



THE CITY OF NEW YORK  
MANHATTAN COMMUNITY BOARD NO. 3  
59 East 4th Street, New York, New York 10003  
Phone (212) 533-5300 - Fax (212) 533-3659  
www.cb3manhattan.org - info@cb3manhattan.org

David McWater, Board Chair

Susan Stetzer, District Manager

**BOROUGH OF MANHATTAN  
COMMUNITY BOARD 3  
BY LAWS**

The by-laws of Community Board #3 of Manhattan, (the "By-Laws"), shall conform to all relevant provisions of federal, state and city law including, but not limited to, Section 2800 of the New York City Charter.

I. Membership

A. Members shall be appointed as prescribed by the City Charter.

1. 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 conflict of interest shall state the nature of the conflict in speaking to the issue and shall not vote on such matters, but shall be recorded as present and not voting for the purposes of a quorum.
2. Any member appearing before a governmental body or otherwise making a public statement which conflicts in any respect with positions adopted by the Board must clearly state that this is a personal position. No member shall represent the Board's position before any City, other governmental agency or authority unless designated to do so by the Board Chairperson.
3. A Board Member may be removed for cause.
  - a. Cause for removal of a Board Member shall be any of the following:
    - i. Failure to adhere to these by-laws and their provisions;
    - ii. Failure to declare a conflict of interest;
    - iii. Soliciting, receiving or accepting any remuneration, exchange for a vote and/or favorable or unfavorable disposition on any item under consideration by the Board or any of its committees;
    - iv. Any form of Board representation not authorized by the Chairperson or the full Board in violation of Section I.A.2. above;
    - v. Felony conviction during term of service on the Board;
    - vi. A consistent pattern of behavior unbecoming a Board Member (e.g. violent behavior);
  - b. Removal of a Board Member for all of the above causes shall be accomplished by a recommendation by the Chairperson, vote of the Executive Committee and

vote of the full Board. The Chairperson shall provide the Board Member subject to removal written notice of the charge(s) at least fifteen (15) days prior to the meeting of the Executive Committee on which the matter is scheduled. The Board Member may appeal in writing to the Executive Committee seven (7) days before the scheduled meeting. The Executive Committee must respond before the next full Board meeting, or within (10) days whichever is sooner. If the appeal to the Executive Committee is denied, or if no timely appeal is submitted, the proposed removal shall be subject to a vote at the next full Board meeting.

4. A Board Member who is not a member of a committee may not vote on any item before that committee unless that item is a ULURP.
5. A public member of a committee is any non-Board member appointed to a committee by the Board Chairperson. Public members are appointed for a one-year term, from April through March. Public members may apply for reappointment by completing a request for reappointment application. Public members of a committee may vote on items before the committee.
6.
  - a. During a period of six months, if a member is absent from one third or more of the member's meeting obligations, the member shall be sent a letter advising the member of that fact. During the next six months, if the member continues to be absent from one third or more of their meeting obligations, the member shall be discharged as a board member. Meeting obligation consists of attendance at meetings of all committees and task forces that the board member has been assigned to, and meetings of the executive committee (if applicable) and the full board.
  - b. Members will be exempt from 1.A.6.a, provided that:
    - i. The member is serving in the military as required by law, or
    - ii. The member is suffering from a severe personal illness, or
    - iii. There is a severe illness or death in the family or household of the member, or
    - iv. The member is a member of two or more committees or task forces whose meetings are held on the same evening, the absence from one or more of the meetings will not be counted as an absence, provided the member does attend one of the other scheduled committee/task force meetingsRegarding, i, ii, and iii above, the member should request the exemption in writing (unless there are extenuating circumstances) and indicate when he or she anticipates being able to resume attendance of meetings on a regular basis.

## II. Election of Officers

- A. Except as hereinafter set forth, at the Community Board's regular meeting in the month of April, the Community Board Chairperson shall appoint a Nominating Committee

consisting of 5 members, none of whom may be candidates for office nor current Board Officers, and shall designate one of the member to be the chairperson of said committee. 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, Treasurer, Secretary and Assistant Secretary.

- B. The Nominating Committee shall make its report to the Community Board at the regular May meeting of the Board and shall with its report suggest one or more members for each position and at such meeting 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 Community 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.
- C. At the June meeting of the Board pursuant to the written notice sent to each member, there shall be a separate election held for each of the offices of Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Treasurer, Secretary and Assistant Secretary. In the event of more than two candidates running for office, if no one candidate receives a clear majority of the votes, (defined as  $1/2 + 1$  of the number of eligible votes), a run-off election is to be held between the two candidates receiving the highest number of votes. The person receiving the clear majority, (defined as  $1/2 + 1$  of the number of eligible votes), for each office shall be deemed elected.

### III. 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 incident to the office in accordance with generally accepted rules of parliamentary procedure including:
  - 1. Terms

Each Officer shall serve for the chronological year with the term beginning July 1, following the election and terminating on June 30th of that year.
  - 2. Duties of Chairperson
    - a. To perform all duties as prescribed in City Charter and any other duties prescribed under law.
    - b. To receive Calendars and notices of meetings 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(s) to attend.
    - d. To open regular monthly meetings at the time and date at which the Community 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 necessarily arise in the course of the Board's business and announce the result of the vote.
- g. To interpret and enforce Robert's Rules of Order except as otherwise provided by the By-Laws therein.
- 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 Governmental agencies. Such communications shall be through the Borough President's office or sent directly to the appropriate Governmental agency with a copy of the same simultaneously forwarded to the Borough President's office.
- j. To authenticate all acts, orders and proceedings of the Board including the countersigning of all letters of whatever nature going out from the Board, and to be the sole spokesperson 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. To be a signatory on the Board's imprest/petty cash account.
- o. Because of the possibility of the First Vice-Chairperson having to act in the absence of the Chairperson as hereinafter provided, to keep the First Vice-Chairperson informed of all information, orders, directives and other matters coming to the Chairperson's attention.
- p. The term "Chairperson" is used in these By-Laws to describe the presiding officer of the Board. Any individual elected to that office shall have the right to style himself/herself Chairman, Chairwoman or Chairperson as he/she prefers. The title he/she chooses shall be used by and for him/her on all forms and correspondences, and in direct address. This rule shall also apply to vice-chairpersons.

3. Duties of Vice-Chairpersons

- a. The First Vice-Chairperson shall preside at the regular monthly meeting in the place of the Chairperson when the Chairperson is absent. The Second Vice-Chairperson shall preside at the regular monthly meeting in the place of the Chairperson and First Vice-Chairperson when the Chairperson and First Vice-Chairperson are absent.
- b. Because of the possibility of the Second Vice-Chairperson having to act in the absence of the First Vice-Chairperson, the First Vice-Chairperson must keep the Second Vice-Chairperson informed of all information, orders, directives and other matters coming to the First Vice-Chairperson's attention.
- c. The Vice-Chairpersons 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 until the 31st day of December of the year. If neither the Chairperson nor First Vice-Chairperson is able to serve, then the Second Vice-Chairperson shall succeed the Chairperson and First Vice-Chairperson until the 31st day of December of the year. In October, (or as closely thereafter as possible), a special nominating committee of 5 members shall be appointed by the First or Second Vice-Chairpersons in order that a special election for Chairperson be held. The same procedures as outlined in Section II.A. B. and C. above shall be followed save that the committee will report in November and a special election shall be held in December to elect a Board Chairperson for the remainder of the term. The Chairperson will only serve from January 1st until June 30th of that year. In April, the normal election procedures will commence.

4. Duties of Secretary

- a. The Secretary shall be the recording officer of the Board taking the minutes of the regular monthly meetings and special meetings, and shall be assisted in the compilation of such minutes by the Community Board staff. The final version of the minutes as approved by the Secretary and Chairperson shall be distributed to all Board Members not later than twenty-one (21) days after each regular monthly meeting or special or emergency meeting.
- b. If the Chairperson, First Vice-Chairperson and Second Vice-Chairperson are absent from a meeting then the Secretary shall assume the duties of Chairperson for that meeting only.
- c. 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.

5. Duties of Treasurer

- a. The Treasurer shall monitor the fiscal operations of the Board and the Board's operating budget. He/she shall be a signatory on the Board's imprest/petty cash account.

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

6. Duties of Assistant Secretary

- a. The Assistant Secretary shall act as Secretary 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.

IV. Executive Committee

The Executive Committee shall include within its number the Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Treasurer, Secretary, Assistant Secretary and Committee Chairpersons. 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 Community 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. Vacancies

In case of any vacancy in any office, a successor to fill the remaining portion of the term may be elected by the Executive Committee.

VI. Resignation

Any officer may resign from any position on the Executive Board. The resignation will be deemed accepted at the time of submission to the Chair of the Board.

VII. Board Meetings

A. There shall be at least one regular monthly meeting of the Community 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 Community Board members as hereinafter provided.

- 1. A majority, ( $1/2 + 1$  of the appointed members of the Community Board), shall constitute a quorum. Public members and ex-officio members are not counted toward a quorum.
- 2. A quorum being present, a majority, ( $1/2 + 1$  of the members eligible to vote), must vote in favor of a motion for the motion to pass.

B. The Board shall meet upon request of the Borough President to hold hearings on the city budget or any other public matter in order to advise the Borough President on such matters.

- C. 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 1/3 of the Board's membership and presented to the Board Chairperson and the Borough President.
  - 2. A special meeting shall be called upon five-day's notice, in writing, with a 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. At least two day's notice must be given of the meeting. Notice for an emergency meeting may include telephonic or other rapid means of communication.
- D. The following are the rules governing attendance and excused absences:
  - 1. All Board Members are expected to substantially attend Board and Committee meetings. The removal of a Board Member for cause shall include substantial non-attendance at Board meetings, (as defined in Section I.A.3.b. above).
  - 2. A Board Member may be properly excused for the following reasons: military service; in the event of severe personal illness or severe illness or death in the immediate family, which shall include significant others. Other reasonable excuses will be considered on a case by case basis.
  - 3. A Board Member shall not be deemed present at a meeting unless he/she is in attendance during substantially all of the meeting. Substantial attendance shall be defined as 75% or more of the meeting.

#### VIII. Committee Meetings

- A. There shall be as many committee meetings as the Chairperson of the Board and/or Chairpersons of the Committees deem necessary and appropriate.
- B. Committee meetings shall be conducted under the same procedures as Board meetings.
- C. 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.

- D. Members of the public may be appointed by the Board Chairperson to serve on committees. Public members of a committee may vote upon items before the committee.
- E. Committees shall keep minutes, attendance and voting records and shall report all resolutions adopted, in writing, together with the voting tally.
- F. The Chairperson of the Board shall create and dissolve all standing, task force and ad hoc committees, subject to the approval of the full Board.
- G. Land Use/ULURP review committees must have no fewer than 20% of all Board Members on the committee.
- H. Each standing committee shall be comprised of no fewer than five board members. Each standing committee shall include a chair and, at the discretion of the committee, may include a vice chair and/or secretary.
- I. No board member shall be eligible to serve as a committee chair who has less than one year's experience on the board unless unique qualifications (expertise) establish him/her for that position.

IX. Special Subcommittee By-Laws

That such Special Subcommittees:

Be composed of members appointed by the Chair of the full standing Committee;

Meet after the previous month's full Community Board meeting but before the present month's affiliated full standing Committee meeting;

Meet at the convenience of the members of the Special Subcommittee, and for selecting members of the public to speak may select only those members of the public who are speaking on the topic immediately relative to the Special Subcommittee; and

Provide at each affiliated full standing Committee Meeting either a report explaining the progress of the Special Subcommittee or a recommendation on voting on the specific item which the Special Subcommittee has performed its duty of research, investigation, clarification, reporting; but

Not limit in any way the full standing Committee's duty to hear the public and to vote on items; and

The Special Subcommittee shall be dissolved automatically upon its completed recommendations to the full Board, or upon a majority vote by the full standing Committee if it has not completed its recommendation.

X. Agenda

A. 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 of one hour at each regular monthly Community Board meeting. In the interest of affording the maximum opportunity to all residents 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 3 minutes and each public official shall be limited to 5 minutes, unless otherwise permitted by the Board Chairperson.

a. Items Not Listed on 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 of 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 the public as well as agencies of government who have requested a place on the agenda shall be afforded the opportunity to express themselves to the Board on matters of public interest. In the event that prior arrangements have been made by the Board Chairperson for a particular person or persons to appear during this portion of the Public Session, the subject and speaker's name shall be listed on the notice of meeting and agenda sent to all Board Members.

3. Business Session

There shall be a Business Session embracing all items on the Agenda listed below. The Business Session shall be that portion of the Board meeting where only members of the Board may debate the issues and vote on such issues. The proponent of an issue before the Board, not a Board Member, upon request may respond to questions in the Business Session. Business Session items on the Agenda shall be limited to three minutes for each speaker except where otherwise decided by the Chairperson. At any time during the Business Session the Board may, as outlined below, vote to enter into Executive Session in which items of a confidential nature may be discussed without the public. Before any voting takes place, however, the Board must re-enter into Business Session at which the public is present.

a. Adoption of Minutes.

b. Community Board Chairperson's Report.

Together with other pertinent items the Board Chairperson shall read to the Board all written communication from the Borough President's office and convey such other communications as shall come from the Borough President and other governmental agencies in relation to the work of the Board.

c. District Manager's Report.

Which shall include a report on the District Service Cabinet meetings and the Borough Service Cabinet meetings.

- d. Borough President's Report delivered by Community Liaison.

In addition to other matters, the Borough President's report shall include items which the Borough President wishes to be considered by the Community Board, e.g., City Planning Commission items, site selection items and related matters.

- e. Councilperson's Report and other Public Officials' Report.
- f. Committee Chairperson's Reports.

Committee Reports shall be made by each Committee Chairperson with a copy of same, as available, being filed with the Secretary of the Board at the end of the meeting.

- 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.

#### 4. Executive Session

Executive Session requires a motion and a majority of total members voting in favor. Discussion during Executive Session is limited to the matter for which the Board voted to enter into Executive Session. Voting on matters discussed in Executive Session must be conducted in Business Session. Executive Session may be held to discuss only:

- a. Matters which will imperil the public safety if disclosed;
- b. Any matter which may disclose the identity of a law enforcement agent or informer;
- c. Information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
- d. Discussions regarding proposed, pending or current litigation;
- e. Collective negotiations pursuant to Article 14 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.

#### XI. Voting

- A. Voting shall be conducted by roll call with votes in favor, against, abstentions and present but not voting recorded.
- B. 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.
- C. All voting in Board meetings shall be in person only. No proxy will be accepted.

XII. Internal Operation of Community Board

- A. This Community Board May establish such additional rules of its own as are not specifically covered by the language of these By-Laws and the City Charter and are not in contravention of these By-Laws.
- B. Matters involving personnel and administrative matters will be dealt with by the Executive Committee except in such instances as the Board Chairperson sees fit to empower a special committee.
- C. For the purposes of these By-Laws, the word "days" shall mean calendar days unless otherwise specified.

XIII. Amendments

The By-Laws herein may be individually amended by this Community Board by a majority, (1/2 + 1), vote of the members present and entitled to vote at any Community Board meeting, provided: a copy of such proposed amendment has been referred to the Ethics Committee for review and generation of appropriate language, (this applies to all proposed amendments including additions, deletions or changes); a copy of such proposed amendment shall then have been mailed to all members of the Community Board at least 60 days prior to the vote to amend; and that such amendment is not in contravention of the City Charter.

XIV. Task Forces

That if the full Community Board deems a Task Force useful and so moves, then the Board Chair may create Task Force(s) each on a temporary and specific basis; for the duty of researching, investigating, clarifying, reporting and recommending on a specific item on the agenda.

That such Task Forces:

Be composed of members appointed by the Board Chair;

Meet after the previous month's full Community Board meeting but before the present month's full Community Board meeting;

Meet at the convenience of the members of the Task Force, and for selecting members of the public to speak may select only those members of the public who are speaking on the topic immediately relative to the Task force; and

Provide at each full Board Meeting either a report explaining the progress of the Task Force or a recommendation on voting on the specific item which the Task Force has performed its duty of research, investigation, clarification, reporting; but

Not limit in any way the full Board's duty to hear the public and to vote on items; and

The Task Force shall be dissolved automatically upon its completed recommendations to the full Board, or upon a majority vote by the full Board if it has not completed its recommendation.

XV. 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.