

2020 Red Bank RiverCenter By-Law Revisions Summary (11/18/2020)

A revision of the RiverCenter Bylaws began in 2019 as a recommendation from the RiverCenter Strategic Plan (adopted 2018). A By-Laws Committee of seven current RiverCenter Board members met in 2019 and 2020 to recommend By-Laws updates. The committee was charged with reviewing and updating the 2002 document for improvements to the organization and functional structure of RiverCenter including the composition of the Board of Directors to engage more businesses in operation of the Special Improvement District.

Summary of changes *(Review complete draft document for full copy):*

No changes: Articles I, VI, VIII

Minor changes: A number of spelling, punctuation, format, and language corrections have been suggested. For details, please review the entire document.

New items:

- 7.05 – INDEMNIFICATION. Each member of the Board of Directors and staff of the District shall be indemnified by the District in compliance with State law.
- 7.06 – INSURANCE. Formally requires the Board to carry Directors & officers insurance.
- 9.01 – EMERGENCY OPERATIONS. The Board may be permitted to conduct activities in support of the business community in accordance with an Executive Order or declared state of emergency.

Detailed changes:

Financial & Legal:

- 2.02 – DISSOLUTION OF RIVERCENTER. If RBRC were to be dissolved, remaining funds would be used to the benefit of the business district within one year of dissolution. Previous version did not designate use of funds.
- 7.01 – CHECKS, DRAFTS, ETC. Assures conformance with Board-adopted Finance Policy.

Organizational / Board Structure:

- 2.03 - MEMBERSHIP. Changes from 30 members to specifying qualifications: Membership is open to owners of commercial real estate and to all owners/operators of a business within the District.
- 3.02 - TERM OF OFFICE. Reduces Board of Directors from 30 members to 26 members. Eliminates (1) Eastern Monmouth Chamber rep, (1) Borough Council liaison, (1) resident rep, and (1) commercial property owner/business owner rep. Changes arts community representation from Monmouth Arts to Count Basie Center for the Arts.
4 Members to be mutually agreed upon individuals by the Board of Directors and the appointing authority. (one year term):
 - (1) Mayor or one member of the Borough Council (Borough council).
 - (1) Borough resident - not a business owner or occupant of commercial property(Borough council).
 - (1) Representative from Riverview Medical Center representative.
 - (1) Representative from Count Basie Center for the Arts22 members to be elected as follows:
 - At least 50%, or 11 members, shall be whole or part owners of commercial real estate in the District;
 - The remainder shall be either:

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- Owners or employees engaged in the management of businesses located within the District and/or;
- The Business Administrator of the Borough of Red Bank and/or;
- Up to three (3) members.

Allows for election to be held on or before December 31 (previously by Dec 15). 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. Removes language about how initial Board members were elected. Removes requirement to be current on taxes paid to Borough.

Term limits were added: Board members may be elected and serve three (3) successive, three (3) year terms after which, an individual is not eligible for re-election for one (1) calendar year. Current, 2020 Board members are exempt from the term limit for the remainder of his/her current term.

- 3.03 REMOVAL OF DIRECTORS. The Board may, if it chooses, remove a director from the Board who misses more than 1/2 of the meetings during any calendar year.

Functional

- 3.04 - MEMBERSHIP MEETINGS. One membership meeting shall be the Annual Membership Meeting, to be held each year prior to the election of the new Board of Directors. The Secretary shall mail by U.S. Mail or email to every member in good standing. Removed the requirement of a notice stating the time and place of membership meetings ten (10) days prior.

- 3.05 - MEETINGS OF THE BOARD OF DIRECTORS. Preference to meet in-person with allowance for virtual meeting with three (3) days' notice.

- 3.06 - QUORUM. Change from sixteen (16) members to 50% majority. Allows for virtual participation (not more than 50% of the time). Rule applies to Board & Exec Committee.

- 4.01 - COMMITTEES GENERALLY. The members and vacancies of all committees shall be appointed by the Executive Committee. Previously the Chairman appointed committee members.

- 4.02 - EXECUTIVE COMMITTEE. The Exec Committee will be ten (10) members (previously 5 to 13) and will be elected by the current Exec Committee.

Revision specifies committee make-up of Exec Committee: (a) four officers (Chair, Vice-Chair, Secretary, Treasurer), (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 Exec Committee shall serve as the Nominating Committee.

- 5.02 – CHAIRPERSON AND VICE-CHAIRPERSON OF THE BOARD. Inserts a two year term limit for Chair and Vice-Chair. Also adds that the Chair shall carry forward the message and opinions of the organization.

- 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. Previously, the authority was with the Board of Directors.