

**AMENDED AND RESTATED
BY-LAWS OF COMMUNITY BOARD 12-MANHATTAN**

Effective: December 1, 2024

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ARTICLE 1 – PURPOSE OF THE BY-LAWS

- 1.1 The purpose of these By-laws is to provide for the orderly conduct of business of Community Board 12-Manhattan (the “Community Board” or “Board”), in accordance with the Charter of the City of New York (the “Charter”).
- 1.2 Pursuant to these By-laws, Community Board 12-Manhattan shall be organized to elect officers, establish committees, and within budgetary appropriations or other funding for such purposes, to appoint a full-time District Manager, maintain a board office, and employ such office staff and assistants as it may require.

ARTICLE 2 – DUTIES OF THE COMMUNITY BOARD

- 2.1 Pursuant to the City Charter, Chapter 70, Section 2800.d, Community Board 12-Manhattan shall:

ARTICLE 3 – MEMBERSHIP OF THE BOARD

3.1 Requirement of City Charter, Chapter 70, Section 2800.a

- 3.1.1 Not more than fifty (50) persons appointed by the Manhattan Borough President (the “Borough President”), one half of whom shall be appointed from nominees of the district’s Council Members.
- 3.1.2 Council Members elected from any area which includes a part of the community district will serve as non-voting members.
- 3.1.3 Not more than twenty-five percent (25%) of appointments shall be City employees.
- 3.1.4 The Borough President shall ensure adequate representation from the different geographical sections of the Community Board, civic groups, and other community groups. Neighborhood associations may submit nominations to the Borough President or to the Council Members from the District or Borough.

3.2 Terms of Service

- 3.2.1 In accordance with City Charter, Chapter 70, Section 2800.b,
 - a. *Members of Community Boards shall serve for staggered terms of two (2) years, one-half (1/2) of the membership being renewed each year.*
 - b. *Term limits shall be adhered to in accordance with the City Charter revision of 2018, which was subsequently adopted by the voters.*
- 3.2.2 Reappointment
 - a. *Members whose term of appointment has expired may be reappointed at the discretion of the Borough President and in accordance with the City Charter.*
 - b. *A member may be removed for cause. See also Article 5 of these By-Laws for explanation of cause.*

3.3 Vacancies in Board Membership

- 3.3.1 In accordance with City Charter, Chapter 70, Section 2800.b,
 - a. *Vacancies shall be filled by the Borough President for the remainder of the unexpired term in the same manner as regular appointments.*
 - b. *Whenever the number of appointed members of the Board is less than eighty percent (80%) of the full membership, the Executive Committee shall request the Borough President to appoint additional members to participate in the functions of the Board.*

3.4 Compensation

3.4.1 In accordance with City Charter, Chapter 70, Section 2800.c,

- a. *Members of community boards shall serve as such without compensation but shall be reimbursed for actual and necessary out-of-pocket expenses in connection with attendance at regularly scheduled meetings of the Community Board.*
- b. *Member requests for compensation shall be processed by the Board office under procedures required by the Office of the Borough President.*

ARTICLE 4 – DUTIES OF APPOINTED MEMBERS

- 4.1 To act individually and in cooperation with other members of the Board to fulfill the duties and obligations of the Community Board for the greater welfare of all residents, businesses, and institutions in Community District 12 (the “District”).
- 4.2 To attend each *regular* monthly meeting and each *special* meeting of the Board, including meetings called for final action of the Board under the Uniform Land Use Review Procedure.
- 4.3 To serve on at least two standing committees of the Board, and to attend each of the meetings of those committees.
- 4.4 To serve on the Board as an unpaid officer of the City of New York (“City”), subject to the New York City Code of Ethics, specifically City Charter sections 2604, 2605, 2606, and 2607, and the opinions of the City Board of Ethics pertaining to these sections of the Charter.
- 4.5 Conflicts of Interest
 - 4.5.1 A member who is also a City employee may participate in Board discussions of proposals which have been made or may be considered by their City Agency, but the member may not vote at Board meetings on such proposals.
 - 4.5.2 A member may discuss matters of specific personal interest considered by the Board which may involve the member’s property, business, or other direct or indirect financial, economic, or employment considerations which may be affected by the Board’s determination, provided that the member shall have verbally and publicly disclosed to the Board the full details of such personal interest and that this disclosure be incorporated in the minutes of the Board meetings.
 - 4.5.3 A member shall not directly or indirectly represent or vote upon any interests of others, whether public, private, or not-for-profit, which come before the Board when the member or any person or firm with whom the member is associated—including, but not limited to spouse, child, parent, roommate, other members of the household—may receive any direct or indirect financial, economic, or employment consideration from any source in relation to the proposals of these interests to be considered by the Board. *City Charter, Chapter 68.*

- 4.6 To act only in the capacity of a non-Board member when appearing or speaking upon any issue outside the forum of a duly called meeting of the Community Board, its Committees, or other functions.
 - 4.6.1 When speaking before a governmental body, or otherwise making a public statement which conflicts with positions adopted by the Board, no member shall identify themselves as a member of the Board, representing the position of the Board.
 - 4.6.2 No member shall represent the Board's position before any City or other governmental agency or authority unless designated to do so by the Chairperson of the Board (referred to, at times, as the "Chairperson").
 - 4.6.3 No member of the Board shall represent the Board on positions of the Board when acting in the capacity of a member, officer, or director of any other board, organization, or body unless authorized to do so by the Chairperson of the Board in accordance with the City Charter and these By-laws.
 - 4.6.4 People who speak on behalf of the Board shall accurately reflect the decisions made by the Board.

- 4.7.1 Board members are encouraged to participate in training programs and workshops related to Board governance and ...
- 4.7.2 The Board shall organize at least one training session annually to support member development and improve Board effectiveness...

ARTICLE 5 – REMOVAL OF APPOINTED MEMBERS

- 5.1 An appointed member may be removed from a community board for sufficient cause, which shall include substantial non-attendance at Board or Committee meetings over a period of six (6) months, by the Borough President or by a majority vote of the Community Board. Sufficient cause for removal of appointed members shall consist of, but not be limited to, any one of the following:
- 5.1.1 Three (3) unexcused absences during any six (6) consecutive months from duly called *regular* general meetings of the Board.
 - 5.1.2 Three (3) unexcused absences from duly called meetings of any *standing committee* of that member's *standing committee* appointments during any six (6) consecutive months.
 - 5.1.3 If the Board member has been on the Board for at least twelve (12) months, any combination of five (5) unexcused absences in twelve (12) months from either or both of the above.
 - 5.1.4 If the Board member violates federal, state, or local laws, the City Charter specific to Community Board members, or the Borough President's code of conduct.
- 5.2 Excused absences shall be limited to the following:
- 5.2.1 Personal illness, pregnancy, parental leave, not to exceed six (6) months during any twelve (12) consecutive months.
 - 5.2.2 Severe illness in a member's family, not to exceed six (6) months during any twelve (12) consecutive months.
 - 5.2.3 Death in a member's family.
 - 5.2.4 Jury duty, when jury is sequestered.
 - 5.2.5 Attending another meeting or event upon specific request of the Chairperson, the Board, Borough President, or the Mayor of the City.
 - 5.2.6 Military service.
 - 5.2.7 Business or humanitarian duties not to exceed one-third (1/3) of the meetings (*regular, special, and committee*) that the member is obligated to attend.
 - 5.2.8 Meetings whose dates were changed from the regularly scheduled monthly time (*e.g., second Monday of the month*).
 - 5.2.9 Meetings scheduled on religious holidays typically observed by the member.
 - 5.2.10 Those items presented in Section 13.2 of these By-laws.

5.3 Notice of Absence

- 5.3.1 Members shall notify the Board office of the reason for the excused absence before or after any meeting which the member cannot attend.
- 5.3.2 Notice to the Board office that a member cannot attend a Board or Committee meeting shall not excuse the member except for the reasons listed in Section 5.2 of these By-laws.
- 5.3.3 Notice and request to be excused pursuant to Section 5.3(1) of these By-laws shall be given prior to, or within thirty (30) days of, the date of the meeting that the member is or was unable to attend, except when the reason for the request to be excused is pursuant to Section 5.2(1), (2), or (3) of these By-laws, in which case notice and request to be excused can be given after thirty (30) days or within a reasonable time after the date of the meeting that the member is unable to attend, whichever is later.

5.4 Review of Attendance

- 5.4.1 The Executive Committee shall review monthly attendance records of all members. The Secretary shall inform the committee of members in jeopardy of removal for sufficient cause, at minimum, every six months.
- 5.4.2 The Chairperson, on behalf of the Executive Committee, shall notify by certified/return receipt mail, mail, email, or phone call members in jeopardy of removal, and also notify the Borough President and the Council Member who recommended the member's appointment as may be appropriate, stating the cause and requesting that the member respond as to their intention for continued participation as a Board member or desire to resign from the Board. A lack of written response from a member within thirty (30) days of notice by the Chairperson shall be understood to represent the member's desire to resign from the Board and shall be acted upon accordingly by the Executive Committee. If a removal is made due to failure to successfully communicate the removal process, an appeal may be heard.

5.5 Removal of a Board Member

- 5.5.1 The Borough President may remove any Board Member for cause without action of the Board in accordance with the City Charter.
- 5.5.2 The Chairperson, after consultation with the Executive Committee, may recommend removal of any Board member by the Borough President or the Board for sufficient cause.

- 5.5.3 Written notice to any member recommended for removal from the Board shall be mailed or emailed at least ten (10) days before the recommendation is made to the Borough President or to the Board.
- 5.5.4 Upon recommendation to the Board for the removal of a member for sufficient cause, and after presentation to the Board of the findings of the Executive Committee and any statement which the member wishes to make to the Board in the Executive Session of a *regular* meeting, the Board shall vote. This section of the meeting shall be designated on the agenda as “Removal of Board Member”, and the Board shall vote upon the question by roll call vote. Removal shall require affirmation by a majority of the members present and voting in presence of a quorum, but not less than a majority of the Board.
- 5.6 Removal of an elected officer as a member of the Board shall be as prescribed for any other Board member. The removal of an elected officer from the office they serve shall conform to Article 9 of these By-laws.

ARTICLE 6 – OFFICERS OF THE BOARD

6.1 Required Officers

- 6.1.1 The required officers of the Board shall be Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary, Assistant Secretary and Treasurer.
- 6.1.2 Each officer shall be elected by appointed members of the Board, and each officer shall perform the duties of prescribed in these By-laws.
- 6.1.3 Only current Board members may serve as officers. *See also Section 8.3* of these By-laws for eligibility.

6.2 Term of Office

- 6.2.1 The elected term for each required officer shall be one year beginning January 1, following the annual election, and ending December 31 of that year.
- 6.2.2 Officers may be reelected to the same office or to another office under the following conditions:
 - a. *No Board officer shall serve more than three (3) consecutive years in the same role;*
 - b. *Officers who have succeeded to an office with an unexpired term of less than five (5) months shall not be deemed to have served a full term in that office; and*
 - c. *No Chairperson shall be elected to the office of First Vice-Chairperson for one year following the completion of two consecutive terms in the office of Chairperson.*
- 6.2.3 No Committee Chairperson shall serve more than three (3) consecutive terms in the same role. In the event no one different is willing to fill the role, the current Committee Chairperson may continue to serve beyond three (3) consecutive terms if the reappointment is confirmed by the Board. This shall be reaffirmed annually unless someone else expresses interest and is appointed by the Chair.

6.3 Vacancies in Office During the Elected Term

- 6.3.1 The Assistant Secretary shall succeed to a vacancy in the office of Secretary.
- 6.3.2 The Secretary shall not succeed to any other office unless elected to such office in a *special election*.
- 6.3.3 The Chairperson shall appoint one of the Vice-Chairpersons to act as Secretary in the case of a vacancy in the office of Secretary.
- 6.3.4 In the event that the offices of Chairperson and/or both Vice-Chairpersons become vacant at or near the same time, the Board shall hold a *special election* to fill the unexpired terms of these offices in accordance with Section 8.7 of these By-laws.

- 6.3.5 In the event that the office of Treasurer becomes vacant, the Board shall hold a *special election* to fill the unexpired term of this office in accordance with Section 8.7 of these By-laws.
- 6.3.6 The Treasurer shall not succeed to any other office unless elected to such office in a *special election*.
- 6.3.7 In an emergency, when the business of the Board cannot be delayed or must conform to calendars of City agencies or departments and when the Board has not elected a Chairperson or temporary Chairperson to perform the duties of that office when it becomes vacated, the remaining members of the Executive Committee shall elect a temporary Chairperson and shall act on behalf of the Board in accordance with Section 12.1.4 of these By-laws.

6.4 Appointed Liaison Officers of the Board

- 6.4.1 Board members or Board staff may be appointed by the Chairperson to represent the Chairperson of the Board pursuant to the City Charter and these By-laws.
- 6.4.2 Personal representatives of the Chairperson or Liaison Officers of the Board shall act and vote on all matters in the name of the Chairperson or the Board only as specifically instructed, and they shall report as required to the Chairperson, Executive Committee, and the Board the substance of, and actions taken in, all meetings attended.

ARTICLE 7 – DUTIES OF BOARD OFFICERS

7.1 Duties of all Officers

- 7.1.1 To embody and impart principles of diversity, inclusion, equity, and ethics.
- 7.1.2 To communicate with other officers in a timely and effective manner.

7.2 Duties of the Chairperson

- 7.2.1 To serve as chief executive officer of the Board, to administer its affairs as Chairperson of the Executive Committee, to perform all necessary functions according to these By-laws and the decisions duly made by the Board, and to enforce these By-laws.
- 7.2.2 To perform all duties as prescribed in the City Charter and any other duties prescribed under the law.
- 7.2.3 To represent the Board and to be its sole spokesperson in all communications with government agencies, the news media, and the public at large, except as the Chairperson shall specifically authorize or as otherwise provided in these By-laws.
- 7.2.4 To countersign all resolutions and financial documents of whatever nature going out from the Board, in a timely fashion, except as otherwise provided in these By-laws and as the Chairperson may specifically authorize, and to forward copies of all communications with government agencies to the office of the Borough President.
- 7.2.5 To preside at *regular* and *special meetings* of the Board, and to conduct all meetings according to Robert's Rules of Order except as otherwise provided in these By-laws.
- 7.2.6 To authenticate all acts, order and proceedings of the Board.
- 7.2.7 To inform the Board members of calendars and notices of meetings received from City agencies required to refer matters to the community Board pursuant to the City Charter.
- 7.2.8 To attend any meetings required by the Mayor or the Borough President pursuant to the City Charter or to designate their representative to attend.
- 7.2.9 To prepare and deliver the Chairperson's Report at each *regular meeting* of the Board, including communications to and from the office of the Borough President and other governmental agencies.
- 7.2.10 To appoint a recording secretary for meetings of the Board in the absence of the Secretary and the Assistant Secretary.
- 7.2.11 To appoint or remove Committee Chairpersons, with the exception of those members who are ineligible due to term limits. *See also Section 6.2.3* of these By-laws.

- 7.2.12 To appoint or remove all members of all committees of the Board, in consultation with Committee Chairpersons, in accordance with *Article 11* of these By-laws, and to be an ex-officio member of all committees of the Board, except the Nominating Committee. The Chairperson shall not appoint themselves to chair a standing committee or task force.
- 7.2.13 To appoint liaison officers, with the approval of the Executive Committee, when the Board deems such action appropriate to coordinate with the Board the activities of any other body in Community District 12 at the request of such body.
- 7.2.14 To be a member of the District Service Cabinet, or to designate their representative to attend its meetings.
- 7.2.15 To represent the Board as a member of the Manhattan Borough Board, and to report its deliberations and actions to the Community Board.
- 7.2.16 To keep the First Vice-Chairperson and Second Vice-Chairperson apprised of all information, order, directives and other matters coming to the attention of the Chairperson.

7.3 Duties of the First Vice-Chairperson

- 7.3.1 To preside at duly called meetings of the Board in the absence of the Chairperson, or whenever the Chairperson temporarily vacates the chair as presiding officer, and to assume only the duties of the Chairperson pertaining to a presiding officer for that meeting.
- 7.3.2 To assist the Chairperson when necessary and required.
- 7.3.3 To assume the office of Chairperson when the Chairperson is unable to serve their full term of office or has been removed and to serve the unexpired term.
- 7.3.4 In the event that the First Vice-Chairperson is unwilling to assume the vacated office of Chairperson, the First Vice-Chairperson shall resign. The Second Vice-Chairperson shall then succeed to the office of Chairperson.

7.4 Duties of the Second Vice-Chairperson

- 7.4.1 To assist the Chairperson or First Vice-Chairperson when necessary and required.
- 7.4.2 To preside at duly called meetings of the Board in the absence of the Chairperson and First Vice-Chairperson, or whenever the first Vice-Chairperson vacates the chair as presiding officer, and to assume only the duties pertaining to a presiding officer for that meeting.
- 7.4.3 To assume the office of First Vice-Chairperson for the unexpired term of that office when the First Vice-Chairperson is unable to serve the full term or has been removed.

7.4.4 In the event that the Second Vice-Chairperson is unwilling to succeed to the vacated office of first Vice-Chairperson, the Second Vice-Chairperson shall resign their office.

7.4.5 The vacated office of Second Vice-Chairperson shall be filled by a *special election* pursuant to *Section 8.7* of these By-laws if the unexpired term of office exceeds three (3) months.

7.5 Duties of the Secretary

7.5.1 To be the recording officer of the Board, taking written minutes of all *regular* and *special meetings* of the Board as prescribed in *Section 10.11* of these By-laws.

7.5.2 To verify that *regular* and *special* meetings of the Board, and such other meetings as the Chairperson may determine, are recorded and that the storage media are labeled and safely stored for future reference as necessary.

7.5.3 To open duly called meetings of the Board in the absence of the Chairperson and both Vice-Chairpersons when a quorum of members is present, and to preside at such meetings until a presiding officer is elected by a majority of members as such their first business.

7.5.4 To keep attendance records at all Board meetings pursuant to *Section 10.10* of these By-laws.

7.5.5 Compile attendance records of all committees.

7.5.6 To keep the Assistant Secretary informed of all information, order, directive and other matters coming to the attention of the Secretary.

7.5.7 To record the votes of members at all general and special meetings and report the results.

7.6 Duties of the Assistant Secretary

7.6.1 To assist the Chairperson and Secretary as necessary and required.

7.6.2 To record the minutes of the Executive Committee.

7.6.3 To assume the duties of Secretary in the absence of the Secretary at *regular* and *special* meetings of the Board.

7.6.4 To assume the vacated office of Secretary should that occur. When the Secretary is unable to serve the full term, or when the Secretary has been removed.

7.6.5 In the event that the Assistant Secretary is unwilling to succeed to the vacated office of Secretary, or has been removed, the Assistant Secretary shall resign their office. The Chairperson shall thereupon appoint a Secretary when the unexpired term is less than three (3) months.

7.7 Duties of the Treasurer

- 7.7.1 To assist in preparation of the Board budget, with analysis and suggestions and to review all expenditures.
- 7.7.2 To report, at least quarterly, to the full Board and Executive Committee on the status of the annual budget.
- 7.7.3 To manage donated funds as pursuant to Section 13.3 of these By-laws.
- 7.7.4 In the event of a vacancy in the office of Treasurer, the Board shall conduct a special election if more than three months are remaining in the term.

7.8 Duties of Chairpersons of Committees

- 7.8.1 To preside over *regular* and *special meetings* of the Committee.
- 7.8.2 In consultation with the Chairperson of the Board, to preside over Public Hearings of the Board which are relevant to the work of the committee.
- 7.8.3 In consultation with the Chairperson of the Board, to attend outside meetings which are relevant to the work of the committee.
- 7.8.4 At the request of the Chairperson of the Board, to attend and participate in budget consultations with City agencies and testify at City Council hearings.
- 7.8.5 In consultation with the Chairperson of the Board, to communicate with City agencies and their representatives as well as with members of the public.
- 7.8.6 To prepare and deliver to the Executive Committee and/or the Board reports and resolutions regarding the work and activities of the committee.
- 7.8.7 To ensure the accuracy of the attendance record of the committee at the end of each meeting.
- 7.8.8 To work with the Chairperson of the Board and the District Manager to publicize adequately all public hearings relevant to the committee's work.
- 7.8.9 To review, in consultation with the Chairperson, the committee roster and inform the chairperson of the Committee personnel needs.
- 7.8.10 To keep the Vice Chairperson of the Committee apprised of all information, order(s), directives and other matters coming to the attention of the Chairperson.

7.9 Duties of Vice Chairpersons of Committees

- 7.9.1 Preside over meetings in the absence of the Chairperson.
- 7.9.2 To prepare and deliver to the Executive Committee and/or the Board reports and resolutions regarding the work and activities of the committee, if the Chairperson is unable to attend those meetings.

ARTICLE 8 – ELECTION OF OFFICERS

8.1 Calendar

8.1.1 Calendar for annual election of Board Officers shall be the following:

October (<i>regular meeting</i>)	Formation of the Nominating Committee
November (<i>regular meeting</i>)	Report of the Nominating Committee
	Nominations by members from the floor
December (<i>regular meeting</i>)	Election of officers
January 1	Officers' terms begin

8.2 Nominating Committee

8.2.1 The Nominating Committee shall consist of five or seven appointed members of the Board, including the Chairperson of the committee.

8.2.2 The Nominating Committee shall be selected in one of two ways:

- a. *Appointment by the Chairperson who shall also designate the committee Chairperson.*
- b. *Election by written ballot of the appointed members of the Board when such election is requested by at least ten (10) members during the regular October meeting.*
 - i. The number of Nominating Committee members to be elected shall be determined by the Board before the election, and each Board member shall vote for only that number of the candidates from among the total candidates nominated from the floor before the election.
 - ii. The five or seven nominees (or other number chosen by the Board) receiving the highest number of votes shall constitute the Nominating Committee, and the nominee receiving the largest number of votes shall be the committee Chairperson. Ties shall be resolved by lot.

8.2.3 No member of the Nominating Committee shall receive a nomination for any Board office from the Nominating Committee.

8.2.4 The Nominating Committee shall meet as often as necessary to nominate one or more qualified candidates for each office of the Board. All nominees shall be approved by a majority vote of the committee members.

8.2.5 The Nominating Committee shall report its recommendations to the Board with the assurance that all members nominated have agreed to accept the duties of office if elected.

8.2.6 The Chairperson of the Nominating Committee shall preside over that portion of the *regular* Board meetings in October, November, and the election itself in December which is determined by the agenda for the report of the Nominating Committee and for additional nominations to be made by members from the floor.

8.2.7 The Nominating Committee shall report its recommendations, in writing, to the full Board seven (7) days prior to the November General Meeting.

8.3 Eligibility Criteria for Nomination of Elected Board Officers

8.3.1 The following criteria will apply to candidates for all elected Board offices, and such criteria will apply to nominations from the Nominating Committee as well as nominations from the floor.

a. Must be a current Board member.

b. In the last twelve (12) months the prospective candidate must have:

- i. attended two-thirds of all regularly scheduled General meetings; and*
- ii. attended two-thirds of all their regularly scheduled primary Committee meetings.*

c. been a member of the Board for one (1) calendar year since the October meeting of the previous calendar year.

8.3.2 In the case of special elections, eligibility requirements shall date back to a period of 12 months from the most recent Board meeting that had taken place, and a member must be a current member and have served in the last 12 months.

8.3.3 No person may stand for election for more than one office in any single election cycle.

8.4 Additional Nominations from the Floor

8.4.1 After the report of the Nominating Committee at the November meeting, appointed members of the Board may offer from the floor additional nominees for each elected officer of the Board.

a. Nominations from the floor need not be seconded.

b. All members nominated for any office of the Board confirm their willingness to accept the duties of office if elected. Absent members shall confirm in writing to the Chairperson of the Nominating Committee not less than fifteen (15) days prior to the election, and lack of such confirmation shall be accepted as refusal of the nomination by the member and their name will not appear on the ballot.

c. No member of the Nominating Committee may be nominated from the floor to run for office.

d. Nominations shall be closed before the end of the regular Board meeting in November. No additional nominations from the floor shall be permitted in the regular December meeting unless there is no nominee for a vacant office.

8.5 Notification

8.5.1 A list of all candidates shall be sent to all appointed Board members with the notice and agenda for the *regular* November Board meeting.

8.6 No person may stand for election for more than one office in any single election cycle.

8.7 Election

8.7.1 An election by ballot of Board officers shall be held during the *regular* December meeting of the Board and presided over by the Chairperson of the Nominating Committee.

a. A "write-in" vote shall not be permitted or counted in the tally of votes.

b. When only one nominee is named for an office on the ballot, an unmarked ballot shall be tallied as a negative vote.

8.7.2 The Nominating Committee shall distribute the official election ballots by calling the roll of members and shall verify that all ballots have been returned for tally.

8.7.3 Ballots shall be tallied by a minimum of four (4) members of the Nominating Committee, if present, or such number of other Board members as necessarily appointed by the presiding officer. The results of the election shall be announced before the close of the meeting.

a. The nominee for each office receiving a majority of affirmative votes from members present and voting in the presence of a quorum shall be deemed elected.

b. If no single nominee for an office receives the required majority vote for election, a run-off election shall be held immediately to determine the member's choice between the two nominees who received the largest number of votes in the first balloting.

c. In the event that neither of the two nominees in a run-off election obtains a majority affirmative vote, the presiding officer shall declare a new and immediate election for the unfilled office. Nominees for this election shall be accepted from the floor for any appointed member willing to accept the duties of the office if elected.

d. A motion to make an election unanimous in the case of any Board office shall not be accepted to negate a dissenting ballot from any Board member.

8.8 Special Elections

8.8.1 Special elections shall be required under the following conditions:

- a. *When the office of either the Assistant Secretary or Second Vice-Chairperson becomes vacant with an unexpired term exceeding three (3) months.*
- b. *When the offices of Chairperson and/or both Vice Chairperson become vacant at or near the same time.*
- c. *When in the absence of an elected Treasurer the Board deems that a Treasurer is necessary in accordance with Section 13.03 of these By-laws.*
- d. *When otherwise required by these By-laws or a majority of the appointed members of the Board.*

8.8.2 Special election of Assistant Secretary or Second Vice-Chairperson may be held as expeditiously as possible at a *regular* or *special meeting* of the Board.

Nominations for each office may be made from the floor by appointed members of the Board, and must proceed to conclusion before continued adjournment of the meeting, provided that nominees for office are present, and have confirmed their willingness to accept the duties of office if elected.

8.8.3 Special election of Chairperson and/or both Vice-Chairperson when vacancies in these offices occur at or near the same time shall be held as follows:

- a. *At the earliest possible regular or special meeting of the Board, called by the Chairperson or the remaining members of the Executive Committee acting on behalf of the Board, a Nominating Committee shall be elected by the Board as prescribed in Section 8.2 of these By-laws.*
- b. *The Nominating Committee shall report nominees for each vacated office at the next following regular or special meeting of the Board. Additional nominations by members from the floor shall be accepted by the presiding officer, and the election of nominees for each office shall proceed to conclusion before adjournment of the meeting. Conduct of the Nominating Committee, nominations from the floor, and tally of ballots shall follow procedures required for the annual election except with regard to the calendar of time.*

8.8.4 When the unexpired terms of office are less than ninety (90) days for the vacant offices of Chairperson and/or both Vice-Chairpersons, the Board may decide upon the following actions instead of those pursuant to *Section 8.7.3* of these By-laws.

- a. *That the special election of Chairperson shall be deferred until the annual election and that a Temporary Chairperson shall be elected to serve the duties of Chairperson only to the extent of acting as presiding officer at Board meetings, acting as Chairperson of the Executive Committee, and such other duties prescribed under Article 7 of these By-laws that the Board shall determine, and/or*
- b. *That special election of both Vice-Chairpersons may be deferred until the annual elections, or*
- c. *That special election of a Temporary First Vice-Chairperson only shall take place in the same manner as prescribed for special election of a Second Vice-Chairperson in Section 8.7.2 of these By-laws.*

8.8.5 Election of Presiding Officer

- a. *In the absence of the Chairperson and both Vice-Chairpersons at a duly called meeting of the Board, the Secretary (or the Assistant Secretary in the absence of the Secretary after appointing a temporary recording officer) shall ascertain the presence of a quorum and shall preside over the proceedings to immediately elect a presiding officer or to adjourn the meeting as the members shall decide. Upon election of a presiding officer, the Secretary or Assistant Secretary shall cease to preside unless elected by a majority of Board members as the presiding officer.*
- b. *Election of a presiding officer under this section shall require the affirmative vote of a majority of the Board members in the presence of a quorum for a member selected from nominees presented from the floor.*

ARTICLE 9 – REMOVAL OF OFFICERS

- 9.1 Regardless of their elected terms of office, any officer may be removed as an appointed member of the Board under Article 5 of these By-laws.
- 9.2 Any elected officer of the Board shall be considered summarily removed from office without further action of the Board if absent without excuse as stated in Sections 5.5 and 5.6 of these By-laws from three (3) consecutive duly called *regular* and *special meetings* of the Board, and shall be succeeded in office pursuant to Sections 6.3 and 8.8 of these By-laws.
- 9.3 Any officer of the Board may be removed from office for malfeasance, misfeasance, or nonfeasance in office.
- 9.3.1 Charges against any officer shall be written and signed by the Executive Committee or by ten (10) members of the Board for presentation to the Chairperson or the Executive Committee. A copy of the charges against any officer shall be sent to the officer charged.
- 9.3.2 The Executive Committee shall review the written charges against any officer and shall make written recommendations for further action to the Chairperson or to the Board. A copy of the Executive Committee recommendations shall be sent to the officer charged at least ten (10) days before the date of any Board meeting in which any action upon the charges and the part of the meeting agenda.
- 9.3.3 The charges against an officer at the recommendations of the Executive Committee for Board action shall be presented to the Board in the Executive Session of a *regular* or *special* meeting of the Board by the Chairperson. The officer charged shall be given the opportunity to make a statement to the Board on their own behalf.
- 9.3.4 When the officer charged is the Chairperson of the Board, the First or Second Vice-Chairperson shall preside at the Executive Committee and at any Board meeting during the time that charges and recommendations concerning charges against the Chairperson are under consideration.
- 9.3.5 Removal of an officer shall require the affirmative vote of a majority of the appointed members of the Board present and voting in the presence of a quorum. The vote of members shall be taken by written or electronically mailed ballot and the results of the vote shall be announced by the presiding officer before the close of the Board meeting.
- 9.3.6 When an officer is removed, the vacant office shall be filled in accordance with Sections 6.3 and 8.8 of these By-laws as necessary.

ARTICLE 10 – BOARD MEETINGS

10.1 Regular Meetings

10.1.1 Requirement of City Charter, Chapter 70, Section 2800.h.

10.1.2 The Chairperson shall call *regular* monthly meetings of the Board by notifying members in accordance with Section 10.3 of these By-laws.

10.2 Special Meetings

10.2.1 *Special* meetings of the Board shall be any meeting of the full Board other than a *regular* monthly meeting, and shall be called by the Chairperson by notifying Board members in accordance with Section 10.3 of these By-laws.

10.2.2 *Special* meetings may be called for the following reasons:

- a. *When the Chairperson or a majority of the Executive Committee shall determine the necessity for such meeting.*
- b. *Upon request of the Borough President for such meeting, subject to the rules of notification to the members under Section 10.3 of these By-laws.*
- c. *Upon resolution of the Board adopted by a majority of members present and voting in the presence of a quorum at any duly called meeting of the Board for the purpose of considering any one or more subjects published on the agenda for the special meeting, and including all meetings required of the Board under regulations of the Department of City Planning for the Uniform Land Use Review Procedure.*

10.3 Notice of Meetings

10.3.1 Official *regular* and *special* meetings of the Board shall require written or electronic mail notice to all members of the Board of the time, place, and agenda for such meetings. The notice shall be received not less than three (3) business days preceding the time of the meeting. Official notice of Board meetings shall be published in a Board calendar.

10.3.2 Notice of a regular meeting of the Board shall include the minutes of the previous regular and special meetings of the Board. Notice shall not be deemed invalid when given without previous minutes. Notice of the regular December meeting of the Board shall include a copy of the ballot or the complete list of nominees for the annual election of officers to be voted upon at that meeting.

10.4 Agenda for Regular and Special Meetings

- 10.4.1 The Board shall only decide on any matter of substantial public involvement in the community district if the matter has been placed on the agenda for a Board meeting and communicated to all members of the Board at least three (3) business days before the meeting, unless the Board deems an issue a matter of urgency to be taken at the current meeting.
- 10.4.2 The agendas for *regular* meetings of the Board shall be determined by the Chairperson in consultation with the Executive Committee and approved by the Board at the beginning of the meeting. The Borough President may suggest the agenda for such meetings with the approval of the Board.
- 10.4.3 The agenda for *special* meetings of the Board shall be determined by the Chairperson, in consultation with the Executive Committee and approved by the Board, in accordance with these By-laws. The Board shall not debate or act upon any matter in a *special* meeting which does not appear on the agenda for that meeting.
- 10.4.4 The agenda for *regular* meetings of the Board shall include, in an order to be determined by the Chairperson and Executive Committee, the following:
- a. *Call to Order (with statement of attendance and quorum), Adoption of Agenda, and Adoption of Previous Minutes;*
 - b. *Reports from Chairperson, District Manager, Borough President, and other Elected Officials;*
 - c. *Special Reports;*
 - d. *Public Session (with quorum present);*
 - e. *Reports and Resolutions from Standing Committees;*
 - f. *Reports and Resolutions from Task Forces, non-standing Committees, and other Community Board entities;*
 - g. *Special Public Hearings prior to the final action of the Board;*
 - h. *Old Business;*
 - i. *New Business; and*
 - j. *Adjournment.*

10.5 The Public Session

- 10.5.1 The Public Session shall be the period on the agenda of a *regular* monthly Board meeting during which any member of the public shall be given an opportunity to bring to the attention of the Board any matter which the speaker believes to be of special or common interest to the community or the Board. The Public session shall further be that period of a *regular* meeting of the Board during which representatives of government agencies may express matters of public interest to the Board.
- 10.5.2 All persons wishing to address the Board during the Public Session shall be heard in the order of their names or by the topic they intend to discuss upon a public speaker list which shall be kept by the Secretary or Assistant for the Chairperson and closed at the beginning of the Public Session on the agenda.
- 10.5.3 Each public speaker shall be limited to two (2) minutes, unless otherwise permitted by the Chairperson to a maximum of six (6) minutes.
- 10.5.4 Public speakers who are with the same organization or interest group, or speaking on the same resolution or topic, shall be given a total of no more than a combined ten (10) minutes.
- 10.5.5 Public speakers may be questioned only by Board members for information upon the subject presented, but debate shall not be permitted during the Public Session.
- 10.5.6 **The total time of the Public Session shall not exceed fifty (50) minutes, regardless of the number of speakers. The Chairperson of the meeting shall have the discretion to extend by a few minutes the total time if there are more than twenty-five (25) speakers, or to reduce equally the two (2) minute time for each public speaker. Notwithstanding Section 10.5 of the By-laws, the Chairperson of the meeting also may, at their discretion, group speakers on a similar topic to ensure an uninterrupted and streamlined presentation by the public speakers on that topic. The Board itself also reserves the right to vote to increase the total time of the Public Session if the circumstances and number of speakers so warrant.**

10.6 The Official Business Session

- 10.6.1 The Official Business Session of a *regular* meeting of the Board shall consist of all portions of the agenda other than the Public Session.
- 10.6.2 Members of the public shall not speak or vote during the Official Business Session of Board meetings, but the public shall be allowed to attend and observe all meetings of the Board in accordance with the New York State Open Meetings Law. Members of the public may respond to questions for information by a Board member during the Official Business Session at the discretion of the Chairperson.

- 10.6.3 Board members shall be limited to two (2) minutes when recognized to speak to any matter during the Official Business Session, unless otherwise permitted by the Chairperson.
- 10.6.4 Elected officials, appointed officials, or their representatives shall be limited to three (3) minutes when reporting or speaking during the Official Business Session or Public Session of a Board meeting, unless otherwise permitted by the Chairperson to a maximum of six (6) minutes. Board members may question officials for further information, but debate shall not be permitted during the period of the official's reports or comments.
- 10.6.5 Committee reports shall be presented by committee chairpersons or their designated representatives. Written reports or minutes of committee meetings previously issued to Board members shall not be read except when excerpts are pertinent to the Board's deliberations.

10.7 Quorum and Actions of the Board

- 10.7.1 Requirement of City Charter, Chapter 70, Section 2801. Actions of Community Boards:
 - a. *A majority of the appointed members of any Community Board shall constitute a quorum of such Board.*
 - b. *Whenever any act is authorized to be done or any determination or decision made by any community board, the act, determination or decision of the majority of the members present entitled to vote during the presence of a quorum, shall be held to be the act, determination or decision of such Board (added by Local Law 1979).*
- 10.7.2 A majority shall be defined as one half of the members plus one to be the greater part of the total appointed members of the Board at the time of any duly called Board meeting.
- 10.7.3 Any resolution voted on by the Board shall be in writing, except in an emergency situation when this provision can be waived by a majority of members voting in the presence of a quorum.

10.8 Voting

- 10.8.1 Only members of the Board shall vote on any matter before the Board. Members must vote only in person at the time and place a matter is called to vote in the presence of a quorum of appointed members, unless otherwise provided under New York State law or by written resolution of the Board.
- 10.8.2 Votes by members upon matters of procedural functions may be taken by a show of hands, except when taken by written ballot for the election of removal of Board Officers, removal of an appointed Board member, or when a roll call vote is requested by any five (5) members present and voting. Because a record of all votes is required by the New York State Open Meetings Law, all written ballots must be legibly signed in order to vote.
- 10.8.3 Votes by the Board upon any public matter or issue shall be taken by a roll call and the vote of each member shall be recorded in the minutes of the meeting in which the vote was taken.
- 10.8.4 The Chairperson shall announce the tally of votes recorded for and against any matter as well as the number of members abstaining from a vote and members not voting. A member shall be permitted to change their vote before announcement of the vote, but not afterwards.
- 10.8.5 A member's vote of abstention does not count as an affirmative vote, but does count toward the overall tally of members voting.
- 10.8.6 A tie vote does not pass and a tie cannot be broken by any individual.

10.9 Referral

- 10.9.1 Any matter coming before the Board may be referred by the presiding officer to a Board Committee, the District Manager, or a Board Task Force for further information and/or consideration to be reported to the Board at a future time.
- 10.9.2 Final action on any matter referred for study and recommendation shall be taken by the Board only at a public meeting of the Board at which a quorum is present.

10.10 Attendance Record

- 10.10.1 The Secretary shall keep a record of the attendance by Board members at all *regular* and *special* meetings of the Board.
- 10.10.2 A Board Member shall not be deemed present at any Board meeting unless they are in attendance for a substantial portion of that meeting, unless excused by the Chairperson and so recorded in the minutes.
- 10.10.3 The Executive Committee periodically shall review the attendance record of all Board members and make recommendations in accordance with Section 5.4 of these By-laws.

10.11 Minutes of Meetings

- 10.11.1 The written minutes of Board meetings shall be the official record of such meetings when approved by a majority of members present and voting at a *regular* meeting.
- 10.11.2 Minutes shall include, but are not limited to (in no particular order):
- a. *Date, place, and time of meeting;*
 - b. *Type of meeting, regular or special, and the adopted agenda;*
 - c. *Name of presiding officer and name of secretary;*
 - d. *Names of those present, including Board members, public speakers, officials, and special presenters;*
 - e. *All main motions, whether adopted, rejected or tabled, but not motions from the floor which have been withdrawn;*
 - f. *The names of persons making motions, record that motions were seconded or not seconded, whether or not seconds are named;*
 - g. *Votes on all motions, whether passed or lost;*
 - h. *Substantial points of order and appeals, whether sustained or lost; and*
 - i. *Brief abstracts from speeches and debate when important, recorded without comment by the recording officer.*
- 10.11.3 Under the direction of the District Manager, the staff of the Board office shall assist the Secretary in the compilation of the written minutes. The District Manager shall also be responsible for the audio-recording of the proceedings of Board meetings.
- 10.11.4 The Board office shall make all approved minutes available to the public.

10.12 Meetings in July and August

- 10.12.1 In accordance with the City Charter, attendance by Board members at meetings in July and August shall not be required. A majority of the Board may determine at the *regular* Board meeting in June that it is necessary for the Board to call a meeting or meetings during July and/or August.
- 10.12.2 The Executive Committee may act on behalf of the Board during July and August provided that such action is an emergency situation or is a time-sensitive matter.
- 10.12.3 Meetings of the Board in July and August shall follow all procedures prescribed for all other meetings of the Board in Article 10 of these By-laws.
- 10.12.4 All actions of the summer meeting(s) executed without a quorum must be ratified at the September meeting of the full Board.

10.13 Public Hearings

- 10.13.1 The Board may conduct public hearings for the purpose of:
 - a. *Communicating to the public the background and issues involved in any matter of community interest, and to provide a forum for the public to express opinions for the guidance of Board deliberations and action upon the matter, and*
 - b. *Presentation and discussion of an official matter coming before the Board, including the City budget, matters under the Uniform Land Use Review Procedure, or other official procedures requiring Board Action.*
- 10.13.2 The Board may determine to waive specific hearings and action in writing to the Department of City Planning or other agencies having jurisdiction in any matter as prescribed by law.
- 10.13.3 Board determination to hold a public hearing shall require the affirmative vote of a majority of the Board members at a duly called meeting with a quorum present and shall specify the agenda for that hearing.
- 10.13.4 Within the budgetary appropriations for such purpose, best efforts shall be made to provide public notice of the time, place, and agenda for a public hearing to all persons and community groups with a potential interest in the hearing agenda. Public notice shall be provided to the City Record and local newspapers when possible or as legally required for publication five (5) days prior to the public hearing date.
- 10.13.5 Procedures in all Board hearings shall follow Department of City Planning regulations for public hearings under the Uniform Land Use Review Procedure, unless otherwise directed by another City agency having jurisdiction in a specific matter. The cited regulations may be modified to permit public questioning of a speaker at the discretion of the Executive Committee and the Board member designated as the presiding officer for a hearing.

- 10.13.6 The Chairperson shall preside at a public hearing or designate another Board member to preside. Whenever possible, members of a Standing Committee of the Board familiar with the subject of a hearing shall conduct that hearing.
- 10.13.7 The quorum of Board members at any public hearing shall be twenty percent (20%) of the Board's appointed membership.
- 10.13.8 Minutes of a public hearing shall be reported in writing to the Board along with recommendations for Board action by the Board members attending the hearing. Minutes shall reflect public statements and opinions on all sides of any issued considered.

10.14 Executive Session

- 10.14.1 Executive Session requires a motion and a majority of total members voting in favor. Discussion during executive session is limited to the matter for which the Board voted to enter into executive session, pursuant to Section 105 of the New York State Open Meetings Law. Voting on matters discussed in executed session must be conducted in open session.

10.15 Community Engagement

- 10.15.1 As budget appropriations allow, the Board shall host at least one (1) accessible community engagement activity, such as an informal gathering or forum, to encourage community participation in the work of the Board and foster broader awareness of the mission and purpose of Community Boards.

ARTICLE 11 – COMMITTEES OF THE BOARD

- 11.1 Requirement of City Charter, Chapter 70, Section 2800.i.
- 11.2 Vice Chairperson
 - 11.2.1 Each Standing Committee may have a member of the Board as a Vice Chairperson, who is appointed by the Chairperson of the Board.
- 11.3 Types of Committees
 - 11.3.1 The Board shall establish an Executive Committee, and it may establish such other committees as it deems necessary in accordance with Article 11 of these By-laws.
- 11.4 The Executive Committee
 - 11.4.1 Members of the Executive Committee shall be the Chairperson of the Board who shall be the Chairperson of the committee, the elected officers of the Board, the Chairpersons of all Standing Committees of the Board (or otherwise the Vice Chairperson in the place of a Chairperson for any such Standing Committee), and such Chairpersons of Special Committees and Task Forces as the Chairperson of the Board may designate.

11.4.2 The Executive Committee shall:

- a. *Assist the Chairperson to guide, coordinate, and facilitate the business of the Board.*
- b. *Act as the Rules Committee of the Board to determine the Board calendar pursuant to the City Charter and these By-laws, and to determine the agendas for Board meetings and public hearings.*
- c. *Evaluate Board membership, including recommendations for removal of appointed members for sufficient cause and appointment of new members.*
- d. *Approve the budget for appropriated Board funds in accordance with applicable City regulations and these By-laws.*
- e. *Evaluate the Board office staff and procedures.*
- f. *Evaluate the Board By-laws, including enforcement, and make recommendations for amendments.*
- g. *Advise the Chairperson on community and Board issues.*
- h. *Advise the Chairperson on establishment of special committees.*
- i. *Advise the Chairperson on appointments of Board liaison representatives to other community district bodies, and to receive reports of such liaison appointees at committee meetings.*
- j. *Act on behalf of the Board in emergency situations, in accordance with these By-laws.*
- k. *Act for the office of Chairperson in the event of vacancy in that office in accordance with these By-laws.*

11.5 Standing Committees

11.5.1 Standing Committees shall have jurisdiction and responsibility for reviewing issues and making recommendations to the Board for action regarding specific interests and obligations of the Board, including monitoring the overall delivery of City services and establishing the Board's priorities for the City budget as it affects the District. The Board's committee structure shall include the following Standing Committees, with the names of City and other agencies they relate to shown after each committee's name:

- a. **Business Development Committee** – *Small Business Services, Economic Development Corporation, Department of Consumer and Worker Protection.*
- b. **Concerns of the Aging Committee** – *Department for the Aging.*
- c. **Health and Environment Committee** – *Department of Environmental Protection, Department of Health and Mental Hygiene, Emergency Medical Services (Fire Department), NYC Health + Hospitals, Department of Sanitation.*
- d. **Housing and Human Services** – *Department of Buildings, Department of Housing Preservation and Development, New York City Housing Authority, Rent Guidelines Board, Department of Homeless Services, Human Resources Administration, City Commission on Human Rights.*
- e. **Land Use Committee** – *Department of City Planning, Board of Standards and Appeals, Landmarks Preservation Commission.*
- f. **Licensing Committee** – *State Liquor Authority, Department of Consumer and Worker Protection (sidewalk café permits), Department of Small Business Services, Taxi and Limousine Commission, Department of Transportation (roadside and sidewalk café applications for restaurants).*
- g. **Parks and Cultural Affairs Committee** – *Department of Parks and Recreation, Department of Cultural Affairs.*
- h. **Public Safety Committee** – *New York Police Department, Civilian Complaint Review Board, Fire Department, District Attorney's Office, Department of Juvenile Justice, Department of Probation, Department of Corrections, Board of Corrections.*
- i. **Traffic and Transportation Committee** – *Department of Transportation, Metropolitan Transportation Authority, Port Authority of New York and New Jersey.*
- j. **Youth and Education Committee** – *Department of Education, Department of Youth and Community Development, Administration for Children's Services, School Construction Authority, New York Public Library, City University of New York, NYC Children's Cabinet, Teacher's Retirement System.*

11.5.2 The Board shall establish and name each Standing Committee and define its purview. The Board may consider recommendations regarding standing committees made by the Chairperson and the Executive Committee. Standing Committees shall remain until revised by determination of a majority vote of the Board.

11.6 Special Committees

- 11.6.1 Special Committees may be established by the Chairperson as deemed necessary on matters of special interest to the Board.
- 11.6.2 Special Committees shall keep minutes of their proceedings and shall summarize their majority and minority findings and recommendations in a written report to the Board for its consideration and action on all matters brought before the committees.
- 11.6.3 Special Committees shall be chaired by a member of the Board.
- 11.6.4 A majority of each Special Committee shall be comprised of Board members.
- 11.6.5 Special Committees shall be dissolved upon the completion of its purpose.

11.7 Task Force

- 11.7.1 A task force may be established by the Chairperson, upon approval of a majority of the Board, to consider a matter of special interest to the district.
- 11.7.2 A task force shall keep minutes of their proceedings and shall summarize their majority and minority findings and recommendations in a written report to the Board for its consideration and action on all matters brought before the task force.
- 11.7.3 A task force shall be chaired by a member of the Board.
- 11.7.4 A task force shall be composed of any number of Board members deemed appropriate by the Chairperson of the Board.
- 11.7.5 Membership of a task force may include members of the Board, non-members, and members of any group, so long as all such individuals have a special interest in the purpose of the task force investigations, deliberations, and recommendations to the Board.

11.8 Committee of the Whole

- 11.8.1 The Board may resolve itself into a Committee of the Whole at any *regular* or *special* meeting, or may act as if in Committee of the Whole at such meetings according to Robert's Rules of Order modified so that the Board may:
 - a. *Hear statements or advice of non-members for clarifications of any subject under consideration; and*
 - b. *Formulate a resolution necessary under New Business on the agenda or to rewrite a failed resolution when time is of the essence.*
- 11.8.2 The quorum for a Committee of the Whole shall be the same as that of a *regular* or *special* meeting of the Board in which the Committee of the Whole was formed.

11.9 Committee Membership

- 11.9.1 The Chairperson shall appoint each member of the Board to at least one (1) Standing Committee, taking into account the preferences of the members of the Board for such appointments, providing a minimum of five (5) Board members on each Standing Committee, including the Board members appointed as Chairperson of each committee.
- 11.9.2 All Special Committees shall have a minimum of five (5) Board members appointed by the Chairperson, including the Chairperson of the committee.
- 11.9.3 Appointments of the public as members of Board committees under Section 11.1 of these By-Laws (“Public Members”):
- a. *Application for a position as a Public Member may be obtained at the Board office and should be submitted to the Chairperson of the Board. The application must detail the individual’s special qualifications and/or interest in the community.*
 - b. *The Chairperson of the Board shall appoint all Public Members to any Board committee following consultation with the Committee Chairperson and shall notify the Committee Chairperson, in writing, of such action.*
 - c. *Standing Committees shall not have Public Members exceeding one-third (1/3) of the Board members appointed.*
 - d. *Special Committees shall not have Public Members exceeding one-third (1/3) of the Board members appointed, except in case of a Task Force or in a Special Committee formed under the regulations of a governmental agency requiring greater public participation.*
 - e. *Public Members of committees shall be participants in committee quorums, debates, and voting, but votes by Public Members shall be separately recorded in the committee minutes.*
- 11.9.4 Term of appointment to committees for all members shall be one (1) year or a portion thereof beginning September 1 following the Borough President’s appointment of new Board members and ending August 31, except as follows:
- a. *Any member may be removed from a committee for sufficient cause, by recommendation of the Chairperson by the Committee Chairperson, at the discretion of the Chairperson, or by resignation from the committee or the Board.*
 - b. *Committee Chairpersons and members may be re-appointed for additional terms of service.*
 - c. *Members who are newly appointed to the Board in April must attend at least one (1) meeting of any committee during each of the months of May and June (a total of at least two (2) meetings).*
 - d. *Committee appointments shall be made based on member’s preference to the maximum extent possible.*

- 11.9.5 All appointments and removals by the Chairperson shall be made in writing to all appointees. Committee membership lists shall be provided to members of the Board and made available to the office of the Borough President, interested City agencies, and to the public upon request.

ARTICLE 12 – COMMITTEE MEETINGS

12.1 Meetings of the Executive Committee

12.1.1 The Executive Committee shall meet once each month and otherwise as the Chairperson deems necessary, except that members shall not be required to attend meetings during July and August.

12.1.2 Meetings of the Executive Committee shall be conducted in accordance with the New York State Open Meetings Law. Members of the Board shall be permitted to attend and observe the actions of the committee without voting. Notice of committee meetings shall be published in a monthly Board calendar.

12.1.3 During the months of July and August, a meeting of the Executive Committee may be held:

- a. *When deemed necessary by the Chairperson and a quorum is present, or*
- b. *When authorized by the Board to act on behalf of the Board when special meetings of the Board have not been called, in accordance with Section 10.12 of these By-laws.*

12.1.4 In an emergency situation, when time is of the essence, the Chairperson or the Executive Committee may act on behalf of the Board. The Executive Committee must report any such action to the Board and seek ratification by a majority vote of the Board at the next *regular* meeting of the Board. If not so ratified, the Chairperson must notify all parties concerned in the action and take all necessary steps to halt implementation of the emergency action as the Board may direct.

12.2 Standing Committees shall meet at least once each month and otherwise as often as the Chairperson of the Board or the respective committees deem necessary. During the months of July and August, members shall not be required to attend meetings, but a majority of committee members may take necessary committee action in a duly called meeting published in the monthly Board calendar.

12.3 Special Committees shall meet as often as the Chairperson of the Board deems necessary. During the months of July and August, members shall not be required to attend meetings, but a majority of committee members may take necessary committee action in a duly called meeting published in the monthly Board calendar.

- 12.4 All committee meetings shall be open to the public in accordance with the New York State Open Meetings Law. The Board is encouraged to put the following topics into executive session:
- 12.4.1 Nominating Committee discussions.
 - 12.4.2 District Manager or personnel discussions.
 - 12.4.3 Discussions regarding a Board member's conduct.
- 12.5 Conduct of meetings shall be under the same procedures as Board meetings. Committees shall keep minutes and attendance records. Committees shall also report adopted resolutions of recommendations in writing to the Board, together with the voting tally. A quorum for committee meetings shall be a majority of committee members presided by the Committee Chairperson.
- 12.5.1 All committee actions shall require approval of a majority of members voting in the presence of a quorum.
 - 12.5.2 Public observers shall not vote unless permitted by the Committee Chairperson and provided that such vote is separately recorded in the minutes.
- 12.6 Committee correspondence and contacts with government agencies shall be made by Committee Chairpersons or designated representatives with the written approval of the Chairperson of the Board, except routine follow-up, scheduling, and other communication.
- 12.7 The Committee Chairperson shall promptly notify the Chairperson of the Board and the District Manager when inviting public officials, organizations, and individuals to committee meetings.

ARTICLE 13 – HYBRID MEETINGS

- 13.1 Nothing in this Article 13 shall change quorum requirements as set forth in these By-laws, except that Board members can meet in several locations simultaneously, provided all these locations are open to the public. A meeting cannot proceed without an augmented quorum being present.
- 13.2 For a Board member to attend a meeting virtually, what the Open Meetings Law defines as extraordinary circumstances must be occurring.
- 13.2.1 The Open Meetings Law includes the followings: “disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event which preclude the member’s physical attendance at such meeting.
- 13.2.2 Among these factors or events happen to be all of the excuses for absence in these By-laws in Section 5.2. This implies that the member can take an excused absence, or if they can do so, participate virtually.
- 13.2.3 An additional factor or event is a serious concern on the part of a Board member of either contracting or spreading a communicable disease like COVID-19 by attending a meeting in person.
- 13.2.4 Some of the circumstances by their nature overlap, and the list, to be just, is broad, but without an actual quorum of members in attendance, however, many may be eligible to attend virtually, the meeting cannot occur.
- 13.3 When a Board member attends virtually, their name and the specific reason for their virtual attendance must be recorded in the minutes.
- 13.4 Board members without Qualifying Disabilities, as defined in Section 292 of the Executive Law, attending virtually are not part of the quorum for calling the meeting to order; however, they may fully participate and vote, and their attendance counts towards the number of members present and eligible to vote.

- 13.5 Board members attending the meeting virtually must be able to be heard, seen, and identified, which means there must be a video and audio link and ideally written identification on the screen. This means Board members must be continuously visible and audible (within reason) while they attend the meetings. Much like members at an in-person meeting, virtual attendees are permitted to take appropriate breaks, at which time they would not be seen or heard at the meeting.
- 13.6 Members of the public attending virtually must be able to participate in the public session just like those members of the public attending in person.
- 13.7 Virtual meetings must utilize technology to permit access by members of the public with disabilities, consistent with the 1990 Americans with Disabilities Act as amended and corresponding guidelines.
- 13.8 Notices of meetings where there will be virtual participation by Board members should set forth that fact, in addition to listing the physical locations where the public can attend and providing information as to how the public can participate virtually. The notice should also state where members of the public can locate documents relative to the matters to be considered at the meeting.
- 13.9 Minutes of meetings where there was a virtual participation must be posted within the time outlined in Section 106 of the Public Officers Law (two weeks) and a transcript of the meeting must be available on request.

ARTICLE 14 – INTERNAL OPERATION OF THE BOARD

- 14.1 The Board shall arrange for full-time functions of the Board office and staff, receipt and dissemination of required governmental reports, management of Board funds, and other full-time functions necessary to meet Board obligations to the District.
- 14.1.1 Requirement of City Charter, Chapter 70, Section 2800.f.
- 14.1.2 Requirement of City Charter, Chapter 70, Section 2800.g.
- 14.2 In accordance with the City Charter, the District Manager shall:
- 14.2.1 Have responsibility for processing service complaints.
- 14.2.2 Preside at meetings of the District Service Cabinet.
- 14.2.3 Perform such other duties as are assigned by the Board.
- 14.2.4 Perform all functions and duties as prescribed in the City Charter and any other duties prescribed by law.
- 14.2.5 Perform all necessary functions and represent and speak for the Board at the request of the Chairperson within the limits of the acts, determinations, and decisions duly made by the Board.
- 14.2.6 Communicate with government officials and agencies as necessary to the performance of the office of District Manager; provide copies of such communications to the Chairperson, and forward copies of such communications to the office of the Borough President.
- 14.2.7 Organize, maintain, and manage the Board office and determine and be responsible for the duties, hours, wages, and training of the office staff in accordance with City government regulations.
- 14.2.8 Prepare an operating budget in consultation with the Board for each fiscal year as well as for contributed funds augmenting City allocations, process the approved budget with appropriate government agencies, and manage and be responsible for such budget and funds in accordance with City fiscal regulations and the City Charter.
- 14.2.9 Process requests and inquiries of residents in the District, and assist City departments and agencies in communicating with and transmitting information to the people of the District within the budgetary appropriations for such purpose.

- 14.2.10 Forward to the Office of the Mayor recommendations for the approval or disapproval of requests for permits to close District streets for group activities, except parades, in conformity with the Board guidelines for street use and the requirements for City government regulations. Non-conforming controversial requests shall be reviewed by the Executive Committee or the Board for approval or disapproval recommendations as directed.
- 14.2.11 Report the actions of the District Service Cabinet to the Board.
- 14.2.12 Be a member of the Manhattan Borough Service Cabinet, attend its meetings, and report its actions to the Board pursuant to City Charter, Chapter 69, Section 2706.
- 14.2.13 Follow up on resolutions passed by the Board to request responses from the respective agencies or other interested parties to which the resolutions are addressed, and inform the Board accordingly.
- 14.2.14 Provide advice and assistance to the Board, its officers, and committees on all information, orders, directives, and other matters coming to the attention of the Board office and the District Manager, including:
- a. *Evaluation of the quality and quantity of services provided by agencies within the District.*
 - b. *Agency information on service activities, operations, and programs within the District received by the Board.*
 - c. *City department and agency calendars and requirements for Board action.*
 - d. *Requests by the office of the Borough President.*
 - e. *City agency budget and service statements received by the Board.*
 - f. *Agency expense budget program needs and priorities in the District.*
 - g. *Allocation of community development funds and activities in the District.*
 - h. *Scopes and designs of City capital budget projects located in the district, and evaluation of progress of such projects based upon status reports furnished to the Board.*
 - i. *Actions of the Community Boards in other districts with which cooperative action might be taken by the Board for the benefit of the District.*
 - j. *Activities of residents and business groups in the District based upon inquiries to the Board, permit requests, and reports of service agencies.*

14.3 Management of Donated Funds

14.3.1 Management of funds granted or donated to the Board shall be as directed by the office of the City Comptroller and/or any other City agency having management jurisdiction over such funds and in compliance with the terms and conditions agreed for use by the grantor or donor.

14.3.2 The Treasurer shall represent the Board to the City in use of granted or donated funds accepted for specific purposes within the City Charter mandates for Community Boards, other than funding contained in the Board's operating budget.

14.3.3 The election and term of the Treasurer shall complete with Article 8 of these By-laws.

14.3.4 In addition to the duties set forth in Section 7.7 of these By-laws, the Treasurer shall also be responsible for the following duties:

- a. *To arrange the deposit of granted or donated funds in an account in the name of the Board pursuant to Section 13.3.1 of these By-laws.*
- b. *To co-sign with the Chairperson requests for withdrawal of funds deposited with the office of the City Comptroller when such withdrawals are approved by a majority of the Board, or the Executive Committee acting on behalf of the Board, under the regulations of the City Comptroller.*
- c. *To submit a monthly financial statement to the Executive Committee and to the Board at each regular meeting of the Board or at such other times as the Chairperson may direct, summarizing the use of granted or donated funds and the balance of such funds deposited with the office of the City Comptroller in the name of the Board.*
- d. *Such other duties as the Board may determine.*

ARTICLE 15 – SEVERABILITY CLAUSE

- 15.1 Nothing in these By-laws shall be construed so as to change, modify, or amend the City Charter. These By-laws shall govern in all cases to which they are applicable and are not inconsistent with the City Charter. In the event that any provision of these By-laws shall be deemed invalid by a court of competent jurisdiction, such invalid portion or portions shall not impair the validity or enforcement of the remaining provisions of these By-laws.

ARTICLE 16 – AMENDMENT OF BY-LAWS

- 16.1 Either the Borough President, the Executive Committee, or any five (5) Board members may initial amendments by written request to the Executive Committee.
- 16.2 The Executive Committee should review proposed amendments and provide a recommendation to the Board within two (2) months.
- 16.3 The Chairperson shall report to the Board in writing the proposed amendments. Presentation to the Board of amendments, as well as any recommendations, must occur at least one (1) month prior to the *regular* meeting in which the matter shall appear upon the agenda for consideration.
- 16.4 Amendments to the By-laws shall require approval of a majority of Board members voting in the presence of a quorum at a duly called meeting of the Board.

ARTICLE 17 – EFFECTIVE DATE OF BY-LAWS

- 17.1 These By-laws shall be ratified by approval of a majority of Board members voting in the presence of a quorum at a duly called meeting of the Board.
- 17.2 The effective date of these By-laws shall be the first day of the month following the date of the meeting in which these By-laws are ratified in accordance with Section 16.1.