

# **Manhattan CB7 BYLAWS**

*Amended by the Bylaws Task Force*

*Approved by the Full Board on September 13, 2023*

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## **I. Conformity and Applicability**

1. The Bylaws of Manhattan Community Board 7 shall conform to all relevant provisions of federal, state, and city laws and rules including, but not limited to, Chapter 70, Section 2800 of the New York City Charter; New York State Public Officers Law (Chapter 47, Article 2 of New York State Law); New York State Freedom of Information Law (Chapter 47, Article 6); and New York State Open Meetings Law (Chapter 47 Article 7).
2. Nothing in these Bylaws shall be construed to contradict the New York City Charter or any law of the City of New York or any law of the State of New York or any federal law.
3. Manhattan Community Board 7 boundaries, unless changed by State or City law, are Cathedral Parkway (West 110th Street) south to the northern side of Columbus Circle at West 60<sup>th</sup> Street and Columbus Avenue at West 59<sup>th</sup> Street, and Central Park West to the Hudson River, with responsibility for Central Park shared with the other Community Boards adjacent to the park.
4. All Board meetings shall be conducted according to Robert's Rules of Order, except where they are inconsistent with these Bylaws or the New York City Charter.

## **II. Membership**

### **II. A. Appointments & Requirements**

1. The Board shall consist of not more than 50 members. At least one half of the members shall be appointed from nominees of the City Council members representing the district, proportional to the share of the district population represented by each Council member and the other half by the Borough President, all overseen by the office of the Manhattan Borough President. All City Council members who represent any portion of the district shall serve as non-voting, ex-officio members.
2. City employees shall not make up more than 25 percent of the Board.
3. Board members must have a residence, business, professional or other significant interest in the district and must be New York City residents to be appointed or remain a member of the Board.
4. Unless excused as provided below (See Sec III.K.3.A.), Board members are expected to attend all Full Board meetings and meetings for all committees, subcommittees, and task forces to which they are appointed and are expected to arrive on time and remain until the conclusion of said meetings.
5. Board member statements to governmental agencies and the media:

- a. The Board Chairperson is the only authorized spokesperson for the Board. No member shall communicate with or appear before any agency or organization or act as the sole spokesperson for the Board about Board business without notifying the Chairperson, except Committee and Task Force Chairs and Co-Chairs conducting regular Board business. The Board shall not delegate any committee or groups of individuals to act on its behalf.
- b. All media requests to individual Board members regarding Board business or discussions or actions at committee or Board meetings shall be referred to the Chairperson for official statements on behalf of the Board.
- c. Board members should notify the Chairperson by email about communications with the media and may only voice personal opinions on matters concerning Board business, clearly stating if they have approached the media or if the media has approached them, and informing the media and governmental agencies that they are speaking as private individuals and not on behalf of the Board.
- d. Board members may advocate for issues not actively before the Board without notifying the Chairperson and may speak freely at all Community Board meetings, expecting to be quoted on such discussions in the media. Any member contacted by the media regarding such a discussion should notify the Chairperson.

## **II. B. Terms of Membership**

1. Members of the Board shall be appointed for a two-year term.
2. One half of Board member terms shall start on April 1<sup>st</sup> of odd-numbered years and the other half shall start on April 1<sup>st</sup> of even-numbered years.
3. As approved by voters in 2018, members appointed or reappointed on or after April 1, 2019, are limited to serving four (4) consecutive two-year terms. However, members appointed or reappointed for a term commencing on April 1, 2020, may be reappointed for up to five (5) consecutive two-year terms. Appointments made for terms commencing after April 1, 2020, are subject to four (4) consecutive two-year term limits. Terms served before April 1, 2019, or April 1, 2020, do not count toward the term limits that start on those dates. Members who have served for the maximum number of consecutive terms are not barred from re-appointment after one (1) full (two year) term out of office.

4. Members shall serve until their successors are appointed but shall not serve more than sixty (60) days past the expiration of their original term unless they are reappointed by the Manhattan Borough President.
5. If a Board member is appointed to fill a vacancy after the start of a term, the appointment to the Board is effective from the day the Borough President signs that individual's letter of appointment and shall terminate on the date that position would have ended.
6. Members serve on the Board as private citizens. Their actions shall not be instructed by, or responsible to, any other organizations with which they may be affiliated (See Section III.C.).
7. Members shall treat other Board members, members of the community, and representatives of city/state/federal agencies and all others with cordiality, professionalism, respect, and courtesy while acting in their capacity as Board members.
8. Members are expected to devote their best efforts toward understanding the issues before the Board, including those raised at public session, to contribute to the discussion and vote in an informed manner, voting in the community's best interest.

#### **II. C. Vacancies and Removal**

1. If a vacancy occurs either due to retirement, resignation, removal, or any other cause; the vacancy shall be filled by the same office as the original appointment (Borough President or City Council) to fill the remainder of the term.
2. Cause shall include but not be limited to a member's failure to fulfill any material duties and responsibilities as outlined in the Bylaws. Recognizing that regular attendance at Board and committee meetings is essential, seven (7) unexcused absences within any twelve (12) month consecutive period from regular monthly meetings and/or standing committees to which the member has been appointed shall be grounds for removal for cause. In such case, the District Manager and staff shall inform the Chairperson that a member may not be qualified to remain due to excessive absence and shall also inform the Borough President's Office. (See Section III.K.3.A.)
3. If a member's eligibility as a Board member changes, the member shall inform the Board Chairperson, District Manager, and the Borough President's office immediately.

4. An appointed member may be removed for cause by either the Borough President, or a majority vote of the Full Board following a recommendation of removal by the Executive Committee with due process.
5. Any member may request in writing to the Executive Committee that another Board member be removed from the Board for cause. The Executive Committee shall discuss the issue in Executive Session. Action shall only be taken if the Executive Committee deems that action is necessary. If the Executive Committee decides to proceed, the member shall be given a written statement of the charges and shall be given seven (7) business days to respond in writing. Upon the member's request, a hearing on the charges shall be held before the Executive Committee in Executive Session. If the Executive Committee decides to recommend a member's removal for cause, the recommendation and the full record of the hearing before the Executive Committee shall be presented to the Full Board for action. Other actions such as monthly suspension or censure may also be considered by the Executive Committee in consultation with the Chair, and presented to the Full Board for approval by a majority vote.

#### **II. D. Compensation & Public Officers Law**

1. Members of the Board shall not receive any compensation for their service.
2. Members of the Board are public officers under New York State Public Officers Law.
3. As public officers, Board members' positions shall be vacated upon the occurrence of any of the events set forth in New York State Public Officers law Article 3 Section 30 including a member being convicted of a felony or a crime specified in such section.

### **III. Board Meetings**

#### **III. A. Decorum at Meetings**

1. Members shall, whenever practicable, sit in seats adjacent to each other and apart from the public so that they are identifiable as Board members.
2. Members shall not interfere with the orderly conduct of a meeting or distract the attention of the Board from the business before it. Members shall refrain from unbecoming behavior.
3. When speaking or debating, members shall confine their remarks to the matters under discussion, avoiding negative personal comments. As a courtesy to other members and the public, members are encouraged to present their views concisely. Members may express views by noting agreement with a prior

speaker without reiterating the comments. This provision is in no way intended to prevent any member from expressing a view or presenting facts pertinent to the matter at hand.

4. Board members shall speak a second time on a specific item at Full Board meetings only after all other members have had an opportunity to speak, except with permission from the Chairperson to allow for as many members as possible to participate. Members are encouraged to attend committee meetings, which are considered the appropriate forum for more detailed and lengthier discussion of matters before the Board. Committee Co-Chairs shall have the discretion to manage participation at committee and task force meetings for the same purpose.

### **III. B. Quorum**

1. A quorum for Full Board meetings shall be a majority of the members of the Full Board, (greater than 50 percent). *Ex: If the Board is fully appointed with 50 members, 26 members must be present in-person at the meeting site for actions taken during a meeting to be valid.*
2. A quorum for committee or task force meetings shall be a majority of the members of the committee or task force. A quorum for Steering shall be a majority of the total members of Steering.
3. For a ULURP- required public hearing, quorum shall be 20 percent of the appointed members of the Community Board, but in no event fewer than seven members. The Minutes of a meeting at which a public hearing was held shall include a record of the individual members present.
4. Quorum and Conflict - Determination of whether a quorum is present is not affected by a member's subsequent ineligibility to vote on an issue because of a conflict. (See Section III.C. and III.D. for Conflict of Interest and Voting Rules.) *Ex: If 26 Board members are present at a meeting, but 2 members are later excluded from voting on an issue due to conflict of interest, the majority of "yes" votes required to pass the resolution drops from 14 to 13, because the number of members who are present and entitled to vote is now 24.*

### **III. C. Conflict of Interest**

1. Community Board members must abide by New York City's Conflict of Interest Law (Chapter 68 of the New York City Charter) and all relevant guidance from the Conflicts of Interest Board, including but not limited to the requirement that a member must disclose a conflict and abstain from voting on a matter that impacts the member's private interest, as well as the prohibition on the use of a city title or resources for political activity.

2. A member is considered to have a conflict of interest with respect to a matter before the Board if:
  - a. The member has a direct or indirect financial interest in such matter;  
or
  - b. The member serves as an officer, director, employee of or has a professional interest with respect to, an organization which is financially affected directly or indirectly by such matter; or
  - c. The member is employed by a non-city government agency or entity and their position has policy or rule-making jurisdiction with respect to such matter; or
  - d. The member is employed by a city government agency with a matter before the Board that concerns the agency.
3. A member with a conflict of interest must disclose the conflict to the Board prior to any discussion and may take part in discussion but shall be prohibited from voting on such matter.
4. A member with a conflict of interest shall be counted as “present but ineligible to vote.” This member shall still be present for quorum purposes. (See Section III.B. for Quorum rules.)
5. No member having a conflict of interest as to any matter on the meeting agenda may chair that committee meeting. In such case, a member of the committee without a conflict shall chair the meeting.
6. No Board member shall chair a committee that regularly reviews matters affecting the member’s private employer, financial interest or other private interest, including the interest of any person or firm associated with such member. A committee shall be deemed to regularly review such matters if the committee considers or expects to consider such matters three (3) or more times within a twelve (12) month period.
7. No public servant may use or appear to use their public servant position to obtain any financial gain, contract, license privilege or other private or personal advantage, direct or indirect, for the public servant or any person or firm associated with the public servant.

### **III. D. Voting**

1. Any act, election, determination, or decision made by the Board requires approval by a majority vote of the Board members present and entitled to vote at a meeting with a quorum. (See section III.B. for Quorum rules.) Ex: *An approval by a majority vote means that the number of “Yes” votes is greater*



*than the number of “No” and “Abstaining” votes combined. For example, if there are 45 Board members voting on a resolution and 21 members vote “Yes”, 20 members for “No” and 4 members abstain from voting, the resolution would fail.*

2. Any act, determination or decision made by the Full Board, a committee, task force or any other body created by the Board, requires approval by a majority vote of the members of the Full Board, a committee, task force or other body who are present and entitled to vote at a meeting with a quorum. (See section III.B. for Quorum rules.)
3. All members present at a meeting of either the Full Board, a committee, task force, or any other body created by the Board shall vote on any act, determination or decision raised before that specific board meeting, committee, task force or body created by the board.
  - a. Members shall vote:
    - i. “Yes”,
    - ii. “No”,
    - iii. “Abstaining”, or
    - iv. In the event a member has a conflict of interest “Present but ineligible to vote” (See section III.C. for Conflict of Interest rules.)
4. All votes must be made by the member. No votes by proxy are allowed.
5. Votes should be taken by ballot or by roll call. All votes must be recorded in Meeting Minutes. Any member may request a vote by roll call.
6. This section does not govern the election of officers which is covered in section IV.B.

### **III. E. Open Meetings Law**

1. Board and Committee meetings are subject to the New York State Open Meetings Law codified in the Public Officers Law, Article 7 and as such:
  - A. All meetings shall be open to the public, except for an Executive Session in accordance with section III.F.
  - B. The Board shall make or cause to be made all reasonable efforts to ensure that meetings are held in facilities that permit barrier-free physical access to the physically handicapped, as defined in subdivision five of section fifty of the New York State Public Buildings Law.

- C. The Board shall make or cause to be made all reasonable efforts to ensure that meetings are held in an appropriate facility which can adequately accommodate all members of the public who wish to attend such meetings.
- D. All meetings, other than Executive Sessions, shall be open to being photographed, broadcast, webcast, or otherwise recorded and/or transmitted by audio or video means. The ability of members of the public or press to engage in such activities shall not be curtailed unless necessary to ensure the orderly conduct of meetings.
- E. Any proposed resolution shall only be the subject of a vote if properly noticed in advance of the meeting. A resolution which has not been approved by a committee or task force may be introduced at Full Board, but shall not be voted upon until the following month's Full Board meeting to ensure proper notice.
- F. The Chairperson presiding over a meeting shall have the discretion to remove anyone from the meeting, including Board Members, if the person is disruptive to the meeting. In no case shall a person be prospectively prohibited from attending any meeting.

### **III. F. Executive Session**

1. Upon a majority vote of those present, taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, the Full Board may conduct an Executive Session for these purposes only:
  - a. Matters which will imperil the public safety if disclosed; or
  - b. Any matter which may disclose the identity of a law enforcement agent or informer; or
  - c. Information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed; or
  - d. Discussions regarding proposed, pending, or current litigation; or
  - e. The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation; or
  - f. Matters regarding the staff or staffing decisions.

2. Attendance at an Executive Session of the Full Board shall be permitted to any member of the Board and other persons the board determines necessary to resolve the matter.
3. Executive Session of a Committee
  - a. Upon a majority vote of a committee taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, the committee may conduct an Executive Session for purposes listed in this section.
  - b. Attendance at an Executive Session of the committee shall be permitted to any member of the committee and any other persons authorized by that committee to attend as necessary to conduct the business during such Executive Session.

### **III. G. Steering Committee**

1. The Steering Committee shall consist of the Board officers and Chairpersons of Standing Committees and Task Forces.
  - a. The Steering Committee shall meet regularly to coordinate the actions of Standing Committees and Task Forces.
  - b. The meetings shall be duly noticed and open to the public.
  - c. During the months of July and August, when the Full Board does not meet unless deemed necessary by the Chairperson, the Steering Committee may meet, as required and necessary. Notice of such meeting shall be provided to all Board members one (1) week in advance of such meeting.
  - d. A single Co-Chair of a Standing Committee shall be required to attend a Steering Committee meeting. In the case of attendance at the meeting by a single Co-Chair, the Co-Chair not in attendance shall not be marked absent.

Source: NYC Charter, Chapter 69, Section 2800, H.

### **III. H. Standing Committees**

1. All Board members shall be appointed to at least two (2) Standing Committees, at the discretion of the Board Chairperson, unless the member is

an Officer or the Chair or Co-Chair of a Standing Committee. No officer shall also be appointed as a Committee Chair or Co-Chair.

2. Standing Committees shall generally meet once each month, except July and August, unless required, and shall take attendance and produce meeting minutes, including voting records. Resolutions shall be provided to the District Office with sufficient advance notice to be distributed with other Full Board materials.
3. All Board members may attend any committee meeting and vote as a non-committee Board member. Such attendance shall not be counted toward the member's attendance record.
4. Chairpersons and Co-Chairpersons of Standing Committees shall serve no more than four (4) years consecutively. After serving four (4) years, a Standing Committee Co-Chairperson cannot serve again as Chairperson of that committee for at least one (1) year. However, this term limit shall apply only to committees that have two (2) Co-Chairs and when both Co-Chairs have served at least one (1) year as Co-Chair of that committee. In no case shall this term limit apply to both Co-Chairs of a committee in which both Co-Chairs would be term-limited in the same three (3) month time period. In such instances, the Co-Chair with the greater seniority shall be term-limited first. The remaining Co-Chair shall be term-limited when the new Co-Chair has served at least one (1) year as Co-Chair. Such term limits are intended to offer the greatest opportunity for leadership among the greatest number of Board members and to foster leadership among newer Board members, particularly in light of the recent term limits for Board membership.
5. Standing Committees shall only be created or dissolved by the Board Chairperson and must be approved by a majority vote at Steering. The Board Chairperson must notify the Chairpersons of any Standing Committee that are under consideration for dissolution two (2) weeks in advance of such a vote at Steering and provide the rationale for the proposed dissolution.

### **III. I. Task Forces**

1. Task Forces shall be created at the discretion of the Board Chairperson and shall require the approval of the Steering Committee.
2. Task Forces shall exist for up to one (1) year and shall be renewed only by approval of the Steering Committee.
3. Members of the community must either live or work in the district to be qualified to serve on a task force and shall do so only with approval of the Board Chair with the approval of the Steering Committee.

### **III. J. Notice**

1. Board meetings are subject to New York State Open Meetings Law codified in the Public Officers Law, Article 7 and as such:
  - a. Public notice of the time and place of any Board, task force or committee meeting shall be conspicuously posted at least seventy-two (72) hours before such meeting.

### **III. K. Full Board Meeting Procedures**

#### **1) Monthly Full Board Meetings**

- a) There shall be at least one (1) meeting of the Board each month, except for the months of July and August, at such time and place within the community district as shall be designated by the Chairperson according to the notice provisions outlined within these Bylaws. The Chairperson may, if deemed necessary, cancel or schedule a monthly Full Board meeting after consulting with the Executive Committee.
- b) In the event of unforeseen circumstances, the Executive Committee may agree not to hold a monthly Full Board meeting.

#### **2) Special Board Meetings**

- a) A Special Board meeting shall be a meeting other than a regularly scheduled monthly meeting and shall be called by the Chairperson or, if the Chairperson shall fail to do so, by the Vice Chairperson or Treasurer, if:
  - 1) The Chairperson, Vice Chairperson, or Treasurer deems it necessary; or
  - 2) Upon a resolution adopted by the Board, by majority vote; or
  - 3) At the request through written notice by the Borough President; or
  - 4) Upon written request of no less than 1/3 of the Board's members.
- b) Written notice of a special meeting shall be sent at least seventy-two (72) hours in advance, where practicable, with a specification of the purpose of the meeting and delineation of the agenda of such meeting with public notice, as well.

#### **3) Excused Absences**

- a) Board members shall be properly excused from a meeting for any of the following reasons, after sending written notification in advance of the meeting to the Board Chairperson:
- 1) Military service.
  - 2) Jury duty.
  - 3) Personal illness.
  - 4) Illness or death in the immediate family.
  - 5) Attending to Board business at the request of the Chairperson. The reason for their absence shall be noted in the meeting minutes.
  - 6) At the discretion of the Board Chairperson.
- b) Waivers for remote attendance at individual meetings due to extraordinary circumstances.
1. Members shall be present in-person at all Board and committee meetings unless they are unable to be present in-person due to extraordinary circumstances. Such circumstances include, but are not limited to, disability, illness, caregiving responsibilities, unexpected work travel, unexpected weather conditions that cause unsafe travel conditions due to accessibility needs and medical conditions of a member or a close contact of the member creating increased vulnerability to COVID or other infectious diseases.

Waivers for remote attendance at Full Board meetings due to extraordinary circumstances shall be granted at the discretion of the Board Chair in accordance with the requirements of the OML and these Bylaws. Board members seeking a waiver pursuant to this section must e-mail the Board Chair at least five hours prior to the meeting and provide a qualifying reason. The Chair shall provide a written response.

Waivers for remote attendance at committee and task force meetings due to extraordinary circumstances shall be granted at the discretion of the Committee/Task Force Chairs in accordance with the requirements set forth above.

2. Waivers for remote attendance due to permanent or extended disability shall be granted at the discretion of the Chair in accordance with the requirements of the OML. Pursuant to the OML, a member seeking such a waiver must have a disability as defined in the New York State Executive Law “where such disability renders such member unable to participate in-person at any such meeting location where the public can attend”.

A member seeking such a waiver may self-certify the nature of the disability in writing accompanied by appropriate documentation.

A member granted a waiver under this section shall be eligible to vote.

#### **4) Agenda**

- a) The agenda for each monthly Full Board meeting shall consist of the following items, which may be varied at the discretion of the Chairperson:
  - 1) Call to Order by the Board Chairperson after a quorum has been confirmed by the Co-Secretaries. Board members shall sign in upon arrival (See Section III.K.3.B.)
  - 2) Public Session. A member of the public may speak at the Public Session if registered with the Co-Secretaries of the Board in advance, noting if the member lives or works in the district or has any relevant affiliations. Having such an affiliation is not a requirement for speaking. The number of speakers on the same subject may be limited at the Chairperson’s discretion. Speakers shall disclose before speaking if they live or work in the district or have any relevant affiliations and shall be limited to no more than two (2) minutes unless this time limit is extended by the Chairperson.
  - 3) Adoption of Minutes of previous meeting. Board Members are encouraged to bring any issues forward before the Board meeting, so the Co-Secretaries have time to review them.
  - 4) Public Officials' Reports shall be limited to no more than three (3) minutes per report. The sequence of the Public Officials’ Reports in the agenda may be modified at the discretion of the Chairperson.
  - 5) Board Chairperson's Report

- 6) Business Session, with resolutions from committees and task forces distributed, if practicable, with the meeting notice and agenda. Board members shall be limited to speaking twice per topic, waiting until after all others have spoken before speaking a second time, except as permitted by the Chairperson.
- 7) Board members shall sign out. (See Section III.K.3.B.)
- 8) Adjournment

#### **5) Minority Reports**

- a) Board members differing with an official Board position determined by an approved resolution may wish to report a minority position:
  - 1) The Minority Report shall be sent in writing to the Board Chairperson, distributed to all Board members by the District Manager, presented at a Full Board meeting, and posted on the CB7 website.
  - 2) The Minority Report shall include the approved resolution and the Board vote on the issue, as well as the names of members represented by the Minority Report and shall only be distributed to governmental agencies by the Board Chairperson or District Manager.

### **IV. Officers**

#### **IV. A. Duties & Responsibilities**

##### **1. Officers**

- a. The officers of the Board shall consist of Chairperson, Vice-Chairperson, two Co-Secretaries, and Treasurer. This group shall constitute the Executive Committee of the Board (See Section IV.D. for Executive Committee.)
- b. Each officer shall serve for a one (1) year term.

##### **2. Rotation of Chairpersons**

- a. To provide the greatest opportunity for service by each Member, no Board member shall serve as Chairperson for more than three (3) terms, which shall be for one year each, consecutively. If a Chair completes the term of a previous Chair, such "rump" time will not be counted toward a succeeding, duly elected term.

##### **3. Duties and Responsibilities of Officers**



- a. Duties of the Chairperson
  - i. Perform all duties prescribed in the Charter and any other duties prescribed by law.
  - ii. Preside at Full Board, Steering and Executive Committee meetings of the Community Board.
  - iii. Serve as a member of the District Service Cabinet.
  - iv. Provide direction to and oversight of the District Manager.
  - v. Decide all questions of order and appoint and remove a Parliamentarian to assist in this regard.
  - vi. Set the Agenda for Full Board and Steering Committee meetings.
  - vii. Act as sole spokesperson for the Board, except as otherwise authorized.
  - viii. Appoint and remove committee Chairs and Co-Chairs and members, as well as task force Chairs and Co-Chairs.
  - ix. Create and dissolve standing committees and task forces, with the approval of the Steering Committee. (See III.H. Standing Committees and III.I. Task Forces.)
- b. Duties of the Vice-Chairperson
  - i. In the absence of the Chairperson, preside at all Board meetings
  - ii. Assist the Chairperson as required or requested.
  - iii. In the event the Chairperson office becomes vacant, the Vice-Chairperson shall serve as the interim Chair. If the Vice-Chairperson is unable to fulfill this role, the Treasurer shall fill it.
- c. Duties of the Treasurer
  - i. Provide an annual Community Board budget and such periodic modifications as requested by the elected Board officers or required by the City's modifications to the Board's expense budget.
  - ii. Report in writing to the Executive Committee three (3) times per year on the financial condition of the Community Board

including expenditures, monies owed, uncommitted or available balances and projections of future commitments. These reports shall occur at key junctures of the City's budgeting cycle. Suggested months for reports shall be January, May, and September. At the discretion of the Executive Committee, such reports may be shared with Steering.

- iii. In the event the Chairperson office becomes vacant, and the Vice-Chairperson is unable to serve as interim Chair, the Treasurer shall serve as the interim Chair until the position is filled through a special election.
  - iv. In the absence of the Chairperson and Vice-Chairperson, preside at all Full Board meetings.
- d. Duties of the Co-Secretaries
- i. Serve as the recording officers of the Board taking the Minutes of the regular monthly Full Board, Steering, and special meetings, with special attention to attendance.
  - ii. Provide the Minutes to the Board staff for distribution to members prior to the following monthly Full Board meeting, which Minutes shall be available for review at the Community Board office and posted on the Board's website.
  - iii. Assume the duties of Chairperson if the Chairperson, Vice Chairperson, and Treasurer are absent from a meeting.
  - iv. Assist the Chairperson with related matters as required or requested.

#### **IV. B. Election of Officers**

##### **1. Election Committee**

- a. The Election Committee shall be selected by the Chairperson in consultation with the Executive Committee and announced by the Board Chairperson at the June Board meeting.
- b. Elections will be held annually in October, following candidate statements.
- c. The Election Committee will consist of no less than three (3) and no more than five (5) members of the Board.
- d. No member of the election committee may run for a Board officer position while serving on the Election Committee.

## **2. Nominations for Officers**

- a. The Board Chairperson shall notify Members at the June Full Board meeting that the Election Committee shall solicit nominations for office at the September Full Board meeting, followed by candidate presentations and the election at the October Full Board meeting.
- b. At the September Full Board meeting, the Chairperson of the Election Committee shall open the floor to nominations and accept nominations properly made and seconded by members for the offices of Chairperson, Vice-Chairperson, Treasurer, and two Co-Secretaries.
- c. All candidates shall have ten (10) business days after the meeting at which they were nominated to submit to the District Manager a written statement of their qualifications for office, not to exceed 500 words. The District Manager shall send copies of all such statements with a Notice of Election to each Member within fifteen (15) business days of the previous meeting.
- d. All candidates shall be given an opportunity to present themselves and promote their candidacy for not more than five (5) minutes at the October Full Board meeting and shall also respond to questions from Members at the start of the meeting, or if the Chairperson, in consultation with the Election Committee Chairperson deems it preferable, at a special meeting to be held prior to the October Full Board meeting when the election shall be held. In either event, the time and place of the candidate presentations shall be announced in the Notice of Election.
- e. There shall be no further nominations from the floor at the elections meeting unless there is no nominee for one or more offices, in which case nominations shall be reopened for each office for which there are insufficient nominations.
- f. If all candidates for Chairperson withdraw prior to the election, the Election Committee shall immediately reopen nominations for Chairperson. If any person previously nominated for another office is nominated for Chairperson and accepts the nomination, that person shall withdraw as a candidate for the other office, and nominations shall also be reopened for that office. The Board may decide to defer the elections for one (1) month. If the Board defers voting, the District Manager shall send a revised Notice of Election including the candidates' written statements to all Members.

## **3. Election Procedures**

- a. Elections of Board officers shall be conducted by signed or electronic ballot at the October Full Board meeting after candidate presentations and Q&A.
  - i. Each voting member shall receive an individual ballot with the member's name on it and shall sign the ballot after voting.
- b. The candidate who receives the highest number of the votes shall be elected to that office, provided that candidate receives a majority of the votes. If no candidate receives a majority, the top two candidates shall have a run-off and the candidate who receives a majority shall be elected.
- c. If, after a run-off with the top two candidates, neither candidate receives a majority of the vote, the Board shall continue to hold rounds of voting until one candidate receives a majority of the vote or by a majority vote call for a new election for the unfilled position.
- d. The Board shall create a record listing each member's vote and make that record available to the public.

#### **4. Special Elections**

- a. If an officer position becomes vacant, nominations to fill the remaining time of the term shall be taken by the last constituted Election Committee at the next regularly scheduled Full Board meeting.
- b. After nominations, the election shall occur according to the rules in Section IV.B.3.

#### **IV. C. Committees and/or Committee Meeting Procedure**

Committee and task force meetings shall be conducted under the same procedures as Full Board meetings. However, committees and task forces may adopt additional procedures consistent with the Board procedures in these Bylaws.

#### **IV. D. Executive Committee**

- 1. **Membership** - All Board officers shall be members of the Executive Committee.
- 2. **Actions**
  - a. In the months where the full Board does not meet, the Executive Committee shall transact any necessary business.
  - b. If necessary, in an emergency, the Executive Committee may take necessary action on behalf of the Board, but any actions taken under

this provision shall be subject to approval by the Full Board at the next regularly scheduled Board meeting.

**3. Approval by the Full Board**

- a. Any action by the Executive Committee is subject to review by the Full Board and must be approved by the Full Board at the next regularly scheduled meeting to be considered valid.
- b. If an Executive Committee action is not approved by the Full Board, the Board will take steps to withdraw the action.

**V. District Manager & Staff**

**V. A. Community Board Staff**

- 1. The Board shall hire a District Manager subject to the New York City Charter, Chapter 70, Section 2800(f).
- 2. The Board may employ community assistants, consultants, and other professional staff.
- 3. The District Manager and any staff shall serve at the pleasure of the Board.
- 4. The Board has the power to select and hire the District Manager and any staff or consultants. It may assign the responsibilities of the selection of staff to the District Manager or to a designee, subject to final approval by vote of the Board.

**V. B. District Manager**

- 1. The District Manager shall:
  - a. Have responsibility for processing service inquiries and complaints.
  - b. Preside at meetings of the District Service Cabinet.
  - c. Perform such other duties as requested by the Board Chairperson, Board Officers, Community Board Committee Chairs and Co-Chairs, and Task Force Chairs and Co-Chairs.
  - d. Manage the district staff, overseeing administration and operations of the district office.

**VI. Bylaws & Reporting**

**VI. A. Budget and Financials**

- 1. On an annual basis, the Chairperson shall publish a report on the expenditures of the past fiscal year, with the assistance of the Treasurer.

2. The Chairperson may enlist the District Manager and Board staff in the preparation of this report.

#### **VI. B. Annual Reporting**

1. The Board, in accordance with the New York City Charter, shall:
  - A. Submit an annual report to the Mayor, City Council, and the Borough Board within three (3) months of the end of the City's fiscal year.
  - B. Prepare comprehensive and special purpose plans for the growth, improvement, and development of the community district.
  - C. Submit an annual statement of needs which includes a brief description of the district, the Board's assessment of its current and probable future needs, and its recommendations for programs, projects, or activities to meet those needs.
  - D. Submit capital budget priorities for the next fiscal year to the Mayor.
  - E. Submit expense budget priorities to the Mayor for the next fiscal year.
  - F. Submit recommendations and priorities to the Mayor, City Council and City Planning Commission on the allocation and use within the district of funds earmarked for community development activities.

#### **VI. C. Amendments to the Bylaws**

1. Proposed amendments to the Bylaws may be introduced in three (3) ways:
  - A. Introduction by a Board member at a regular monthly Full Board meeting and a vote to put the proposed amendments on the agenda at the following regular Full Board meeting; or
  - B. Through notice (written or email) by the Borough President's office at least thirty (30) days prior to a regular Board meeting.
  - C. A resolution passed at a Steering Committee meeting which may be introduced at the next Full Board meeting and voted upon at the subsequent Full Board meeting.
2. The proposed amendments shall be made after a careful consideration on the effects on the entirety of the Bylaws. A description of these effects should be included along with the proposed amendments thirty (30) days prior.
3. The proposed amendments, after having been introduced at a prior meeting or through written notice, shall be voted on at the next regular Full Board meeting and shall require approval by a majority of those present and eligible voting Board members.

4. Any proposed amendments shall take effect immediately.
5. The Bylaws shall be posted on the Community Board website.
6. The Board Chairperson shall from time to time, appoint a Bylaws Task Force to review and amend the Bylaws.