Valerie S. Mason
Chair

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District Manager

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The City of New York
Community Board 8 Manhattan
Rules & By-Laws Committee
Thursday, April 9, 2026 – 6:30 PM
Conducted remotely via Zoom

MINUTES

Board members present: Michele Jane Birnbaum, Taína Borrero, Miles Fink, Sebastian Hallum Clarke, Edward Hartzog, Craig Lader, Valerie Mason, Judy Schneider, Russell Squire, Charles S. Warren.

Board members excused: P. Gayle Baron.

Approximate number of public attendees: 5

1. **Discussion related to the revision of Community Board 8 By-Laws**
    a. Attendance Requirements and Procedures
        i. There was discussion of reducing the threshold of absences before the Chair can impose consequences.
        ii. A motion was introduced and approved to make the following changes regarding absences:
            1. Article I.B.1.c:

            Unexcused absences during the calendar year from ~~five (5)~~three regularly scheduled Board or Land Use meetings or unexcused absences from ~~four (4)~~25% of the 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)~~three excused absences from Board or Land Use meetings, in-person absences after three Zoom appearances (other than due to disability) at Board or Land Use meetings, or ~~four (4)~~ absences from 25% of the regularly scheduled meetings of the committees to which that member has been appointed during the calendar year shall be deemed as unexcused.

        iii. Motion passed 9-0-0
        (Yes: Birnbaum, Borrero, Hallum Clarke, Hartzog, Lader, Mason, Schneider, Squire, Warren)
        iv. There was also discussion of the problem of late arrivals and early departures. It was noted that the Secretaries can and should track lateness, and no bylaws changes were proposed.
    b. Officers, Including Succession Procedures and the Possibility of Creating a Treasurer Position
        i. There was discussion regarding references to a Treasurer in the bylaws despite the board not having a Treasurer, and whether such a position should be created.
        ii. A motion was approved to make the following changes:
            1. Article II.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 commit- tee shall be allowed to use such title when acting in such capacity.

Passed 9-0-0
(Yes: Birnbaum, Borrero, Hallum Clarke, Hartzog, Lader, Mason, Schneider, Squire, Warren)

c. Composition of the Executive Committee
   i. There was discussion about the size and composition of the Executive Committee.
   ii. A motion was passed to make the following changes:
      1. Article II.E.4:
      The executive committee shall consist of the elected officers of the Board and~~,~~ the past Chair~~-~~person(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
   iii. Passed 10-0-0
   (Yes: Birnbaum, Borrero, Fink, Hallum Clarke, Hartzog, Lader, Mason, Schneider, Squire, Warren)

d. Election issue with wording
   i. There was discussion about the election wording being designed for two-person elections and the need to revise it to apply to elections for the three Secretaries.
   ii. A motion was passed to make the following changes:
      1. Article II.D.10
      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~~Chair and each Vice-Chair position. 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.
      2. New Article II.D.11 (new)
      Notwithstanding any other provisions of these by-laws, at the November meeting of the Board, there shall be one election held for all the Secretaries to be elected. Each board member shall cast up to three votes and no more than one vote for any one candidate. The three persons receiving the highest number of votes of those persons present shall be elected Secretary.
         a. If there is a tie for first place between four or more people, then the tying candidates shall have a run-off election, and the three persons receiving the highest number of votes in the run-off shall be elected.
         b. If there is a tie for second place between three or more people, then the first place candidate shall be elected, the tying candidates shall have a run-off election, and the two persons receiving the highest number of votes in the run-off shall be elected.
         c. If there is a tie for third place between two or more people, then the first and second place candidates shall be elected, the tying candidates shall have a run-off election, and the person receiving the highest number of votes in the run-off shall be elected.
         d. In any runoff for fewer than three Secretary positions, each Board member may cast up to the number of votes as there are positions subject to the run-off and no more than one vote for any one candidate.

~~a.~~e. If there is ever a run-off between more than two people that results in a further tie, then a further run-off will be held in accordance with the procedures set forth in paragraphs a-d of this Article II.D.11.

iii. Passed 9-0-0
(Yes: Birnbaum, Borrero, Fink, Hallum Clarke, Hartzog, Lader, Schneider, Squire, Warren)

e. Ongoing Roles for Term-Limited Members
   i. There was discussion of a potential ongoing role for term-limited members as well as changing the number of public members each committee may have.
   ii. A motion was passed to make the following changes:
      1. Article V.B.2:
      The number of Public Members on a committee shall not exceed ~~two~~ three members, except where mandated by law.
   iii. Passed 6-3-0
   (Yes: Borrero, Fink, Hartzog, Lader, Schneider, Warren)
   (No: Birnbaum, Hallum Clarke, Squire)

2. **Old Business**
   a. There was no old business.
3. **New Business**
   a. There was no new business.

The meeting adjourned at approximately 8:30 p.m.

Taína Borrero, Russell Squire, and Charles S. Warren, Co-Chairs

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Community Board 8 Manhattan

PURPOSE

ARTICLE I - MEMBERSHIP
A. Appointment
B. Duties and Responsibilities of Members
1. Attendance
2. Conflicts of Interest
3. Public Statements
4. Decorum

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 V – COMMITTEE MEETINGS
A. Standing Committees
B. Public Members

ARTICLE VI - AMENDMENTS

ARTICLE VII - SAVINGS CLAUSE

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REDLINE DOCUMENT OF PROPOSED CHANGES FROM 4/9/26 RULES AND BY-LAWS MEETING

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)~~three regularly scheduled Board or Land Use meetings or unexcused absences from ~~four (4)~~25% of the 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)~~three excused absences from Board or Land Use meetings, in-person absences after three Zoom appearances (other than due to disability) at Board or Land Use meetings, or ~~four (4)~~ absences from 25% of the regularly scheduled meetings of the committees 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:
   a. 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:
      i. The member has a direct or indirect financial interest in such matter;
      ii. 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
      iii. The member is employed by a government agency or entity that has policy- or rule-making jurisdiction with respect to such matter.

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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.
4. Decorum
    a. When meetings are held in person, Members shall, whenever practicable, sit in seats adjacent to each other and apart from the general public so that they are identifiable as board members.
    b. Members shall not engage in private discourse that is disruptive or commit any other act tending to distract the attention of the Board from the business before it. When speaking or debating, Members shall confine their remarks to the matters under discussion or debate, avoiding negative personal comments. Members should treat each other with courtesy and respect in meetings and in any other interactions outside of meetings. In addition, Members should also treat Community Board staff, all members of the public, and applicants appearing at the Board with similar courtesy and respect. Divergent opinions shall be respected by all Members and Committee Chairs shall be respectful of the public.

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. An Elections Committee will consist of five members elected by the Board at the September meeting. Members cannot run for Board office when they are serving on the Elections Committee and no member may serve on the Elections Committee for two consecutive elections.
    2. Before the election of members of the Elections Committee, each member of the Board shall receive information about Board Members' length of service and any Committee positions, including prior service on the Nominating or Elections Committee.
    3. Before the end of the September Board meeting, the chosen Elections Committee shall select one of five chosen Elections Committee members as Chair of the Committee.
    4. By the end of a two week period after the September Board meeting, candidates shall send a message to the Board Office and the Chair of the Elections Committee stating an interest to run.

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5. At the October Board meeting, the Chair of the Elections Committee shall report the names of all candidates for Board office. At that point additional candidates may be nominated from the floor, without the requirement of a second.
6. Prior to the date of the November Land Use meeting, board members may submit questions to the Elections Committee to be asked of Candidates for the Board offices. The Elections Committee will decide on the questions to put to the candidates for all Board offices and will ensure that the candidates for each office will be asked the same questions pertaining to the particular office.
7. At the meeting which takes place on the date of the November Land Use meeting, the Elections Committee shall put the questions that have been selected by the Committee to the candidates for all Board offices. The questions shall be the same for all candidates for each particular office.
8. At the November full Board meeting, the Chair of the Elections Committee shall run the election and allow each candidate for each office to speak for two minutes except the candidates for Chair shall have three minutes.
9. After all speeches are concluded, Board members shall vote for the candidates for each office in a separate roll call vote.
10. 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~~Chair and each Vice-Chair position. 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.
11. Notwithstanding any other provisions of these by-laws, at the November meeting of the Board, there shall be one election held for all the Secretaries to be elected. Each board member shall cast up to three votes and no more than one vote for any one candidate. The three persons receiving the highest number of votes of those persons present shall be elected Secretary.
    a. If there is a tie for first place between four or more people, then the tying candidates shall have a run-off election, and the three persons receiving the highest number of votes in the run-off shall be elected.
    b. If there is a tie for second place between three or more people, then the first place candidate shall be elected, the tying candidates shall have a run-off election, and the two persons receiving the highest number of votes in the run-off shall be elected.
    c. If there is a tie for third place between two or more people, then the first and second place candidates shall be elected, the tying candidates shall have a run-off election, and the person receiving the highest number of votes in the run-off shall be elected.
    d. In any runoff for fewer than three Secretary positions, each Board member may cast up to the number of votes as there are positions subject to the run-off and no more than one vote for any one candidate.
    ~~10.~~e. If there is ever a run-off between more than two people that results in a further tie, then a further run-off will be held in accordance with the procedures set forth in paragraphs a-d of this Article II.D.11.

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.

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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 at- tempt to ascertain and give due weight to the preferences of each of the Board Members.
m. 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.
n. To prepare and deliver the Chairperson's Report.
o. The Chairperson shall be empowered to defend decisions of the Board in public meetings and in dealings with governmental agencies.
p. The Chairperson shall inform all Officers and Committee Chairpersons of all pertinent in- formation, 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.

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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 and~~,~~ the past Chair~~-~~person(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:
i. Committee Reports shall be distributed by mail, if practicable, with the notice of the Board meeting, along with the adopted agenda for that

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meeting. No item of the report shall be read aloud unless it is an item to be acted upon at that meeting.

i. Old Business
j. New Business
k. Attendance
l. 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 by e-mail communication no later than 10 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 U.S mail, such 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 by U.S mail. Such notice shall be deposited in the U.S mail no later than ten days preceding such meeting or event. 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 ap- point 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 commit- tees.
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.

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6. All committee meetings shall be open to the public except for the Nominating Committee and as provided in the NYS Open Meetings Law.

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 term ending on December 31st of each year a Public Member with a residence or significant interest in the community to a Community Board Committee. Each Public Member shall indicate his or her interest in being appointed or re-appointed to the Board Chair and the respective Committee Chairs in January of each year.
2. The number of Public Members on a committee shall not exceed ~~two~~ three 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 but can fully participate in that committee meeting in all other ways, with their vote being counted the same as all other committee members, although Public Member votes will be separately designated.
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 at a regularly scheduled or special meeting of the Board in accordance with the following procedure. First, all amendments shall be considered and approved in the Rules and By-Laws Committee and reported to the Board at the next regular or special meeting. The amendments will not be voted on at that meeting but will be then voted on at the next regularly scheduled Full Board meeting or at a Special Meeting of the Full Board called for that purpose. Notice of any By-Laws amendment will be given in accordance with the notice of the appropriate Full Board meeting under Article III E.

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.

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