

BY-LAWS

NEW JERSEY COMMISSION ON
SCIENCE, INNOVATION, AND TECHNOLOGY

Adopted by the New Jersey
Commission on Science, Innovation
and Technology Board on
August 6, 2019

ARTICLE I

GENERAL PROVISIONS

Section 1. Name of the Commission. The name of the Commission shall be the "New Jersey Commission on Science, Innovation, and Technology" (hereinafter referred to as the "Commission")

Section 2. Principal Office. The Principal Office of the Commission shall be at the principal office of the New Jersey Economic Development Authority ("EDA"), 36 West State Street, Trenton, New Jersey 08625. All communications to the Commission should be addressed to its Principal Office except as may be otherwise specified. The Commission may also have offices at such other places as it may from time to time to designate by resolution.

Section 3. Mission Statement. The mission of the Commission is as follows:

To encourage and propel forward the development of scientific and technological programs, stimulate academic-industrial cooperation, and coordinate activities of technological centers and business centers to support and help grow the state's economy, and to exercise oversight for the responsibility of formulating, implementing, and evaluating long-range plans and programs for science, innovation, and technology in New Jersey.

Section 4. Scope of Mandate. The Commission shall:

- a. Advocate for the development and oversight of policies and programs in science, innovation, and technology for New Jersey;
- b. Strive to ensure that the programs in science, innovation, and technology are adequately funded to achieve their stated goals;
- c. Stimulate academic-industrial collaboration through such mechanisms as advanced technology centers, innovation partnership grants, business incubation facilities, and technology extension services;
- d. Plan and assist in the establishment of new advanced technology centers, business incubation facilities, and technology extension services and adopt rules and

regulations regarding the operation of these activities;

e. Coordinate activities of the advanced technology centers, business incubation facilities, and technology extension services in conjunction with designated public and private institutions of higher education;

f. Recommend funding levels, determine eligible fields, and supervise the process of making awards for innovation partnership grants;

g. Continue to identify and support research opportunities at New Jersey academic institutions and other institutions that advance economic development and employment;

h. Encourage and coordinate activities to help entrepreneurs and inventors;

i. Appoint an Innovation Council from the membership of the commission, as the commission deems appropriate, which shall determine how to stimulate technology transfer between public and private research institutions of higher education in this State and industry, including the transfer of information available from various federal agencies, and report, pursuant to subsection b. of section 10 of P.L.1985, c.102 (C.52:9X-10), on how this State can better achieve this effort;

j. Appoint a peer review committee, where warranted, for each of the fields of technology, drawn from the academic, scientific, and industrial communities to review all situations involving either competitive applications for agency support or judgments on complex scientific, innovation, or technological matters with the stipulation that neither reviewers nor their affiliated institutions shall be eligible as applicants;

k. Monitor changes in national and international economic conditions which might justify a recommendation of a reorientation of the State's science, innovation, and technology programs;

l. Identify and support future fields of science, innovation, and technology in New Jersey that offer potential for application or commercialization, or both, in New Jersey and help to find funding sources;

m. forms collaborative partnerships with venture capital fund managers, collaborate to increase funds available for science, innovation and technology companies to grow and create jobs in New Jersey.

Section 5. Annual reports and Innovation Council report.

a. The Commission shall submit a report to the Governor and to the Legislature setting forth a complete operating and financial statement covering the operations of the commission and all advanced technology centers within its jurisdiction.

b. The Innovation Council, appointed by the Commission shall submit a report to the Governor and, the Legislature, on its recommendations on how this State can better achieve technology transfer efforts between public and private research institutions of higher education and industry, including the transfer of information available from various federal agencies.

Section 6. Accounts and Books. The Commission shall ensure that accounts and books, including its receipts, disbursements, and contracts and other matters relating to its financial standing, are maintained and subject to annual audit as required by law and applicable Executive Orders. All members of the Commission shall have available, upon request, an account of all transactions and also of the financial standing of the Commission.

ARTICLE II

MEMBERS, OFFICERS, AND DESIGNEES

Section 1. Members. The Commission shall consist of the following 17 members as specified in Public Law 2018, Chapter 91, of the State of New Jersey:

(1) four public members to be appointed by the Governor, with each public member having a background in a field of science or technology or in a business related to science and technology;

(2) two public members to be appointed by the Governor upon the recommendation of the President of the Senate and two public members to be appointed by the Governor upon the recommendation of the Speaker of the General Assembly, with each public member having a background in a field of science or technology, or in a business related to science and technology;

(3) two members of the Senate, who shall not be of the same political party, to be appointed by the President of the Senate and who shall serve as ex officio, non-voting members, and two members of the General Assembly, who shall not be of the same political party, to be appointed by the Speaker of the General Assembly and who shall as serve ex officio, non-voting members;

(4) the Secretary of Higher Education, ex officio, or the secretary's duly authorized representative;

(5) the Commissioner of Education, ex officio, or the commissioner's duly authorized representative;

(6) the Executive Director of the New Jersey Economic Development Authority, ex officio, or the executive director's duly authorized representative; and

(7) two presidents from the State's public and private research institutions of higher education, who shall be appointed annually by the Governor and who shall serve as ex officio, non-voting members.

Section 2. Officers. The officers of the Commission shall be the Chair, Vice-Chair, the Secretary, and the Treasurer.

Section 3. Chair. As specified in P.L. 2018, c. 91, the Governor shall designate the Chair from among the public members appointed by him or her. The Chair shall preside at all meetings of the members of the Commission and shall have general supervision over the business and affairs of the Commission. At each meeting, the Chair shall submit such recommendations and information as he or she may consider regarding business affairs and policies of the Commission.

Section 4. Elections and Terms of Office. The members of the Commission shall elect a Vice-Chair and Treasurer from the members of the Commission for a term of one year at each annual meeting. The Vice-Chair and Treasurer shall serve for the term until their successors shall have been duly elected. In case either Vice-Chair or Treasurer becomes vacant for any cause, except if the office is held by an ex-officio member, the members of the Commission may at any meeting elect an officer to fill such vacancy, and the officer so elected shall serve until the next annual meeting of the Commission and until the election of the officer's successor.

Officers can serve multiple terms.

Section 5. Vice-Chair

The Vice-Chair shall perform the duties of as the Chair if the position of Chair is vacant or the Chair is unable to perform such duties. The Vice-Chair shall have such other powers and perform such other duties as the Commissioner may prescribe from time to time.

Section 6. Treasurer. The Treasurer shall chair the Audit Committee. The Treasurer shall provide financial standing reports to the Commission from time to time. The Treasurer shall have such powers and perform such duties as prescribed by the Commission.

Section 7. Executive Director.

- a. The Commission shall appoint an Executive Director who shall serve at its pleasure and pay him/her annually such sum as determined by the Commission. The Executive Director, or his or her designee, shall serve as Secretary to the Commission. In this capacity, the Executive Director shall keep the records of the Commission, shall act as Secretary of the meetings of the members of the Commission and record all votes, and shall keep a record of the proceedings of the members of the Commission and a journal of proceedings to be kept for

such purpose, and shall perform all duties incident to that office. In the absence of an Executive Director or designee, the Commission may elect a member of the Commission to serve as Secretary.

- b.** Except as otherwise provided by resolution of the Commission, the Executive Director shall be responsible for the selection of properly qualified staff members of the commission. Staff members shall have strong backgrounds in science, innovation, and technology as well as in economic development.
- c.** The Executive Director, his or her designee, or member of the Commission appointed as Secretary in the absence of an Executive Director or designee shall have the power to certify as to the correctness of copies of all documents in possession of the Commission. Except as otherwise provided by resolution of the Commission, the Executive Director, his or her designee, or the Chair in the absence of an Executive Director or designee, shall sign all orders, contracts, deeds, and other instruments made by the Commission.
- d.** The Executive Director shall sign all orders for the payment of money from the operating funds and the approved program budget, not to exceed \$100,000 for each issuance and not to exceed \$250,000 with the concurrence of the Chair. The authorization for the disbursement of funds for any issuance in excess of \$100,000 shall occur under the direction of the Chair. In the Executive Director's absence, his designee shall have such ordering authority, not to exceed \$100,000 for each issuance. The Commission may amend these amounts from time to time through approval of delegated authority to the Executive Director. In the absence of an Executive Director or designee, the Chair shall have the authority of the Executive Director in this paragraph, providing that the member of the Commission approved as Treasurer shall provide requisite concurrence.

Section 8. Additional Duties. The officers of the Commission shall perform such other duties and functions as may from time to time be required by members of the Commission or by-laws or rules and regulations of the Commission.

Section 9. Additional Personnel. The Commission may employ such personnel,

including agents, and consultants, as may be required to exercise the Commission's powers, duties and functions.

Section 10. Terms; removal, suspension.

a. The terms of the public members of the Commission appointed by the Governor shall be for five years or until their successors are appointed, except that of the appointments first made to the commission under P.L.2018, c.91, two shall serve for three years or until their successors are appointed, three shall serve for four years or until their successors are appointed, and three shall serve for five years or until their successors are appointed. Any vacancy shall be filled in the same manner as the original appointment but only for the balance of the unexpired term. The Commission members shall serve without compensation but shall be reimbursed for necessary expenses incurred in the performance of their duties, within the limits of funds appropriated or otherwise made available to the commission for its purposes.

b. Each member appointed by the Governor may be removed from office by the Governor, for cause, after a public hearing, and may be suspended by the Governor pending the completion of the hearing. Each member, before entering upon the member's duties, shall take and subscribe an oath to perform the duties of the office faithfully, impartially, and justly to the best of the member's ability. A record of these oaths shall be filed in the office of the Secretary of State.

ARTICLE III

MEETINGS

Section 1. Meetings. The Commission shall hold all meetings in accordance with the "Open Public Meetings Act," N.J.S.A. 10:4-6 *et seq.*

Section 2. Annual Meeting. The annual meeting of the members of the Commission shall be held during the second quarter of the calendar year at such time as the Commission determines at a location to be determined by the Chair. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding day not a legal holiday.

Section 3. Regular Meetings. Meetings shall be held regularly, approximately every six weeks or as determined by the Commission at a location to be determined by the Chair, on a designated date and time to be noticed to the public in accordance with the Open Public Meetings Act. The annual meeting shall constitute one of the Regular meetings.

Section 4. Special Meetings. The Chair of the Commission may, when he deems it expedient, and shall, upon the written request of two members of the Commission, call a special meeting of the members of the Commission for the purpose of transacting any business designated to the call. The call for a special meeting shall be personally delivered to each member of the Commission by written or oral communication at least four days prior to the date of the special meeting.

Section 5. Quorum The powers of the Commission shall be vested in the voting members in office from time to time as specified in P.L. 2018, c. 91. A majority of those members shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes. The affirmative vote of a majority of those voting members present and constituting a quorum shall be necessary for any action taken by the Commission.

Section 6. Manner of Voting. The voting on all questions coming before the members of the Commission shall be entered upon the minutes of the meeting. Votes shall be counted only from voting members

ARTICLE IV

COMMITTEES OF THE BOARD

Section 1. Executive Committee

a.) The Executive Committee shall consist of the Chair, and three other members appointed by the Chair, provided that membership shall be less than a quorum of the Commission.

B.) The Committee shall handle personnel issues, make recommendations to the Governor for Commission membership, make recommendations to the Chair for placement or removal of committee members, shall make recommendations to the Executive Director between Commission meetings, and shall perform such other duties as may be prescribed. The committee shall keep records of its proceedings and the Executive Director shall promptly forward copies thereof to every member of the Commission.

Section 2. Audit Committee. The Chair shall appoint an Audit Committee, which shall be chaired by the Treasurer of the Commission, to monitor the financial operations of the Commission, including reviewing any budget submitted to the Governor. The Audit Committee shall have a direct relationship with any external, independent auditor.

Section 3. Other Committees. Other committees of the Commission may be established by the Commission or by the Chair. Membership on the chair of any such committees will be established by the Chair, provided that membership on all committees shall be less than a quorum of the Commission. Committees may consist of up to two (2) members of the public at the discretion of the Commission, so long as a committee also contains members from the Commission and/or staff.

Section 4. Executive Director's Participation. The Executive Director shall serve at the pleasure of the Chairman as a non-voting member of all committees.

ARTICLE V

AMENDMENTS

Section 1. Amendments to By-Laws. The By-Laws of the Commission shall be amended only with an affirmative vote of at least two-thirds of the voting members of the Commission in office, at a regular or special meeting, but no such amendment shall be adopted unless at least ten day written notice thereof has been previously given to all of the members of the Commission.