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## MDA Board of Trustees and Bylaw Amendment Ballot and Notice of Annual Meeting

The Metuchen Downtown Alliance is seeking votes for: amending the MDA Bylaws to remove the Metuchen Arts Council seat. Ballots must be received via email at [info@downtownmetuchen.org](mailto:info@downtownmetuchen.org) or at the MDA Office at 10 Station Place in Metuchen no later than 5pm on Wednesday, January 27, 2025.

The listed names were selected by the MDA Nominating Committee and approved the MDA Board of Trustees. You may write in others (please designate as Property Owner, Business Owner or Resident)

The MDA Bylaws vote will be taken at the annual **MDA meeting at Suite Metuchen, 406 Main Street, Metuchen on January 30, 2025 at 7:00PM** with any votes cast in writing counted toward the in-person vote.

My Name: \_\_\_\_\_

Name of my Member Business: \_\_\_\_\_

Address of my Member Business: \_\_\_\_\_

My Email: \_\_\_\_\_

Select one: \_\_\_\_\_ Property Owner    \_\_\_\_\_ Business Owner

**Please vote by completely filling the checkbox beside each name.**

- Laura Feibert, Resident Seat
- Jennifer Zhu, Resident Seat
- Ian Fawcett, Business Owner Seat
- Luisania Moronta, Business Owner Seat
- Sean Yan, District Owner
- Frank Assuncaio, District Owner
- Write in: \_\_\_\_\_

Do you support amending the MDA Bylaws as proposed:

Yes

No

Amendment to Bylaws Summary Below

Thank you for your vote!

PROPOSED MDA BYLAW AMENDMENTS

**BY-LAWS OF THE  
METUCHEN DOWNTOWN ALLIANCE, A NJ NON-PROFIT CORPORATION**

ARTICLE I – NAME AND DEFINITIONS

SECTION 1 – The name of the Corporation is the Metuchen Downtown Alliance, a NJ Non-Profit Corporation, hereinafter referred to as the Corporation” or “MDA”.

SECTION 2 – For purposes of these Bylaws, the following terms shall have the following meanings:

1. “Annual General Membership Meeting” shall have the meaning set forth in Article VI, Section 1(a);
- ~~2. “Associate Member” shall have the meaning set forth in Article V, Section 1;~~
- ~~3~~2. “Authorized Representative” shall have the meaning set forth in Article V, Section 2;
- ~~4~~3. “Business Entity” shall mean a corporation, partnership, limited liability company or other business entity;
- ~~5~~4. “Corporation” shall mean the Metuchen Downtown Alliance, a NJ Non-Profit Corporation;
- ~~6~~5. “District” shall have the meaning set forth in Article III;
- ~~7~~6. “District Businesses” shall be defined as a person, corporation or other business entity operating a business within the District. A “District Business” may or may not own real estate within the District in order to be considered a “District Business.” Any businesses that do not physically operate in the District, such as those merely with a post office box, shall not be included within the definition of District Businesses;
- ~~8~~7. “District Owners” shall be defined as owners of real estate within the District. “District Owners” may or may not operate a business within the District in order to be considered a “District Owner”;
- ~~9~~8. “District Real Estate” means the blocks and lots which comprise the District;
- ~~10~~9. “Elective Member” shall be defined as an owner of real estate in Metuchen but not in the District, as well as the businesses who occupy that real estate, where the real estate owner has requested to become a Full Member and to have their real estate included in the District, and whose request has been approved by the Board of Trustees. An Elective Member shall cease to be an Elective Member as per Article III;
- ~~11~~10. “Elective Real Estate” shall be defined as the Metuchen, non-District real estate that the Elective Member owns or operates in that was approved by the Board of Trustees;
- ~~12~~11. “Elective Real Estate Owner” shall mean the owner of Elective Real Estate;
- ~~13~~12. “Full Member” shall be defined as each District Owner, District Business and Elective Member;
- ~~14~~13. “General Membership Meeting” shall have the meaning set forth in Article VI, Section 3;
- ~~15~~14. “MDA” shall have the meaning set forth in Article I, Section 1;
- ~~16~~15. “Member” shall have the meaning set forth in Article V, Section 2;
- ~~17~~16. “Metuchen” shall mean Borough of Metuchen, Middlesex County, New Jersey;
- ~~18~~17. “Officers” shall have the meaning set forth in Article VII, Section 4.
- ~~19~~18. “~~Quarterly~~ **Additional** General Membership Meeting” shall have the meaning set forth in Article VI, Section 1(b);
- ~~20~~19. “Other Committee/Teams” shall have the meaning set forth in Article VII, Section 4(a);
- ~~21~~20. “Special General Membership Meeting” shall have the meaning set forth in Article VI, Section 2;
- ~~22~~21. “Term Trustees” shall have the meaning set forth in Article VII, Section 2(b);

## ARTICLE V – MEMBERSHIP OF THE CORPORATION

SECTION 1 – Membership. Each Full Member shall be a full member of the MDA. Each Elective Real Estate Owner shall be responsible to pay directly to the corporation an amount equal to the Special Improvement District fee that would have been due on the Elective Real Estate if the Elective Real Estate were in the District based upon the annual budget, current rate and real estate tax, which fee shall be due and payable on the same dates (i.e. February 1, May 1, August 1 and November 1). An Elective Member shall cease to be an Elective Member if: (i) the Elective Member provides written notice to the Board of Trustees; (ii) the Elective Real Estate Owner fails to timely pay assessments to the Corporation; (iii) a business Elective Member ceases to operate a business at Elective Real Estate; (iv) the Elective Member is determined to be disruptive by a majority vote of the Board of Trustees; and/or (v) Elective Member becomes a District Owner or District Business due the expansion of the District to include their Elective Real Estate. Upon presentation to the Secretary of a deed stamp “filed” by the Middlesex County registrar transferring District Real Estate, the former owner shall cease to be a District Owner, shall cease to be a Full Member and shall cease to be a Term Trustee, and the new real estate owner shall become a District Owner and a Full Member. Upon a business opening for business at District Real Estate or Elective Real Estate and notifying the Secretary thereof, the business shall become a District Business or an Elective Member (as applicable) and Full Member. Upon a District Business ceasing to operate a business in the District (other than short term discontinuance due to a casualty or remodeling), the business shall cease to be a District Business, shall cease to be a Full Member, and shall cease to be Term Trustee. Upon a resident Term Trustee ceasing to be a Metuchen resident, that person shall cease to be a Term Trustee. ~~A Non-Voting Associate Membership shall be available for any person or entity regardless of whether or not residing in and/or operating in Metuchen (“Associate Member”) for a fee to be set by the Board of Trustees annually, although such non-voting membership may be revoked if the person or entity is determined to be disruptive by a majority vote of the Board of Trustees.~~

SECTION 2 – Roll of Members. The Secretary of the Corporation shall maintain a list of all Full Members ~~and Associates Members~~ (collectively, the “Members”) of the corporation. In the event that a Business Entity is listed as a Full Member, said Business Entity shall designate in writing to the Secretary an authorized representative (“Authorized Representative”). Said Authorized Representative shall have full authority to exercise all Full Member rights and powers on behalf of the Business Entity, including, but not limited to, voting power as well as the ability to seek and/or hold office as a Trustee and/or Officer of the Corporation. Each Business Entity may only designate one (1) Authorized Representative at a time, but may in writing change the Authorized Representative from time to time upon notice to the Secretary. Said Authorized Representative need not be an officer, principal, partner or shareholder of the Business Entity.

## ARTICLE VI – MEETING OF FULL MEMBERS

SECTION 1 (a) – Annual Meeting. An annual meeting of ~~the all~~ the Full Members shall be held in ~~January~~ ~~the first quarter~~ of each year, beginning in 2017, at a time to be determined by the Board of Trustees, for the purpose of election of ~~and reorganization of~~ the Board of Trustees and any other business that may come before the Board (the “Annual General Membership Meeting”), including but not limited to Amendments to the Bylaws.

SECTION 1 (b) – Trustees Meetings. The Board of Trustees shall hold ~~quarterly~~ ~~at least one additional~~ meetings open to all of the Full Members at a date, time, and place to be set by the Board of Trustees (“~~Quarterly-Additional~~ General Membership Meetings”).

SECTION 2 – Special Meetings. Special meetings of all of the Full Members may be held on such date or dates as may be fixed by the Board of Trustees of the Corporation from time to time (“Special General Membership Meetings”).

SECTION 3 – Place of Meeting. The Board of Trustees may designate any place within Metuchen as the location of any Annual General Membership Meeting, ~~Quarterly-Additional~~ General Membership Meeting or Special General Membership Meeting (collectively, “General Membership Meetings”).

## ARTICLE VII – BOARD OF TRUSTEES

SECTION 1 – General Powers. The business and affairs of the Corporation shall be managed by a Board of Trustees which may exercise all powers of the Corporation and perform all lawful acts for a corporation pursuant to the laws of the state of New Jersey governing “not for profit” corporations.

SECTION 2 – Number, Selection and Tenure of Trustees:

(a) The Trustees constituting the original Board of Trustees, their terms of office and their category is set forth on Exhibit B, who shall hold office until the end of their stated terms. Subsequent to expiration of each of the terms set forth on Exhibit B, the Corporation shall be governed by a Board of Trustees consisting of thirteen (13) voting members and one (1) *ex officio* non-voting members, with a second *ex officio* non-voting member added as of January 1, 2023. The thirteen voting members shall consist of: (1) four District Owners; (2) five District Businesses; (3) one member of the Borough Council of Metuchen appointed by the Mayor with the advice and consent of the Borough Council, (4) ~~two and three~~ Metuchen residents who do not own commercial real estate and/or operate a business in the District and who are not on the Borough Council nor employed by the Borough; ~~and (5) one representative of the Metuchen Arts Council and who is also a Borough resident~~. Except as set forth on Exhibit B, the Councilperson; ~~and~~ Metuchen Parking Authority board member ~~and Metuchen Arts Council representative~~ shall serve at the pleasure of the appointing authority or entity, and shall be selected as each appointing entity deems fit. The *ex officio* non-voting members of the Board shall be the Metuchen Borough Administrator or his/her designee, and, as of January 1, 2023, a Parking Authority member. In the event that any category(ies) of voting Board member cannot be filled for any reason whatsoever, said unfilled category of Board member shall be filled by a Board member at-large, although best efforts shall be made where possible to fill any at-large Board positions with District Owners and/or District Businesses. At-large members shall have same rights and responsibilities as other trustees.

(b) Pursuant to Exhibit B, two (2) District Owners and two (2) District Businesses shall serve as Trustees until December 31, 2018. Except as set forth on Exhibit B, as to the four (4) District Owners, five (5) District Businesses and the ~~two (2)~~ **three (3)** resident members of the Board of Trustees (collectively, the "Term Trustees"), each term of office shall be four (4) years, and no Term Trustee shall serve on the Board of Trustees for more than two (2) consecutive terms. Two (2) District Owner trustees, two (2) District Business trustees and a resident shall be elected for the first time at the first Annual General Membership meeting of 2017. The other two (2) District Owner trustees and two (2) District Business trustee(s) shall be elected for the first time at the first Annual General Membership meeting of 2019. The Parking Authority representative shall join the Board of Trustees for the first time as of the first Board meeting of 2017. The additional District Business and additional Metuchen Resident shall be for the first time at the first Annual General Membership meeting of 2023. **The subsequent additional Metuchen Resident shall be for the first time at the first Annual General Membership meeting of 2025.**

## ARTICLE IX – OFFICERS

SECTION 1 – Officers. The Officers of the Corporation shall be a Chairperson, Vice-Chairperson, Treasurer and Secretary, and such other Officers the Board of Trustees may determine necessary for the operation of the Corporation. All Officers of the Corporation must be members of the Board of Trustees and shall be elected by the Board of Trustees.

SECTION 2 – Election and Term of Office. The Officers of the Corporation shall be elected to a two (2) year term by the Board of Trustees at the ~~annual meeting of the General Membership Election Meeting~~. Each Officer shall hold office until ~~his~~ **their** successor shall have been duly elected and qualified. The Officers shall be chosen from among the Trustees, and any Trustee who resigns or is removed shall also cease to be an Officer. In no event shall any person or Member serve on the Executive Committee/Team for more than three (3) consecutive terms. Thus, solely by way of example, a person who serves two (2) terms as Secretary and one (1) term as Chairperson shall not be permitted to be an Officer of the Corporation for the immediately following two (2) years.

SECTION 3 – Vacancies. Any vacancy occurring in the office of Chairperson, Vice-Chairperson, Treasurer or Secretary may be filled by a majority vote of the members of the Board of Trustees. An Officer elected to fill a vacancy shall serve the unexpired term of ~~his~~ **their** predecessor in office.

SECTION 4 – Removal, Resignation. Any Officer of the Corporation may be removed by a majority vote of the Board of Trustees using the same procedures specified for Trustees in Section 5 of Article VII. Unless specifically sought or provided for, the removal as an Officer shall not remove the Officer from the Board of Trustees. In addition, any Officer may resign by giving notice in accordance with the provisions of Section 5 (b) of Article VII, applicable to Trustees.

SECTION 5 – Chairperson. The Chairperson shall preside at all General Membership Meetings and Board of Trustees meetings, and shall be the ultimate authority in directing the Executive Director in the manner to carry out the Board's directives. The Chairperson shall sign all certificates, stock, bonds, deeds, leases, conveyances, commercial paper, contracts, and all other obligations and written instruments, unless otherwise directed by the Board of Trustees. The Chairperson shall submit a complete and detailed report of the operations of the Corporation and its financial condition for the fiscal year to the Board of Trustees at its first regular meeting each year and to the Full Members at the Annual General Membership Meeting. The Chairperson shall, from time to time, report to the Board of Trustees regarding all other matters which may affect the interests of the Corporation. The Chairperson

shall perform such additional duties as may be assigned to ~~him~~ them from time to time by the Board of Trustees.

SECTION 6 – Vice-Chairperson. The Vice-Chairperson shall discharge the duties of the Chairperson in the event of ~~his/her~~ their absence or disability for any cause whatsoever. The Vice-Chairperson shall perform such additional duties as may be assigned to ~~him~~ them from time to time by the Board of Trustees.

SECTION 7 – Secretary. The Secretary shall attest all bonds, deed, leases or conveyances executed by the Corporation and shall keep a correct and complete records of all the proceedings of the Corporation, including such as relates to the election of its Trustees and Officers. The Secretary shall be in charge of and shall maintain the minutes of all General Member Meetings, Board of Trustees meetings, Executive Committee/Team meetings and Other Committee/Team meetings including of votes taken and resolutions passed. In conjunction with the Executive Director, ~~he/she~~ they shall also keep a book containing the names of all Members since the organization of the Corporation, showing their places of business or residence, and shall safely and systemically keep all books, records and papers belonging to the Corporation or in any way pertaining to the business therefore. ~~He/she~~ They shall attend to the giving and serving of all notices of meetings of the Board of Trustees and Membership Meetings including website postings. ~~He/she~~ They shall in general perform all the duties which are incident to the office of Secretary of a Corporation, subject to the Board of Trustees and with the assistance of the Executive Director. ~~He/she~~ They shall perform such additional duties as may be assigned to ~~him~~ them from time to time by the Board of Trustees.

SECTION 8 – Treasurer. The Treasurer shall keep account of all monies, credits, and property of the Corporation which shall come into ~~his~~ their hands and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. ~~He/she~~ They shall have custody of all the funds and securities and other valuable effects of the Corporation. Whenever necessary, ~~he/she~~ they shall endorse on behalf of the Corporation all check, notes or other obligations and evidence the payment of money payable to the Corporation or coming into ~~his/her~~ their possession and shall deposit the funds arising therefrom, and all other monies and valuable effects of the Corporation in the name and to the credit of the Corporation in such depositories as may be selected by the Board of Trustees or properly care for them in such a manner as the Board of Trustees may direct. ~~He/she~~ They (or, in ~~his/her~~ their absence another Officer) shall co-sign with one other Officer, checks and other instruments drawn on or payable out of the funds of the Corporation, whenever required by the Board of Trustees, taking proper vouchers for such disbursements. ~~He/she~~ They shall at all times exhibit a true and complete statement of the Corporation's case account and of the securities and other funds in ~~his/her~~ their custody and control and shall at all reasonable times within business hours exhibit his books and accounts to any Trustee. ~~He/she~~ They shall in general perform all the duties which are incident to the office of Treasurer of a Corporation, subject to the Board of Trustees. If the Board of Trustees shall so require, ~~he/she~~ they shall give bond in such sum and with such surety as the Board of Trustees may direct for the faithful performance of ~~his/her~~ their duties and for the safe custody of the funds and property coming into ~~his~~ their possession. Funding for such bonding may be provided by the Corporation. ~~He/she~~ They shall perform such additional duties as may be assigned to ~~him~~ them from time to time by the Board of Trustees.

## ARTICLE XI – BOOKS, RECORDS AND ACCOUNTS

The Corporation shall keep at its principal office correct and complete books and record of account which shall at all times show the financial condition of the Corporation and shall also keep minutes of the official proceedings of its General Membership Meetings and Board of Trustees meetings. All books and records of the Corporation may be inspected by any Full Member, or ~~his~~ their agent or attorney, and/or the Borough of Metuchen, or its agents or attorney, for any proper purpose at any reasonable time. The Corporation shall cause an annual audit and an annual report to be made and filed with the Borough Council of the Borough of Metuchen in accordance with N.J.S.A. 40:56-83.

## ARTICLE XII – FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year of January to December.

## ARTICLE XXII – INDEMNIFICATION

The Corporation shall indemnify any person who was or is an agent of the Corporation against the agent's expenses and/or liabilities in connection with any proceeding involving the corporate agent by reason of being or having been the corporate agent only in accordance with the requirements of and subject to the limitations provided by the provisions of indemnification in Title 15A of the New Jersey Statutes Annotated and other applicable law.

### **Revision History**

- As amended January 16, 2023 at Annual Member Meeting.
- As amended January 30, 2025 at Annual Member Meeting.