

## **The By-Laws of Manhattan Community Board 1**

“The By-Laws of Community Board 1 shall conform to all New York City Charter provisions pertaining thereto, as well as to all other federal, state and local laws and regulations, and nothing in these By-Laws shall be construed so as to change, modify, or amend the New York City Charter or any such other laws or regulations”.

### **I. MEMBERSHIP**

- A. Community Board 1 shall consist of not more than fifty persons who shall be appointed by the Borough President, one-half of which shall be nominees of the Community Board's City Council Member(s). The Borough President and Council Member(s) shall give due regard to representation from the different geographic sections and neighborhoods within the community district and shall ensure, as much as possible, diversity of interests represented within that community. Not more than twenty percent of such appointments shall be city employees.
1. Members of the Community Board shall be appointed for staggered terms of two years, one-half of the membership being renewed each year. There shall be no limit to the number of terms a member may serve.
  2. Members may be removed for cause by the Borough President or by a majority vote of Community Board 1. Grounds for removal include:
    - a. Three consecutive unexcused absences from regular meetings of the Board or from more than four of the regular monthly meetings of the Board called in any one year (July 1-June 30). (See Section V. F.)
    - b. Three consecutive unexcused absences from committee meetings or from more than twenty-five percent of assigned committee meetings in any one year (July 1 - June 30). (See Section V. F.)
  3. Vacancies shall be filled by the Borough President for the remainder of the unexpired term in the same manner as regular appointments.
  4. Members of Community Board 1 shall serve as such without compensation.
- B. Publicly-elected officials representing any part of the Community Board 1 district shall be ex-officio non-voting members of Community Board 1.

- C. All members shall serve on the Board in their capacity as private citizens only. Their actions shall not be instructed by, or responsible to, any other organization with which they may be affiliated.
  - 1. Any members participating in the Board's consideration of a matter that would generate a direct personal economic gain shall state the nature of the conflict in speaking to the issue and shall not be entitled to vote on such matters. Such member shall be marked "present but not entitled to vote." This shall not adversely affect the quorum nor shall this be counted as an abstention.
  - 2. Unless expressly designated to do so by the Board Chair, any member appearing before a governmental body, or otherwise making a public statement, shall not appear or speak in her or his capacity as a member of the Board. However, without express authorization, if the member states that he/she is a member of the Board, the member must also state that he/she is doing so for identification purposes only.

## **II. ELECTION OF OFFICERS**

- A. Election of officers will occur on even numbered years and officers will be elected to a two-year term. The election procedures outlined below (B-F) apply to even-numbered years only. An officer may be reelected to the same position for a maximum of three consecutive terms.
- B. Except as hereinafter set forth, at the Community Board's regular meeting in the month of March, the Board shall elect a nominating committee consisting of five members, which shall designate one of their numbers to be the chair of said committee.
  - 1. At the February meeting of the Board, the Chair shall ask for nominations of members to serve on the Nominating Committee.
  - 2. The Nominating Committee shall be elected at the March Board meeting from among those nominated either prior to or at the March Board meeting. All nominations from the floor must be confirmed at the meeting by the nominee, either orally or in writing.
  - 3. The five nominees receiving the highest number of votes at the March Board meeting shall constitute the nominating committee. Should a member resign or be removed before the work of the Nominating Committee is finished, the person who had received the next highest number of votes shall automatically fill the resulting vacancy.
  - 4. The members of the Nominating Committee shall vote to select the committee chairperson.
- C. The nominating committee shall meet as often as necessary in order to identify one or more candidates for each of the offices of Chair, Vice Chair, Secretary, Assistant Secretary and Treasurer and such other offices as may be designated by the Board.
  - 1. The committee shall actively encourage Board members to become candidates.
  - 2. No member of the Nominating Committee may be a candidate for any office unless no other candidate for a given office emerges, in which case a member of

the Nominating Committee may be nominated from the floor for such office. In such case, the member shall be automatically removed as a member of the Nominating Committee.

- D. The nominating committee shall make its report to the Community Board at the regular May meeting of the Board and shall put forward one or more members for each position. In addition, members of the Board may offer additional nominees from the floor. All nominations from the floor must be confirmed either in writing by the nominee or by his or her oral confirmation at the meeting.
1. A written notice of all nominees suggested for Community Board offices as well as nominees offered from the floor at the May meeting shall be mailed to each member of the Board prior to the election of officers at the June meeting along with written statements submitted by the candidates.
  2. Each candidate may submit a written statement of her or his qualifications for office, which shall be mailed and e-mailed with the Notice of Election to each Board member along with the announcement of the June Board meeting. Each candidate's statement shall also be posted on the website of the Community Board.
  3. In the event that there are two or more candidates for at least one of the officer positions, there shall be a separate meeting of the Board not more than three weeks prior to the election, with attendance optional, for the purpose of affording Board members an opportunity to hear the candidates for the various offices debate and/or make statements in support of their respective candidacies. This pre-election meeting shall also provide Board members an opportunity to direct questions to the candidates. The announcement of this meeting shall be mailed and e-mailed with the Notice of Election to each Board member.
  4. There shall be no further nominations from the floor at the June meeting, unless there is no nominee for an office.
- E. At the June meeting of the Board, there shall be a tabulation of votes for each of the offices of Chair, Vice-Chair, Secretary, Assistant Secretary, Treasurer, and such other officers as designated by the Board. A person receiving a majority of the votes cast for each office shall be elected.
1. Whenever there is more than one candidate for an office, each candidate for a contested office shall have five minutes at the June meeting to state why she or he wishes to serve.
  2. Voting shall be by written paper ballot, which shall have inscribed on it the member's name and be signed by the member. Votes shall be tabulated only by members of the nominating committee.
  3. If no person receives a majority of the votes cast on the first ballot, the two candidates receiving the most votes shall have a runoff election at that time. In the event of a tie vote, further votes will be taken until a candidate is elected at said election meeting. If there is only a single candidate for a given office, the Board Chair may direct the Board Secretary to cast one vote in favor of the candidate.

- F. If, for any reason, an officer cannot fulfill her or his term, a special election will be held within three months of her/his departure to elect a replacement. A Nominating Committee will be selected in accordance with the procedures outlined above and all election procedures herein will be followed within this three-month timeframe.

### **III. COMMUNITY BOARD OFFICERS**

- A. The officers of the Community Board shall be a Chair, Vice-Chair, Secretary, Assistant Secretary, Treasurer, and such other official positions as designated by the Board.
- B. The term of each office shall begin on July 1, following the election, and terminate on June 30th of the following year.
- C. Each officer shall perform such duties as are incident to the office in accordance with generally accepted rules of parliamentary procedure including, but not limited to:
  - 1. **Duties of the Chairperson:**
    - a) To perform all duties as prescribed in the City Charter and any other duties prescribed under law.
    - b) To receive Calendars and notices of meetings of all City agencies required to refer matters to the Community Board pursuant to the City Charter and to inform the Board members of such Calendars and notices.
    - c) To attend any meetings required by the Mayor and the Borough President pursuant to the City Charter or to designate his or her representative(s) to attend.
    - d) To open regular monthly meetings at the time and date at which the Community Board is to meet by taking the chair and calling members to order, and to adjourn meetings.
    - e) To announce all matters on the Board's agenda.
    - f) To state and put to a vote all questions or resolutions that are to be moved or that arise in the course of the Board's meeting and to announce the result of the vote.
    - g) To interpret and enforce Robert's Rules of Order except as superseded by the By-Laws. The Chair may appoint a parliamentarian to assist in resolving any parliamentary issues.
    - h) To decide all questions of order.
    - i) 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 and authorities. Such communications shall be sent directly to the appropriate government agency or authority with a copy of the same simultaneously forwarded to the Borough President's office.

- j) To authenticate all acts, orders and proceedings of the Board including the signing of all letters of whatever nature going out from the Board, except for correspondence and other actions specifically delegated by the chair to other Board members or the District Manager, or matters routinely handled by the District Manager.
- k) To be the sole spokesperson for the Board in relation to the news media, government agencies and authorities and the public at large, except as the Board Chair shall otherwise specifically authorize.
- l) To create standing committees of the Board as needed for the effective operation of the Board, as well as such sub-committees and task forces as may from time to time be deemed necessary.
- m) To appoint, suspend or remove chairs, vice-chairs, and all members of committees of the Board. In making committee assignments, consideration shall be given to the preferences of Board members, who shall be requested to express them in writing, and to the good of the committee and the Board. All committee chairs and vice-chairs shall serve during the term of the Board Chair appointing such chair.
- n) The Board Chair shall be an ex-officio member with voting privileges of each committee.
- o) To prepare and deliver the Chair's report.
- p) To keep the Vice Chair adequately informed so that the Vice Chair may effectively act in the absence of the Chair.
- q) To provide direction to and oversight of the District Manager; perform annual review of the District Manager and recommend annual salary adjustments for Executive Committee approval followed by full Board approval; and recommend and oversee a process for recruiting and hiring a new District Manager should the position become vacant.
- r) Recommend to the Board any changes in the number or category of staff positions.

2. **Duties of the Vice-Chairperson:**

- a) To preside at the regular monthly meeting in the absence of the Chair.
- b) To assist the Chair as requested or required.
- c) To succeed the Chair until a special election is conducted if the Chair can no longer serve before his or her term has expired. If the Vice Chair is unable to serve, then the Executive Committee shall appoint a temporary Chair from the members of the Board to serve as Chair until the special election is conducted.

3. **Duties of the Secretary:**

- a) To be the recording officer of the Board taking the minutes of the regular monthly meetings, and special and emergency meetings. The Secretary shall be assisted in the compilation of such minutes by the Board staff. The minutes shall be distributed to the members at the following monthly meeting and shall be available for review at the Community Board office and

posted on Community Board 1's website not less than three business days prior to the next monthly or special meeting.

- b) To assume the duties of Chair if both the Chair and Vice Chair are absent from a meeting.
- c) To keep the Assistant Secretary adequately informed so that she or he may effectively act in the absence of the Secretary.
- d) To assist the Chair with related matters as requested or required.

4. **Duties of the Assistant Secretary:**

- a) To act as Secretary in the absence of the Secretary.

5. **Duties of the Treasurer:**

- a) To oversee use of Community Board 1 funds, including but not limited to income from the City of New York and from fundraising activities and any related expenses, to ensure that funds are used in accordance with Board directives, OMB guidelines, and all applicable laws, regulations, or other requirements.
- b) To verify and forward quarterly and year-end financial reports to the Board.
- c) To assist the Chair with related matters as requested or required.

**IV. EXECUTIVE COMMITTEE**

- A. The Executive Committee shall consist of the officers of the Board and committee chairs. In the event that a committee chair is unable to attend an Executive Committee meeting, the committee chair shall inform the committee vice chair, who shall attend the Executive Committee meeting.
- B. The Board Chair shall determine the agenda of the Executive Committee. Committee chairs may suggest agenda items.
- C. Notice shall be given to all members of the Community Board of meetings of the Executive Committee.
- D. All Executive Committee meetings shall be open to the public and the public shall be duly notified of such meetings, except as otherwise permitted by State and City laws (e.g. the New York State Open Meetings Law and the City Charter). Such exceptions are generally limited to personal or employment issues concerning particular members of the staff or criminal investigations.
- E. Review and approve the Board Chair's recommendation for the District Manager's salary and annual adjustments in executive session, i.e., with only members of the Executive Committee present. Adopt resolution incorporating the Committee's approval for final action by the full Board.
- F. A principle responsibility of the Executive Committee shall be to coordinate the actions of the standing committees and task forces. The Executive Committee shall

also have the ability to recommend to the Chair that a standing or sub-committee or task force be created or disbanded.

- G. During any month when the full Board does not meet, the Executive Committee may transact such business as necessary, provided that any such action shall be ratified by the Board at its next regular monthly meeting. If not so ratified, there shall be no further implementation of the action after such meeting, and steps must be taken to withdraw the action.
- H. An emergency meeting of the Executive Committee may be called when decisions are required immediately. Notice for an emergency meeting may include telephonic, electronic, or other rapid means of communication and notification of such meeting must be sent to all Board members and appropriate elected officials. Such meetings shall be governed by the same procedures as a regular Executive Committee meeting. When time is of the essence, the Executive Committee may act on behalf of the Board providing any such action shall be ratified by the Board at the next regular monthly meeting. If not so ratified, there shall be no further implementation of the action after such meeting, and steps must be taken to withdraw the action.
  - 1. When time is of the essence and the Executive Committee must consider a resolution made by another committee, before ratification by the full Board, members of the originating committee should be specifically invited to attend the Executive Committee's deliberations and be given an opportunity to speak at the Executive Committee.
  - 2. If the Executive Committee revises another committee's resolution, any member of that committee may present the original committee resolution before the Board meeting during the Executive Committee's report.

## **V. BOARD MEETINGS**

- A. There shall be at least one meeting of the Community Board per month, except that there shall be one meeting for July and August.
- B. All Community Board meetings shall be open to the public and the public shall be duly notified of such meetings, except as otherwise permitted by State and City laws (e.g. the New York State Open Meetings Law and the City Charter). Such exceptions are generally limited to personal or employment issues concerning particular members of the staff or criminal investigations.
- C. Meetings will be held in the district at such time (early evening) and place as shall be designated by the Chair in the meeting notice sent to the Community Board members as hereinafter provided.
  - 1. A quorum shall be a majority of the membership of the Community Board.
  - 2. All actions shall be decided by a majority vote of those members present and entitled to vote during the presence of a quorum.
  - 3. A member who is present but not entitled to vote because of a conflict of interest or other self-serving matter is counted for purposes of a quorum, but not for

purposes of determining a majority whenever any act is to be authorized or a determination or decision is to be made by the Community Board.

- D. The Board shall hold hearings as required by the City Charter on the city budget or any other public matter, which may be in conjunction with the regular monthly Board meetings.
- E. Special Meetings
  - 1. A special meeting shall be a meeting other than the regular monthly meeting and shall be called by the Board Chair:
    - a) At the Board Chair's own volition.
    - b) At the Borough President's request.
    - c) Upon resolution adopted by the Board.
    - d) Upon written request of at least one-third of the Board's membership presented to the Board Chair.
    - e) Upon majority vote of the Executive Committee.
  - 2. A special meeting may be called upon five days' notice in writing to all Board members and appropriate elected officials, setting forth the purpose of the meeting and the agenda for the meeting. Such meeting shall be governed by the same procedures as a regular Board meeting. The public shall be duly notified of such special meeting, which shall be open to the public unless covered by a permissible State or City legal exception that must be explained in the notification. E-mail list distribution will be deemed acceptable for last minute special meetings.
- F. Attendance and excused absences
  - 1. A Board member may be properly excused from Board or committee meetings only for the following reasons: military service; jury duty; personal illness; illness or death in the family or household; or attending to Board business at the request of the Chair. No other excuse shall be permitted.
  - 2. A Board member shall not be deemed present at a meeting, unless such member is in attendance during substantially all of the meeting, which is defined as arrival within one-half hour of the scheduled beginning of the meeting and remaining until the last roll call vote.

## **VI. COMMITTEE MEETINGS**

- A. Standing committees shall be those that are more or less permanent and that continue from year to year. Standing committees shall meet monthly unless the Chair deems it unnecessary, except that there shall be one meeting for July and August meetings as the Board Chair deems necessary.
- B. Task forces, which shall report directly to the Board Chair, or sub-committees, which shall report to a standing committee, may be created from time to time by the Chair for the purpose of studying particular issues of concern to the District or the Board.

1. Any task force or sub-committee will automatically dissolve one year from its creation in the absence of a Board or Executive Committee resolution to continue the task force for a specified period of time.
  2. In the event that a sub-committee recommends Board action on its issue of concern, such recommendation shall be made through the relevant standing committee or through the Executive Committee.
- C. Committee and task force meetings shall be conducted under the same procedures as Board meetings, and a quorum shall be a majority of the membership of any committee or task force.
- D. Committee, sub-committee and task force meetings shall be open to the public and the public shall be duly notified of such meetings, except as otherwise permitted by State and City laws (e.g. the New York State Open Meetings Laws and the City Charter). Such exceptions are generally limited to personal or employment issues concerning particular members of the staff or criminal investigations.
- E. After giving consideration to the needs of each Board committee and to the importance of developing balanced and diverse representation, the Board Chair in consultation with the appropriate committee chair, shall have the right to appoint and reappoint Public Members to each Board committee for one-year renewable terms. Such Public Members shall serve in an advisory but non-binding voting capacity. However, for informational purposes, a separate vote of public members may be reported to the Board. Public Members shall be governed by the same rules as full Community Board 1 members.
- F. In cooperation with the Board office and to the extent feasible, each committee chair shall ensure that persons, businesses, organizations, and agencies are notified of items coming before his or her committee when such persons or entities may have an interest in or be affected by action on such items.
- G. All Board members shall have the right to attend and participate in the deliberations of all committees of the Board, except as otherwise specified herein, but shall have the right to vote only in the committee(s) to which they have been appointed by the Chair.
- H. Committees shall keep attendance records and shall propose and adopt resolutions. All resolutions adopted must be reported to the Board in writing, together with the number of members voting yes, no, abstaining and present but not entitled to vote.
- I. The Committee chair is responsible for overseeing all committee resolutions. The key elements of all resolutions need to be written and approved in committee.
- J. All Board members must serve on a minimum of two standing committees.

- K. All Board members, appropriate public officials and the public shall be duly notified of any special or emergency meetings of Board committees, sub-committees and task forces, which shall be open to the public unless covered by a permissible State or City legal exception that must be explained in the notification. E-mail list distribution will be deemed acceptable for last minute special or emergency meetings.
- L. Prior to committing the Community Board to any material course of action, the Board Chair, committee or task force chair, and/or staff shall request a vote on such matters by the appropriate committee or task force and subsequently by the full Board. In order to effectuate the foregoing, all relevant documents, reports and agreements that are key to such Community Board decision making shall be made available by committee or task force chairs or by staff to committee or task force members at the earliest possible time. All material documents, reports and agreements related to such Community Board decision making shall be made available at the Community Board office for any Board member to review.
- M. The Board Chair, committee and task force chairs, and staff shall use their good faith efforts to apprise Board members of relevant outside meetings with respect to such the foregoing, and of any related documents, reports and agreements, in a timely manner. After each such meeting, the Board Chair, committee or task force chair, and staff shall report to the committee, task force, or full Board the details of what transpired at the meeting.

## **VII. AGENDA**

- A. An agenda shall be drafted by the Chair of the Board at least 10 days before each regular meeting. This agenda, plus the notice of time and place of the meeting, shall be forwarded to reach each Board member at least three business days before the regular monthly meeting of the Board. Except in emergency situations, no matter of substantial public involvement shall be decided upon by the Board at a regular Board meeting without that matter having been placed upon the agenda forwarded to the Board members.
- B. The agenda shall consist of the following:
  - 1. Opening of the meeting
  - 2. **Public Session**

There shall be a Public Session at each regular monthly Community Board meeting. In the interest of affording the maximum opportunity to all citizens to be heard, each speaker shall be limited to a period of no more than three minutes, unless otherwise permitted by the Board Chair. The Public Session shall consist of the following:

    - a) Items Listed on the Agenda - Time shall be made available to members of the public as well as governmental agencies or representatives of public officials who have requested a place on the agenda to express themselves to the Board on agenda items.

- b) Items not listed on the Agenda - Time shall be made available to an individual who has a residence, a business, or other significant interest in the district to bring to the attention of the Board any matter not listed on the agenda, which the speaker believes to be of general interest to the community and the Board.
3. **Business Session**
- During the Business Session only members of the Board may debate and vote on the issues. However, the public is invited to be present as observers of the Board's proceedings. The committee chair or other proponent of a resolution shall give a brief statement explaining the resolution and may sum up at the end of the debate. The proponent of an issue before the Board or other person having relevant knowledge who is not a Board member, may, upon request of the Board Chair, respond to questions in the Business Session. Business Session items on the agenda shall be limited to three minutes for each speaker except when otherwise permitted by the Board Chair. Board members may speak no more than twice on each issue, except with permission of the Board Chair.
- The Business Session shall consist of the following items:
- a) Adoption of the minutes.
  - b) The Community Board Chair's report.
  - c) The Borough President's report if she or he is present in person.
  - d) Oral reports from public officials who are present in person.
  - e) The District Manager's report.
  - f) Committee chairs' reports and resolutions.
  - g) Old Business. Items not completed at previous meetings.
  - h) New Business. Items that may properly come before the Board to be added to future Board agendas, which shall ordinarily be referred to the appropriate committee by the Board Chair.
  - i) Adjournment.

## **VIII. VOTING**

- A. Voting shall be by roll call or by show of hands. A roll call vote shall be taken upon items mandated by law or appropriate regulations, such as ULURP, or upon the request of any member of the Board.
- B. The total votes for and against an issue, as well as abstentions and members present but not entitled to vote, shall be recorded and publicly announced after the conclusion of each vote.
- C. If a matter before the Board requires further information or deliberation before a vote is taken, that matter may be tabled and referred back to the appropriate Board committee for further deliberations.
- D. All voting in Board meetings shall be in person only. No proxies will be accepted.

**IX. INTERNAL OPERATIONS OF THE COMMUNITY BOARD**

This Board may establish such additional rules of its own as are not specifically covered by the language of these By-Laws and the City Charter and which are not in contravention of these By-Laws and the City Charter.

**X. DISTRICT MANAGER**

- A. Within budgetary appropriations and in accordance with the City Charter, Personnel Policies of the City of New York, and other governing regulations and requirements, the Board shall appoint a District Manager.
  
- B. The District Manager shall assume the following duties and responsibilities with wide latitude for independent judgment under the direction and oversight of the Board Chair:
  - 1. Preside at meetings of the District Service Cabinet and, in conjunction with the District Service Cabinet, develop plans for improved service delivery and for facilitation and coordination of delivery of services at the district level.
  - 2. Serve as liaison between the Community Board and governmental agencies and the community at large.
  - 3. Process service complaints and coordinate all service-related actions and operations within the Community Board District.
  - 4. Cooperate with, consult, assist, and advise any public officer, agency, local administrators of agencies, legislative bodies, or the Borough President in accordance with the Board's policies with respect to any matter relating to the welfare of the district or its residents.
  - 5. Maintain, administer, and manage the Community Board Office.
    - a. Select, hire, supervise, and terminate staff, in consultation with the Board Chair and following approval by the full Board of all hiring and termination decisions.
    - b. Present to the Treasurer for her/his review the projected annual budget and prepare periodic financial and program reports on the activities of the District Office.
  - 6. Discharge any and all duties, functions, and procedures approved by the Board in compliance with Board policy.
  - 7. Assist the Board Chair and committee chairs in carrying out their responsibilities, including:
    - a. Guiding the Board and its committees through the various phases of participation in the City's budget process, and preparing necessary testimony and other paperwork.
    - b. Conducting research and developing policy recommendations as requested.
    - c. Attending and reporting on hearings, meetings, and public functions relevant to the effective and efficient functioning of the district office, including any such hearings, meetings, and public functions which the Board Chair, Executive Committee, or the Board shall direct the District Manager or other staff person to attend.

8. Promptly direct all pertinent incoming communications or information to the Chair, Treasurer, or Committee Chair, or other appropriate Board member.
9. Perform other duties as assigned by the Chair of the Board in accordance with the general powers and duties of the Chair.

**XI. AMENDMENTS**

- A. Initiation - Amendments to these by-laws may be initiated by the Board Chair, by a majority vote of the members present and voting at a Board meeting, or at the written request of the Borough President.
- B. Ratification - Amendments to these By-Laws shall be adopted by a majority vote of the members present and voting at a Board meeting.