Minutes August 9, 2011

Present: Mel Wymore, Mark Diller, Hope Cohen, Jay Adolf, Roberta Semer and Shelly Fine

This was a meeting to discuss the present Bylaws. This meeting was called after Jay Adolf requested that CB7 rethink term limits of only two one-year terms for the chairperson. During the discussion about the issue of term limits, many inconsistencies in the Bylaws were uncovered as well. It was decided that Mel should create a task force to review the Bylaws
Community Board 7/Manhattan
Bylaws Task Force

At the September Board Meeting Chairperson Mel Wymore announced the creation of a Bylaws Task Force. Roberta Semer was appointed chairperson.

Minutes October 3, 2011

Present: Hope Cohen, Mark Diller, Roberta Semer (chair), Barbara Van Buren, Mel Wymore

We looked at the present Bylaws and discussed some of the items that need to be addressed in the present Bylaws (Bylaws as amended February 6, 2011), including:

- Roll call vote, what number of members is needed to call for roll call
- Standing Committees
- Procedure for Impeachment
- Extending term of Chair to 3 years
- Management of meetings
- Clarification of language
- Limits of time for comments by public, by board members
- Need paragraph on bundling
- Need to look at Attendance and participation including: taking of minutes, researching issues, etc.
- Look at Proposed changes to CB7 By-laws from October 2003

Article I Membership
B. Duties and Responsibilities of Members,
   Attendance, include problems of arriving late and leaving early
   Removal for cause
   Whether members should serve on one or two standing committees

Article II Officers
   Term limit for chairperson, whether to change it to 3 years from 2
   Discussion of duties of officers

Article III Election of Officers

Article IV Committees
   Standing Committees
   Special Committees
   Steering Committee
   Task Forces and project teams and working groups

Next Meeting: Tuesday November 29, 2011 at 5:30 pm
Community Board 7/Manhattan
Bylaws Task Force

Minutes November 29, 2011

Present: Jay Adolf, Hope Cohen, Mark Diller, Shelly Fine, Joanne Imohoiisen, Roberta Semer (chair), Barbara Van Buren, Tom Vitullo-Martin, Mel Wymore

The Task Force looked at copies of the present Bylaws, the City Charter and NYS Open Meetings Law. After a general discussion, we decided that the document is a bit obtuse and difficult to read. Roberta volunteered to rewrite the first section and we will discuss this section at our next meeting – and also the new format

Next Meeting: Tuesday December 13, 2011
Minutes, December 13, 2011

Present: Roberta Semer (chair), Jay Adolf, Hope Cohen, Mark Diller, Shelly Fine, Joanne Imohoiisen, Barbara Van Bure, Tom Vitullo-Martin

The Task Force reviewed the new draft for Article I of the Bylaws that had been discussed at the November meeting. The group liked the new proposed format and Roberta agreed to continue to rewrite the revisions to each section.

We discussed “public members” and are in total agreement that this is not a good idea for many reasons.

The Task Force had some corrections. We then discussed the first part of Article II dealing with the election of officers and their terms. Shelly, Hope and Mel explained that the first year for a new chairperson involves creating new relationships and extensive learning. The second year the person is able to perform at a much higher level having developed working knowledge of agencies and procedures and established good working relationships.

Several members wanted no term limits for the chairperson. Several people wanted to extend term limits to three one-year terms and several people suggested four one-year terms. The consensus was to extend term limits for the chair. It was brought up that some Community Boards have no term limits and some have limits but longer than two one-year terms. The consensus was for three one-year terms. This provides the opportunity for a good chairperson to be elected to a third term to better serve the needs of the Board and the community, because they will have knowledge, experience and relationship with City Agencies and community leaders. The vote to extend term limits to three consecutive one-year terms was 7:1:0. The vote against was because Jay was against term limits.

Next Meeting Wednesday, January 11 at 5:30
Community Board 7/Manhattan
Bylaws Task Force

Minutes January 11, 2012

Present: Jay Adolf, Hope Cohen, Mark Diller, Shelly Fine, Joanne Imohoisem, Roberta Semer, Tom Vitullo Martin, Mel Wymore

1. The Task Force reviewed the previous revisions from the December 13th meeting. Some minor revisions were made. All the members like the new format and language.

2. Discussion of how the task force will present the revisions to the Board. It was agreed that we should have a two-fold approach.
   When we present substantive changes, we should include an explanation of why we made those changes. Also, we should explain things we did not change, which may have been controversial to one or a small minority of the committee.
   We agreed that there should be one special Board meeting for presentation and discussion as well as at a regular Board Meeting.

3. Roberta Semer will ask the Borough President’s office if there is a better term than “Present” when marking the voting sheets because the Member must excuse themselves for cause.

Re. Article II Duties of the Chairperson
4. We discussed whether the Chairperson should be a member of any committee and be able to vote. We agreed after discussion that the Chairperson should not be a member of any committee. However, all Board Members, including the Chairperson, may vote at any Committee Meeting as non-committee members.

5. We held lengthy discussion about the fact that all members are free to bring a resolution that has not been discussed or adopted in committee to the full Board. Additionally, we discussed the importance of the Boardchairperson having the flexibility to bring a resolution to the Board of great concern to the community in consultation with community members, or elected officials and other board members. Someone had suggested that only resolutions adopted by a Committee or Task Force could be brought up in a Board meeting. The Task Force rejected this proposal in a vote 8:0:0:0

Re. Article III Elections
6. We had a lengthy discussion about whether the vote should be on a paper ballot or as a show of hands. All but one member agreed strenuously that having a show of hands would be detrimental to the workings of the Board and that having a signed paper ballot that is folded and counted by the elections committee was sufficient.
Community Board 7/Manhattan  
Bylaws Task Force

Minutes January 25, 2012

Present: Jay Adolf, Hope Cohen, Mark Diller, Shelly Fine, Joanne Imohoisien, Roberta Semer, Barbara Van Buren, Tom Vitullo Martin, Mel Wymore

Roberta Semer called the meeting to order.

1. Review of previous revisions.

2. Discussion of the section on Elections
   The present Bylaws are confusing. Roberta Semer will rewrite several sections and we will discuss the revisions at the beginning of our next meeting.
   We discussed the possibility of no candidate receiving a majority of votes from all those present. It was decided that if this should happen after two votes, the Chair of the Election Committee shall announce the vote count. If the next vote does not lead to one candidate with a majority, the Election Committee shall announce that there will be new nominations for that office at the next Board Meeting and that the election will also take place at that meeting.

   We discussed the ballots. It was decided that the ballots should have signature lines on the outside of the ballot for the first vote and each additional vote. The sample ballot will be placed as an attachment to the By-Laws. We discussed having a paper ballot rather than a show of hands and after a lengthy discussion agreed with our previous decision.

   We agreed that members must be present to vote. There will be no proxy votes. This is a requirement of the City Charter.

   If a chairperson steps down during his/her term prior to the July Board Meeting, the Board will conduct a special election for a new Chairperson. This reduced term shall not count as part of that Chairperson’s term.

The next meeting of the By-Laws Task Force will be Wednesday February 15th at 5 pm
Minutes February 15, 2012

Present: Mark Diller, Shelly Fine, Joanne Imohoisin, Roberta Semer (chair), Barbara Van Buren, Tom Vitullo Martin, Mel Wymore.

The Task Force reviewed Article III - Election of Officers and discussed the election process. We discussed the different scenarios of how to proceed if no candidate receives a majority vote under differing circumstances and after lively discussion came to what is in the proposed Bylaws.

Once again there was a discussion of giving out the vote count and once again the Task Force rejected doing so by a margin of 7 to 1.

We discussed Article IV – Standing Committees. We discussed the fact that there has not been a Membership Committee in many years; and that it is not a requirement in the City Charter. After a thoughtful discussion we decided to eliminate the Membership Committee by unanimous agreement.

Our next Task Force meeting will by Thursday, March 1, 2012 at 5 pm. We will look at Article V – District Manager. This section conforms to the City Charter. We will then discuss Article VI – Board Meetings.
Community Board 7/Manhattan  
Bylaws Task Force

Minutes 3/1/12

Present: Jay Adolf, Hope Cohen, Mark Diller Joanne Imohoi森, Roberta Semer (chair), Barbara Van Buren, Tom Vitullo Martin, Shelly Fine by speaker phone.

The Task Force reviewed the section on Public Statements in order to clarify how members of the Board may represent themselves. We will discuss the rewrite at our next meeting.

The Task Force reviewed prior changes and Roberta will get clarifications about whether Steering can act in an emergency situation. In the City Charter only a vote at the full Board decides a Board’s position on any mater. She will also get clarification about public statements, minority report and whether another word may be used on the voting sheet other than “present” from the office of the Borough President.

The section on the District manager was reviewed and the changes were approved.

The Task Force began to look at the section on Board Meetings. Agreement was reached on several items

At our next meeting we will continue to look at Section VI Board Meetings. After we complete our discussion of the by-laws, each member of the Task Force will have a chance to review the draft. We will then reconvene and discuss any items we fill we have omitted or overlooked. We will vote on any items we have not yet voted and plan our presentations to and discussions with the Board.

Next meeting is WEDNESDAY MARCH 21ST
Minutes 3/21/12

Present: Jay Adolf, Mark Diller, Shelly Fine, Joanne Imohoisen, Roberta Semer, Barbara Van Buren, Tom Vitullo Martin

Discussion ensued about Public Statements, Minority Reports and Board Meetings. It is important that Board members understand that only the Chairperson or his/her designee may speak on behalf of the Board on any matter. So we will rewrite those sections for clarity and to conform with the City Charter. It was decided that the task force should create a guide for procedures for committee meetings and hearings. Most of the decisions on language were incorporated into the draft document.

Discussion about presentation of the proposed changes to the Bylaws to the full Board was held. The Board is entitled to 60 days from the introduction of the proposed changes to the vote. There may need to be a special meeting to enable a full discussion on the proposed changes.

The next meeting of the By-Laws Task Force is:

Wednesday APRIL 4TH at 5:00 pm
Minutes April 3, 2012

Present: Jay Adolf, Mark Diller, Joanne Imohoisien, Roberta Semer (chair), Tom Vitullo Martin

The previous changes were discussed. A long discussion was held about time limits for speakers during the business session and whether this should be in the bylaws. No decision was reached.

There was a question about whether the public session may begin at a Board meeting if there is not yet a quorum. We noted that it is the responsibility of Board members to listen to the comments and concerns of the community.

It was decided to create a resolution with multiple parts; probably a numbered list to correspond to sections of the draft bylaws and sub sections with substantial changes.

Roberta will work on creating the parallel copy version of the existing by-laws

It was decided that the process for presentations of the draft By-Laws to the Board will be as follows:

- At the May Steering and the June Board meetings Roberta will announce that work is nearing completion, discuss the work of the task force, and explain the process of the presentation.
- At the September or October Board meeting each member will receive in their package a copy of the changes along with a parallel version of the existing by-laws, along with a multiple part resolution. Roberta will present an overview. Discussion will be limited to procedural issues.
- At the September or October Steering Committee there will be discussion of the proposed changes. (If everything is not covered there will need to be additional meetings.)
- At the next monthly Board meeting time will be allotted for a discussion by the Board. (Again if additional time is needed an extra meeting may need to be called.) A straw poll will be taken on the items that have been covered. Any proposed amendments (if not friendly) will be voted on at that meeting.
- At the following monthly Board meeting) there will be a vote on the proposed new by-laws.
Minutes April 18, 2012

Present: Jay Adolf, Mark Diller, Shelly Fine, Joanne Imohoiisen, Roberta Semer (chair), Tom Vitullo Martin, Mel Wymore

There was a lengthy discussion of the latest draft. We incorporated changes in language and corrections of typos in the discussion about the document. We are also making changes to the order of the Articles to make the document more user-friendly.

We discussed Article VII Committees. We continue to agree that there is no need for a Membership Committee. We again discussed the Steering Committee and what its duties and responsibilities should be. We discussed standing committees, task forces and the duties and responsibilities of committee chairs. Someone suggested restricting Committee Chairs term as chairs to six years. No decision was made.

Roberta is expecting more detailed information from the Borough President’s office for the task force to review at the next meeting.

The next meeting of the task force will be

Wednesday May 16th at 5 pm
Minutes Wednesday, May 16, 2012

Present: Jay Adolf, Mark Diller, Shelly Fine, Roberta Semer (chair), Tom Vitullo Martin, Mel Wymore

The Task Force reviewed Articles 1 –IV. The discussion was lively even over questions of where to place a comma.

Roberta has received a model bylaw template from the Borough President’s general counsel, which she shared with the task force members.

We then discussed Article V Board Meetings. We decided to include items that will ensure that members understand requirements of both the NYC Charter and the NYS Open Meetings Law. One example is the section E. Communication by Email, Telephone and Other Means. We also looked carefully at the City Charter and the Open Meetings Law in our discussion of the entire section.

The next meeting is Wednesday, May 30th at 5 pm.
Minutes, Wednesday May 30, 2012

Present: Jay Adolph, Mark Diller, Shelly Fine, Joanne Imohoiisen, Roberta Semer (chair), Mel Wymore,

Discussions were held on majority votes, minority reports, the public and business sessions, and conduct at board and committee meetings.

We fine-tuned who can write a Minority Report. That it is the responsibility of the writer to get other members to sign one and that it is the responsibility of the writer to send it to CB7.

In our discussion about the Board meetings we stressed the importance of Board members paying attention to the needs of the community. In the discussion about the Business Session we urged limiting discussions to reasonable amount of time and effective meeting management. We also discussed the need for effective meeting management at committee meetings.

Mark and Roberta have submitted questions to the Borough Presidents Office and have received some information and will have a meeting with the General Counsel in June.

Next meeting will be Wednesday July 11 at 5 pm
July 11, 2012
Although a meeting was scheduled there was no quorum, so Roberta and Mark updated those present on their meeting with the Borough President’s General Counsel. Typos in the draft were corrected.
Present: Jay Adolph, Mark Diller, Shelly Fine, Roberta Semer, Tom Vitullo Martin, Mel Wymore, Hope Cohen

Mark and Roberta updated the Task Force on their meeting with the Borough President's General Counsel and explained the sections that comply with City and State Law that are not subject to change. Additionally Mark explained that the section in the present bylaws on Amendments is not in compliance with the City Charter because the Board may only take action with a simple majority (50% of those present at a meeting plus 1 providing there is a quorum for that meeting).

1. Discussion of Presentation to the full Board:
   It was decided that if the Bylaws are ready they will be presented at the September meeting if not they will be presented at the October meeting.
   Prior to the September or October meeting each Board member will receive an email of the proposed and present bylaws with a brief overview. A printed packet will be available to Board members upon request.
   At that Board meeting we will present an overview of the proposed new Bylaws. Mark will schedule a meeting (either at Steering or a Special Meeting) in September or October where there will be a in depth presentation of the proposed bylaws. Members will be told that they may offer suggestions and amendments only up through the discussion at the October Board meeting.
   At the October or November full Board Meeting the Bylaws will be brought to the floor and after appropriate discussion, members will be able to offer amendments to the proposed Bylaws. If an amendment is not accepted as friendly it will be voted on at that time. If there are no substantive changes to the proposed Bylaws the vote will take place at the next month’s Board meeting; if there are substantive changes the vote will take place at the second monthly Board meeting

2. Discussion of Each Section of the Bylaws:
   We reviewed each section of the Bylaws. We agreed that we have discussed and reviewed each section numerous times. We discussed each section and decided to divide the Bylaws Resolution into sections, which we are calling items (“Items”). Provisions that embody substantive changes to the existing Bylaws were placed in a separate Item to enable a separate vote. We discussed each item individually and agreed on the final content for each item.

   Introduction:

   Item 1 in our resolution is a new preamble providing an explanation of the Community Board district and the Community Board. We discussed the importance of this being in the Bylaws.

   Article I- Membership:
Item 2 in our resolution covers **A. Members, B. Duties and Responsibilities and C. Communication with the Public.** This rewritten section brings our Bylaws into compliance with the City Charter and Open Meetings Law.

Item 3 in our resolution **D. Removal for Cause** clarifies the procedure to remove a member. We agreed that this section should be a separate item. We discussed Removal for Cause at numerous meetings and feel that it is now in a form that is both clear and fair.

**Article II – Officers:**

Item 4 in our resolution **covers A. Officers.** The substantive change to this first section is reducing the number of vice-chairpersons from 3 to 2. We had several lengthy discussions about this last fall, including a discussion that many Boards have two vice-chairpersons, and that it will promote more focused duties and opportunities for the vice-chairpersons.

Item 5 in our resolution covers **B. Terms and C. Rotation of the Chairperson.** **B. Terms** was rewritten for clarity. The substantive change is under section **C. Rotation of the Chairperson** where we decided to allow for a third consecutive one-year term. This was the result of a few lengthy discussions. In previous discussion, all but one member of the Task Force agreed that one-year terms work best for both the Board and the individual Chairperson. Either the Board or the chairperson could choose not to continue after one year. The reason for three consecutive one-year terms is that it takes most chairs close to the first term to get up to speed and that if the Board and the Chair choose a third year it would be a win-win situation for the Board. One member of the Task Force continues to believe that there should be no term limits for the office of chairperson or that the limit should be a much longer period.

Item 6 in our resolution covers **D Chairperson Emeritus, through H. Duties of the Co-Secretaries.** This section was rewritten to clarify what are the Board’s current practices and to clarify language. This item includes the section concerning the Duties of the Chairperson, and reflects lengthy prior discussions and consensus of the Task Force members not to adopt a proposal to make the chairperson ineligible to bring to the full Board for consideration a resolution that had not been adopted by a standing committee or task force. Under the current Bylaws any Board member may make a motion to consider a resolution that has not been considered or adopted by a committee or task force. The Task Force members continue to believe that the chairperson and Board members have the right to make motions at Board meetings.

**Article III – Election of Officers**

Item 7 in our resolution covering **A. Elections Committee and B. Nominations,** clarifies the language.

Item 8 in our resolution covers **C. Elections.** This section clarifies the language and provides for situations where no candidate receives a majority of votes for a particular office.
Item 9 in our resolution covering D. Filling Vacancies, E Special Elections and F Unforeseen Circumstances clarifies our present procedures.

Article IV – District Manager
Item 10 in our resolution clarifies our practices.

Article V – Board Meetings
Item 11 in our resolution covers A. Record of Attendance. This clarifies a requirement of the City Charter.
Item 12 in our resolution covers B. Regular Meetings, C. Special Meetings, D Meeting Notice and E. Quorums. This section clarifies language and brings our Bylaws into compliance with the City Charter.
Item 13 in our resolution covers F. Communications by Email, Telephone and Other Means, G. Conduct at Board and Committee Meetings, G. Attendance, and H Board Materials. This clarifies language and brings us into compliance with the City Charter and the Open Meetings Law.
Item 14 in our resolution covers I. Procedures for Full Board Meetings and J Voting. This clarifies language and brings us into compliance with the City Charter and our own procedures.
Item 15 in our resolution covers K. Minority Reports. This clarifies language and allows a Member to decide to issue a minority report after a Board meeting.

Article VI – Responsibilities of the Board
Item 16 in our resolution is not in our present Bylaws. It includes requirements of our Board by the City Charter. We discussed the importance of this being in our Bylaws.

Article VII – Committees
Item 17 in our resolution covers A. Guidelines, B. Conduct of Committee Business, C. Standing Committees, and D. Ethics Committee. This section clarifies language and brings us into compliance with our practices and the City Charter.
Item 18 in our resolution covers E. Steering Committee and F. Task Forces. This section clarifies language and clarifies our practices.

Article VIII – ULURP Hearings
Item 19 in our resolution is not in our present Bylaws. It explains some of the requirements of CB7’s participation in the Uniformed Land Use Review Procedures. Again we discussed the importance of this being included in the Bylaws.

Article IX – Amendments to the Bylaws
Item 20 in our resolutions modifies our present Bylaws to 1) bring our Bylaws into compliance with the City Charter (a majority vote of the Board present at the meeting at which the vote is taken) and 2) clarifies how much time from presentation of a change until the vote.

Hope Cohen, who was not entitled to vote, left prior to the vote on the resolution.
Resolution to approve the Proposed Bylaws

Item 1. Passed 6:0:0:0
Item 2. Passed 6:0:0:0
Item 3. Passed 6:0:0:0
Item 4. Passed 6:0:0:0

Item 5.

An amendment was offered to allow the Board chairperson to serve 2 consecutive two-year terms. The proposed amendment failed. 2:3:1:0

An amendment was offered to remove the possibility of additional terms of the chairperson by the unanimous vote of the Board. The amendment was adopted by a vote of 5:1:0:0

Item 5 as amended Passed: 5:1:0:0

Item 6.

An amendment was offered that would provide that a Member may be appointed for up to six consecutive years as a chairperson of a particular committee and may not be reappointed for a period of at least one year. The amendment failed: 2:4:0:0

Item 6. Passed 5:1:0:0
Item 7. Passed 6:0:0:0
Item 7. Passed 6:0:0:0
Item 8. Passed 6:0:0:0
Item 9. Passed 6:0:0:0
Item 10. Passed 6:0:0:0
Item 11. Passed 6:0:0:0
Item 12. Passed 6:0:0:0
Item 13. Passed 6:0:0:0
Item 14. Passed 6:0:0:0
Item 15. Passed 6:0:0:0
Item 16. Passed 6:0:0:0
Item 17. Passed 6:0:0:0
Item 18. Passed 6:0:0:0
Item 19. Passed 6:0:0:0
Item 20. Passed 6:0:0:0

The resolution to adopt the proposed revised Bylaws in their entirety (as amended by the above) passed 5:0:1:0

Roberta will make corrections to the latest draft of the Bylaws and begin composing a document to enable us to compare sections of the New Bylaws with the present Bylaws and work on a Power Point Presentation for a meeting in September or October – either Steering or a Special Meeting at which the new Bylaws will be presented and discussed.