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## COMMUNITY BOARD NO. 2, MANHATTAN

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### Bylaws Working Group

During the month of May the Bylaws Working Group of CB2, Manhattan (“BWG”) held one virtual meeting via Zoom.

**Date:** May 17<sup>th</sup> (at 5:00 pm)

**Committee Members Present:** Susan Kent (Chair), Katy Bordonaro, David Gruber, Patricia Laraia, Matt Metzger

**Other CB2 Members Participating:** Michael Levine, Donna Raftery

**Agenda:** Continued discussion of a proposed new bylaws section addressing Conflicts of Interest.

The BWG’s May meeting resumed the discussion of a proposed new bylaws section addressing conflicts of interest. An open question from the April meeting was the extent to which a board member is permitted to represent their personal business interest at board meetings. After seeking guidance on this point from the NYC Conflict of Interest Board, the draft of the proposed new section (**see attached**) was amended to reflect the information received. The group consensus was that at this point in time it would be appropriate to distribute the revised draft to the full board for review and comment, with the expectation that a resolution supporting the approval of this new addition to the bylaws would be on the agenda of the June full board meeting.

The meeting then turned to consideration of the working draft of the complete bylaws that incorporates all changes proposed to date. The discussion focused on which sections of the bylaws the group has yet to address, and how best to prioritize the topics that remain. Section 5 (Executive Committee) and section 10 (Amendments) were both identified as possible subjects for examination at the next BWG meeting.

The meeting was adjourned at approximately 6:00 pm.

Respectfully submitted,  
Susan Kent, Chairperson

## Conflicts of Interest

### A. Conflicts of Interest

1. Members are encouraged to reveal the existence of a Conflict of Interest, as defined by NYC's Conflict of Interest Board ("COIB"), whenever a matter is first introduced for discussion at any CB2, Manhattan Board, committee, or working group meeting. Conflicted Members should announce the existence of a conflict at the outset of debate and to not wait until they participate, or called upon to vote, if not participating in discussion of the relevant matter, to reveal the existence of a Conflict of Interest.
2. A Conflicted Member may only participate in debate to the extent permitted by the COIB; while Conflicted Members may advocate on behalf of their personal interests, they may not represent their private business interests, nor the interests of other persons with whom they have a financial relationship, including an employer or a private client. Conflicted Members entitled to participate in debate should consider the possible impact of their statements before deciding to speak on a matter; though eligible to participate in debate, Conflicted Members are never permitted to vote on the underlying matter that is the subject of a Conflict of Interest.
3. Each Member is primarily responsible for determining whether a Conflict of Interest exists with regard to themselves. While each Member is free to consult fellow Board Members regarding the existence of a possible Conflict of Interest, no Member's personal opinion should be seen as authoritative in any such situation. Further, a Member's independent evaluation as to whether a Conflict of Interest exists cannot be deemed a sufficient defense for a failure to disclose and recuse. Members are always encouraged to seek the counsel of the COIB, whose opinion is determinative on the subject of Conflicts of Interest.
4. To avoid any appearance of undue influence, a committee chairperson required to recuse themselves on a matter appearing on the committee's agenda may not serve as chair of any portion of the meeting, and must turn over the duties of chairperson to another committee member.

## B. Relevant Relationships

1. Members are encouraged to reveal the existence and nature of any relationship concerning a matter before the full Board, a committee, or working group of CB2, Manhattan, when such relationship could reasonably be interpreted as influencing the Member's viewpoint or vote (a "Relevant Relationship"). A relationship need not involve a financial relationship, nor rise to the level of a Conflict of Interest in order to qualify as a Relevant Relationship.
2. Members are encouraged to disclose the existence of a Relevant Relationship at the outset of debate on the matter to which the relationship pertains and not wait until they actively participate in debate, or vote, if not participating in discussion of the relevant matter, to reveal the existence of a Relevant Relationship. Each Member bears the responsibility for evaluating the nature of their particular situation, including whether there exists a Relevant Relationship that merits disclosure, the extent of any such disclosure, and, in addition, whether a possible Conflict of Interest exists.
3. The existence of a Relevant Relationship does not in any way prevent a Member from actively participating in debate, or from voting, unless such relationship also involves a Conflict of Interest.