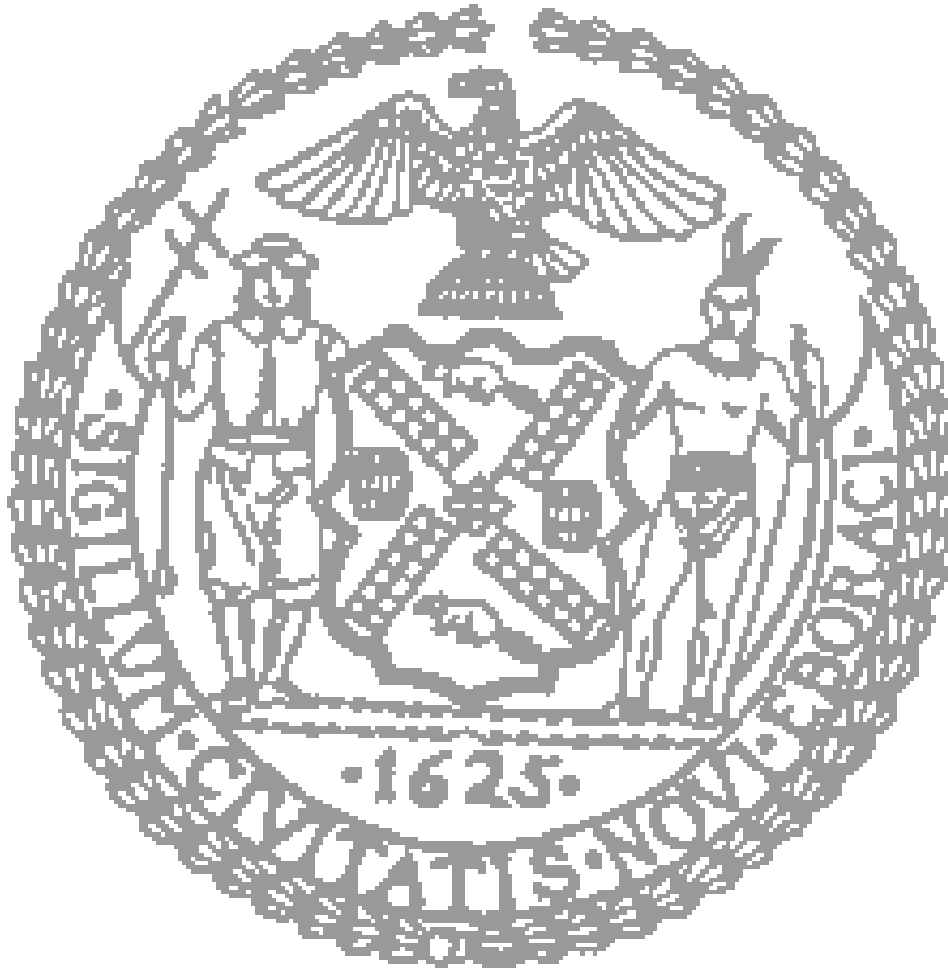


Manhattan COMMUNITY BOARD FIVE



BYLAWS

Revised February 2010

Manhattan Community Board Five

BYLAWS

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MANHATTAN COMMUNITY BOARD FIVE BYLAWS

The bylaws for Community Board Five shall conform to all News York City Charter (“City Charter”) provisions pertaining thereto. Nothing in these bylaws shall be construed so as to change, modify or amend the City Charter.

There shall be a Community Board in each community district as provided in the City Charter. The number of boards and district lines shall be determined by the City Planning Commission as provided for in Chapter 69 of the City Charter.

Community Board Five boundaries, unless changed by State and City law, are generally 14th Street, 59th Street, Lexington Avenue, and Eighth Avenue. (See Appendix A – map).

I. MEMBERSHIP

The board shall consist of (1) not more than fifty persons appointed by the borough president for staggered terms of two years, at least one half of whom shall be appointed from nominees of the district council members elected from council districts which include any part of the community district, and (2) all such council members as non-voting members. The borough president and council members shall give due regard to representation from the different geographic sections and neighborhoods within the community district. Not more than 25 percent of such appointments shall be city employees.

- A. Each board member shall regularly attend meetings of the full board plus the standing committees of which he/she is a member.
- B. Reappointments and filling vacancies for the remainder of unexpired terms shall be made by the Borough President in the same manner as regular appointments.
- C. The Board may, by a majority vote at a regular meeting and on recommendation by the Executive Committee, reprimand, remove, or recommend removal by the Borough President of a board member for cause, i.e., failure to abide by these bylaws or applicable city or state laws relating to community boards, including conflict of interest requirements, or other sufficient cause.

Cause may also include failure to fulfill attendance requirements as set forth in these bylaws as follows:

1. Three consecutive unexcused absences from regular meetings of the board, or

2. The unexcused absences from more than one half (six) of the regular meetings called in any member's term year, or
3. Having been "present part" for six or more of the regular meetings called in any member's term year.

Process for Action

The process for such action shall be as follows:

- a. The Executive Committee may, by majority vote, initiate such action and, in such event, shall immediately notify the affected board member in writing, either by hand or overnight courier or by mail that requires a return receipt.
- b. The affected member shall have the opportunity to respond to the proposed action at the next scheduled meeting of the Executive Committee.
- c. If the Executive Committee subsequently decides, by majority vote, that the recommendation for removal or reprimand still stands, the issue shall be placed on the agenda of the next scheduled full board meeting.
- d. The action is not final until approved by a majority vote of the full board.

Removal for failure to attend board meetings shall be equally applicable to failure to attend meetings of each committee to which a member has been assigned as determined by the board chair in consultation with the respective committee chair. The board chair may, after consultation with the executive committee, recommend to the borough president the removal of a board member for cause other than absences.

- D. Members of the board shall serve as such without compensation.
- E. Membership shall, as much as possible, have such diversity of interests as shall be representative of the community.
- F. Members of the State Legislature and the U.S. House of Representatives whose districts include any part of the community district shall be ex-officio non-voting members of the community board.
- G. 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. Any member

participating in the board's consideration of a matter involving self-serving or conflict of interest shall state the nature of the conflict in speaking to the issue and shall be considered "present but not entitled to vote" on such matters which shall be so recorded.

- H. Any member appearing before a governmental body or otherwise making a public statement that conflicts in any respect with positions adopted with the board shall not identify himself/herself as a member of the board when making such statement. No member shall represent the board's position before any city, other governmental agency or authority unless designated to do so by the board chair.
- I. Public members may be appointed to the community board as non-voting members for one-year periods by the board chair. Such members may also be appointed by the board chair to serve on committees and shall have full rights to vote at committee meetings and to participate in the work and deliberations of such committees and to speak at the business session of the community board.

II. ELECTION OF OFFICERS

- A. Except as hereinafter set forth, at their regular meeting in April, the members of the executive committee shall elect a nominating committee consisting of five (5) members who shall designate one of their number to be the chair of the nominating committee. The election results shall be announced at the April board meeting. If, however, a written request of at least ten (10) members of the board is filed with the board office prior to the business session of the regularly scheduled April board meeting, a nominating committee of seven members shall be elected by the full board at its April board meeting. The seven nominees receiving the highest number of votes shall constitute the nominating committee and the nominee amongst the seven who received the highest number of votes shall be chair. Any tie or ties shall be resolved by lot. Such committee shall meet as often as necessary thereafter in order to report to the board at its May meeting one candidate for each of the offices of chair, first vice chair, second vice chair, secretary, assistant secretary, and treasurer, plus such additional offices as the board shall establish so long as the functions and duties of such additional offices are not in conflict with the offices of chair, first vice chair, second vice chair, secretary, assistant secretary, or treasurer.
- B. All members of the board who desire to become candidates for the offices described in Article II.A. shall contact a member of the nominating committee within two (2) weeks of the announcement of the nominating committee.
- C. Any member of the board who is a candidate for any of the offices described in Article II.A. may not serve on the nominating committee in

the year(s) in which he/she is running for said office, unless no other candidate for said office emerges, in which case a member of the nominating committee may be nominated from the floor for such an office.

- D.** The nominating committee shall make its report to the board at the regular May meeting and shall with its report suggest one member for each position at such meeting. Members of the board may offer additional nominees from the floor. All nominees suggested by the nominating committee as well as nominees offered from the floor shall be announced at the regular May meeting and recorded in the board's minutes. There shall be no nominations from the floor at the June meeting unless there is no nominee for a vacant office.
- E.** At the June meeting of the board there shall be a separate roll call vote for the election of chair and a separate election for each of the other offices. Provided no objection is made from the floor, any or all of the separate roll call votes may be bundled and called together. No person shall be elected without having received a majority vote of the members present.
- F.** Should a vacancy occur during a term of office, nominations will be accepted from the floor during the first meeting at which the vacancy is effective and a separate election shall be held at the next board meeting for each vacant office in accordance with the procedures set forth herein. This provision does not apply to the office of chair (see III.D.2).

III. COMMUNITY BOARD OFFICERS

The officers of the board shall be chair, first vice chair, second vice chair, secretary, assistant secretary, treasurer and such other officers designated by the board. Each officer shall perform such duties as are incident to the office in accordance with generally accepted rules of parliamentary procedure including:

A. Terms

- 1.** Each officer shall serve for the chronological year with the term beginning July 1, following the election and terminating on June 30.

B. Rotation of Chairs

- 1.** To provide the greatest opportunity of service for each member of the board, no chair shall serve for more than four consecutive terms except by the recommendation of a majority of the members of the board, provided the chair has stated his/her intention to seek another term no later than the March board meeting. Such recommendation may establish the chair's eligibility to run for (an) additional term (s). Upon such

recommendation, the board will follow the procedure for the election of officers specified in Article II of these bylaws.

C. Duties of Chair

1. To perform all duties as prescribed in the City Charter and any other duties prescribed under law.
2. To receive calendars and notices of meetings of all city agencies that are required to refer matters to the community boards pursuant to the City Charter and to inform the board members of such calendars and notices.
3. To attend any meetings required by the Mayor and the Borough President pursuant to the City Charter or to designate his/her representative or representatives to attend.
4. 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.
5. To announce the business before the board according to the agenda.
6. To state and put to a vote all questions or resolutions that are to be moved or necessarily arise in the course of the board's business and announce the result of the vote.
7. To interpret and enforce "Robert's Rules of Order" except as otherwise provided by the bylaws herein.
8. To decide all questions of order.
9. To represent and stand for the board and perform all necessary functions according to the decisions duly made by the board, including communicating with governmental agencies. Such communications shall be through the Borough President's office or sent directly to the appropriate governmental agency with a copy of the same simultaneously forwarded to the Borough President's Office.
10. To authenticate all acts, orders and proceedings of the board including the countersigning of all letters of whatever nature emanating from the board.
11. To be the sole spokesperson for the board in relation to the news media, agencies of government and the public-at-large, except as he/she shall otherwise specifically authorize.
12. To adjourn regular monthly meetings.

13. To review the committee structure and to set up committees and appoint committee chairs for the following year in the interval between the election and September 1, in consultation with the newly elected officers.
14. To appoint, suspend or remove chairs or vice chairs of the standing committees of the board and to establish and appoint, suspend or remove the chairs or vice chairs of such special committees as may from time to time be deemed necessary for the best performance of the board's function. All committee chairs and vice chairs shall serve only during the term of the board chair appointing him/her. The board chair shall be an ex officio member of each committee except the nominating committee. The chair of the board shall appoint members of all committees except the nominating committee. The chair of the board shall establish, consolidate or eliminate ~~all~~ committees of the board and shall appoint, suspend and remove the members thereof.
15. To prepare and deliver the chair's report.
16. To keep the vice chairs informed of all information, orders, directives and other matters coming to the chair's attention (because of the possibility of the vice chairs having to act in the absence of the chair as herein provided).
17. The term "chair" is used in these bylaws to describe the presiding officer of the board. Any individual elected to that office shall have the right to style himself/herself chairman, chairwoman, chair or chair, as he/she prefers. The title he/she chooses shall be used by and for him/her on all forms and correspondence, and in direct address. This rule shall also apply to vice chair.

D. Duties of Vice Chairs

1. To preside at the regular monthly meeting in the place of the chair when the chair is absent and to assume all of the duties of the chair in his/her absence except that vice chairs shall not have the powers as outlined in Article III. C.13 and C.14. In the absence of the chair and the first vice chair, the second vice chair shall preside.
2. To assist the chair when necessary and/or required. If the chair can no longer serve or is unable to serve as chair before his/her term has expired, the first vice chair or the second vice chair, in that order, shall succeed the chair for the remainder of the term.

If the chair and first and second vice chairs are unable to serve, then the Borough President shall appoint a temporary chair from the members of the board for the remainder of the term.

- 3 To oversee the attendance of board members at board and committee meetings and to deliver regular written reports on such attendance to the Executive Committee.
4. To assume the responsibility of overseeing the operations of the standing committees and accept such oversight assignments as the chair shall require.

E. Duties of Secretary

1. To be the recording officer of the board, taking the minutes of the regular monthly meetings and special meetings at the direction of the chair, assisted in the compilation of such minutes by the district manager and such secretarial assistance as shall be provided by the community board office. The final version of the minutes as approved by the full board shall be furnished to the Borough President's Office promptly.
2. To assume the duties of chair if the chair and both vice chairs are absent from a meeting, for that meeting only.
3. To keep the assistant secretary informed of all information, orders, directives and other matters coming to the secretary's attention (because of the possibility of the assistant secretary having to act in the absence of the secretary, as herein provided).
4. To assist the vice chairs in their responsibilities for supervising the attendance of board members at board and committee meetings.

F. Duties of Assistant Secretary

1. To act as secretary and record the minutes if the secretary is not present at the regular monthly meeting. He/she shall also, if the secretary is present, aid the secretary in any manner deemed necessary.

G. Duties of Treasurer

1. To administer the financial affairs of the community board in consultation with the District Manager, under the supervision of the chair and as prescribed by the community board.
2. To provide an annual community board budget and such periodic modifications as requested by the elected board officers.

3. To report in writing to the elected board officers quarterly on the financial condition of the community board including expenditures, monies owed, cash on hand or available and projections of future commitments.

IV. EXECUTIVE COMMITTEE

- A. The executive committee shall include within its number, the chair, first and second vice chairs, secretary, assistant secretary, treasurer, and standing committee chairs/vice chairs. Previous chair(s) may serve on the executive committee as chair emeritus in an ex officio capacity, with full voting privileges.
- B. During those months when the board does not meet, the executive committee may transact such business as necessary, but notice shall be given to all members of the community board of the proposed meetings, with an opportunity to attend and observe the action of the executive committee.
- C. In emergency situations, the executive committee may act on behalf of the board providing any such action shall be ratified by the board membership 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.

V. BOARD MEETINGS

- A. There shall be at least one regular monthly meeting of the community board per month, except in July and August, as provided for in the City Charter, at such time and place as shall be designated by the chair in the notice of the meeting sent to the community board members as herein provided.
 1. A quorum shall be a majority of the full membership of the community board.
 2. Whenever any act is authorized to be done or any determination or decision made by the community board, the act, determination or decision of the majority of the members present and entitled to vote during the presence of a quorum, shall be held to be the act, determination or decision of the community board at all meetings.
- B. The board shall meet upon request of the Borough President to hold hearings on the city budget or any other public matter in order to advise the Borough President on such matters.

C. There may be special or emergency meetings.

- 1.** A special meeting shall be a meeting other than the regular monthly meeting called by the board chair either:
 - a.** At the board chair's own volition;
 - b.** At the Borough President's request;
 - c.** Upon resolution adopted by the board, by majority vote;
 - d.** Upon written request of at least 1/3 of the board's membership and presented to the board chair and the Borough President.
- 2.** A special meeting shall be called upon five days' notice, in writing, with a specification of the purpose of the meeting and a delineation of the agenda of such meeting, and such meeting shall be governed by the same procedures as a regular board meeting.
- 3.** An emergency meeting shall be a meeting in the manner of a special meeting but in circumstances where time is of the essence and decisions are required immediately. Where the five days' notice cannot be given, at least 48 hours' notice must be given. Notice for an emergency meeting may include telephonic or other rapid means of communication.

D. The following are the rules governing attendance and excused absences:

- 1.** A board member may be properly excused for the following reasons: military service, jury duty that conflicts with regularly scheduled board or committee meetings, serious personal illness or serious illness or death in the immediate family. The immediate family is defined as a parent, spouse, domestic partner, sibling or child. No other excuse will be permitted.
- 2.** A board member shall not be deemed present at a meeting unless he/she is in attendance substantially all of the meeting, defined as arrival to take part in the first vote of the evening and remaining to take part in the last vote of the evening. Members present at meetings for less time than this definition shall be deemed "present part."
- 3.** A board member who requires two or more consecutive absences for any reasons other than those stated in section V.D.1. may request a leave of absence to be approved by the executive committee.

VI. COMMITTEE MEETINGS

- A.** There shall be as many committee meetings as the chair of the board and/or chairs or vice chairs of the committees deem necessary and appropriate. Members shall be appointed by the chair of the board in consultation with the committee chair or vice chairs.
- B.** Committee meetings shall be conducted under the same procedures as board meetings. For a board committee, a quorum consists of a majority of the total membership of the committee, including public members.
- C.** All committee meetings shall be open to the public except as provided by the New York State Open Meetings Law.
- D.** Members of the public may be appointed by the board chair to serve on committees for one-year periods. Public members shall have full rights to vote at committee meetings, to participate in the work and deliberations of such committees and to speak at the business session of the community board. The majority of members of any committee must be full board members.
- E.** All board members shall have the right to attend and participate in the deliberations of all committees of the board but shall have the right to vote only in the committee or committees to which they have been appointed by the chair.
- F.** All board members shall be required to serve at all times on at least two standing committees of the board or to undertake an equivalent assignment by the board chair.
- G.** Committees shall keep attendance records and shall report all resolutions adopted, in writing, together with the voting tally, to the full board for its consideration.
- H.** Committee agendas and public hearings shall be arranged to allow sufficient time for the committee to recommend and the full board to adopt or amend recommendations and transmit them to the appropriate government bodies, in keeping with these same government bodies' calendars; where appropriate within the time frame established by the Uniform Land Use Review Procedures (ULURP). ULURP hearings require attendance by twenty percent of board membership or seven members, whichever is greater.
- I.** All such chairs and vice chairs shall serve only during the term of the board chair appointing him/her

VII. AGENDA

- A. An agenda shall be drafted by the chair of the board at least 10 days before each regular meeting. The agenda should outline the board chair's and Borough President's suggestions of business to be transacted at the meeting. This agenda, plus the notice of time and place of the meeting together with the minutes of the last meeting, shall be forwarded to each board member at least three days before the regular monthly meeting of the board and no matter of substantial public involvement shall be decided upon by the board, e.g., site selection, public project, park, playground, etc., 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 and adoption of the agenda;
 2. **Public session** – there shall be a public session of at least one half-hour, if needed, 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 longer than two minutes, unless otherwise permitted by the board chair. The public session shall consist of the following:
 - a. Items not listed on the agenda – the unlisted portion of the public session shall be that period during which a member of the community who has a residence or a business, profession or other significant interest in the district shall be afforded an opportunity to bring to the attention of the board any matter not already listed upon the agenda, which the speaker believes to be of general or common interest to the community and the board;
 - b. Items listed on the agenda – the listed portion of the public session shall be that period during which members of the public as well as agencies of government who have requested a place on the agenda shall be afforded the opportunity to express themselves to the board on matters of public interest;
 3. **Business session** – that portion of the board meeting where only members of the board may debate the issues and vote on such issues. However, the public is invited to be present as observers of the board's proceedings. Although not a board member, the proponent of an issue before the board, if called upon by the chair, may 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 decided by the

chair. The business session embraces all items on the agenda listed below:

- a. Adoption of Minutes;
- b. Community board chair's report;
- c. Other invited speakers;
- d. Committee chairs'/vice chairs' reports – made by committee chairs/vice chairs with a copy of same, as available, being filed with the secretary of the board at the end of the meeting;
- e. Old business – unfinished items from previous meetings;
- f. New business – matters added to the agenda at the meeting along with any other business that may properly come before the board;
- g. Adjournment.

VIII. VOTING

- A. Voting shall be by roll call vote with total votes both for and against the issue then being publicly announced and recorded.
- B. Any action shall be decided by a majority vote of the members present and voting. Any member participating in the board's consideration of a matter involving self-serving or conflict of interest shall state the nature of the conflict in speaking to the issue and shall be considered "present but not entitled to vote" on such matters, which shall be so recorded.
- C. If a matter before the board requires further information or deliberation, that matter may be referred to the appropriate board committee for a report of recommendations and decisions to the entire board at the next regular monthly meeting.
- D. All voting in board or committee meetings shall be in person only. No proxy will be accepted.

IX. INTERNAL OPERATION OF THE COMMUNITY BOARD

Community Board Five may establish additional rules of its own that are not specifically covered by the language of the bylaws of the Borough President's Office and the City Charter and are not in contravention of such bylaws.

See the Addendum to these bylaws, which are deemed to be a part thereof: "Internal Operations of The Community Board" (Conduct of Business/ Expectations/ Responsibilities) In the event of any conflict between the addendum and these bylaws, the bylaws shall prevail.

X. GENERAL

- A.** The rules contained in “Robert’s Rules of Order, Newly Revised,” most current edition, shall govern board meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws or with the City Charter.
- B.** The chair of the board shall appoint no fewer than three members to serve as the ethics committee of the board to prepare and circulate to the board members the position of the ethics committee and to annually review its position. It shall be the responsibility of each board member to recognize conflict of interest situations; in the event of doubt, a member may refer the question to the ethics committee.
- C.** All meetings of the community board shall be open to the public except as provided by the New York State Open Meetings Law.

XI. AMENDMENTS

These bylaws may be amended at the initiation of a majority vote of the members of the board present and voting, or at the written request of the Borough President. In either case, the proposed amendments must be circulated to the membership of the board at or prior to the regular monthly meeting of the board held two meetings prior to the board’s vote to amend.

