F. A committee shall be dissolved upon recommendation of the Board Chairperson and a majority vote of the Full Board.

VIII. Subcommittees

- A. Subcommittees may be established at the recommendation of the Board Chairperson and majority vote of the Full Board to hear and debate significant topics that regularly come before the committee.
- B. Subcommittees shall be comprised of Board Members and/or public members appointed by the Board Chairperson. A majority of the members of the subcommittees must be Board Members. The chairperson of the subcommittee shall be appointed by the Board Chairperson.
- C. Each subcommittee shall meet once per month (except August) unless the Board Chairperson and/or the chairperson of the subcommittee deem an additional meeting necessary or a meeting unnecessary.

- D. The chairperson of the subcommittee shall report to the committee at its regular meeting and all votes shall be recommendations to the committee.
- E. A subcommittee's recommendation shall not limit in any way the full committee's duty to hear the public nor to vote.
- F. A subcommittee shall be dissolved upon recommendation of the Board Chairperson and a majority vote of the Full Board.

IX. Task Forces

- A. Task forces may be established at the recommendation of the Board Chairperson and majority vote of the Full Board for a limited purpose and shall be temporary in nature.
- B. Task forces shall be comprised of Board Members and/or public members appointed by the Board Chairperson. A majority of the members of the task force must be Board Members. The chairperson of the task force shall be appointed by the Board Chairperson.
- C. Each task force shall meet once per month (except August) unless the Board Chairperson and/or the chairperson of the task force deem an additional meeting necessary or a meeting unnecessary.
- D. The chairperson of a task force shall provide at each Full Board meeting either a brief report of the progress of the task force or a recommendation on voting on the specific item which the task force has been established.
- E. Task forces shall keep minutes, attendance and voting records and shall submit in writing to the Board's office minutes of all meetings containing all resolutions adopted together with the voting tally in sufficient time to be incorporated into the vote sheet distributed to the Executive Committee for the succeeding Full Board meeting
- F. A task force's recommendation shall not limit in any way the Full Board's duty to hear the public nor to vote
- G. A task force shall be dissolved upon recommendation of the Board Chairperson and a majority vote of the Full Board.

X. Definitions

- A. "Board" refers to the full Community Board 3 body, aka the "Full Board"
- B. "Full Board" refers to the full Community Board 3 body, aka the "Board," who meets on a regular basis, as specified in these by-laws
- C. "Quorum" means more than half of the committee or Full Board

- D. "Days" shall mean calendar days unless otherwise specified.
- E. FOIL means Freedom of Information Law: Refer to the New York State Freedom of Information Law site--<http://www.dos.ny.gov/coog/foil2.html#>
- F. Open Meetings Law: Refer to the New York State Open Meetings site--<http://www.dos.ny.gov/coog/openmeetlaw.html>

XI. Notices

Any notice required by these By-laws may be sent by email or regular mail to the addresses on file with Community Board 3 except as otherwise provided in these By-laws.

XII. Amendments

The By-laws may be amended by a majority vote of the Board Members present and entitled to vote at any Board meeting. A copy of the proposed amendment shall be sent by email or regular mail to all Board Members at least thirty (30) days prior to the vote to amend. A copy of the proposed amendment shall be referred to a By-Laws Task Force established to review and approve the proposed amendment in advance of distribution of the proposed amendment to the Board Members.

XIII. Indemnification

The Board shall, to the fullest extent of the law indemnify all directors, employees and officers against any claim raised against that director, employee or officer while acting in their official Community Board capacity.