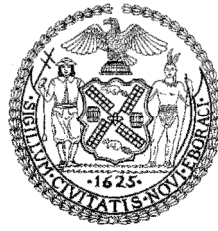


**Jacqueline Ludorf**  
Chair

**Latha Thompson**  
District Manager



**505 Park Avenue, Suite 620**  
**New York, N.Y. 10022-1106**  
(212) 758-4340  
(212) 758-4616 (Fax)  
www.cb8m.com - Website  
info@cb8m.com - E-Mail

**The City of New York**  
**Manhattan Community Board 8**  
By-Laws  
As of April 2011

**PURPOSE**

**ARTICLE I - MEMBERSHIP**

- A. Appointment
- B. Duties and Responsibilities of Members
  - Attendance
  - Conflicts of Interest
  - Public Statements

**ARTICLE II - OFFICERS**

- A. Officers
- B. Use of Title
- C. Terms
- D. Election of Officers
- E. Duties and Responsibilities of Officers
  - 1. Duties of the Chairperson
  - 2. Duties of the Vice Chairpersons
  - 3. Duties of the Secretaries
  - 4. Executive Committee

**ARTICLE III - BOARD MEETINGS**

- A. Time and Place of Meetings
- B. Actions of the Board
- C. Agenda of Meetings
- D. Special Meetings of the Board
- E. Notice
- F. Voting

**ARTICLE IV - DISTRICT MANAGER AND STAFF**

**ARTICLE V - COMMITTEE MEETINGS**

- A. Standing Committees
- B. Public Members

**ARTICLE VI - AMENDMENTS**

**ARTICLE VII - SAVINGS CLAUSE**

**ARTICLE VIII - EFFECTIVE DATE**

## **PURPOSE**

The purpose of these by-laws is to provide for the conduct of the business of Community Board 8 Manhattan pursuant to the New York City Charter as amended.

## **ARTICLE I - MEMBERSHIP**

### **A. Appointment**

The requirements for the appointment of the Members of Community Boards are prescribed in Section 2800 of the City Charter.

### **B. Duties and Responsibilities of Members; Conflicts of Interest; Public Statements**

#### **1. Attendance**

- a. It shall be the duty of each board member to attend each properly noticed regular Board meeting and the regular Land Use Meeting and all properly noticed meetings of any committee to which the member has been appointed pursuant to Article V, Section B-2. Attendance, including excused absences, shall be recorded in the minutes of all meetings.
- b. Excused absences
  1. At the Chairperson's discretion;
  2. Attending a function at the behest of the Community Board Chairperson; and
  3. Absence from a Board, Land Use, or Committee meeting not held on its regularly scheduled day.
- c. Unexcused absences during the calendar year from five (5) regularly scheduled Board or Land Use meetings or unexcused absences from four (4) scheduled meetings of the committee to which that member has been appointed shall constitute unsatisfactory attendance. Absent extraordinary circumstances, in the judgement of the Board Chair, all absences after five (5) excused or four (4) absences from regularly scheduled meetings of the committee to which that member has been appointed during the calendar year shall be deemed as unexcused.
- d. It shall be the duty of the Board Chairperson to recommend to the Community Board removal of any member with unsatisfactory attendance. Any member recommended by the Chairperson for removal must first be served with written notice of such recommendation deposited in the U.S. Mail not less than ten (10) days before such recommendation goes forward so that the member may dispute the facts leading to the recommendation.

#### **2. Conflict of Interest:**

1. Any member participating in board consideration of a matter representing a conflict of interest shall not vote on such matter and shall so indicate by stating "not voting due to conflict of interest". However, such members may participate in discussion on such issue. A member may be considered to have a conflict of interest with respect to a matter before the board if:
  - a. The member has a direct or indirect financial interest in such matter;
  - b. The member serves as an officer, director, employee of or has a professional interest with respect to, an organization which is directly affected by such matter; or
  - c. The member is employed by a government agency or entity that has policy- or rule-making jurisdiction with respect to such matter.

3. Public Statements

- a. Members appearing before a governmental body or otherwise making a public statement with respect to any issues under consideration or adopted by the Board shall, clearly state that they are not speaking as a member of the board when making such statement. No member shall represent the board's Position before any city, governmental body, agency, or authority unless designated to do so by the board Chairperson.

**ARTICLE II - OFFICERS**

A. Officers:

The Officers of the Board shall be a Chairperson, First Vice Chairperson, Second Vice Chairperson, and up to three Secretaries

B. Use of Title:

The Chairperson shall use no other title than Chair or Chairperson of the Community Board and the other members shall use no other title than members of the Community Board or Community Board member, except that any member who is elected to an official position on the Board, including but not limited to Vice Chairperson, Secretary, Treasurer, or Chairperson of a committee or sub committee shall be allowed to use such title when acting in such capacity.

C. Terms:

Each officer shall serve for a term of one year, beginning January 1 following the election and terminating on the 31st of December of that year. No officer shall serve more than three consecutive terms in any office.

D. Election of Officers:

1. At the Community Board's regular meeting in September, a nominating Committee of seven members shall be elected by majority of the Board. The seven nominees receiving the highest number of votes shall constitute the Nominating Committee, and the Nominating Committee shall at that meeting, select a Committee Chairperson by a majority vote. Any ties shall be resolved by lot. The deliberations of the Nominating Committee shall be confidential. Such Committee shall report to the Board at its October meeting one or more candidates for each of the offices to be filled pursuant to Article II of these by-laws, and any additional offices the Board may determine necessary. No member of the Nominating Committee shall be a nominee of the Committee. No member of the Nominating Committee may serve for two consecutive years.
2. The nominating Committee shall make its report to the Community Board at its regular October meeting of the Board and may with its report suggest one or more Members for each Position. At this meeting, Members of the Board may offer additional nominees from the floor. There shall be no further nominations from the floor at the November meeting unless there is no nominee for a vacant office. All nominees shall be listed in the written notice of the November meeting.
3. Notwithstanding any other provisions of these by-laws, at the November meeting of the Board, there shall be a separate election held for each of the officers to be elected. The person for each office receiving a majority of the number of votes of those persons present shall be elected to that office. If no person receives a majority, then the two persons receiving the highest number of votes shall have a run-off election and the person receiving a majority shall be elected to that office.

E. Duties and Responsibilities of Officers:

1. Duties of Chairperson

- a. To serve as the executive officer of the Board.
- b. To perform all duties as prescribed in Chapter 70 of the City Charter and any other duties prescribed by law.
- c. To inform members of meetings of all city agencies that are required to refer matters to Boards pursuant to the City Charter.
- d. To attend any meetings required by the Mayor or the Borough President pursuant to the City Charter or to designate an appropriate officer, committee Chairperson, or board member to attend.
- e. To preside at all Board meetings.
- f. To prepare a written agenda of the Board meetings.
- g. To conduct Board meetings pursuant to Robert's Rules of Order or as otherwise provided by the City Charter or by the by-laws.
- h. The Chairperson may at his or her discretion appoint a member of the board to serve as Parliamentarian. The Parliamentarian shall advise the chairperson and presiding officers and committee chairs on the rules of parliamentary procedure.
- i. To represent the board and to perform all necessary functions according to the decisions duly made by the Board including communicating with governmental agencies or to, designate others to act in his/her stead.
- j. To be a member of the District Service Cabinet or designate a person to act in his or her capacity at said meetings.
- k. Except as he or she shall otherwise specifically authorize, to authenticate all acts, orders and proceedings of the board, including the countersigning of all letters of whatever nature going out from the Board, and to be the sole spokesperson for the Board in relations to the news media, agencies of government and the public at large.
- l. At his or her discretion, to create special committees and to appoint, suspend or remove Members and Chairpersons of the committees of the Board. All committee Chairpersons shall serve only during the term of the Board chairperson appointing him or her. The Board Chairperson shall be an ex-officio member of each Committee.
- m. In appointing Board Members to their permanent committees, the Chairperson shall attempt to ascertain and give due weight to the preferences of each of the Board Members.
- n. At each monthly meeting he/she shall inform the Board of any known vacancies on the Board and communicate this information in writing to the Borough President and appropriate Council Members forthwith.
- o. To prepare and deliver the Chairperson's Report.
- p. The Chairperson shall be empowered to defend decisions of the Board in public meetings and in dealings with governmental agencies.
- q. The Chairperson shall inform all Officers and Committee Chairpersons of all pertinent information, orders, directives, and other matters coming to the Chairperson's attention.

2. Duties of the Vice-Chairpersons

- a. In the absence of the Chairperson, the First Vice-Chairperson shall preside at all Board meetings and, in the absence of both, the Second Vice-Chairperson shall preside.
- b. The Vice Chairperson(s) shall assist the Chairperson when necessary and as required.

- c. If the Chairperson can no longer serve as Chairperson before his or her term has expired, the First Vice-Chairperson shall succeed the Chairperson until the 31st day of December of that year and the Second Vice-Chairperson shall become the First Vice-Chairperson.

3. Duties of the Secretaries

- a. The Secretaries of the Board shall be the recording officers of the Board.
- b. The Secretaries shall be responsible for the review of the minutes of the full board meetings. All minutes of said meetings shall be distributed within thirty (30) days of said meetings.
- c. In addition to recording the minutes and keeping the records, it is the duty of the Secretary to keep a register, or roll, of the members and to call the roll when required. The minutes shall contain the attendance list as derived from the call of the roll.
- d. If the Chairperson and Vice-Chairpersons are absent from a meeting, the first Secretary to arrive shall call the meeting to order and preside.

4. Executive Committee

The executive committee shall consist of the elected officers of the Board, the past Chairperson(s) who are members of the Board, and Committee Chairpersons. The executive committee shall be available to the Chairperson to advise and assist in coordinating and facilitating the work of the Board and its committees

**ARTICLE III - BOARD MEETINGS**

A. Time and Place of Meetings:

1. There shall be at least one regularly scheduled meeting of the Community Board in each month except July and August, unless the Chairperson determines board business requires a meeting in those months.
2. The Board meetings shall be held at such time and place as shall be designated by the Chairperson.

B. Actions of the Board:

1. A majority of the appointed members of the Board shall constitute a quorum of the Board.
2. All Board actions shall be decided by a majority vote of those Members present and entitled to vote, in the presence of a quorum.
3. Items that have an impact on two standing committees will be heard jointly by both committees at the direction of the Chair.

C. Agenda of Meetings:

1. The agenda for each regular Board meeting shall consist of the following items:
  - a. Call to Order
  - b. Attendance (roll call)
  - c. Public Session-

A member of the public may speak at the Public Session provided that he/she has registered his/her name and subject with the Secretary of the Board in advance. However, the number of speakers on the same subject may be limited at the discretion of the Board Chairperson. Each speaker shall be limited a period of no more than three minutes unless otherwise permitted to do so by the Board Chairperson. After the Public Session, persons who are not

members of the Board may address the Board by selecting a Board Member to ask any questions during the Executive Session.

- d. Adoption of minutes of previous meeting.
- e. Public Officials' report which shall be limited to no more than three minutes per report and the sequence of the Public Officials' Reports in the agenda may be modified at the discretion of the Chairperson.
- f. Chairperson's Report
- g. District Manager's Report
- h. Committee Reports:
  1. Committee Reports shall be distributed by mail, if practicable, with the notice of the Board meeting, along with the adopted agenda for that meeting. No item of the report shall be read aloud unless it is an item to be acted upon at that meeting.
  2. Old Business
  3. New Business
  4. Attendance
  5. Adjournment

**D. Special Meetings of the Board:**

Special meetings may be called at the Chairperson's initiative or by written request to the Chairperson by no fewer than twenty percent of the full membership of the Board. Any action taken at any special meeting of the board at which a quorum is present shall be deemed final action of the Board with the same full force and effect as if taken at a regularly scheduled meeting of the Board only if the notice of such special meeting contained notice of the subject matter of such action.

**E. Notice:**

All Board members shall be notified of each regular and special meeting of the Board and each committee meeting. Such notice shall be deposited in the U.S. mail no later than ten days preceding such meeting or event. The notice should include the subject matter of the event noticed, and the time and place of the meeting. If any Board member prefers to receive such communications by e-mail, the Board member shall advise the Board office, in writing by U.S. mail, that he/she would prefer to receive notice of meetings and other communications from the Board by e-mail. Such e-mail communications shall be given no later than ten days preceding such meeting or event and shall constitute adequate notice to the Board member. This request may be revoked at any time, in writing, by U.S. mail.

**F. Voting:**

1. All voting at a board meeting or committee meeting shall be in person only and not by proxy. Votes from persons not in designated voting areas may not be accepted.
2. All voting shall be conducted by a calling of the roll.
3. Minor procedural votes may be taken by a voice vote and/or a show of hands.

**ARTICLE IV – DISTRICT MANAGER AND STAFF**

- A. Within the budgetary appropriations therefore and in accordance with the City Charter, personnel policies of the City of New York, and existing requirements of due process, the Board shall appoint a District Manager and staff to serve at the pleasure of the Board and to assume the duties and responsibilities as set forth in Chapter 70 of the City Charter and as elaborated by the Board in compliance with New York City regulations pertaining to Community Board responsibilities.

## **ARTICLE V - COMMITTEE MEETINGS**

### **A. Standing Committees:**

The Board from time to time may establish and determine jurisdiction of such standing committees, as it shall deem appropriate. The Chairperson shall appoint membership of such standing committees.

1. Each standing committee shall have a membership composed of no fewer than ten (10%) percent of the prescribed membership of the Board.
2. Each Board member shall be appointed to at least one permanent standing committee.
3. Each Board member's committee preference shall be given due weight and consideration.
4. Subject to Paragraph 5 below, all Board members shall be de facto members of all committees and shall have the right to vote at all committee meetings. This section shall not apply to any Board member who has been suspended or removed from a committee by the Chairperson with regard to that committee.
5. Board members attending meetings of committees to which they have not been appointed may vote on any issue provided they have attended a majority of the meetings at which that issue has been noticed and discussed.
6. All committee meetings shall be open to the public except for the Nominating Committee and as provided in the NYS Open Meetings Law.

### **Section B – Public Members**

1. After giving consideration to the needs of each Community Board committee and to the importance of developing balanced geographic representation and seeking technical skills, the Chairperson of the Community Board, after consultation with appropriate committee chairperson(s), shall have the right to appoint and re-appoint for a one year term a Public Member with a residence or significant interest in the community to a Community Board Committee.
2. The number of Public Members on a committee shall not exceed two members, except where mandated by law.
3. Public Members shall be subject to the provisions of these By-Laws as applicable. Public Members shall be entitled to vote only in committee meetings of the committee to which the Public member has been appointed, and their vote shall be recorded separately as “Public Member votes.”
4. The Chairperson may remove a Public Member at any time after consultation with the appropriate committee Chairpersons.

## **ARTICLE VI – AMENDMENTS**

The By-Laws may be amended by a majority vote of the members of the Board at a regularly scheduled or special meeting of the Board. Notice of the proposed revision or amendment and the substance and effect there of shall be deposited in the U.S. Mail no later than 30 days preceding such meeting.

## **ARTICLE VII - SAVINGS CLAUSE**

In the event that any provision of these By-Laws is found to be invalid, such invalidity shall not impair the validity and enforceability of the remaining provisions of these By-Laws.

## **ARTICLE VIII – EFFECTIVE DATE**

These By-Laws take effect immediately upon adoption by the Board.