

BY-LAWS
OF THE
NEW JERSEY MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY

Preamble

The New Jersey Maternal and Infant Health Innovation Authority (the “Authority”) was established by the New Jersey Maternal and Infant Health Innovation Center Act, N.J.S.A. 26:18-17 *et seq.* (hereinafter referred to as the “Act”). The Authority was created and established in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government.

ARTICLE I

GENERAL PROVISIONS

Section 1. Scope and Provisions of By-laws. These by-laws are adopted pursuant to Section 5i(8) of the Act. Subject to applicable law, they are intended to govern the affairs and the conduct of the business of the Authority with respect to the performance of its functions, powers, and duties under the Act, as well as the performance of any other functions, powers, or duties that have been or hereafter are transferred to it pursuant to the Executive Reorganization Act (P.L. 1969, Chapter 203) or other law.

Section 2. Principal Office. The principal office of the Authority shall be at 225 East State Street, 2nd Floor Trenton, NJ 08625 or at such other location as the Board may designate. All communications to the Authority shall be addressed to its principal office except as may be otherwise specified by rule or regulation. The Authority may also have offices at such other places, and may receive communications at other Authority offices, as the President and Chief Executive Officer (“CEO”) may from time-to-time designate.

Section 3. Seal. The seal of the Authority shall bear the name of the Authority and the year of its creation (2023). It shall be of such design as determined by the Authority.

Section 4. Capitalized Words and Phrases. Words and phrases used in these by-laws that are capitalized but not defined shall have the meaning ascribed to them in the Act.

Section 5. Effect. These are the by-laws of the Authority in their entirety as of the date approved by the Board.

ARTICLE II

MEMBERS AND DESIGNEES

Section 1. Members and Terms of Membership.

(a) In accordance with the Act, the Authority shall be governed by a Board consisting of 15 members as follows:

- i. The Commissioner of Health or designee serving *ex officio*;
 - ii. The Chief Executive Officer of the New Jersey Economic Development Authority or designee serving *ex officio*;
 - iii. The Commissioner of Human Services or designee serving *ex officio*;
 - iv. The Commissioner of Banking and Insurance or designee serving *ex officio*;
 - v. The Commissioner of Children and Families or designee serving *ex officio*;
 - vi. The Secretary of Higher Education or designee serving *ex officio*;
 - vii. The Commissioner of Labor or designee serving *ex officio*; and
 - viii. Eight (8) public members to be appointed by the Governor as follows:
 - a. One (1) public member appointed upon the recommendation of the Mayor of Trenton;
 - b. One (1) public member appointed upon the recommendation of the Senate President in consultation with the New Jersey Black, Latino, and Asian-American Legislative Caucuses;
 - c. One (1) public member appointed upon the recommendation of the Speaker of the General Assembly in consultation with the New Jersey Black, Latino, and Asian-American Legislative Caucuses; and
 - d. Five (5) additional public members.
- (b) A member serving *ex officio* may designate an individual to represent him or her at meetings of the Board, including in any Committee meetings. Such designee may lawfully vote and otherwise act on behalf of such member, provided that such designation shall be in writing and delivered to the Board in advance of any meeting at which the designee shall be in attendance. A designation, if so specified, shall continue in effect until written notice of revocation or amendment is delivered to the Board.
- (c) The public members shall serve for a term of five years or until their successors are appointed, except that, of the public members first appointed to the board, two shall serve for one year, three shall serve for two years, and three shall serve for five years.
- (d) Each member shall hold the office for the term of the member's appointment and until the member's successor shall have been appointed and qualified. A member shall be eligible for reappointment. Any vacancy in the membership occurring other than by the expiration of term shall be filled in the same manner as the original appointment but for the unexpired term only.
- (e) The public members of the Board shall receive an annual salary of \$20,000. The *ex officio* members of the Board and their designees, if any, shall serve without compensation but shall be reimbursed for necessary expenses incurred in the performance of their official duties.

Section 2. Removal of Members. Public members appointed by the Governor may be removed from the Board by the Governor, for cause, after a public hearing, and may be suspended by the Governor pending the completion of such hearing. Each member before entering upon the member's duties, shall take and subscribe an oath to perform the duties of the member's office

faithfully, impartially, and justly to the best of the member's ability. A record of such oaths shall be filed in the office of the Secretary of State.

ARTICLE III

MEETINGS

Section 1. Annual Meetings. The annual meeting of the Board shall be held at the principal office of the Authority in March of each year, or at such a date as the Chairperson may designate in accordance with the notice provisions hereinafter provided. The annual meeting shall be conducted for the purposes of:

- (a.) designating officers and officials as permitted by these by-laws or required by law;
- (c.) adopting the annual schedule of Regular Meetings; and
- (d.) for the transaction of such other business as may properly come before the Board.

Section 2. Regular Meetings. The Board shall meet regularly on a monthly basis at such times and places as may be determined by resolution of the Board in accordance with the provisions of the Open Public Meetings Act, N.J.S.A. 10:4-6 *et seq.*

Section 3. Special Meetings. Special meetings of the Board may be called at any time by the Chairperson and must be called by the Chairperson upon receipt of the request of three other members of the Authority. Such meetings shall be scheduled in conformity with the provisions of the Open Public Meetings Act. Notice of any such meeting shall be in writing, shall be given personally or by regular or electronic mail to each member of the Authority at the member's address as it appears on the books or records of the Authority unless the member shall have filed a written request with the Secretary that notice intended for the member shall be mailed to the address designated in such request. Notice of such meeting shall be given no less than forty-eight (48) hours prior to the date of such meeting, and shall specify the time, place and purpose or purposes of the meeting. At such meetings, any and all matters may be considered and acted upon by the members of the Authority.

Section 4. Emergency Meetings. Emergency meetings of the Board may be called by the Chairperson at any time in accordance with the Open Public Meetings Act.

Section 5. Executive Session. At any regular or special meeting of the Board, the Board by resolution may close its session to the public to meet in Executive Session as authorized by the Open Public Meetings Act. Any resolution to meet in Executive Session shall state the general matter or subjects to be discussed in Executive Session and state as precisely as possible the time and circumstances under which the discussions conducted in Executive Session, and the minutes of such Executive Session, can be disclosed to the public.

Section 6. Quorum.

(a) At any meeting of the Board, a majority of the Board members appointed as of the day of the meeting shall constitute a quorum and shall be necessary to conduct the business of the Board. No vacancy in the membership shall impair the right of a quorum to exercise all the rights and perform all of the duties of the Board.

(b) All members may participate in a meeting of the Board by means of a conference telephone, or remote video or web conference, or similar communications equipment allowing all persons to participate in the meeting, if so desired, during the discussion of the matter they vote upon, including the public when required. Participation by such means shall constitute presence in person at a meeting.

(c) If a quorum shall not be present at any meeting of the Board, a majority of the Board members present may adjourn the meeting to another time or place. Notice of any such adjourned meeting shall be given in accordance with the requirements of the Open Public Meetings Act.

Section 7. Voting. At every meeting of the Board, each voting member shall be entitled to one vote. All elections shall be had, action may be taken, and motions and resolutions adopted by the affirmative vote of a majority of the members present. Except when the vote is unanimous, the yeas and nays shall be entered into the minutes.

Section 8. Submission of the Minutes to the Governor and the Legislature. A true copy of the minutes of every meeting of the Board shall be delivered to the Governor. No action taken at any meeting of the Board shall have force or effect until approved by the Governor or until ten days (10) after such copy of the minutes shall have been delivered. If, in this 10-day period, the Governor returns the copy of the minutes with a veto of any action taken by the Board or any member thereof at the meeting, such action shall be null and of no effect. The Governor may approve all or part of the action taken at such meeting prior to the expiration of the 10-day period.

Section 9. Certificate of Resolutions. Each member of the Authority is authorized to certify, when required, the records, proceedings, documents, or resolutions of the Authority, and to affix the seal of the Authority to all contracts, documents and instruments to be executed by the Authority.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Authority shall be the Chairperson, the Vice-Chairperson, the Secretary, the Assistant Secretary(ies).

Section 2. Vacancies. In case any elected officer of the Authority, except any office which is held ex-officio, becomes vacant by death, resignation, removal or any other cause, or in

the event additional offices are created by the Board, the members may at a meeting elect an officer to fill such vacancy or additional office, and the officer so elected shall serve until the next annual meeting of the Authority and until the election of the officer's success.

Section 3. The Chairperson. The Governor shall annually select the Chairperson. At least one of the Chairperson and Vice-Chairperson shall be the Commissioner of Health, the Commissioner of Human Services, or their designee. Any such appointment shall be in writing and shall continue in effect until revoked or amended in writing by the Governor. The Chairperson shall coordinate the activities of the Board, preside at all meetings of the Board, and rule on all questions of order, subject to appeal by the members.

Section 4. The Vice-Chairperson. The Governor shall annually select the Vice-Chairperson. At least one of the Chairperson and Vice-Chairperson shall be the Commissioner of Health, the Commissioner of Human Services, or their designee. In the event that the Chairperson position is vacant, the Chairperson is absent from a meeting of the Board, or the Chairperson is unable to perform their duties by reason of illness, inability, or disability, the Vice-Chairperson shall act as Chairperson of the Board. The Vice-Chairperson shall have such other powers and perform such other duties as the Board may prescribe from time to time by resolution.

Section 5. The Secretary. The CEO shall serve as Secretary of the Authority. The Secretary shall act as clerk of all meetings of the Board, shall keep the official minutes of the actions taken at Board meetings and shall transmit the minutes of the Board to the Governor on behalf of the Authority, and shall cause such minutes to be kept in such a manner as to ensure their permanence. The Secretary shall ensure that the Authority provides notices as and when required, shall have charge of such books, documents and papers as the Authority may determine, and shall have the custody of the Authority's seal and the power to affix and attest the same. The Secretary shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board and shall have such other powers to do and perform such other duties as the Board may prescribe from time to time by resolution. The Secretary shall also keep a record, containing the names of all persons who are members of the Authority or duly appointed designees of members, showing their places of business and dates of membership or dates of designation.

Section 6. Assistant Secretary. The Board may by resolution appoint one or more Assistant Secretaries. At the request of the Secretary or in the event of the Secretary's absence or inability, an Assistant Secretary may perform any and all duties and possess all the powers of the Secretary.

Section 7. Removal of Officers. Any officer or agent of the Authority other than the

Chairperson or Vice-Chairperson may be removed by the Board whenever in its judgment the best interest of the Authority will be served thereby. The removal of a member as an officer or agent of the Authority shall in no way constitute such member's removal as a member of the Authority.

ARTICLE V

STAFF

Section 1. President and Chief Executive Officer. The Authority shall employ a president and chief executive officer (CEO) who shall be responsible for the selection of properly qualified staff of the Authority. The CEO of the Authority shall be an individual selected by a majority vote of the members of the Board; except that the Governor shall select the initial CEO of the Authority. The CEO shall receive an annual salary as provided by the Board. The Board shall have the authority to consider, investigate, and evaluate any and all matters or issues relevant to the performance of the CEO. The CEO shall have responsibility for the general and active management of the Authority and shall ensure that all orders and resolutions of the Authority are carried out. Subject to the limitations of the Act, these by-laws, and other applicable law, the Board may from time to time delegate authority to the CEO to perform such functions or duties as the Board deems necessary, appropriate, or convenient, including, without limitation, any such delegation in a delegation policy adopted by the Board from time to time by resolution. The CEO may enter into and execute contracts and other documents in the name of the Authority which are authorized, generally or specifically, by the Board.

In addition to any other duties assigned to the CEO by these by-laws, by resolution of the Authority, or as delegated by the Board from time to time, the CEO shall have the following powers and duties:

- (a) supervise and manage the internal operations and organization of the staff of the Authority;
- (b) serve as lead on matters related to policy, legislation, governance, compliance and strategic initiatives;
- (c) represent the Authority at business meetings, legislative sessions, committee meetings and other appropriate functions; interface with the Executive and Legislative branches of government; and maintain relations with State and local government officials, and other State agencies, departments, authorities and other instrumentalities;
- (d) represent the Authority and enhance the Authority's interests with respect to legislative, regulatory, litigation and other legal matters;
- (e) assign functions and duties to any member of the staff and modify such assignments as needed;
- (f) appoint, promote, remove, suspend, discipline, and supervise employees of the Authority;
- (g) oversee the procedures for procurement of all goods, supplies, materials, equipment and professional, technical and other services needed for the efficient and effective operation of the Authority, subject to the requirements of the Act;
- (h) execute on behalf of the Authority documents and other instruments by original or facsimile signature (or electronic signature where permitted by law and the Authority's policy) in

connection with any contract, agreement, or other transaction to which the Authority is a party, including, but not limited to, grants;

- (i) prepare and submit a proposed fiscal plan for the Authority for adoption by the Board;
- (j) oversee operations to ensure efficiency, quality, service and the cost- effective management of resources;
- (k) review all activities of the Authority, including activities related to the Center and other Authority real property;
- (l) oversee and review all activities by the New Jersey Maternal Care Quality Collaborative; and
- (m) oversee legal representation of the Authority.

Section 2. Other Staff. The CEO may from time to time employ such additional personnel as the CEO may deem necessary to assist the CEO in performing the CEO's responsibilities as CEO and Secretary of the Authority and to exercise the Authority's powers, duties and functions as prescribed by law. Subject to existing law, the CEO may:

- (a) Create, determine and prescribe the duties of new and existing positions and qualifications for appointments made thereto;
- (b) Make appointments of staff to such positions;
- (c) Make promotions and demotions within the staff;
- (d) Terminate appointments to the staff;
- (e) Grant or authorize the granting of vacations, sick leave, other leaves of absence and take all other necessary actions affecting personnel;
- (f) Approve, administer and maintain salaries, salary ranges and adjustments thereto, merit increases and employee benefit programs in accordance with the Authority's policies and programs;
- (g) Prepare, approve, and enact additions, deletions, and modifications to the Employee Handbook and to other personnel policies and procedures; and
- (h) Approve mobility and other staff assignments to other State entities.

In addition to the powers set forth elsewhere in this Article, the CEO may delegate to any staff member as the CEO may designate, any of the powers and duties listed above in addition to any other duties assigned by these by-laws, by resolution of the Authority or by delegation from the Board, unless the by-laws, resolution or delegation prohibit further delegation.

ARTICLE VI

WAIVER OF NOTICE

To the extent permitted by law, whenever the Authority or any officer thereof is authorized to take any action or to hold any meeting or proceeding after notice required within these Bylaws or after the lapse of a prescribed period of time, such actions may be taken, or such meeting or proceeding held, without notice and without the lapse of any period of time, if at any time before or after the action to be completed or the meeting or proceeding to be held, the notice or lapse of time requirements be waived in writing by the member, person or body entitled to said notice or entitled

to the benefit of the lapse of time.

ARTICLE VII

FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Authority shall commence on July 1st and conclude on June 30th.

Section 2. Auditing. At the closing of each fiscal year of the Authority, the books and records of the Authority shall be audited by an independent Certified Public Accountant or other person satisfactory to the members in accordance with applicable law or Executive Order.

Section 3. Inspection of Books. Financial statements of the Authority shall be available as required by law.

ARTICLE VIII

AUDIT COMMITTEE

Section 1. Members. The Chairperson of the Audit Committee shall be appointed by the Chairperson of the Authority. The Audit Committee shall consist of the Chairperson, and from one to four members of the Board appointed by the Chairperson of the Authority for a minimum total of three (3) members and not more than six (6) members, but in no event equal to or exceeding the Board quorum. At least one member shall have accounting or related financial expertise. All members shall be independent of the Authority and have knowledge of the Authority's governmental functions and sufficient time to accomplish the responsibilities of the Audit Committee. The Audit Committee shall have a direct relationship with the external, independent auditor.

Section 2: Meetings. Meetings of the Audit Committee shall be held quarterly, unless otherwise determined by the Committee's Chairperson.

Section 3. Duties. The Committee shall monitor the financial operations of the Authority and perform the duties required by Executive Orders. The Audit Committee shall perform such other duties as may be prescribed from time to time by the Board by resolution.

ARTICLE IX

THE COMMUNITY ADVISORY COMMITTEE

Section 1. Members. The Chairperson and Vice-Chairperson of the Community Advisory Committee shall be annually selected by the Governor from among the public members of the Board. The Community Advisory Committee shall consist of eleven (11) members appointed by the Governor. The Community Advisory Committee members shall represent diverse community groups with relevant experience as providers of maternal, infant, and childhood health care services or as recipients of maternal health care services, with a preference

for individuals who received maternal health care services within the past three years. Four members of the Community Advisory Committee, including either the Chairperson or Vice-Chairperson of the Community Advisory Committee, shall be residents of the City of Trenton with background as either a mother with personal experience in receiving perinatal services in Trenton or as a community stakeholder. The remaining members of the Community Advisory Committee shall be residents of municipalities in different geographic regions of the State with the highest rates of Black and Hispanic infant mortality, and shall have backgrounds as mothers with personal experience in receiving perinatal services or as community stakeholders. The members of the Community Advisory Committee shall serve for a term of three (3) years, except that, of the appointments first made, five (5) shall serve for a term of one (1) year and six (6) shall serve for a term of two years. The successors to the initially appointed members shall each be appointed for a term of three (3) years, except that any person appointed to fill a vacancy shall serve only for the unexpired term. The members of the Community Advisory Committee shall be eligible for reappointment to the Community Advisory Committee.

Section 3. Stipends. The Community Advisory Committee members, including the public members appointed to serve as Chairperson and Vice-Chairperson of the Community Advisory Committee, shall receive an annual stipend of \$20,000, to be paid in increments as determined by the Board.

Section 4. Activities and Meetings. The Chairperson shall coordinate the activities of the Community Advisory Committee, including setting the times, places, and agenda of the Community Advisory Committee. In the event that the Chairperson position is vacant or the Chairperson is absent from a meeting of the Community Advisory Committee, the Vice-Chairperson shall act as Chairperson of the Community Advisory Committee.

Section 5. Duties. The Community Advisory Committee shall provide guidance and feedback to the Board related to the purposes of the Authority and the Act. The Board shall additionally meet on a quarterly basis with the Community Advisory Committee.

ARTICLE X

COMMITTEES

Section 1. Establishment of Ad Hoc Committees. The Board or the Chairperson may, in the Board's or the Chairperson's discretion, appoint and abolish temporary or ad hoc committees, other than those standing committees provided herein, as is necessary or convenient to address the affairs of the Authority, which may include, but shall not be limited to, an executive committee or a nominating committee. The Chairperson of the Authority shall appoint the chairperson of these committees, determine the membership of these committees (to be at least three (3) members but no more than six (6) members on each committee, but in no event equal to or exceeding the Board quorum); and set forth the duties of such committees, including an obligation to provide reports of the committee's activities to the full Board from time to time. The committee chairperson shall determine the meeting frequency and place for that committee.

Section 2. The New Jersey Maternal Care Quality Collaborative (NJMCQC) will operate pursuant to P.L. 2019, c. 75, as amended by P.L. 2023, c. 109.

ARTICLE XI

FORCE AND EFFECT OF BYLAWS

Force and Effect of Bylaws. These bylaws are subject to the provisions of applicable New Jersey law and to any restrictions or conditions in the Authority's regulations, as the same may be amended from time to time. Anything in these bylaws that is inconsistent with applicable law or the Authority's regulations shall be null and void.

ARTICLE XII

AMENDMENTS

Amendments to By-Laws. The by-laws may be altered, amended, or repealed at any meeting of the Board by the same number of affirmative votes required for any Board action; provided that notice of the proposed action and a copy of such alteration or amendment or a copy of the provisions to be repealed are inserted in the notice of such meeting, given at least seven days in advance of the meeting at which the motion on adoption on such resolution is to be made.

ARTICLE XIII

SUSPENSION OF BY-LAWS

Suspension of By-Laws. Any and all provisions of these by-laws may be suspended by unanimous consent of the members present at any duly constituted meeting of the Board.