

## ORDINANCE 18-2009

### ORDINANCE OF THE BOROUGH OF MADISON AMENDING CHAPTER 15 OF THE MADISON BOROUGH CODE ENTITLED "DOWNTOWN DEVELOPMENT COMMISSION"

WHEREAS, the Madison Downtown Development Commission has recommended revision of Chapter 15 of the Borough Code Entitled: "Downtown Development Commission"; and

WHEREAS the Borough Council has determined to revise Chapter 15 of the Borough Code.

NOW, THEREFORE, BE IT ORDAINED by the Council of the Borough of Madison, in the County of Morris and State of New Jersey, as follows:

SECTION 1: Chapter 15 of the Borough Code entitled "Downtown Development Commission" is hereby amended as follows:

#### **Chapter 15. DOWNTOWN DEVELOPMENT COMMISSION.**

##### **§15-1: Purpose of the Commission**

The purpose of the Commission shall be:

- A. To study the future of the downtown district in regard to its economic growth and development.
- B. To develop plans for the redevelopment of the Downtown District (Section 15-1.1 below).
- C. To advise the downtown community on improvements requiring private sector action.
- D. To advise the Mayor and Council on improvements requiring local government action.
- E. To coordinate redevelopment activities in the Downtown District and foster closer working relationships among all interested segments of the Madison community.
- F. To analyze and plan for the impact on the downtown district of potential redevelopment in the Borough.

##### **§15-1.1 Definitions**

For purposes of this chapter, the following terms shall have the meanings indicated:

DOWNTOWN DISTRICT -- Includes both the traditional downtown area which principally corresponds to the CBD Zoning Districts and also the additional commercial areas of the Borough of Madison which correspond to the CC and Gateway Zoning Districts, as shown on the Zoning Map of the Borough of Madison.

## **§15-2: Membership of the Commission**

A. Numbers of Members. Membership shall consist of eighteen (18) regular members, one (1) advisory/alternate member, and one (1) ex-officio member.

B. Classification of Members. The regular members, known collectively as commissioners, advisory/alternate members and the ex-officio member shall consist of the following:

(1) Public Officials; (2) regular members: Mayor and a Council Liaison, as appointed and approved by the Borough Council.

(2) Madison Resident; one (1) regular member: This member shall be a resident of the Borough of Madison.

(3) Senior Citizen; one (1) regular member who shall be an active member of the Senior Citizen Advisory Committee.

(4) Merchant, Commercial Property Landlord and/or Business Owner; four (4) regular members: These members shall be an owner or tenant merchant operating businesses and/or an owner (landlord) of commercial property within the Downtown District.

(5) Organizational Representatives; six (6) regular members: These members shall represent the views of major organizations important to the Madison Community.

i. Chamber of Commerce one (1) representative who shall be recommended by the Board of Directors of the Madison Chamber of Commerce.

ii. Higher Education one (1) representative who shall represent the views of the three colleges and universities in the greater Madison area.

iii. Non-Profit one (1) representative who shall be an active member of a least one recognized non-profit organization operating in Madison.

iv. Giralda Farms one (1) representative who shall be an employee of one of the corporations or other tenants of Giralda Farms.

v. Board of Education one (1) representative who shall be a sitting member of the Madison Board of Education and a Madison resident.

vi. Planning Board one (1) representative who shall be a sitting member of the Madison Planning Board and a Madison resident.

(6) At-Large Commissioners; four (4) regular members: These members shall be any individual, resident or non-resident, with an identifiable interest in the activities and mission of the Downtown Development Commission.

(7) Media; one (1) advisor who shall be an employee of a local media outlet. This person will also act as the alternate and vote in the absence of a voting commissioner.

(8) Ex-Officio Member; one (1) member: who shall be the Main Street Executive Director.

C. The Mayor, Council Liaison and all regular members of the Commission, except the ex-officio member shall exercise voting power (18 members) The advisory member may participate in discussions but may not vote except in the absence of or disqualification of a regular member

D. Appointment. Appointments of all regular and advisory members shall be made by the Mayor with the advice and consent of the Borough Council. In the event that the Mayor fails to make a nomination at least 15 days prior to the date of the second regular public meeting of the Council after a position becomes vacant or the Borough Council fails to confirm a nomination, then the appointment shall be made by the Borough Council by the vote of a majority of the members present at the meeting, provided that at least three affirmative votes shall be required, with the Mayor to have no vote thereon except in case of a tie.

E. Terms. Regular and the advisory member shall serve for terms of three (3) years with no member serving more than three (3) consecutive terms. The term of any public official, including Planning Board and Board of Education commissioners, shall not extend beyond the current term of public office.

F. Vacancy. In the event of a vacancy, the Commission will recommend a successor who may be appointed by the Mayor with the advice and consent of the Council to fill the unexpired term. Vacancies shall be filled with persons within the same class as the vacancy.

### **§15-3: Voting Powers**

A. Voting Members. The voting members of the Commission shall be the Mayor, the Council representative and all regular members.

B. Non-Voting Members. The ex-officio member and the advisory member shall participate in discussions. The ex-officio member shall not vote. The Advisory member may serve as alternates and vote only in the absence or disqualification of a regular member.

### **§15-4: Officers**

A. Number of Officers. The officers of the Commission shall be a Chair, Vice-Chair, Treasurer, Secretary and one (1) Member-At-Large.

B. Election. The Chair, Vice-Chair, Secretary, Treasurer and Member-At-Large shall be elected annually in the month of January by the Commission and shall hold their respective offices for one (1) year or until their successors are elected. No individual may occupy more than one office.

C. Nominations. At the December meeting of each year, the Ex-Officio member, who will be the election officer, will then accept nominations for the position of Chair, Vice-Chair, Secretary, Treasurer and Member-At-Large.

All nominations, whether oral or written, must be made, seconded and then accepted by the individual nominated. At the beginning of the January meeting, the Election Officer will accept any nominations from the floor and call the roll to determine those eligible to receive ballots and cast votes. The Election Officer will prepare the ballots indicating the officers' title and a space in which the eligible voters can write in their choice for each officer's position. The Election Officer will distribute the ballots to those eligible to vote. Upon completion of the actual vote, the Election Officer will collect the ballots and will then tabulate the results. The results will be verified by the Council liaison and by any member of the Commission who is not running for election and who has been appointed by the Election Officer. The results for each office will also be posted so all present may view the final count.

D. Vacancies. All vacancies occurring prior to the expiration of the term of any of the offices shall be filled at the next meeting by the Commission who shall elect an officer to fill the unexpired term.

E. Removal: Any officer elected by the Commission may be removed by the Commission whenever, in its judgment, the best interests of the Commission will be served thereby. Such removal shall occur upon a two-thirds majority vote of the eligible commissioners.

### **§15-5: Meetings**

A. Schedule. The Commission shall meet at least ten (10) times a year. The time and place of the monthly meetings shall be fixed annually by resolution of the Commission.

B. Notice. Notice of the annual schedule and of any special or additional meetings shall be made to the public pursuant to the Open Public Meetings Act. Any cancellation or change-of meeting shall be made by the Executive Committee. Commissioners will be notified at least 48 hours in advance.

C. Open Meetings. The meetings of the Commission shall be open to the public unless it is determined by the Chair of the Commission, or by a majority of the members, that a closed session is required to discuss any of the following categories or matters:

(1) Any matter involving the purchase, lease or acquisition of real property with public funds where said purchase or lease could adversely affect the public interest if discussion of such matters were disclosed;

(2) Any matter of pending or anticipated litigation;

(3) Any matter of contract negotiations;

(4) Any matter falling within the attorney/client privilege; and

(5) Any matter involving the potential employment, appointment, termination or employment, terms and conditions of employment, evaluation of performance, promotion or disciplining of any specific public officer, employee and/or consultant.

D. Quorum. A majority of the voting members of the Commission shall constitute a quorum for the transaction of business.

E. Absence from Meetings. All regular members are expected to attend all meetings. When a member has exceeded two (2) unexcused absences, the Commission may request the resignation and recommend a replacement to the Mayor for approval by the Council.

#### **§15-6: Powers**

The Downtown Development Commission shall have the powers necessary to effectuate the purposes herein described, said powers including, but not limited to, the following:

A. To adopt bylaws.

B. To propose and/or enter into agreements and contracts with persons, firms, corporations or governmental entities, which agreements and contracts may be necessary or convenient to the exercise of the purposes and objectives of the Commission.

C. To recommend and/or enter into contracts for professional services which may be required to carry out the planning and coordination functions of the Commission.

D. To coordinate the various public and business activities in the downtown district, to establish an annual calendar of major downtown events and to recommend to the Council such ordinance changes as may be necessary to carry out the advisory purposes of the Commission.

#### **§15-7: Proposals to be submitted to Council.**

The Commission shall submit to the Council for its consideration any major recommendation, plan or action proposed pursuant to §15-6 above. The Council shall communicate with the Commission its intent with respect to any such submission within 30 days of the receipt of same.

#### **§15-8: Limitation of powers.**

The Commission is specifically prohibited from exercising any power of condemnation or eminent domain, from pledging the credit of the municipality and from creating any debt against the municipality.

#### **§15-9: Borough Departmental Assistance**

A. General. Subject to limitations as may hereinafter be determined by the Mayor and Council, insofar as may be practicable, the employees and professional staff of the Borough of Madison, including the Borough Attorney, shall be available to assist the Commission in the performance of its duties.

B. Procedure. All requests for employee or professional staff assistance shall be made through the Borough Administrator. Any project that requires substantial assistance from the Borough staff and professionals shall be reviewed by the full Commission and said assistance shall be approved by the Council prior to commencement of the project.

#### **§15-10: Remuneration.**

The members of the Commission shall receive no salary or other compensation for their services but shall be reimbursed, subject to approval by the Council, for expenditures incurred in performance of duties as a member of the Commission. In no event shall such reimbursement exceed the amount budgeted by the Council for such purposes.

#### **§15-11: Appropriations; annual report.**

A. The Council may appropriate annually, during the life of the Commission, a sum of money to assist in carrying out the purposes and objectives set forth herein. The annual expenditures of the Commission shall not exceed the total sum of the appropriation from the Council plus other moneys received by the Commission from other sources, including but not limited to gifts and donations.

B. The Commission shall make an annual report to the Council setting forth in detail its operations and transactions for the preceding 12 months. In addition, the Commission shall regularly circulate to the Mayor and Council copies of its meeting minutes. All records, reports and data shall be available to the Council for inspection at any time.

#### **§15-12: Conflict Of Interest**

A. Disclosure of Interest. No Commissioner shall have or shall acquire any interest, direct or indirect, personal or financial, in any project which the Commission is promoting or in any contract or proposed contract for materials or services or in any lease, mortgage, sale or contract of any nature whatsoever relating to any such project or to the Commission without forthwith making written disclosure to the Commission of the nature and extent of the interest. Such disclosure shall be entered in writing upon the minutes of the Commission.

B. Voting. No Commissioner having an interest as described in Section 15-12A shall vote on matters directly relating to such interest.

SECTION 2: This Ordinance shall take effect as provided by law.

ADOPTED AND APPROVED

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MARY-ANNA HOLDEN, Mayor

Attest:

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MARILYN SCHAEFER, Borough Clerk