



CITY OF NEW YORK

MANHATTAN COMMUNITY BOARD No. 4

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**Bylaws of Manhattan Community Board No. 4
As Revised, November 2, 2005**

Article I. DEFINITIONS AND LAW

A. Bylaws Subject to New York City and New York State Law

The Bylaws of Manhattan Community Board No. 4 shall conform and be subject to all relevant provisions of Federal, State and City law, including but not limited to, the New York City Charter as amended, and the NYS Open Meetings Law. Nothing in these bylaws shall be construed so as to change, modify or amend the City Charter, or any other relevant Federal, State or City law.

B. Boundaries of Manhattan Community District No 4

1. Boundaries

Manhattan Community District No. 4 includes the communities of Chelsea and Clinton/Hell's Kitchen on the West Side of Manhattan. It is bounded on the west by the Hudson River (AKA North River), including the piers and water west to the boundary of New York City. The southern boundary is 14th Street from the Hudson River to the Avenue of the Americas (Sixth Avenue). The eastern boundary extends northward along the Avenue of the Americas from 14th Street to 26th Street, follows 26th Street west to Eighth Avenue, and then extends northward on Eighth Avenue to Columbus Circle, where it follows the eastern roadway of the Circle to Broadway. The northern boundary goes from this point north a short distance along Broadway to 60th Street, then west along 60th Street to Columbus Avenue and south on Columbus Avenue to 59th Street, which it follows to the Hudson River.

2. Board/District Definitions

Manhattan Community District No 4 (the "District") refers to a geographic area defined above whereas Manhattan Community Board No. 4 (the "Board") refers to the organization defined by these Bylaws, as prescribed by New York City Charter.

C. NYS Open Meeting Law

All meetings of the Board, including special and emergency meetings, all committee meetings including executive committee and nominating committee, task forces, hearings and public informational meetings, shall be conducted in accordance with New York State Open Meeting Law, including provisions in that law relating to notice, minutes, and meeting in executive session.

D. Attendance to be Recorded

At all meetings of the Board, including special and emergency meetings, all committee meetings including executive committee and nominating committee, task forces, hearings and public informational meetings, whether formal minutes are required by law or not, a listing of all

persons in attendance shall be recorded and maintained by the Board. It shall be the responsibility of the ranking Board officer or committee chairperson to ensure that such record is collected.

E. Severability

If any provision of these Bylaws is determined to be invalid or unenforceable, that provision shall be considered valid to the maximum extent permissible and the remaining provisions of these Bylaws will still be valid.

F. Paragraph Headings

Paragraph headings placed before paragraphs in these Bylaws are for convenience only and are not relevant to these Bylaws in any way.

Article II. MEMBERSHIP

A. Membership of Manhattan Community Board No 4

1. Members

Manhattan Community Board 4 shall consist of not more than fifty members appointed by the Manhattan Borough President, one half of whom shall be appointed from nominees of City Council members elected from council districts which include any part of Manhattan Community District 4. No more than twenty-five percent of the Members shall be city employees. No person who does not have a residence or a business, professional, or other significant interest in the District shall be appointed to as or shall remain a member of the Board.

2. Members Serve as Individuals

All members shall serve on the Board in their individual capacity only. Their actions shall not be instructed by, or responsible to, any other organization with which they may be affiliated.

3. City Council Members Ex-officio Members

New York City Council Members whose districts include any part of Community District 4 shall be ex-officio non-voting members of the Board.

B. Expectations of Members

The following expectations apply to Board members, as well as public members of committees insofar as is applicable:

1. Attend meetings

Members are expected to attend all Board meetings as well as assigned committee meetings, unless prevented by an excused absence as defined in paragraph II-D-2 (Excused Absences) below. However, public members of committees are not required to attend full board meetings.

2. Strive to Understand Issues

Members are expected to devote their best efforts toward understanding issues that come before the Board, or committees of the board, including issues raised at public session, in order to contribute to discussion and vote in an informed manner.

3. Vote in Best Interest of the Community

Members are expected to vote on issues in accordance with their best understanding and beliefs of what is in the community's best interest.

4. Treat Others with Respect and Courtesy

Members are expected to treat other Board or committee members, members of the community, representatives of city/state/federal agencies and elected officials and all others with respect and courtesy while acting in their capacities as Board members.

5. Conduct all Affairs with Decorum

Members are expected to conduct all Board affairs with fairness and decorum.

C. Responsibilities of Members

The following responsibilities apply to Board members, as well as public members of committees insofar as is applicable:

1. Abide By These Bylaws and City/State Laws

Members are required to abide by these Bylaws as well as other applicable city or state laws relating to the conduct of community boards.

2. Conflicts of Interest

Any member participating in the Board's consideration of a matter, including at committee meetings, involving a direct financial interest to the member or to an organization or institution, whether for-profit or not-for-profit, with which the member is involved, (that is, a "conflict of interest" as defined by Chapter 68 of the New York City Charter), shall state the nature of the conflict in speaking to the issue, shall not chair any discussion on the issue, and shall refrain from voting on the issue by declaring "present but not eligible to vote" when the issue is called to a vote.

3. Statements to Another Body or the Press

Any member appearing before a governmental body, or who is being interviewed by the press, or is otherwise making a public statement, which conflicts in any respect with positions adopted by the Board shall not identify himself/herself as a member of the Board when making such statement, or, if there is risk of confusion, shall explicitly state that he or she is speaking personally or on behalf of another organization and not as a Board Member. No member shall represent the Board to the press or before any City or other governmental agency or authority unless authorized to do so by the Board Chairperson.

4. Behavior on Other Deliberative Bodies

A member representing the Board on a deliberative body may ordinarily use discretion in discussion and voting, so long as consistency is maintained with general Board policy. In cases, however, where an explicit Board policy has been adopted on an issue, the Board member must distinguish Board policy from a personal position in case the member wishes to express such a position. In such cases the member must ensure that the Board policy on the issue is clear, and on any vote the member must vote according to the Board policy.

5. Identification

With the exception of the Chairperson and Board members specifically authorized to represent the Board by the Chairperson, Board or committee members are not authorized to carry business cards or use stationery or electronic signatures that identify them as Community Board No. 4 members.

6. Special Privileges Prohibited

All Board members and public members of committees are prohibited from accepting any favors of more than token value from other parties or businesses or not-for-profit organizations who have, or may have, business or dealings that are likely to come before the Board, or that may have the appearance of influencing a Board member's position.

D. Requirements for Attendance

The following attendance requirements apply to Board members, as well as public members of committees insofar as is applicable:

1. Attendance Criteria

Unexcused absences from more than one third of the regular meetings called in six months, or more than one third of the scheduled committee meetings called in six months for each committee upon which a board member sits shall be sufficient cause for removal, in accordance with the process defined under section II-E (Actions Against Board Members and Public Members) below.

2. Excused Absences

A Board or committee member may be properly excused for the following reasons: for military service, for jury duty, in the event of severe personal illness or severe illness or death in the family or household, and absence on Board business directed by the Chairperson. No other excuse shall be permitted, nor shall any leave of absence be granted from attendance at the Board or its committees.

3. Absence Notification

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. However, notification of an absence does not exempt a Board member from the provisions of paragraph II-D-2 (Excused Absences) above.

4. Absence Defined

For the sole purpose of establishing a record of a Board member's attendance for evaluation of such attendance, a Board member shall be considered to have been in attendance at a meeting if he or she shall have been in attendance during substantially all of the meeting, excluding any public hearings or special presentations prior to the meeting proper. "Substantially all of the meeting" shall be defined as arrival within one-half hour of the beginning of the actual Board business session, including the public session, or the beginning of a committee meeting and remaining until the final vote is taken.

E. Actions Against Board Members and Public Members

1. Actions for Cause

The Board may, by a majority vote at a regular meeting and on recommendation by the Executive Committee, reprimand, remove, or recommend removal by the Borough President of a Board member for cause. Cause may include failure to fulfill attendance requirements as set forth in these Bylaws, 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.

2. Process for Action

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 in writing, either directly or by means of a delivery that requires a return receipt, and a copy of same 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 shall have the opportunity to respond to the proposed action at the next scheduled meeting of the Executive Committee meeting.
- c. If the Executive Committee subsequently decides, again by majority vote, that the recommendation for removal or reprimand still stands, the issue shall be placed on the agenda of the next scheduled full Board meeting.
- d. The action is not final until approved by a majority vote of the full Board.

3. Removal of Public Members

As defined in paragraph X-C-2 (Public Members), public members of committees serve at the pleasure of the Board Chairperson, in consultation with the respective committee chairperson, and, as such, may be removed without going through the process defined in paragraph II-E-2 (Process for Action) above.

Article III. OFFICERS

A. Officers

The officers of the Board shall be Chairperson, First and Second Vice Chairperson, and two Co-secretaries. Each officer shall perform such duties as are incident to the office in accordance with generally accepted rules of parliamentary procedure including those set forth in these Bylaws:

1. Terms

Each required Officer shall serve for one year beginning July 1, following the election, and terminating on June 30th of the next calendar year.

2. Rotation of Chairpersons

To provide the greatest opportunity of service for each member of the Board, no Chairperson or First or Second Vice Chairperson shall serve in the same office for more than two consecutive terms, except by a unanimous vote of the board. In no event shall a consecutive term be permitted beyond three terms.

3. Duties of Chairperson:

The duties of the Board Chairperson shall be as follows:

- 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 meetings of all city agencies required to refer matters to community boards pursuant to the City Charter and to inform Board members of such calendars and notices,

- c. To attend any meetings required by the Mayor, city agencies and the Borough President pursuant to the City Charter or to designate a representative or representatives to attend,
- d. To preside over monthly meetings at the time and date at which the Board is to meet, by:
 - i. Taking the chair and calling members to order,
 - ii. Announcing the business before the Board according to the agenda,
 - iii. Preparing and delivering the Chairperson's report,
 - iv. Stating and putting to a vote 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,
 - v. Adjourning regular monthly meetings at the conclusion of business properly before the Board, and to recess or continue such meetings as may be required by circumstances,
- e. To preside over meetings of the Executive Committee,
- f. To decide and enforce all questions of order based on the following criteria, in the following order:
 - i. The law, as defined in Article I
 - ii. These Bylaws
 - iii. Robert's Rules of Order
- g. To appoint a Board member to act as parliamentarian,
- h. 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,
- i. To send copies of all resolutions and other formal communications to appropriate city and/or state agencies, the Borough President, elected officials having appropriate jurisdiction, and other interested parties,
- 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, except for administrative letters, which may be delegated to Board staff,
- k. To be the sole spokesperson for the Board in relation to the news media, agencies of government and the public at large, except as the Chairperson shall otherwise specifically authorize,
- l. To manage all committees of the Board as further explained in Article X (COMMITTEES) below,

- m. To refer matters to appropriate committees,
- n. To be a non-voting ex-officio member of each committee, not counting toward a quorum, and
- o. To keep the Vice Chairpersons informed of all information, orders, directives and other matters coming to the Chairperson's attention, because of the possibility of the Vice Chairpersons having to act in the absence of the Chairperson as hereinafter provided.

4. Form of Address

The term "chairperson" is used in these Bylaws to describe the presiding officer of the Board. Any individual elected to that office shall have the right to style himself/herself "chairperson", or "chair", as he/she prefers. The title he/she chooses shall be used by and for him/her on all forms and correspondence, and in direct address. This provision shall also apply to Vice Chairpersons and committee chairpersons.

5. Duties of Vice Chairpersons

- a. The First Vice Chairperson shall preside at all meetings in place of the Chairperson when the Chairperson is absent. In the absence of the Chairperson and the First Vice Chairperson, the Second Vice Chairperson shall preside.
- b. The Vice Chairpersons shall assist the Chairperson when necessary and required. If the office of Chairperson becomes vacant for any reason before the stated term has expired, the First Vice Chairperson shall succeed the Chairperson for the remainder of the term. If both the offices of Chairperson and First Vice Chairperson become vacant, the second Vice Chairperson shall serve until the next regular election, except as defined in paragraph IV-F (Special Elections) below.
- c. The First Vice Chairperson shall be responsible for overseeing the attendance of Board members at Board and committee meetings and shall deliver regular written reports on such attendance to the Executive Committee..
- d. The Second Vice Chairperson shall act as the Budget Coordinator with the following responsibilities:
 - i. The Budget Coordinator shall work with the Board Chairperson and chairpersons of committees in order to reconcile city budget requests, present budget priorities to the Board for review, and aid in the Budget Consultations. These duties include commenting on the Preliminary Budget, developing the Statement of District Needs, organizing the Capital and Expense priorities and reviewing the Consolidated Plan.
 - ii. The Budget Coordinator shall also work with the Board Chairperson and the District Manager in preparing the internal budget of the Board.
- e. In the event that, due to multiple successions, the offices of both Vice Chairpersons become vacant, a special election may be held to fill the vacancies as defined in paragraph IV-F (Special Elections) below

6. Duties of the Secretaries

- a.** The Co-Secretaries shall be the recording officers of the Board and shall take the minutes of the regular monthly meetings and of any special or emergency meetings of the Board.
- b.** The minutes shall include:
 - i.** Attendance record of board members
 - ii.** Summary description of reports and other matters discussed by the board
 - iii.** Summary description of all matters voted on by the board, together with the voting tally, noting the votes of each board member
- c.** The Co-Secretaries shall arrange a schedule between themselves determining who will record the minutes of each such meeting.
- d.** If the Chairperson and all Vice Chairpersons are absent from a Board meeting, the Co-Secretary not responsible for recording the minutes of that meeting shall preside at that meeting.
- e.** Because of the possibility of either secretary having to act in the absence of the other, secretaries shall mutually keep one another informed of all information, orders, directives, and other matters coming to their attention.
- f.** In the event that the offices of one or more secretaries become vacant, the Chairperson may appoint a temporary secretary as needed to ensure that minutes are recorded.
- g.** The final version of the minutes, as approved by the recording Co-Secretary and the Chairperson, shall be furnished to the District Office within two weeks after each such meeting, for distribution to the full board in time for consideration and approval at the next following full board meeting.

Article IV. ELECTION OF OFFICERS

A. Nominating Committee

Except as set forth in paragraph IV-B (Nominating Committee, Alternate Method) below, at the Board's regular meeting in March, the Board Chairperson shall appoint a Nominating Committee consisting of seven members and shall designate one of their number to be the chairperson of said committee.

B. Nominating Committee, Alternate Method

However, at the written request of at least ten members of the Board, filed prior to the commencement of the March full Board meeting, a Nominating Committee of seven members shall be elected by the Board. In this event, the seven nominees receiving the highest number of votes shall constitute the Nominating Committee and the nominee amongst the seven who received the highest number of votes shall be chairperson of the committee. Any tie shall be resolved by the Board Chairperson.

C. Nominating Committee Membership

In no event shall a member of the Nominating Committee be a current office holder. In the event that a member of the nominating committee should become a nominee for any reason, that member shall be required to resign from the nominating committee.

D. Process

1. April Report of Suggestions

The Nominating Committee shall meet as often as necessary in order to report to the Board at its April meeting suggestions for candidates for each of the offices of Chairperson, First and Second Vice Chairperson, and two Secretaries.

2. May Report of Nominations

The final report of the Nominating Committee shall be sent to Board members with the notice for the May meeting. The Nominating Committee shall make its final report to the Board at the May meeting and shall, with its report, nominate one or more candidates for each position. Following the report, members of the Board may offer additional nominees from the floor.

3. Notice of Nominations

All nominees suggested by the Nominating Committee as well as nominees offered from the floor for 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.

E. Elections

1. June Elections

At the June meeting, there shall be no further nominations from the floor unless there is no nominee for a particular office. At the discretion of the Board Chairperson, each candidate may be permitted up to three minutes to speak on his or her behalf. Discussion by other board members is permitted at the discretion of the Board Chairperson. At the end of discussion, there shall be a separate election held for each of the offices of Chairperson, First and Second Vice Chairperson, and two Co-secretaries. The person receiving the highest number of votes for each office shall be deemed elected to that office.

2. Voting

Voting for each office shall be by a show of hands, with votes recorded on a voting sheet.

3. Tie Vote

In the event of a tie, additional votes may be taken until a winning candidate is selected.

F. Special Elections

1. Establishing Need for a Special Election

A need for a special election shall be deemed to exist as follows:

- a. If the office of the Second Vice Chairperson becomes vacant and more than six months remain until the next scheduled election, or
- b. If, at any time, the offices of both Vice Chairpersons become vacant.

2. Process for Special Elections

A special election to fill vacancies shall be conducted at a regular scheduled meeting by taking nominations from the floor, and voting as defined in paragraphs IV-E-2 (Voting) and IV-E-3 (Breaking a Tie Vote) above.

Article V. BOARD MEETINGS

A. Regular Meetings

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.

B. Special and Emergency Meetings

There may be special and emergency meetings. The agenda for such meetings shall be limited to the specific issues for which the meeting is called. These issues shall be set forth in the notice of the meeting.

C. Provisions for Special Meetings

1. Calling a Special Meeting

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, or
- d. Upon written request of at least 1/3 of the Board's membership, presented to the Board Chairperson.

2. Notice for Special Meeting

Such special meeting shall be called upon notice of five working days, 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.

D. Provisions for Emergency Meetings

1. Calling and Notice for an Emergency Meeting

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 given by telephonic or other rapid means of communication such as email or fax.

E. Quorum for All Meetings

A quorum shall be a majority of the appointed voting members of the Board.

Article VI. AGENDA OF BOARD MEETINGS

A. Agenda

An agenda shall be drafted by the Chairperson of the Board in consultation with the Executive Committee and the District Manager. In order to encourage public participation, items of major public interest should be placed as early as possible on the agenda. Copies of the agenda shall be mailed to Board members no less than five calendar days before the meeting, and shall otherwise be distributed or posted in accordance with law.

B. Hearings Prior to Board Meetings

Hearings on certain subjects may be scheduled on the same day as regular Board meetings, but, if so scheduled, shall take place before the actual business meeting begins and are not considered to be part of the regular business meeting. The procedures for hearings are set forth in Article XI (PUBLIC HEARINGS).

C. Public Session

The regular meeting shall begin with a public session, which shall be conducted as follows:

1. Definition

There shall be a Public Session at the beginning of each regular monthly Board meeting, of sufficient length to afford an opportunity for all interested members of the public to present their concerns to the Board.

2. Time Limits of Speakers

To afford the maximum opportunity to all citizens to be heard, each speaker shall be limited to a period of no more than 3 minutes, unless otherwise permitted by the Board Chairperson. If more than 20 persons have signed up to speak at the Public Session, the Chairperson may at his or her discretion restrict the speaking time to 2 minutes.

3. Questions from Board Members

Board members may ask questions of public session speakers at the discretion of the Chairperson. However, discussion amongst Board members regarding agenda items or other business shall not be permitted during the public session.

4. Statement by Board Members

Any Board member may speak as a member of the public during the public session by signing up to speak in the same manner as any member of the public. Any board member who speaks regarding an issue in the public session shall be presumed to be an interested

party regarding that issue, and will be required to declare “present but not eligible to vote” whenever the issue is subsequently brought before the board for a vote.

D. Business Session

1. Definition

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 Business Session shall be open to the public according to law.

2. Agenda Items

The agenda of a regular meeting shall include the following:

- a. Adoption of agenda
- b. Adoption of minutes
- c. Reports (as needed):
 - i. Borough President's report
 - ii. Elected officials' reports
 - iii. Board Chairperson's report
 - iv. District Manager's report
- d. Committee Business – These shall include a brief summary of committee activity and explanation of the resolutions being offered. Letters, resolutions and other business proposed by committees are voted on at this time in the order presented.
- e. Old Business – Items not completed at previous meetings.
- f. New Business – Items added to the agenda from the floor. Normally, new business should be referred to the appropriate committee for consideration at a future full Board meeting.
- g. Adjournment

E. Discussion

1. Speakers other than Board Members

The proponent of an issue before the Board, or a person having relevant knowledge, not a Board member, may, on request of a majority of the Board, respond to questions in the Business Session.

2. Frequency of Comments

A Board member may not speak more than twice on a particular topic, except with permission of the Chairperson, and assuming there are no other Board members waiting to speak.

3. Committee Reports

During the period devoted to committee business, a committee chairperson or other proponent of a letter or resolution may give a brief statement explaining the issue, and may sum up at the end of debate.

Article VII. RESOLUTIONS AND ACTIONS OF THE BOARD

A. Guidelines for Resolutions

Guidelines for appropriateness of resolutions or other actions shall be as follows:

1. Support for For-Profit Enterprises

Resolutions or letters of support concerning a for-profit enterprise are subject to the following limitations and procedures:

- a. Such actions are in order only as part of the Board's participation in an official process or proceeding, such as ULURP or a review proceeding before a government agency, or upon request from another community board or other government agency.
- b. In the event of a request from another community board or other government agency regarding the behavior of a for-profit enterprise, such letters shall be issued by the Board office on the approval of the Chairperson of the Board and shall be limited to statements of facts based on information on file at the Board office. The letters shall include reference to the agency or community board requesting the support.

2. Support for Not-For-Profit Enterprises

Resolutions or letters of support or comment concerning a not-for-profit organization shall be subject to normal Board procedures, with the following limitations:

- a. Any such resolution or letter shall be directed to specific programs of such organizations serving the Board or to properties located within the Board, provided, however, that any such resolution or letter shall clearly state the occasion or reason of its issuance, and any program or proposal that shall be the subject of the resolution or letter shall have been specifically reviewed by the committee recommending such action.
- b. Such resolutions or letters may not be acted upon as new business at a Board meeting unless either the appropriate committee shall have reviewed and approved them in a regular or special meeting in accordance with the preceding paragraph or if:
 - i. the Board has approved a letter or resolution of support for such program or proposal within the last six months, or
 - ii. such committee has specifically reviewed the program or proposal within the last six months, and
 - iii. there has been no substantial change in such program or proposal, and
 - iv. the reason for the renewed expression of support without committee review has been stated to the Board, and
 - v. the item is added to the agenda at the time of the adoption of the agenda.

3. Matters in Other Community Districts

Matters with regard to other community districts are subject to the following limitations:

- a. In the case of a resolution or other action concerning any matter or property located within another community board's boundaries, such action shall be taken only if Community Board No 4 is also affected by such matter or property.
- b. Before taking such action, the other community board(s) within which such matter or property is located must be appropriately consulted and any action must take into account the stated concerns of such other community board(s). However, this does not restrict the right of Community Board No 4 to adopt a different position on any matter that affects areas within its jurisdiction or boundaries.
- c. In all cases where another community district is directly affected by actions taken by the Board, such community board shall be promptly notified of such action.

Article VIII. VOTING

The following procedures regarding voting apply to all Board meetings including monthly full board meetings and committee meetings.

A. Right and Requirement to Vote

In accordance with law, any Board member present at a Board meeting, or committee member present at a committee meeting, when an issue is called to a vote, is entitled and required to vote as long as a quorum exists, as long as said board member is not deemed ineligible to vote due to a conflict of interest, even if said Board member is late or departs early. A vote or declaration may given as one of the following:

1. "Yes"
2. "No"
3. "Abstain"
4. A board member who is ineligible to vote due to a conflict of interest should declare "Present but not eligible to vote".

B. Majority Vote

All actions of the Board shall be decided by a majority vote of those members present and eligible to vote. An abstaining member shall be counted as voting for purposes of determining a majority. A member declaring "present but not eligible to vote", as required by a member with a conflict of interest regarding a specific action, shall not be counted in the number of those voting for purposes of determining a majority for the specific action only.

C. Method of Voting

Voting shall ordinarily be by a show of hands, oral counting of votes by the chairperson, and announcement of the result by the chairperson. However a roll call vote shall be required by the following conditions:

1. upon the request of 5 or more members of the Board at a full board meeting or 5 or more members of a committee at a committee meeting, which request can be made prior to the vote being called, or directly after the vote but before the next agenda item is announced, or
2. at the discretion of the chairperson at a full board meeting or committee chairperson at a committee meeting, or
3. on all items mandated by law or appropriate regulations, such as ULURP applications.

D. Record of Votes

A record shall be kept by each member of final votes on each item not recorded by roll-call, on a sheet provided. However, at the time each vote is taken, the Chairperson shall count all votes and announce the outcome to the Board. If the event of a difference between the voting sheets and the Chairperson's decision at the time of the vote, the Chairperson's decision shall stand.

E. Voting in Person

All voting in Board meetings or committee meetings shall be in person only. No proxy shall be accepted.

F. Minority reports

Minority reports on actions taken by the Board may be prepared for presentation to government agencies having jurisdiction over a matter considered by the Board. Such minority reports must contain the signatures of those members of the Board or committee who concur in it and who voted in the minority when the matter addressed was considered by the Board or committee. Such reports must be submitted to the Board Chairperson in advance of submission to another body.

Article IX. EXECUTIVE COMMITTEE

A. Definition

The Board shall have an Executive Committee. The Executive Committee shall include within its number the Chairperson, the First and Second Vice Chairperson, the two Co-secretaries, the immediate past Board Chairperson, all standing committee chairpersons.

B. Meetings

The Executive Committee shall meet monthly prior to full Board meetings. Meetings of the Executive Committee shall be open to the public according to law.

C. Business of the Executive Committee

In emergency situations the Executive Committee may provisionally adopt a letter or resolution on behalf of the Board, but any such letter or resolution must clearly state that the issue addressed has not been adopted by the full board and is being provided for information only, pending full board approval. In all such cases, such action shall be presented for ratification 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 appropriate steps shall be taken to withdraw the action.

D. Jurisdiction

Except as otherwise provided by these Bylaws, the jurisdiction of the Executive Committee shall be limited to matters of governance of the Board or its office, or to emergency situations or issues

not falling within the jurisdiction of other committees of the Board, or to matters that span more than one committee.

E. Definition of Emergency

For the purposes of this article, an emergency is defined as an action with a deadline that occurs before the next regularly scheduled full Board meeting, or other matters at the discretion of the Board Chairperson.

Article X. COMMITTEES

A. Establishment of Committees

1. Committee Review

In the interval between the election and July 1st, the Board Chairperson-elect, in consultation with the newly elected officers, shall review the committee structure and set up standing and special committees and appoint committee chairpersons for the following year. Committees may be designated as “standing” or “special” at the discretion of the Chair.

2. Creation of Committees

The Board Chairperson may, at any time, and in consultation with the Executive Committee, create new committees, disband existing committees and combine or separate committees, as long as there shall be as many committees as deemed necessary to monitor city services to Community District No. 4 and to conduct the business and mandate of the Board.

B. Committee Chairpersons

1. Definition of Committee Chairpersons

At the discretion of the Board Chairperson, any committee may be chaired by a single committee chairperson or two co-chairpersons, who shall share the duties of committee chairperson equally.

2. Duties of Committee Chairpersons

The duties of committee chairpersons shall be as follows:

- a.** Establish, in coordination with Board staff and the Board Chairperson, the monthly schedule for committee meetings, and the agenda for each committee meeting.
- b.** Record the attendance of all committee members at meetings, and record the attendance of all guests.
- c.** Ensure that the minutes are recorded for all committee meetings, as defined in paragraph X-F (Minutes) below.
- d.** Ensure that public notification of committee meetings and the business to be conducted is posted as per paragraph X-G (Notification) below, and, in addition, that any interested parties are notified.
- e.** Preside over committee meetings, including recognizing speakers and introducing and resolving agenda items by majority vote.

- f. Write or cause to be written, any proposed letters, resolutions or other correspondence passed by majority vote, and cause said proposed correspondence to be prepared and distributed for final vote at an upcoming full Board meeting.
- g. Attend Executive Committee meetings and such other meetings, such as Borough Consultations, that may be required.
- h. Recommend approval or removal of public members of their respective committees to the Board Chairperson.

C. Committee Membership

1. Committee Members

Committee members shall be appointed by, and may be removed by, the Board Chairperson in consultation with the respective committee chairpersons. Consideration shall be given to the preference of Board members, who shall be requested to express them in writing, and to the good of each committee and the Board. All Board members shall serve on no fewer than two standing committees. Membership on the Executive Committee shall not be considered toward fulfilling this requirement.

2. Public Members

Members of the public (“public members”) may be appointed to or removed from any committee, except the Executive Committee, by the Board Chairperson in consultation with the respective committee chairpersons, as long as the majority of the members of any committee are Board members.

3. Rights, Duties and Expectations of Public Members

Public members may vote at committee meetings, but may not vote at full Board meetings. Public members are subject, insofar as is possible, to all provisions of these Bylaws, and, in particular, to the following sections of these Bylaws:

- a. II-B (Expectations and Requirements of Members)
- b. II-C (Responsibilities of Members)
- c. II-D (Requirements for Attendance)
- d. II-E (Actions Against Board Members)

4. Committee Chairperson Shall be a Board Member

The chairperson (including co-chairpersons) of any committee shall be an appointed Board member.

D. Committee Meetings

1. Number of Meetings

There shall be as many committee meetings as the Chairperson of the Board and/or chairpersons of respective committees deem necessary and appropriate.

2. Voting

Voting at committee meetings shall be as prescribed in Article VIII (VOTING).

3. Quorum

A quorum of a committee shall be a majority of all appointed members of a committee, including public members.

E. Conduct of Committee Business

1. Introduction of Agenda Items

The chairperson of a committee shall preside over meetings of the committee and shall introduce agenda items and permit applicants or proposers of actions who are not committee members to speak as needed with regard to particular agenda items.

2. Recognition of Speakers and Voting

The chairperson shall recognize all speakers, including guests, at the discretion of the chairperson. The chairperson shall entertain motions and conduct voting in accordance with applicable city and state law, these Bylaws, and Roberts Rules of Order.

3. Other Board Members as Guests

Board members may attend committee meetings of which they are not members but shall be treated as guests at such meetings and may not vote at such meetings.

4. Resolutions and Actions Require Ratification by the Board.

Any resolutions, letters or other proposed actions that have been passed by a majority vote of a committee shall subsequently be placed before the full Board at the next regular meeting as part of the meeting agenda. Any such actions are not final until and unless passed by the full Board.

F. Minutes

1. Keeping Minutes

The Chairperson of each committee shall either keep minutes or appoint a secretary who shall keep minutes, which shall be submitted to the Board office. Such minutes shall include:

- a. Attendance record of both committee members and guests.
- b. Summary description of all matters voted on by the committee, together with the voting tally, noting the votes of each committee member.

G. Notification

Committee chairpersons shall, in cooperation with the Board office, ensure to the extent feasible that persons, businesses, organizations, and agencies shall be notified of items coming before their committees when such persons or entities may have an interest in or be affected by action on such items.

Article XI. PUBLIC HEARINGS

A. Definition

The Board may host a public hearing on any matter as required by law, or as deemed necessary by the Board.

B. Notice

Any hearing hosted by the Board shall be posted to the public and to all interested parties as required by law.

C. Scheduling

Hearings may be scheduled on the same days as regular Board meetings, to take place before the actual Board meeting begins, or on other dates, subject to notification as required by law.

D. Quorum

The quorum at any public hearing is 20 per cent of the membership of the Board or a minimum of seven Board members, whichever is greater. Attendance at hearings is to be considered part of the duties of members of interested committees.

E. Procedures

The procedures for the conduct of public hearings shall be as follows:

1. Hearing Chairperson Presides Over Hearing

The chairperson of the interested committee or other Board member(s) as designated by the Board Chairperson, shall preside over the hearing (the "hearing chairperson").

2. Registration of Public Speakers

Any person wishing to speak must sign up on the appropriate roster for that public hearing item, including name, organization (if applicable), address and phone number.

F. Conduct of Speaking Session

1. Applicant

A brief description and presentation of facts will be made by the applicant concerning the item being heard. If the applicant is not present at the hearing, this presentation will be made by the hearing chairperson or designee. In either event, the hearing chairperson or designee may also make a presentation of such additional facts as the hearing chairperson may deem relevant.

2. Statement on the Issues.

Additional statements by the applicant are permitted only in response to questions posed by Board members present. The purpose of such questions shall be to clarify statements already made or to elicit additional information.

3. Public Speakers

Unless otherwise stated in the hearing notice, each public speaker will be limited to 3 minutes. If more than 20 persons have signed up to speak, the hearing chairperson may at his or her discretion limit speakers to 2 minutes.

4. Board Members as Public Speakers

Any Board member attending a public hearing who signs up to speak shall be presumed to be an interested party and shall not be counted as contributing to a quorum for the hearing, nor shall such member be permitted to participate in the questioning of other speakers. Any such board member is required to declare "present but not eligible to vote" whenever the issue being discussed is subsequently brought before the board for a vote.

5. Questions by Board Members

Board members present may ask questions of speakers but no cross discussion between Board members and members of the audience shall be allowed at any time.

G. Public Meetings

The Board may also host public meetings on any matter of interest to the community. There are no formal requirements for such public meetings. The procedures outlined above for public hearings may be used as a guideline for such public meetings if desired, although other formats (such as workshops or charettes) may be employed instead.

Article XII. AMENDMENTS

A. Process for Amendments

The Bylaws herein may be amended by the Board by a majority vote of the members present and voting at any regular Board meeting, provided that a copy of such proposed amendment shall have been mailed to all members of the Board at least 30 days prior to the vote to amend.