

THE NEW YORK STATE COMMUNITY COMMISSION ON REPARATIONS REMEDIES BYLAWS

ARTICLE I. PURPOSE AND MISSION

Statement of Purpose and Mission

The New York State Community Commission on Reparations Remedies (the “Commission”) is established pursuant to its Authorizing Legislation to examine the institution of slavery, subsequent racial and economic discrimination against people of African descent, and the continuing impacts of these systems on Black New Yorkers.

The mission of the Commission is to conduct a thorough, independent, and historically grounded inquiry; to gather testimony, data, and expert analysis; and to develop findings and recommendations regarding appropriate remedies, policies, and other measures to address identified harms, consistent with the scope and authority set forth in the Authorizing Legislation.

In carrying out its mission, the Commission shall act in a manner that is transparent, inclusive, and rigorous, ensuring meaningful public participation, respect for lived experience, and adherence to applicable laws governing public bodies. The Commission’s work shall be advisory in nature, and its findings and recommendations shall be intended to inform the Legislature, the Executive, and the public.

ARTICLE II. LAW

A. Bylaws

Subject to New York State Law. The Bylaws of The New York State Community Commission on Reparations Remedies (the ‘Commission’) shall conform and be subject to all relevant provisions of Federal and State law, including but not limited to, the NYS Open Meetings Law. Nothing in these bylaws shall be construed so as to change, modify or amend any other relevant Federal, State or City law.

B. NYS Open Meeting Law

All business meetings of the Commission shall be conducted in accordance with New York State Open Meeting Law~~;~~.

C. Attendance to be Recorded

All business meetings of the Commission shall be recorded and maintained by the Commission. It shall be the responsibility of the Commission Chairperson or their designee to ensure that such record is collected.

D. Severability

If any provision of these Bylaws is determined to be invalid or unenforceable, that provision shall be considered valid to the maximum extent permissible and the remaining provisions of these Bylaws will still be valid.

E. Paragraph Headings

Paragraph headings placed before paragraphs in these Bylaws are for convenience only and are not relevant to these Bylaws in any way.

ARTICLE III. MEMBERSHIP

A. Members

- a. The New York State Community Commission on Reparations Remedies (the ‘Commission’) shall consist of nine (9) members to be appointed in the manner set forth in bill S.1163-A/A.7691 establishing the Commission (the ‘Authorizing Legislation’).
- b. There shall be one Chairperson and one Vice Chairperson to be voted on in the manner set forth in the Authorizing Legislation.

B. Members Serve as Individuals

- a. All members shall serve on the Commission in their individual capacity only. Their actions shall not be instructed by, or responsible to, any other organization with which they may be affiliated.

C. Expectations of Members

The following expectations apply to commissioners:

- a. Attend meetings
- b. Commissioners are expected to attend all business meetings (there must be a quorum of at least five commissioners physically present and able to actively participate in the agenda of the meeting)

c. Strive to Understand Issues

Members are expected to devote their best efforts toward understanding issues that come before the Commission and arise as a result of Commission meetings

d. Vote in Best Interest of the Commission's purpose as described in the Authorizing Legislation.

Members are expected to vote on issues in accordance with their best understanding and beliefs of what will further and fulfill the Commission's purpose.

e. Treat Others with Respect and Courtesy

Commissioners are expected to treat other Commissioners, members of the community, representatives of city/state/federal agencies and elected officials and all others with respect and courtesy while acting in their capacities as Commissioners.

f. Conduct all Affairs with Decorum

Members are expected to conduct all Commission affairs with fairness and decorum.

D. Responsibilities of Members

The following responsibilities apply to Commissioners:

a. Abide by These Bylaws and State Laws

Members are required to abide by these Bylaws as well as other applicable state laws relating to the conduct of public bodies.

b. Conflicts of Interest

Any member participating in the Commission's consideration of a matter, involving a direct financial interest to the member or to an organization or institution, whether for-profit or not-for-profit, with which the member is involved, shall state the nature of the conflict in speaking to the issue, shall not chair any discussion on the issue, and shall refrain from voting on the issue by declaring "present but not eligible to vote" when the issue is called to a vote.

E. Commissioner Oaths of Office

Every Commissioner shall file an Oath of Office, as required by Public Officers Law § 10, within thirty days of being appointed to the Commission. Such Oath of Office shall be

filed with the office of the Secretary of State and a copy shall be kept on file at the office of the Commission.

ARTICLE IV. MEETINGS

A. Authority and Governing Law

Meetings of the Commission shall be conducted in accordance with:

1. The New York State Open Meetings Law (Public Officers Law, Article 7);
2. Any applicable provisions of the Commission's enabling legislation; and
3. Robert's Rules of Order Newly Revised (current edition), except where inconsistent with state law or these Bylaws.

In the event of conflict, state law shall control.

B. Regular Meetings

The Commission shall hold regular meetings at such times and places as determined by resolution of the Commission. A schedule of regular meetings shall be adopted annually and made publicly available in accordance with law.

C. Special Meetings

Special meetings may be called by:

- The Chair; or
- A majority of the authorized membership of the Commission.

Notice of special meetings shall be provided in accordance with the Open Meetings Law and shall state the time, place, and purpose of the meeting.

D. Notice of Meetings

Public notice of all meetings shall be given in compliance with the Open Meetings Law, including posting on the Commission's website, notification to the news media, and such additional means as the Commission may require.

Where a meeting is scheduled at least seventy-two (72) hours in advance, notice shall be given at least seventy-two (72) hours prior thereto. When a meeting is scheduled less than seventy-two (72) hours in advance, notice shall be given to the extent practicable.

E. Quorum

A quorum shall consist of a majority of the total authorized membership of the

Commission.

No substantive action shall be taken in the absence of a quorum. In the absence of a quorum, the only actions permitted shall be adjournment, recess, fixing the time to which to adjourn, or measures to obtain a quorum.

Loss of quorum during a meeting shall preclude further action until quorum is restored.

F. Order of Business

The order of business at regular meetings shall generally include:

1. Call to Order
2. Roll Call and Determination of Quorum
3. Approval or Amendment of Agenda
4. Approval of Minutes
5. Reports
6. Old Business
7. New Business
8. Public Comment (if applicable)
9. Adjournment

The order of business may be modified by majority vote.

G. Motions and Voting

1. Motions

Action by the Commission shall be taken only upon motion duly made and seconded, unless otherwise permitted by Robert's Rules of Order. The Chair shall state the motion prior to debate and shall clearly announce the result of the vote.

2. Voting Requirements

Unless otherwise required by law, enabling statute, or these Bylaws, action shall require a majority vote of the members present and voting, provided a quorum is present.

Abstentions shall not be counted as votes cast. Final actions shall be recorded in the minutes.

3. Roll Call Voting

All final actions of the Commission shall be determined by roll call vote, and the vote of each member shall be recorded in the minutes.

H. Minutes

Minutes shall be prepared for all meetings in accordance with the Open Meetings Law. Minutes shall include a record or summary of motions, proposals, resolutions, and any other matter formally voted upon, the vote thereon, and such additional information as required by law.

Minutes of open meetings shall be made available to the public within two (2) weeks of the meeting. Minutes reflecting action taken in executive session shall be made available within one (1) week of such action.

Draft minutes shall be clearly labeled as draft until approved by the Commission.

I. Public Comment

The Commission may provide for public comment at meetings. The Chair may establish reasonable time, place, and manner rules, including time limits for speakers, consistent with constitutional principles and applicable law.

Public comment shall not constitute participation in deliberations unless expressly permitted by majority vote of the Commission.

J. Executive Session

The Commission may enter executive session only in accordance with Section 105 of the Open Meetings Law.

K. Videoconferencing and Hybrid Meetings

Meetings conducted in whole or in part by videoconference shall comply with applicable provisions of the Open Meetings Law.

The public shall have the ability to view or listen to such meetings contemporaneously.

Voting during video conferenced meetings shall be conducted by roll call.

L. Authority of the Chair

The Chair shall preside at meetings, maintain order, recognize speakers, rule on procedural questions subject to appeal by majority vote of the Commission, and ensure compliance with these Bylaws and applicable law.

The Chair shall not exercise unilateral authority to take action on behalf of the Commission except as expressly authorized by law or by prior resolution of the Commission.

M. Adjournment

A meeting may be adjourned upon motion duly made and approved by majority vote of the members present, provided a quorum exists.

In the absence of a quorum, the presiding officer may adjourn the meeting.

ARTICLE V. OPERATIONS

F. Executive Director

The Commission shall appoint an Executive Director who shall act in accordance with the statute and bylaws of the Commission. In the absence of an Executive Director, the Commission shall appoint an interim Executive Director or assign tasks to staff, pursuant to staff scopes of work, until the role is filled.

G. Duties

The duties of the Executive Director shall include but not be limited to

- a. assuring that the staff of the Commission functions to assist the members in meeting their duties and responsibilities under the law;
- b. ensuring that the Commission is kept apprised of all official matters directed to it;
- c. handling routine administrative matters necessary to the internal operations of the Commission;
- d. making recommendations concerning the retention of staff by the Commission;
- e. preparing informal, written statements consistent with previous approved, formal Commission statements.
- f. such other duties as required by the Chairperson and Vice Chairperson or the Commission.

H. Staff

The Commission shall appoint such staff members as necessary to carry out the Commission's purpose as set forth in the Authorizing Legislation. Staff shall serve at the pleasure of the Commission.

ARTICLE VI. DUTIES OF CHAIRPERSON

The duties of the Commission Chairperson shall be as follows:

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- A. To perform all duties as prescribed in the Authorizing Legislation and any other duties prescribed under law,
- B. To preside over monthly meetings at the time and date at which the Commission is to meet
 - 1. Taking the chair and calling members to order
 - 2. Announcing the business before the Commission according to the agenda
 - 3. Preparing and delivering the Chairperson's report
 - 4. Stating and putting to a vote questions or resolutions which are to be moved or necessarily arise in the course of the Commission's business and announce the result of the vote
 - 5. Adjourning regular monthly meetings at the conclusion of business properly before the Commission, and to recess or continue such meetings as may be required by circumstances,
- C. To decide and enforce all questions of order based on the following criteria, in the following order:
 - 1. The law, as defined in Article I
 - 2. These Bylaws
 - 3. Robert's Rules of Order (with input from General Counsel and or Parliamentarian)
- D. To represent and stand for the Commission and perform all necessary functions according to the decisions duly made by the Commission, including communicating with governmental agencies
- E. To authenticate all proceedings of the Commission
- F. To be the sole spokesperson for the Commission in relation to the news media, agencies of government and the public at large, except as the Chairperson shall otherwise specifically authorize
- G. To keep the Vice Chairperson informed of all information, orders, directives and other matters coming to the Chairperson's attention, because of the possibility of the Vice Chairperson having to act in the absence of the Chairperson as hereinafter provided.

ARTICLE VII. DUTIES OF VICE CHAIRPERSON

- A. Vice Chairperson

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1. The Vice Chairperson shall assist the Chairperson when necessary and required. If the office of Chairperson becomes vacant for any reason before the stated term of the Commission has expired, the Vice Chairperson shall succeed the Chairperson for the remainder of the term and the remaining commissioners shall vote to designate a new Vice Chairperson.
2. The Vice Chairperson shall be responsible for overseeing the attendance of Commissioners at Commission and committee meetings and shall deliver regular written reports on such attendance to the Executive Committee.
3. The Vice Chairperson shall work with the Executive Director or Operations Manager to review and monitor the Commission budget.

ARTICLE VIII. VOTING

The following procedures regarding voting apply to all Commission meetings including monthly full Commission meetings and committee meetings.

A. Right and Requirement to Vote

B. In accordance with OML, any Commission member present at a properly established official Commission meeting, or committee member present at a committee meeting, when an issue is called to a vote, is entitled and required to vote as long as a quorum exists, as long as said Commission member is not deemed ineligible to vote due to a conflict of interest. A vote or declaration may be given as one of the following:

1. "Yes"
2. "No"
3. "Abstain"
4. A Commission member who is ineligible to vote due to a conflict of interest should declare "Present but not eligible to vote".

C. Majority Vote

All actions of the Commission shall be decided by a majority vote of those members present and eligible to vote. An abstaining member shall be counted as voting for purposes of determining a quorum and majority calculation only, not substantive support. A member declaring "present but not eligible to vote", as required by a member with a conflict of

interest regarding a specific action, shall not be counted in the number of those voting for purposes of determining a quorum for the specific action only.

D. Method of Voting

Voting shall ordinarily be by a show of hands, oral counting of votes by the Chairperson, and announcement of the result by the Chairperson. However, a roll call vote shall be required by the following conditions:

1. upon the request of 5 or more members of the Commission at a full Commission meeting or 5 or more members of a committee at a committee meeting, which request can be made prior to the vote being called, or directly after the vote but before the next agenda item is announced, or
2. at the discretion of the Chairperson at a full Commission meeting or committee Chairperson at a committee meeting, or
3. on all items mandated by law or appropriate regulations.

E. Record of Votes

A record shall be kept by each member of final votes on each item not recorded by roll-call, on a sheet provided. However, at the time each vote is taken, the Chairperson shall count all votes and announce the outcome to the Commission. If the event of a difference between the voting sheets and the Chairperson's decision at the time of the vote, the Chairperson's decision shall stand.

F. Voting in Person

All voting in Commission meetings or committee meetings shall be in person only. No proxy shall be accepted.

ARTICLE IX. RECORDS AND REPORTS

A. Records of the Commission

The Commission shall maintain complete and accurate records of its meetings, hearings, proceedings, votes, reports, and other official actions, in accordance with applicable federal and state laws, including but not limited to the New York State Open Meetings Law and Freedom of Information Law.

Records shall include, but not be limited to:

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1. Agendas, minutes, and attendance records of all Commission and committee meetings;
2. Written submissions, testimony, and materials formally received by the Commission;
3. Reports, findings, recommendations, and supporting documentation produced by or on behalf of the Commission.

All records shall be preserved in a manner that ensures their integrity, accessibility, and long-term retention, subject to lawful confidentiality requirements.

B. Custody

The Executive Director shall be responsible for the custody and administration of Commission records, subject to the oversight of the Chairperson and the Commission

ARTICLE X. AMENDMENTS

- A. Process for Amendments** The Bylaws herein may be amended by the Commission by a majority vote of the members present and voting at any regular Commission meeting, provided that a copy of such proposed amendment shall have been mailed to all members of the Commission at least 30 days prior to the vote to amend.