

Tobi Bergman, *Chair*
Terri Cude, *First Vice Chair*
Susan Kent, *Second Vice Chair*
Bob Gormley, *District Manager*



Antony Wong, *Treasurer*
Keen Berger, *Secretary*
Susan Wittenberg, *Assistant Secretary*

COMMUNITY BOARD NO. 2, MANHATTAN

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Greenwich Village ♦ Little Italy ♦ SoHo ♦ NoHo ♦ Hudson Square ♦ Chinatown ♦ Gansevoort Market

AS ADOPTED BY COMMUNITY BOARD #2 ON MARCH 21, AND APRIL 18, 1985
AND AMENDED ON 4/19/1990, 10/18/1990,
4/18/1991, 2/18/1993, 4/17/1997, 7/1/2002, 9/20/2002, 3/20/03,
2/19/2004, 6/18/2009, 4/24/2014, 10/23/14 & **September 24, 2015**

These bylaws of Community Board #2, Manhattan, ("the Board") shall conform to the provisions of the Charter of the City of New York, including but not limited to Section 2800. The Board boundaries, unless changed by State and City law, are 14th Street, Canal Street, Fourth Avenue/the Bowery and the Hudson River.

1) MEMBERSHIP

- a) The Board shall consist of not more than fifty persons appointed by the Borough President in accordance with applicable provisions of the City Charter.
- b) Members of the Board shall serve without compensation.
- c) All members shall serve on the Board in their capacities as private citizens only. Their actions shall not be instructed by, or responsible to, any other organizations with which they may be affiliated.
- d) Any members participating in the Board's consideration of a matter involving self-serving or conflicting interest shall state the nature of the conflict in speaking to the issue, recuse from voting on such matters and such recusal shall be so recorded.
- e) Any member appearing before a government body and making a statement which conflicts with positions adopted by the Board shall first, before making such statement, identify herself/himself as a member of Community Board #2, Manhattan, and clearly state that the position being taken is not the position of the Board. No member shall represent the Board's position before any City or other government agency or authority unless designated to do so by the Board Chair.

- f) Each Board member shall serve on one or more Standing Committees to which he/she is appointed by the Board Chair except that no member shall be required to serve on more than two committees.
- g) Each board member shall serve on two Standing Committees except that upon request of the member, and taking into consideration of the needs of the board and its committees as well as the member's other contributions to the board and the community, the Chair may allow a member to serve on one Standing Committee only.
- h) Each board member shall regularly attend meetings of the full board and all committees on which he/she serves. A Board member shall not be deemed present at a meeting unless he/she is in attendance during substantially all of the meeting.
- i) Each board member must give proper notification whenever he/she will be unable to attend a meeting
- j) The Board Chair may, after consultation with the Executive Committee, recommend to the Borough President the removal of a board member for cause, which may include unsatisfactory attendance at full board and/or committee meetings.
- k) Membership on the Board shall as much as possible have such diversity of interest as shall be representative of the community.

2) OFFICERS OF THE BOARD

- a) The officers of the Board shall be Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary, Assistant Secretary, and Treasurer and such other officers designated by the Board.
- b) Each officer shall perform such duties as are incident to the office in accordance with generally accepted rules of parliamentary procedure, including:
 - i) DUTIES OF THE CHAIR
 - (1) To perform all duties as prescribed in the City Charter and any other duties prescribed under law.
 - (2) To receive Calendars and notices of meeting of all City Agencies required to refer matters to the Community Boards pursuant to the City Charter and to inform the Board members of such Calendars and notices.
 - (3) To attend any meetings required by the Mayor and/or the Borough President pursuant to the City Charter or to designate his/her representative or representatives to attend.

- (4) To open regular monthly meetings at the time and date at which the Board is to meet, by taking the chair and calling members to order.
- (5) To announce the business before the Board according to the agenda.
- (6) To state and put to a vote all questions or resolutions which are to be moved or which necessarily arise in the course of the Board's business and to announce the result of the vote.
- (7) To interpret and enforce Robert's Rules of Order, except as otherwise provided by these bylaws or the City Charter.
- (8) To decide all questions of order.
- (9) To represent and stand for the Board and perform all necessary functions according to the decisions duly made by the Board, including communicating with government agencies. Such communications shall be sent directly to the appropriate Government agency with a copy of the same simultaneously forwarded to the Borough President's office, and any other pertinent City, State or Federal office or elected official's office.
- (10) To authenticate all acts, orders and proceedings of the Board including the countersigning of all letters and documents of whatever nature going out from the Board, unless otherwise authorized, and to be the sole spokesman for the Board in relation to the news media, agencies of government and the public at large, except as he/she shall otherwise specifically authorize.
- (11) To call to order and adjourn regular monthly meetings
- (12) In consultation with the Executive Committee, to create new committees, working groups, and task forces of the Board including Standing Committees and to disband such committees as may exist.
- (13) To appoint, suspend or remove Chairs of the Standing Committees of the Board and to establish and appoint, suspend or remove the Chairs of such special committees as may from time to time be deemed necessary for the best performance of the Board's function.
- (14) In consultation with Committee Chairs, to appoint members to all committees or to remove members from such committees .
- (15) To appoint representatives of the board to Business Improvement Districts and other governmental, non-profit, community based, or other organizations, as appropriate.
- (16) To prepare and deliver the Chair's report.

(16) Because of the possibility the Vice Chairs having to act in the absence of the Chair as hereinafter provided, to keep the Vice Chairs informed of all information, orders, directives, and other matters coming to the Chair's attention.

(17) Appointees of the Chair to any position may be removed from such position at any time by the Chair and the term of all such appointees shall terminate upon commencement of a new Chair's term.

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

(19) The Chair may appoint a parliamentarian if he/she chooses.

ii) DUTIES OF THE VICE CHAIRS

(1) The First Vice Chair shall preside at the regular monthly meeting in the place of the Chair when the Chair is absent or when the Chair requests. In the absence of the First Vice Chair, the Second Vice Chair shall preside at the meeting.

(2) The First Vice Chair and the Second Vice Chair shall assist the Chair as needed.

(3) If the Chair can no longer serve or is unable to serve as Chair before his/her term has expired, the First Vice Chair shall succeed the Chair for the balance of the term for which the Chair was elected. If both the Chair and the First Vice Chair can no longer serve or are unable to serve, the Second Vice Chair shall succeed the Chair for the balance of the term for which the Chair was elected. If the Second Vice Chair can no longer serve or is unable to serve, the Secretary shall convene and chair a meeting of the Executive Committee prior to the upcoming full board monthly meeting to establish a process by which the Board shall elect new officers.

iii) DUTIES OF THE SECRETARY

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

(2) If both the Chair and the First and Second Vice Chairs are absent from an Executive Committee or Board meeting, then the Secretary shall assume the duties of Chair for that meeting only.

- (3) 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.

iv) DUTIES OF THE ASSISTANT SECRETARY

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

v) DUTIES OF THE TREASURER

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

3) BOARD MEETINGS

a) Regular Meetings.

- i) There shall be at least one regular, monthly meeting of the Board per month, except in August at such time and place as shall be designated by the Chair in the notice of the meeting sent to the Board members as hereinafter provided.

b) Special Meetings.

- i) A Special Meeting of the Board shall be a meeting other than the regular monthly meeting.
- ii) A Special Meeting shall be called by the Board Chair (a) at the Board Chair's own volition, (b) at the Borough President's request, (c) upon resolution adopted by the Board, or (d) upon written notice signed by at least one third of the Board members and presented to the Board Chair.
- iii) A special meeting shall be called upon five day's notice, in writing, with specification of the purpose of the meeting and a delineation of the agenda of such meeting, and such meeting shall be governed by the same procedures as a regular Board meeting.

c) Emergency Meetings.

- i) 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 five days' notice cannot be given, at least 48 hours notice must be given.
- ii) Notice for an emergency meeting may include telephone and/or email.

d) Agenda

- i) An agenda shall be drafted by the Board Chair with the assistance of the Executive Committee and District Manager at least 1 business day before each regular meeting. The agenda should outline the Board Chair's suggestion of business to be transacted at the meeting. The notice of time and place of the meeting shall be published at least three days before the regular monthly meeting of the Board.

(1) Opening of meeting and adoption of agenda

(2) Public Session. There shall be a Public Session at each regular monthly meeting, in two parts.

- (a) The first part shall be that period during which any person with an interest in the district shall be afforded an opportunity to bring to the attention of the Board any matter not on the agenda that is of general interest to the community and the Board.
- (b) The second part shall be that period during which any person shall be afforded an opportunity to speak regarding any item on the agenda.
- (c) In the interest of affording the maximum opportunity to all persons to be heard, each speaker shall be limited to a period of no more than two minutes unless otherwise permitted by the Board Chair.

(3) Executive Session. There shall be an Executive Session embracing all items on the Agenda listed below. The Executive Session shall be that portion of the Board meeting where only members of the Board may debate the issues and vote on such issues. The public is invited to be present as observers of the Board's proceedings except on matters pertaining to personnel or disciplinary issues. A person in attendance who is not a Board member, upon request of the Board Chair, may respond to questions in the Executive Session.

- (a) Adoption of the Minutes.
- (b) Board Chair's Report
- (c) Borough President's Report
- (d) Reports from Council Members and Other Public Officials
- (e) District Manager's Report

- (f) Committee Reports
 - (g) Old Business (unfinished items from previous meetings)
 - (h) New Business (matters added to the agenda during the meeting and any other business that may properly come before the Board)
 - (i) Adjournment
- e) The Board must record in its minutes the votes of each of its members on every vote taken by the Board.
- f) The Chair may appoint a parliamentarian.

4) RULES OF ORDER

- a) All meetings of the Board shall be conducted in accordance with Roberts Rules of Order except that in accordance with the City Charter all actions shall be decided by a majority of the quorum present. Any member who recuses from a vote is not a voting member for the matter and shall not be counted as for the purpose of determining a majority.
- b) Any act or decision of the Board shall be made by a majority of the Board members present and entitled to vote, provided a quorum is present.
- c) A majority of the appointed members of the Board shall constitute a quorum of such Board.
- d) No proxies. All voting in Board meetings and committee meetings shall be in person only.
- e) In accordance with the City Charter, all meetings of the Board and its committees are open to the public as observers, except when matters involving Board personnel, discipline or finances are considered.
- f) Neither the Board nor any committee of the Board shall meet on any New York State-recognized Federal holiday. These holidays are: New Year's Day, Martin Luther King Day, President's Day, Memorial Day, Independence Day, Labor Day, Columbus Day, Veteran's Day, Thanksgiving Day and Christmas Day.

5) EXECUTIVE COMMITTEE

a) Composition

- i) The Executive Committee members shall be the Chair, First Vice Chair, Second Vice Chair, Secretary, Assistant Secretary, Treasurer, all Standing Committee Chairs, and, for one year only, the immediately prior Chair of the Board.

b) Responsibilities

- i) To assist the Chair in preparing the Board agenda and calendar and other matters.
- ii) The Executive Committee may bring forward any matter for action by the Board.
- iii) The Executive Committee may transact such business as necessary, provided notice is given to all members of the Board of the proposed meetings with an opportunity to attend and observe the action of the Executive Committee. Any such action shall be ratified by the Board membership at the next regular meeting of the Board. If any action taken by the Executive Committee on behalf of the Board is not ratified by the Board at its next regular meeting, there shall be no further implementation of the action and the Board shall withdraw the action.

6) COMMITTEES

- a) There shall be Standing Committees and other committees as established by the Chair in consultation with the Executive Committee.

b) Committee Chairs

- i) Each committee shall have a chair appointed by the Board Chair at his/her sole discretion and any committee member may be removed from such office by the Board Chair with or without cause.

c) Committee Membership

- i) Board members shall be appointed to serve on committees, task forces, and working groups by the Board Chair at his/her sole discretion and any member may be removed from a committee by the Board Chair with or without cause.
- ii) Public Members

- (1) After consultation with the committee chair, the Chair may appoint non-Board-members to serve as Public Members of each committee other than the Executive Committee except that the number of public members on a committee shall be fewer half of number of board members.
- (2) Public members shall serve one-year terms coinciding with the calendar year and shall be required to re-apply for such membership each year.
- (3) Public members shall be governed by the same rules and held to the same standards of conduct applicable to Board members under these bylaws, including disclosure of conflicts and recusal from votes.
- (4) Public members may be removed by the Chair at his/her sole discretion after consultation with the respective Committee Chair.

d) Committee Meetings

- i) Committee meetings shall be conducted under the same procedures as Board meetings except that committees may adopt additional procedures consistent with Board procedures and these by-laws.
- ii) All meetings shall be open to the public except when personnel issues are discussed.
- iii) Committee Agendas and Public Hearings shall be arranged to allow sufficient time for the Committee to recommend and the Full Board to adopt or amend recommendations and transmit them to the appropriate government bodies, in keeping with these same government bodies' calendars, or within the time frame established the City Charter or by the Uniform Land Use Review Procedures.
- iv) There shall be a quorum only when and only when a majority of the board members on the committee are present.
- v) Any resolution that receives a majority vote of the committee including Board members and public members taken together shall be brought to the full Board for consideration.
- vi) Committees shall keep attendance records and shall report the votes on all resolutions to the full board together with separate tallies of Board members and public members.

7) ELECTION OF OFFICERS

a) Terms of Officers

- i) Officers shall be elected to serve one-year terms with each term beginning December 1st and ending November 30th of the following year.

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

b) The Election Process

- i) At its November regular meeting, the Board shall elect members to the offices of Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary, Assistant Secretary, and Treasurer.
- ii) At its September regular meeting, the Board shall elect, by open ballot, five members from among those present at the meeting to serve on the Elections Coordinating Committee.
- iii) Nominations shall be taken from the floor and shall not be closed only as long as any member requests to be recognized to make an additional nomination. The committee shall elect its own chair immediate following its election, prior to the adjournment of the board meeting.
- iv) Any member of the Board who is a candidate for any office may not serve on the Election Coordinating Committee unless no other candidate for a given office emerges, in which case a member of the Election Coordinating Committee may be nominated by the Election Coordinating Committee, or any Board member, from the floor for such an office.
- v) The Election Coordinating Committee shall assist the Board in assuring a fair, transparent, and efficient election of officers in accordance with these bylaws. The Election Coordinating Committee shall take no action to influence the selection of nominees or the outcome of the election.
- vi) Within 15 days after the September meeting of the Board, any member of the Board may nominate him or her self for election to one office. Such nomination shall be in writing to the District Manager and may include a statement from the member. The District Manager shall submit such nominations and statements to the Elections Coordinating Committee which, subject only to withdrawal of a nomination, shall constitute the Nominations Report.

vii) The Elections Coordinating Committee report shall be included in the materials for the October regular meeting of the Board and included on the agenda before the Standing Committee Reports. Such report shall include a draft Elections Plan and the Nominations Report. Upon approval by the board of the Elections Plan, the chair of the Elections Coordinating Committee shall read the Nominations Report. The Chair shall then open the floor for additional nominations at which time any member, upon recognition by the Chair, may nominate any member who is present at the meeting, including him or her self, for any position, except that no member may be a nominee to more than one office. Members may also decline nomination or withdraw from prior nomination. Nominations shall not be closed as long as any member requests to be recognized to make an additional nomination.

viii) A At the November meeting of the Board there shall be a separate election held for each office for which one or more members have been nominated. Whenever there is more than one candidate for an office, each candidate shall have equal time at the meeting to state why he/she wishes to serve. Voting shall be by written open ballot. To be elected, a nominee must receive the majority of those voting with any tie decided by lot. If there are three or more nominees for an office and none receives a majority there shall be a run-off between the two nominees receiving the most votes. In case of any tie, a revote shall be held immediately. A second tie will be decided by lot

8) DISTRICT MANAGER

- a) In accordance with the City Charter the District Manager shall serve at the pleasure of the Board.
- b) The duties of the District Manager are:
 - i) Assist the Chairperson and Committee Chairpersons in carrying out their responsibilities.
 - ii) Administer the Board Office. Direct the complaint procedures; plan agendas and chair the District Service Cabinet; oversee the Board operating budget expenditures and draft annual Board operating budgets; provide information and referrals to agencies, local institutions, groups and individuals; supervise processing of street and park permits.
 - iii) Guide the Board and its Committees through the various phases of participation in the City's budget process, and prepare necessary testimonies and other paperwork.
 - iv) Attend Board, community, and government body meetings when necessary.

9) NOTICE

E-mail shall serve as an appropriate method of providing written notice to Board Members in accordance with these Bylaws, unless a Member expressly requests otherwise.

10) AMENDMENTS

- a) These bylaws may be amended by majority vote of the Full Board.
- b) During New Business of any meeting of the Full Board, any member may propose a motion to amend these bylaws.
- c) Upon being seconded, the motion shall be tabled without discussion until the second subsequent full meeting of the Board.
- d) The elected officers of the board shall convene as a bylaws review group within 30 days of such motion and at meetings open to participation by all board members shall review the proposed amendment to assure no conflict with the New York City charter or other laws and consistency with other provisions of these bylaws, and shall prepare a recommendation to the Board.
- e) When the original motion is taken off the table, the review group shall present a recommendation to the board after which the board may a) approve the motion as made or as amended, b) approve a substitute motion, or c) take no action.
- f) Notwithstanding the above, upon written request from the Borough President, the board may at any time act upon a motion made and seconded to amend these bylaws.