

Revised 11/5/2020 ---- RiverCenter Bylaw Changes

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AMENDED AND RESTATED BY-LAWS
OF
SPECIAL IMPROVEMENT DISTRICT, BOROUGH OF RED BANK

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Adopted: As of,

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ARTICLE I

SECTION 1.01 - **OFFICES.** The principal office of the corporation shall be located at such location or locations within the Special Improvement District (hereinafter, the District) in Red Bank, New Jersey, as the Board of Directors may hereafter designate.

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ARTICLE II

SECTION 2.01 - **PURPOSES.** The corporation shall:

1. Serve the assessed members of the District to formulate, promote and implement the economic revitalization and general welfare of the District in the Borough of Red Bank;
2. Mobilize available public and private resources of the Borough for this purpose;
3. Provide a self-help mechanism by which relevant business interests – service firms, restaurants, retail establishment, property owners, employers, lenders, and others – can cooperate to expand business opportunities, sales, employment, consumer choices and shoppers’ facilities.

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SECTION 2.02 - **DISSOLUTION.** In the event of dissolution of the corporation, all of its assets, after satisfying any creditors, shall be spent for the stated purpose by the final Board of Directors within one year and, if any funds remain after said year, the remaining funds shall be transferred and assigned to the Borough of Red Bank, New Jersey.

SECTION 2.03 - **MEMBERSHIP.** All owners of commercial real estate and all owners/operators of a business located within the District are members of the District.

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ARTICLE III

SECTION 3.01 - **BOARD OF DIRECTORS.** The policies, activities and affairs of the corporation shall be determined and managed as set forth herein by the Board of Directors who shall exercise all the powers of the corporation, keep full and fair accounts of all of its transactions, and formulate and approve the yearly budget of the corporation.

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SECTION 3.02 - **TERM OF OFFICE.** The Board of Directors shall consist of not fewer than twenty-five (25) and not more than twenty-seven (27) members, as follows:

1. The membership of the Board of Directors shall include:

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- A. Either the Mayor or a member of the Borough Council, to be mutually agreed upon by the governing body and the Board of Directors;
- B. One (1) resident of the Borough who shall not be an owner or occupant of commercial property within the District, to be mutually agreed upon by the governing body and the Board of Directors;
- C. A representative of Riverview Medical Center, to be mutually agreed upon by the organization and the Board of Directors;
- D. A representative of the Count Basie Center for the Arts, to be mutually agreed upon by the organization and the Board of Directors.

All of the aforesaid members shall serve one (1) year terms.

2. In addition to the four (4) members set forth above, an additional twenty-one (21) to twenty-three (23) members shall be elected to the Board of Directors. The existing Board shall carry on the duties of the non-profit corporation and each director serving on the Board at the time these amended bylaws are adopted shall be eligible to serve for the remainder of his/her current term. Each year there shall be an election to the Board of Directors conducted by owners of the commercial properties within the District, which election shall be held on or before December 31 of each year. Each commercial property within the District shall have one vote to be exercised by the owner. The candidates receiving the highest number of votes from all returned ballots in each category shall be elected.

3. Each election shall be for a term of three (3) years and each term shall be staggered so that in any given year approximately one-third of the positions on the Board shall be available for election. Successive re-election is permissible; however, after serving three (3) successive full terms, a board member is not eligible for re-election until after one (1) calendar year has passed. Any term served by a director prior to the adoption of these amended bylaws shall not be counted toward the three (3) term limit. Any vacancy occurring before the end of a three year term with regard to the elected Board members may be filled by appointment by a majority of the Board members for the balance of the term.

4. The members of the Board of Directors to be elected pursuant to Section 3.02 (2) shall consist of the following:

- A. At least 50% shall be made up of owners (in whole or in part, whether as individuals or members of a limited liability company or shareholders of a corporation or other entity) of commercial real estate located within the District;
- B. The remainder shall be either:
 - i. Owners or employees engaged in the management of businesses located within the District and/or;
 - ii. The Business Administrator of the Borough of Red Bank and/or;
 - iii. Up to three (3) at large members.

5. Notice of election shall be by publication, mail or personal service.

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SECTION 3.03 - **REMOVAL OF DIRECTORS.** At any meeting of the Board of Directors, duly called and at which a quorum is present, the directors may, by a majority vote of the entire Board of Directors, remove with or without cause any elected director from office upon notice, and may elect a successor to serve for the balance of the term of such removed director. Furthermore, in the event that any member of the Board of Directors misses more than one-half (1/2) of the meetings of the Board during any one (1) calendar year, then, and in that event, the Board shall have the right, but not the obligation, to remove said director from the Board.

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SECTION 3.04 - **MEMBERSHIP MEETINGS.** The corporation shall hold membership meetings which are open to the public and the press. One of these membership meetings shall be considered the Annual Membership Meeting of the corporation, to be held each year, prior to the election of the new Board of Directors at a time and place established by the Executive Committee. The Secretary shall cause to be mailed by U.S. Mail or email to every member in good standing, a notice stating the time and place of each membership meeting at least ten (10) business days before the meeting.

SECTION 3.05 - **MEETINGS OF THE BOARD OF DIRECTORS.** Regular in-person meetings will be scheduled by the Chairperson, and the schedule shall be given to all Directors and no additional notice of place, day and hour of regularly scheduled meetings need be given to any member of the Board of Directors. Special meetings may be called by the Chairperson of the Board and/or by the Executive Committee. Notice of the place, day and hour of such special meetings shall be given to each Director at least three (3) days before the meeting by delivering the same at his/her residence or usual place of business, by contacting him/her via email, or in the alternative by mailing such notice at least six (6) days before the meeting, postage prepaid, and addressed to him/her at his/her last known address. Any notice of a special meeting shall state the business to be transacted. Meetings of the Board of Directors shall be conducted in accordance with the Open Public Meeting Law.

SECTION 3.06 - **QUORUM.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. Attendance by any member of the Board of Directors in person or via teleconference or video conferencing constitutes attendance at the meeting and shall be counted toward a quorum, except that no director shall be allowed to attend via teleconference or video conferencing for more than one-half (1/2) of the meetings in any calendar year. Except in cases in which it is by statute, the Articles of Incorporation, or by these By-laws otherwise provided, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to pass any measure. In the absence of a quorum, the directors present, by a majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. These rules shall also apply to the Executive Committee.

SECTION 3.07 - **COMPENSATION.** Directors shall not receive any compensation for their services as such, but by resolution of the Board of Directors, individual directors may be recompensed for any actual expenditures which may be incurred while engaged in the corporation's business outside the Borough of Red Bank, New Jersey.

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SECTION 3.08 - **INCUMBENCIES.** The Board of Directors and officers at the time of the adoption of these By-Laws shall continue to serve until the first annual election. Elections shall be held as set forth in Article III, Section 3.02.

ARTICLE IV

SECTION 4.01 - **COMMITTEES GENERALLY.** In addition to the Executive Committee referred to in Article IV Section 4.02, by resolution adopted by a majority of the Board, the Board of Directors may provide for other standing or special committees with such powers and duties as it deems desirable and may discontinue the same at its pleasure. The members of all such committees shall be appointed by the Executive Committee. At least one member of each standing committee or special committee shall be a member of the Board of Directors; the remaining members of such committee may, but need not, be members of the Board of Directors. Each committee shall keep full and fair accounts of its transactions and accurate minutes of its meetings. Vacancies on any committee shall be filled by the Executive Committee.

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SECTION 4.02 - **EXECUTIVE COMMITTEE.** An Executive Committee shall be selected by the current Executive Committee composed of at least nine (9) members, but no more than eleven (11) members including the Chairperson, Vice-Chairperson, Secretary, and Treasurer, (a) all of whom shall be members of the Board of Directors (b) at least 50% of whom shall be owners of commercial property within the District and (c) at least 90% of whom shall be members of the District.

The Executive Committee shall, subject to the specific rights given by these By-Laws to the Board of Directors, manage the affairs of the District, and shall approve the annual budget, the appointment of the principal staff persons employed by the corporation, and the terms of that employment.

The Executive Committee shall replace its members from time to time with a minimum of one member of the Executive Committee replaced annually. Notwithstanding anything hereinabove set forth, in the event that any member of the Executive Committee fails to attend (either in person or electronically) at least one half (1/2) of the meetings of the Executive Committee, during any one (1) calendar year, then, and in that event, the Executive Committee shall remove and replace said member.

When anyone who (a) is a member of the Executive Committee at the time that these amended Bylaws are approved and adopted, and (b) has served on the Executive Committee for more than ten (10) years is, at any time and for any reason (including, but not limited to, those who are removed due to their failure to attend at least one half of the meetings of the Executive Committee held in any one year), no longer a member of the Executive Committee, he or she shall automatically become an Honorary Member of the Executive Committee and, as such, said Honorary Member shall be invited to all meetings of the Executive Committee and of the Board of Director's, provided with all of the materials which are provided to the Executive Committee members and/or the Board of Directors and shall be permitted to fully participate in all such

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meetings, except that he or she will not be required to attend any such meetings and he or she shall not have the right to vote.

SECTION 4.03 – COMMITTEE REPORTS. All recommendations by a committee shall be reported in writing to the Executive Committee.

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SECTION 4.04 – PARTICIPATION IN COMMITTEES. In selecting members of committees, the Board of Directors shall encourage widespread participation among members of the business community and others concerned about the economic advancement of the District. From time to time, special committees may be named to advise the Board of Directors on issues which may require additional perspective and public meetings may be held to solicit advice from those concerned about the economic well-being of the District.

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SECTION 4.05 - NOMINATING COMMITTEE. The Executive Committee shall serve as the Nominating Committee and shall, each year, propose the names of persons to stand for election to the Board of Directors and to serve as officers of the corporation. In addition to the names of persons nominated by the Executive Committee to stand for election to the Board of Directors, any other person shall have the right to run for a position on the Board of Directors so long as he/she fits the requirements for the available Board seats.

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ARTICLE V

SECTION 5.01 – EXECUTIVE OFFICERS. At the first full Board Meeting after the annual election, the Board shall elect a Chairperson of the Board, and a Vice-Chairperson of the Board from among the directors to serve for one-year terms. By a majority vote of the full membership of the Board of Directors, the Board may appoint a secretary and treasurer and such other subordinate officers as it may desire, also to serve for a one-year term.

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SECTION 5.02 – CHAIRPERSON AND VICE-CHAIRPERSON OF THE BOARD. The Chairperson of the Board shall preside at all meetings of the Board of Directors at which he/she shall be present. He/she shall have and may exercise such powers as are from time to time assigned to him/her by the Board of Directors. No person shall serve for more than two consecutive years as Chairperson or Vice-Chairperson.

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The Vice-Chairperson of the Board, at the request of the Chairperson or in his/her absence, or during his/her inability to act, shall perform the duties and exercise the functions of the Chairperson of the Board, and when so acting shall have the powers of the Chairperson of the Board.

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The Chairperson shall solicit and collect input from the Board of Directors and/or the Executive Committee, in order to carry forward, when appropriate, the consensus opinions and policies of RiverCenter, to be communicated to the Red Bank Borough government, the press, and to the public. In addition, when authorized by the Board of Directors, he/she may sign and execute in the name of the corporation all authorized instruments, except in cases in which the signing and execution thereof shall have been expressly delegated by resolution of the Board of Directors to some other officer or agent of the Board of Directors.

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SECTION 5.03 – **CHIEF EXECUTIVE OFFICER.** A Chief Executive Officer shall be employed by the Executive Committee. He/she shall perform all duties incident to the office of the chief executive of a corporation and such other duties as, from time to time, may be assigned to him/her by the Executive Committee. He/she shall serve at the will of the Executive Committee and may be removed with or without cause by the Executive Committee.

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SECTION 5.04 – **SECRETARY.** The secretary shall keep the minutes of the meetings of the Board of Directors in books provided for the purpose; he/she shall see that all notices are duly given in accordance with the provisions of the By-Laws or as requested by law; he/she shall be custodian of the records of the corporation; he/she shall see that the corporate seal is affixed to all documents which require said seal and which he/she has been authorized to execute on behalf of the corporation and when so affixing may attest to the same; and, in general, he/she shall perform all duties as from time to time, may be assigned by him/her by the Board of Directors or the Chairperson.

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SECTION 5.05 – **TREASURER.** The treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the corporation, and shall deposit or cause to be deposited in the name of the corporation all monies and other valuable effects in such bank, or other depositories as shall, from time to time, be selected by the Board of Directors. Whenever requested, he/she shall provide an account of the financial condition of the corporation, and, in general, shall perform all duties incident to the office of a treasurer of a corporation and such other duties as may be assigned to him/her by the Board of Directors or the Chairperson.

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SECTION 5.06 – **SUBORDINATE OFFICERS.** The Executive Committee may from time to time appoint such subordinate officers as it may deem desirable. Each officer shall perform such duties as the Executive Committee may prescribe.

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ARTICLE VI

SECTION 6.01 – **POWER OF CORPORATION.** Those powers given under Statute, N.J.S.A 40:56-65, et seq. and ordinance adopted by the Borough of Red Bank on March 26, 1991 and which may be amended from time to time.

ARTICLE VII

SECTION 7.01 – **CHECKS, DRAFTS, ETC.** All checks, drafts and orders for payment of money, notes and other evidence of indebtedness, issued in the name of the corporation, shall be signed by such of the officers and/or directors as may from time to time be in accordance with the Finance Policy as adopted by resolution of the Board of Directors.

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SECTION 7.02 – **ANNUAL REPORTS.** There shall be prepared annually a full and correct statement of the affairs of the corporation, including a balance sheet and statement of operations for the preceding fiscal year audited and certified by an independent Certified Public Accountant, which shall be submitted at a regular meeting of the directors and filed immediately thereafter at the principal office of the corporation and with the Mayor and Council. A certified duplicate of the audit shall be filed with the Director of the Division of Local Government

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Services in the Department of Community Affairs within five (5) days of the filing of the audit with the Mayor and Council. Such statement shall be prepared by the Chairperson or such other executive officer of the corporation as may be designated by the Board of Directors.

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SECTION 7.03 – Within thirty (30) days after the close of each fiscal year, there shall be filed with the Mayor and Clerk of the Borough an annual written report for the preceding fiscal year.

SECTION 7.04 – **FISCAL YEAR.** The fiscal year of the corporation shall be the calendar year, unless otherwise provided by the Board of Directors, by resolution.

SECTION 7.05 – INDEMNIFICATION. Each member of the Board of Directors and staff of the District shall be indemnified by the District to the full extent permitted by N.J.S.A. 15A:3-4, as amended from time to time, in connection with any action, suit or proceeding to which he or she may be a party by reason of his or her being or having been a member of the Board of Directors. Such indemnification shall include, without limitation, indemnification against the actual amount of net loss including counsel fees, reasonably incurred by or imposed upon him or her in connection with such action, except as to matters for which he or she shall be ultimately found in such action to be liable for gross negligence or willful misconduct. In the event of any settlement of such case, indemnification shall be provided only in connection with such matters covered by the settlement as to which the District is advised by counsel that the person to be indemnified had not been guilty of gross negligence or willful misconduct.

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SECTION 7.06 – INSURANCE. Any corporate agent may be insured by insurance purchased and maintained by the Board of Directors against any expenses incurred in any such proceeding and any liabilities asserted against the corporate agent in the capacity as corporate agent, whether or not the District would have the power to indemnify such under N.J.S.A. 15A:3-4, as amended.

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ARTICLE VIII

SECTION 8.01 – **SEAL.** The Board of Directors shall provide a suitable seal, bearing the name of the corporation, which shall be in the custody and charge of the secretary.

SECTION 8.02 – **BONDS.** The Board of Directors may require any officer, agent or employee of the corporation to give a bond to the corporation conditioned upon the faithful discharge of his/her duties with one or more sureties and in such as may be satisfactory to the Board of Directors.

SECTION 8.03 – **AMENDMENTS.** A motion to amend, alter, repeal, or enact a new by-law may be introduced, considered and discussed, not voted on, at any meeting of the Board of Directors, provided that at least ten (10) days prior to such meeting a full written statement of the exact language of the motion and the time, place and date of the meeting when the motion will be introduced has been forwarded to every member of the Board of Directors by certified mail. Provided the said motion is duly seconded, the Chairperson of the Board of Directors shall fix and announce a subsequent meeting date within a reasonable number of days when the motion shall be

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brought to a vote. An affirmative vote of two-thirds (2/3) of the entire Board of Directors shall be required to carry said motion, at which time the Board will forward the amendment to the Mayor and Council of the Borough of Red Bank for its consent to the proposed amendment before it is deemed to be enacted. The procedures and notice of requirements of the Section shall apply irrespective of any contrary provisions which may be contained in these By-Laws.

ARTICLE IX

SECTION 9.02 – EMERGENCY OPERATIONS. The Board of Directors may be permitted to conduct activities in support of the business community, outside of regular operations in accordance with a Federal, State or Local Executive Order or similarly declared state of emergency, natural disaster, public health emergency, or for the good of the organization under an extraordinary situation. Furthermore, any action taken in good faith by a director, officer, employee, or agent during that time may not be used to impose liability on that individual or the board.

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Approved at a meeting of Board of Directors on December 2, 2002.

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