

Bylaws of Community Board #2, Manhattan

As Adopted by Community Board #2 on March 21, 1985 and April 18, 1985 and amended on 4/19/1990, 10/19/1990, 4/18/1991, 2/18/1993, 4/17/1997, 7/1/2002, 9/20/2002, 3/20/2003, 2/19/2004, 6/18/2009, 4/24/2014, 10/23/14, 9/24/15, 8/20/20, 9/17/20, 10/21/21, 11/17/22 & June 22, 2023.

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

Article 1.	2
Article 2.	3
Article 3.	4
Article 4.	7
Article 5.	9
Article 6.	11
Article 7.	12
Article 8.	14
Article 9.	19
Article 10.	20
Article 11.	20
Communications Policy	21

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Article 1. Membership

- Section 1.1 The Board shall consist of not more than fifty persons (“Members” or “Board Members”) appointed by the Borough President in accordance with applicable provisions of the City of New York City Charter (the “City Charter”).
- Section 1.2 Members shall serve without compensation.
- Section 1.3 All Members shall serve on the Board in their capacities as private citizens only. Their actions shall not be instructed by, or responsible to, any other organizations with which they may be affiliated.
- Section 1.4 Members are expected to be familiar with and follow the Board’s policies regarding the making of public statements, communications with the press, and the use of social media (“Communication Policies”), as they may be revised from time to time.
- Section 1.5 Except for the Chair, each Board Member is expected to serve on two permanent committees (“Standing Committees”), not including the Executive Committee, except that upon request of the Member and taking into consideration of the needs of the Board, its committees, working groups, and task forces (collectively, “Committees”) as well as the Member’s other contributions to the Board and the community, the Chair may allow a member to serve on one Standing Committee only. No Member shall serve on more than two Standing Committees, absent their express consent.
- Section 1.6 Each Board Member shall regularly attend meetings of the full Board and all Committees on which they serve. A Member shall not be deemed present at a meeting unless they are in attendance during substantially all of the meeting. When authorized, attendance may be by use of videoconferencing technology.
- Section 1.7 Each Board Member must give proper notification whenever they will be unable to attend any meeting at which their attendance is expected. A Member should also provide notice when they anticipate being late to any meeting or leaving it early.
- Section 1.8 The Chair, after consultation with the Executive Committee, may recommend to the Borough President the removal of a Board Member for cause, which may include a violation of these Bylaws or other official policies of the Board, or for unsatisfactory attendance at full Board and/or Committee meetings.
- Section 1.9 To encourage, as much as possible, that the membership of the Board represent the community and reflect its diversity of interests, the Members shall advocate that these qualities be considered in the appointment of new Members.

Article 2. Conflicts of Interest

Section 2.1 Conflicts of Interest

- a) Members are encouraged to reveal the existence of a conflict of interest, as defined by NYC's Conflict of Interest Board ("COIB") (a "Conflict"), whenever a matter involving the Conflict is first introduced for discussion at any Board or Committee meeting.
- b) A Member with a Conflict may only participate in debate to the extent permitted by the COIB; while a Member with a Conflict 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. Before participating in debate, a Member with a Conflict should consider the possible impact of their statements before deciding to speak on the matter in question; though eligible to participate in debate, a Member with a Conflict is required to reveal the existence of a Conflict when they first speak, and they are never permitted to vote on the underlying matter that is the subject of the Conflict.
- c) Each Member is primarily responsible for determining whether a Conflict exists with regard to themselves. While each Member is free to consult fellow Board Members regarding the existence of a possible Conflict, 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.
- d) 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.

Section 2.2 Relevant Relationships

- a) In the interest of transparency and to promote more informed debate, Members are encouraged, though not required, to reveal the existence and nature of any relationship concerning a matter before the full Board, a committee, or working group of the Board, 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 in order to qualify

as a Relevant Relationship. Each Member bears the responsibility for evaluating 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 exists.

- b) 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. No action can be taken against a Member for failure to reveal a Relevant Relationship.

Article 3. Officers of the Board

Section 3.1 The officers of the Board (each, an “Officer”) shall be the following: Chair, First Vice Chair, Second Vice Chair, Secretary, Assistant Secretary, and Treasurer, and such other officers designated by the Board.

Section 3.2 Each Officer shall perform such duties as are incident to the office as described in Sections 3.3 through 3.7.

Section 3.3 Duties of the Chair

- a) To perform all duties as prescribed in the City Charter and otherwise required by law.
- b) To receive the calendars and notices of meetings of all City Agencies required to refer matters to the community boards pursuant to the City Charter, to share these calendars and notices with the District Manager, and to inform the Board members of them.
- c) To attend any meetings required pursuant to the City Charter or otherwise required by the Mayor and/or the Borough President, or to designate their representative(s) to attend.
- d) To chair all regular and other full Board meetings at the time and date scheduled, which shall include:
 - 1. Opening the meeting and calling Members to order;
 - 2. Asking for approval of the agenda and announcing the business before the Board according thereto;
 - 3. Preparing and delivering the Chair’s report;
 - 4. Asking for approval of the previous month’s minutes;

5. Putting to a vote all questions or resolutions which are to be moved or which necessarily arise in the course of the Board's business, and to announce the result of all votes;
 6. Voting, in their capacity as a Board Member, on all questions and resolutions put before the Board;
 7. Interpreting and enforcing the Rules of Order, except as otherwise provided by these Bylaws or the City Charter.
- e) To represent and stand for the Board and perform all necessary functions according to the decisions duly made by the Board, including communicating with government agencies. Such communications shall be sent directly to the appropriate government agency with a copy of the same simultaneously forwarded to the Borough President's office, and any other pertinent city, state or federal office or elected official's office.
 - f) To authenticate all acts, orders and proceedings of the Board including the countersigning of all letters and documents of whatever nature sent on behalf of the Board, unless otherwise authorized, and to be the sole official spokesperson for the Board in relation to the news media, agencies of government and the public at large, except as they shall otherwise specifically authorize.
 - g) In consultation with the Executive Committee, to create new Committees, including Standing Committees, and to disband such Committees as may exist.
 - h) To appoint, suspend or remove chairs of the Board's Committees as may from time to time be deemed necessary for the best performance of the Board's function.
 - i) In consultation with Committee chairs, to appoint Members to all Committees or to remove Members therefrom.
 - j) To chair the Executive Committee.
 - k) To appoint representatives of the Board to Business Improvement Districts and other governmental, non-profit, community based, or other organizations, as appropriate. Appointees of the Chair to any position may be removed from such position at any time by the Chair.
 - l) To determine what material may be posted using the Board's social media accounts.
 - m) To keep the Vice Chairs informed of all information, orders, directives, and other matters coming to the Chair's attention, so

they are able to act in the absence of the Chair if need be and as hereinafter provided.

- n) To appoint a parliamentarian, if they so choose
- o) To appoint an acting secretary or assistant secretary if the Secretary and/or the Assistant Secretary are absent or unable to perform their duties.
- p) The term “Chair” is used in these by-laws to describe the presiding officer of the Board. Any individual elected to that office may not style themselves by other terms. This rule shall also apply to the First Vice Chair and the Second Vice Chair.

Section 3.4 Duties of the Vice Chairs

- a) The First Vice Chair shall preside at the regular monthly meeting, or any portion thereof, in the place of the Chair when the Chair is absent, requests, or when the Chair must recuse themselves. In the absence of the First Vice Chair, the Second Vice Chair shall preside at the meeting.
- b) Subject to the provisions of Article 8 of these Bylaws, if the Chair can no longer serve or is unable to serve as Chair before his/her term has expired, the First Vice Chair shall succeed the Chair for the balance of the term for which the Chair was elected. If both the Chair and the First Vice Chair can no longer serve or are unable to serve, the Second Vice Chair shall succeed the Chair for the balance of the term for which the Chair was elected. If the Second Vice Chair can no longer serve or is unable to serve, the Secretary shall convene and chair a meeting of the Executive Committee prior to the upcoming full board monthly meeting to establish a process by which the Board shall elect new officers.

Section 3.5 Duties of the Secretary

- a) The Secretary shall be the recording officer of the Board: they shall assist the Chair to determine if a quorum exists and shall take the minutes at all full Board meetings, to be assisted in their compilation and typing by the Board staff. The final version of the minutes as submitted by the Secretary and approved by the Chair shall be distributed, and copies forwarded to the Borough President and the offices of city, state, and federal elected officials representing the Board.
- b) If both the Chair and the First and Second Vice Chairs are absent from an Executive Committee or Board meeting, then the Secretary shall assume the duties of Chair for that meeting only.

- c) Because of the possibility of the Assistant Secretary having to act in the absence of the Secretary, as herein provided, the Secretary shall keep the Assistant Secretary informed of all information, orders, directives and other matters coming to the Secretary's attention.

Section 3.6 Duties of the Assistant Secretary

- a) The Assistant Secretary shall act as Secretary and record and report the minutes if the Secretary is not present at any full Board meeting, and when the Secretary is present, aid them as needed. They shall also take the minutes of the monthly Executive Committee Meeting, to be submitted to the Board Office and Chair.

Section 3.7 Duties of the Treasurer

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

Section 3.8 Assisting the Chair

- a) All officers shall assist the Chair, or other presiding officer, as needed at any full Board or Executive Committee meeting.

Article 4. Board Meetings

Section 4.1 Regular Meetings

- a) There shall be at least one regular monthly meeting of the Board per month, except in August, at such time and place as designated by the Chair in the notice of the meeting sent to the Board Members and posted online as hereinafter provided. A package of all Committee reports and all official correspondence sent out on Board letterhead shall be available online prior to the start of a regular Board meeting.

Section 4.2 Special Meetings

- a) A Special Meeting shall be a full Board meeting other than the regular monthly meeting for which at least five business days' written notice has been provided to both Board Members and the public; such notice shall specify the purpose of the meeting and shall include an agenda for such meeting.
- b) A Special Meeting shall be called by the Chair (1) at the Chair's own volition, (2) at the Borough President's request, (3) upon

resolution adopted by the Board, or (4) upon written notice signed by at least one-third of the Board Members and presented to the Chair.

- c) A Special Meeting shall be governed by the same procedures as a regular Board meeting.

Section 4.3 Emergency Meetings

- a) An Emergency Meeting shall be a meeting conducted in the manner of a Special Meeting, but in circumstances where time is of the essence and decisions are required immediately; notice for an Emergency Meeting may be made by telephone and/or email. Where five business days' written notice cannot be given, no less than 36 hours' notice must be provided.

Section 4.4 State of Emergency

- a) A meeting may be held virtually when a state of emergency has been declared by the governor and/or the mayor, or the Chair determines that an emergency situation exists.

Section 4.5 Agenda

- a) An agenda shall be drafted by the Chair with the assistance of the Executive Committee and District Manager and posted online at least three days before each regular Board meeting; posting of the agenda shall include notice of the time and place of the meeting. The agenda should outline the Chair's suggestion of business to be transacted at the meeting. During a Board meeting it is not necessary that the elements of the agenda, as stated below, are addressed in the order listed, except that the Public Session shall always precede the Business Session unless the Board votes otherwise. The agenda may also include additional elements, as authorized by the Chair.

1. Opening of meeting
2. Adoption of agenda
3. A public session (at every regular Board meeting), in two parts: first, to allow speakers to address any matter not on the agenda that is of general interest to the community and the Board; second, to allow speakers to address any item on the agenda. In the interest of affording the maximum opportunity to all persons to be heard, each speaker shall be limited to a period of no more than two minutes unless otherwise permitted by the Chair.
4. Borough President's Report

5. Reports from other public officials.
6. A business session embracing all items on the agenda listed below (“Business Session”). During the Business Session only members of the Board may debate items on the agenda, and the issues related thereto, and vote on such issues. The public is invited to be present as observers of the Board’s proceedings except during an executive session. A person in attendance who is not a Board member, upon request of the Chair, may respond to questions during the Business Session.
 - a. Adoption of the Minutes
 - b. Chair’s Report
 - c. District Manager’s Report
 - d. Committee Reports and Resolutions
 - e. Old Business (unfinished items from previous meetings)
 - f. New Business (matters added to the agenda after its publication online or during the meeting)
 - g. Adjournment

Section 4.6 The Board’s minutes must include a record of the votes of each of its Members on every dispositive vote taken by the Board.

Section 4.7 Virtual/Hybrid Meetings

- a) To the extent permitted by Article 7 of New York State’s Public Officers Law (NY Pub. Off. Law §§ 100 et. seq.; the “Open Meetings Law”) and as approved by the Board, Board and Committee meetings may be conducted using videoconferencing technology. The Chair, in consultation with the Executive Committee, shall develop protocols for conducting all meetings that include a virtual component.
- b) The decision to utilize the hybrid meeting format shall take into account the feasibility, economic or otherwise, of acquiring and maintaining the technology needed to conduct such meetings in compliance with the Open Meetings Law and any other legal requirements.

Article 5. Rules of Order

Section 5.1 All meetings of the Board shall be conducted in accordance with Robert’s Rules of Order (“Rules of Order”), except that in accordance

with the City Charter all actions shall be decided by a majority of the quorum present, a quorum being a majority of the appointed members of the Board. As required by the Open Meetings Law, only those Members physically present can be counted towards the quorum for any meeting employing videoconferencing technology. Any member who recuses themselves from a vote is not a voting Member for the matter and shall not be counted for the purpose of determining a majority.

- Section 5.2 No proxies shall be permitted. All voting in Board meetings and committee meetings shall be in person only. "In person" votes shall include votes cast by Members participating using videoconferencing technology during a virtual or hybrid meeting.
- Section 5.3 All Members shall be entitled to a reasonable opportunity to address the Board on any matter before it or on any matter pertaining to its mission.
- Section 5.4 All Members shall be entitled to participate in the deliberations of any committee meeting they attend, whether or not they have been assigned to the committee in question.
- Section 5.5 Members should refrain from prematurely ending debate before all points of view have been heard. To this end, discussion or debate cannot be ended until every Member wishing to speak on a specific matter has had the opportunity to do so.
- Section 5.6 Members at all times shall conduct themselves in a courteous, professional, and orderly manner. Disparaging or denigrating any person, whether on the basis of age, race, ethnicity, origin, religion, gender, sexual orientation, disability status, or any other aspect of personal identity is prohibited. The use of obscene, threatening or harassing language, or making slanderous remarks are likewise prohibited.
- Section 5.7 When speaking or debating, remarks should be addressed only to the substantive issue under consideration and in a tone compatible with reasonable discourse. Members shall avoid interrupting speakers, quibbling, using profanity, or engaging in any conduct or activity tending to distract the attention of the Board from the business before it or which otherwise may disrupt the proceedings of a meeting.
- Section 5.8 Speaking on cellular phones while meetings are in progress is prohibited, except in emergency situations, and all phones must be turned off or set not to ring at such times. The use of electronic devices, including recording devices, may be prohibited if used in a manner that causes an interruption or distraction. Any recordings made during a meeting not subject to the Open Meetings Law are for internal Board use only and may not be shared with the public.

- Section 5.9 Members are expected to adhere to the Rules of Order: only speaking when recognized, and acknowledging the rulings of the chair or the presiding officer of the meeting. All remarks are to be addressed to the presiding chair or officer and never directly to another Member. The rulings of the chair or the presiding officer on matters of procedure are final. Members ruled to have violated the Rules of Order or any person deemed disruptive to the proceedings may be ejected.
- Section 5.10 The enforcement of the Rules of Order shall be the purview of the Chair, or their designee. During committee meetings, enforcement shall be the purview of the committee's chairperson or their designee. The New York City Police Department and building security may assist with the ejection of any individual from a Board meeting for violating these Rules of Order.
- Section 5.11 In accordance with the City Charter, all meetings of the Board and its committees are open to the public as observers, except when matters involving Board personnel, discipline or finances are considered.
- Section 5.12 Neither the Board nor any committee of the Board shall meet on any New York State-recognized Federal holiday. These holidays are: New Year's Day, Martin Luther King Day, President's Day, Memorial Day, Juneteenth, Independence Day, Labor Day, Columbus Day, Veteran's Day, Thanksgiving Day, and Christmas Day.

Article 6. Executive Committee

Section 6.1 Composition

- a) The voting members of the Executive Committee shall be the Chair, First Vice Chair, Second Vice Chair, Secretary, Assistant Secretary, Treasurer, all Standing Committee chairs, and the most-recently serving prior Chair who remains a member of the Board. A majority of the voting members shall constitute a quorum of the Executive Committee. Voting members shall be limited to one vote per person.
- b) The non-voting members of the Executive Committee shall be the chairs of all ad-hoc committees, working groups, and task forces active at the time a meeting of the Executive Committee is held. All former Chairs, except for the one who is a voting member pursuant to Section 6.1(a), shall also be non-voting members of the Executive Committee.
- c) When the chair of a Standing Committee is unable to attend, the vice chair of such committee may participate in their place as a voting member of the Executive Committee.

Section 6.2 Responsibilities

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

Article 7. Committees

Section 7.1 The Chair, in consultation with the Executive Committee, shall establish Standing Committees and such other ad hoc committees, working groups and task forces (collectively, “Committees”).

Section 7.2 Committee Chairs

- a) Each Committee shall have a chairperson appointed by the Chair at their sole discretion and any Committee chairperson may be removed from such office by the Chair with or without cause. The Chair is encouraged to also appoint a vice chairperson for each Committee, but any appointment shall be made after consulting with each Committee’s chairperson.

Section 7.3 Committee Membership

- a) Board Members shall be appointed to serve on Committees by the Chair at their sole discretion and any Member may be removed from a Committee by the Chair with or without cause. Subject to Article 1.e. of these Bylaws, in addition to their membership on any other Committees all Board Members are expected to serve two Standing Committees.

Section 7.4 Public Committee Members

- a) After consultation with a Committee’s chairperson, the Chair may appoint non-Board members to serve as members of any Committee (“Public Committee Members”), other than the Executive Committee and those committees that may from time to time include an executive session.

- b) The number of Public Committee Members on any Committee at all times shall be less than half the number of Board Members on such Committee.
- c) Prior to appointment, Public Committee Members shall complete the application process prescribed by the Board and once appointed shall serve one-year terms coinciding with the calendar year and shall be required to re-apply for Committee membership each year.
- d) Prior to their appointment, Public Committee Members shall agree in writing to be governed by the same rules and held to the same standards of conduct applicable to Board Members, including the rules set forth in NYC's Conflicts of Interest Code and these Bylaws; they shall also be expected to disclose any relationships that reasonably may be seen as influencing their participation and voting as members of a Committee and shall be expected to recuse themselves when appropriate.
- e) Public Committee Members may be removed by the Chair at their sole discretion after consultation with the respective Committee chairperson.

Section 7.5 Committee Meetings

- a) Committee meetings shall be conducted in a manner consistent with these Bylaws and under the same procedures as Board meetings, and their agendas shall include, at a minimum: a public session, a business session, and calls for any old business and any new business. Committees may adopt additional rules and procedures, provided they are not in conflict with Board procedures and these Bylaws.
- b) All meetings shall be open to the public, except for any portion of a meeting identified as an executive session.
- c) Committee agendas and public hearings shall be scheduled to allow sufficient time for the Committee to recommend, and the Board to act upon any such recommendations and transmit them to the appropriate governmental bodies in keeping with these same governmental bodies' calendars, or within the time frame established the City Charter or by the Uniform Land Use Review Procedures.
- d) There shall be a quorum only when a majority of the Board Members appointed to the Committee are present. "Present" shall mean physically present or present through the use of videoconferencing technology, provided the latter is permitted under the terms of the Open Meetings Law or there is an

emergency order or declaration in effect at the time allowing for virtual meetings.

- e) A Committee member may only vote on a matter when they have been present to hear the application or other presentation that is the subject of the vote.
- f) Any resolution that receives a majority vote of the Board Members assigned to such Committee shall be brought to the full Board for consideration as the committee's recommendation; the votes of public members shall not count towards the outcome.
- g) Committees shall keep attendance records and shall report the minutes of their meetings, including votes on all resolutions, to the Board, together with separate tallies of the votes of Board Members and Public Committee Members.

Article 8. Elections

Section 8.1 Terms of Officers

- a) Officers shall be elected to serve one-year terms with each term beginning April 1st and ending March 31st of the following year.
- b) To provide the greatest opportunity of service for each member of the Board, no Chair shall serve for more than two consecutive terms. In the event that the Chair leaves office before their term expires and the remainder of their term is more than six months, the remainder shall be counted against the successor as a full term and, if six months or less, the remainder shall not be counted towards the limitation of two consecutive terms.

Section 8.2 The Election Process

- a) At its March regular meeting, the Board shall elect Members to the offices of Chair, First Vice Chair, Second Vice Chair, Secretary, Assistant Secretary, and Treasurer.
- b) At the January regular meeting of the Board, the Chair shall announce the opening of nominations for Board officers.
- c) Until one week prior to the February meeting, any Member may nominate themselves for election to one office. All such nominations shall be submitted in writing to the District Manager, who, at the end of the self-nomination period, shall notify the Board of the nominees and the positions for which they are running. At the February meeting, the District Manager shall announce the nominations received to date.

- d) At the February meeting, the Chair shall open the floor for additional nominations at which time any Member, upon recognition by the Chair, may nominate any Member who is present at the meeting, including themselves, for any position, except that no Member may be a nominee for more than one office. Any nominations made at the February meeting may only be accepted while the floor remains open; Members may also decline nomination or withdraw from prior nomination or self-nomination at this time. Nominations shall not be closed as long as any Member requests to be recognized to make an additional nomination. After accepting all such nominations, the Chair shall then declare the nominations closed for every office for which there is at least one nominee.
- e) For any office for which there remains no nominee after all nominations from the floor have been accepted, the nominations shall remain open until one week prior to the March Board meeting; at the close of this period the District Manager shall notify the Board of any nominations that were received.
 - 1. Nominees may submit statements for distribution to the Members at any time after having self-nominated or having been nominated by another Member, but in any event no later than 12:00 noon on the Friday preceding the March Board meeting. The District Manager shall assemble all candidate statements received pursuant to this Section and shall distribute them to the Members as a single package by no later than close of business on the Friday preceding the March Board meeting.
- f) At the March meeting of the Board, there shall be a separate election held for each office for which one or more Members have been nominated. Whenever there is more than one candidate for an office, each candidate for that office shall have the option to address the Board for three (3) minutes; any candidates running unopposed shall have the option to address the Board for two (2) minutes.
 - 1. Voting shall be by open written ballot; “written” ballots shall include ballots submitted electronically pursuant to Section 8.3 of this Article. To be elected, a nominee must receive a majority of the valid votes of those voting. A tie shall result in an automatic revote; if needed, this process shall be repeated until one candidate receives a majority. If there are three or more nominees for an office and none receives a majority there shall be a run-off between the two nominees receiving the most votes. In case of a tie, a revote

shall be held immediately, which process shall be repeated, if needed, until one candidate receives a majority. The District Manager shall oversee the distribution and collection of all ballots. All votes shall be counted by a three-person committee consisting of the representative of the Borough President, the representative of another elected official, and a volunteer from among the Board's Committee chairpersons ("Tally Committee").

- g) In the event that there is no nominee for an office, an open-seat election shall be held at the April Board meeting to fill such position(s).
 - 1. At the March meeting the District Manager shall announce for which office(s) there are no nominees and as such are excluded from the March elections. No nominations may be accepted for such office(s) at the March meeting nor will any write-in candidates be accepted.
 - 2. Nominations for any open office shall follow the procedures set forth Section 8.3(c), except that all candidate statements must be submitted to the Board office no later than 12:00 noon on the Friday preceding the April Board meeting and the candidate statements must be distributed no later than close of business on the Friday preceding the April Board meeting. There will be no nominations from the floor during the April meeting.
 - 3. Voting shall follow the procedures set forth in Section 8.3(f) of this Article.
 - 4. The process set forth in this Section 8.3(g) shall be repeated as necessary until all Board offices are filled.

Section 8.3 Electronic Voting

- a) To enable the Board to conduct elections when meetings are conducted virtually or include a virtual component, Members shall be permitted to cast ballots electronically. At the start of an election that will include the electronic casting of votes, a roll-call vote shall be taken; only those Members who have been counted as present shall be permitted to vote and shall receive a ballot which shall be sent to the address on file with the Board office or other email address provided by a Member for such purpose. After all candidates have had the opportunity to address the Board pursuant to Section 8.3(f), voting will begin ("Voting Period"). The District Manager then shall request that Members submit their votes. All completed ballots shall be sent to the members of the Tally Committee, which shall tally the votes as they are received.

One hour into the Voting Period, the District Manager shall notify the Board if any ballots have not yet been received, and if this is the case they then shall use reasonable efforts to contact those voting Members from whom ballots have not yet been received and shall offer them the option to have their votes submitted telephonically; a written record of all votes collected in this manner shall be submitted to the Tally Committee. After efforts have been made to contact all such Members, the Voting Period shall end and no ballots will be accepted thereafter. The Tally Committee shall report the election results to the District Manager who will then report them to the Board before the conclusion of the March Board meeting.

- b) To ensure effective lines of communication during the election, the District Manager shall confirm Members' email addresses and telephone numbers for this purpose and update the Board's records as needed in the month preceding an election, and at least one week prior thereto. It shall be the responsibility of a Member to provide any updates to the Board's records within one week of an election.
- c) A test run designed to simulate the electronic voting process will be conducted at the Board meeting prior to any election involving electronic voting to ensure the effectiveness of the system. Additional test runs will be conducted as needed to correct for any problems detected and/or to enhance the efficiency and efficacy of the process.
- d) In an effort to simplify the electronic voting process and to promote confidence in the use of electronic voting, the District Manager may recommend to the Board the use of an electronic voting system available (commercially or otherwise) from a third party. Any such proposal must be presented in detail to the Board for its approval prior to the commencement of any election cycle. The testing provisions set forth in Section 8.3(c) shall apply to the use of any approved voting application produced by a third party.
- e) All electronic ballots (including any emails to which they were attached) and any confirmations generated as a result of electronic voting shall be retained as part of the official records of the Board.
- f) Any Members unable to participate electronically may submit their votes telephonically, provided they have notified the District Manager of their intent to do so no later than 5 pm on the day an election is to occur. Members voting by telephone shall be contacted by a member of the Tally Committee at the phone

number on file with the Board office or at a phone number provided for such purpose during the Voting Window and their votes recorded by the caller. All votes submitted by phone shall be confirmed in writing by the voting Member(s).

Section 8.4 Hybrid voting

- a) To enable voting at a meeting at which Members participate both in person and virtually, the Chair shall select assistants for the District Manager and the Tally Committee from among the elected officials' representatives and the Committee chairpersons present. Those selected shall be assigned tasks on an as-needed basis as circumstances require.

Section 8.5 Special Elections

- a) Notwithstanding anything in Article 3 of these Bylaws, in the event that an office becomes vacant with four or more months remaining in the term of office, an election shall be conducted to fill the position ("Special Election"). In the event that the office of Chair becomes vacant, the First Vice Chair shall immediately assume the role of chairperson ("Acting Chair") and shall serve as such until a Special Election has been conducted.

Section 8.6 The Special Election Process

- a) At the first full Board meeting following announcement of the vacancy, the Chair or Acting Chair shall call for a Special Election, to occur at the next full Board meeting. The nomination process shall mirror the procedure set forth for regular elections in Sections 8.2 and 8.3, except that the nomination period shall close at the end of the three-week period following the call for a Special Election and no nominations may be accepted thereafter. Nominations from the floor will not be accepted; however, a candidate is permitted to withdraw their nomination at this meeting prior to the commencement of the election.
- b) Candidate statements shall be handled in a manner consistent with the procedure described in Section 8.2, except that they must be submitted no later than 12:00 noon on the Friday preceding the Special Election and their distribution shall occur no later than close of business on the Friday preceding the Special Election.
- c) At the next full Board meeting, an election shall be conducted in accordance with the provisions of Sections 8.2 and 8.3. The newly-elected officer shall assume office the day following such election.
- d) Should a current officer become Chair pursuant to a Special Election, the resulting vacancy shall trigger automatically a

second Special Election to occur the following month to fill the newly-vacant office.

- e) Subsequent to conducting the Special Election for a new Chair and at the same meeting, the floor will be opened for nominations for the newly-vacant office in a manner consistent with Section 8.2. Nominations shall remain open for two weeks thereafter during which time Members may self-nominate and submit written statements.
- f) This second Special Election shall be conducted in a manner consistent with the provisions of Section 8.2.
- g) In the event that there are no nominees to fill a vacancy of the office of Chair, the Acting Chair shall assume the role of Chair for the remainder of the term and the provisions in Section 3.3 shall apply.

Article 9. District Manager

Section 9.1 In accordance with the City Charter the District Manager shall serve at the pleasure of the Board.

Section 9.2 The duties of the District Manager are:

- a) Assist the Chair and committee chairpersons in carrying out their responsibilities.
- b) Administer the Board Office. Direct the complaint procedures; plan agendas and chair the District Service Cabinet meeting; oversee the Board operating budget expenditures and draft annual Board operating budgets; provide information and referrals to agencies, local institutions, groups and individuals; supervise processing of street and park permits, and other applications.
- c) Guide the Board and its Committees through the various phases of participation in the City's budget process, and prepare necessary testimonies and other paperwork.
- d) Attend Board, community, and government body meetings when necessary.
- e) Oversee technical management of the Board's social media accounts.

Article 10. Notice

Section 10.1 Email shall serve as an appropriate method of providing written notice to Board Members in accordance with these Bylaws, unless a Member expressly requests otherwise.

Article 11. Amendments

Section 11.1 Amendment by Committee

- a) Pursuant to their authority under Article 3, the Chair may appoint Members to a bylaws committee (or working group) to review the Bylaws and develop recommendations for possible changes thereto; such meetings will be open to participation by all Board Members.
- b) Board Members shall receive for their review and comment any recommendations produced by the committee or working group no less than 15 days prior to the Board meeting at which the group expects to present its recommendations for a vote.
- c) After the review group presents its recommendations to the Board, the Board may approve the motion as made or as amended, approve a substitute motion, or take no action.

Section 11.2 Amendment by Motion

- a) During the new business segment of any meeting of the full Board, any Member may propose a motion to amend these Bylaws.
- b) Upon being seconded, the motion shall be tabled without discussion until the second subsequent full meeting of the Board.
- c) The Chair shall select Members for a bylaws review group which shall convene within 30 days of such motion at meetings open to participation by all Board members; the group shall review the proposed amendment to assure no conflict with the City Charter or other laws and consistency with other provisions of these Bylaws, and shall prepare a recommendation to the Board.
- d) When the original motion is taken off the table, the review group shall present a recommendation to the Board after which the Board may approve the motion as made or as amended, approve a substitute motion, take no action.
- e) A Member may request that the proposed motion be referred to a committee or working group as contemplated by Section 11.1 for further review.

Section 11.3 Notwithstanding any of the above, upon written request from the Borough President the Board may at any time act upon a motion made and seconded to amend these Bylaws.

Section 11.4 Amendment of Other Documents. Any motion to amend the Communications Policies or any other document developed by the Board to govern the conduct of Members other than these Bylaws, must be accompanied by specific language that has been distributed to Members no less than one week prior to the meeting at which the motion is to be made. Once any such motion is made, it shall be tabled immediately for debate and a vote at the following month's regular Board meeting. *(Section 11.4 adopted 6/22/2023)*

Communications Policies

I. Public Statements

- A. Board Members should not create the impression that they represent the Board or are permitted to speak on its behalf, unless expressly authorized to do so by the Chair. When making a public statement that reasonably could be construed as a statement of the Board or representing Board policy, it is a Member's responsibility to be clear that they represent only themselves and that their remarks are not a statement of the Board nor Board policy. This is true whether the statement is made in a verbal, written, or electronic form.
- B. A "public statement" is any remark made with the understanding that it may be shared with the general public and that may be reasonably construed to reflect the official position of the Board. This includes, but is not limited to, statements to the press, statements sent or posted electronically, or made and/or submitted at any event to which the general public is invited or can attend.
- C. Any inquiry seeking the official position of the Board should be directed to the Board office.

II. Use of Name and Likeness

A Member is to use reasonable efforts to avoid having their name and/or likeness reproduced or otherwise used in a manner that could create the impression that they are an official representative of the Board, except when such Member has been formally appointed to represent the interests of the Board and then only in the particular context of such appointment.

III. Social Media Policies

A. Purpose of Use

The purpose of communicating using social media is to further the goal of encouraging and increasing public participation in the Board's meetings, to disseminate information, and to educate the public ("Purpose of Use"). Social media should not be used as a platform for engaging with members of the public. The appropriate time to address the views and opinions of members of the public is when they testify at a Board meeting or sponsored event or submit written statements in connection therewith.

B. Technical Management

- i. Technical management of all social media accounts shall be the responsibility of the Board office.
 - a. All Board social media accounts should be registered under an email address controlled by the Board's staff and should be shared only with Board members and select persons who have been designated as content contributors.

- b. The Board staff shall ensure that notices of all committee, working groups, and Board meetings are posted to the Board's social media accounts as appropriate.
- ii. Inquiries regarding the Board's social media presence should be directed to the Board office.

C. Branding

- i. The Chair, in consultation with the Executive Committee, may develop a style guide for the Board and its committees to ensure consistency across all communications. This may include, but is not limited to:
 - a visual identity that may include a logo, fonts, colors, and guidelines for images;
 - a background image for use by Board Members when conducting official business virtually;
 - standard language for use on social media and in all other official communications when describing the Board, its purpose, and its work;
 - rules about identifying official Board materials, such as always providing information about the Board website;
 - templates for routine communications materials;
 - guidelines for branding social media accounts.

.D. Posting Original Content

- i. The focus of the Board's social media accounts should be the posting of original content (including meeting schedules and agendas). Content from secondary sources should be selected with an eye to enhancing and supporting the Board's

Purpose of Use, its original content and established positions. The choice of content should avoid creating the appearance of bias.

- ii. Media, including photographs and videos, not in the public domain cannot be posted on the Board's social media accounts without the express permission of the media's owner, provided however that reposting or sharing third-party material via an article link or reference to the original text or material does not require such permission.
- iii. Any Member may request that high value information that is available on the Internet be linked to via a post on the Board's social media accounts. All requests are to be forwarded to the District Manager ("DM"), who shall approve or reject the request for a post after consulting with the Chair. A link may be posted only if approved by the DM, who shall attempt to respond to all requests within 48 hours of receipt. A request that is rejected or not approved may not be posted. It is the prerogative of the Chair to define whether information is of "high value," *i.e.* information that does not originate with the Board but which clarifies or illustrates subjects addressed or contemplated for review by the Board, supports official Board positions, or otherwise educates the community on issues relevant to the Board's functioning or operations.

E. Reposting Social Media Content

- i. Reposted content should promote the Purpose of Use and be of an educational nature.
- ii. A Member may make a written request to the Chair that a link be posted on the Board's social media accounts in order that an article, blog post, or other item be reposted on the Board's accounts. Reposted items should be of specific relevance

to the Board, not just the community in general and, if referenced, should reflect the work of the Board in a neutral or positive light.

- iii. Only items approved by the DM in consultation with the Chair may be reposted.

The Chair or DM shall attempt to respond to all requests within 48 hours of receipt. An item rejected or not approved shall not be reposted.

F. Limitations on Use

- i. The Board's social media platforms and content should never promote or seek to increase the exposure of a for-profit commercial enterprise, an elected official or candidate running for political office, or advocate for any person or organization unless it is in the furtherance of the Board's service to the community.

- ii. The creation or use of social media accounts operated by individual Board Members purporting to represent the Board is prohibited. Board members are strongly encouraged to notify the Board office of any account they suspect is attempting to pass itself off as an official account of CB2. Once the DM identifies such an account, it is the responsibility of the Board staff to take appropriate steps to shut down any unofficial accounts that purport to be official Board accounts. The Board office shall ensure that all posts comply with these Communications Policies and all applicable rules and laws.

G. Crisis Management

In the event a Board social media account is hacked or a post has been made erroneously (e.g. posting from the Board's account instead of from a personal account), the Board office is to be notified immediately. The Chair shall then determine if any further action is necessary.

H. Final Authority

Final decisions on the use of social media platforms and content are the prerogative of the Chair who, in consultation with the DM and the Executive Committee, shall determine whether, and to what extent, the Board shall make use of social media platforms.