

**BY-LAWS OF  
NEW JERSEY SPORTS AND EXPOSITION AUTHORITY**

**ARTICLE I  
GENERAL PROVISIONS**

Section 1. Scope and Provisions of By-Laws. These by-laws are being adopted pursuant to Section 5.c of the New Jersey Sports and Exposition Authority law, (P.L. 1971, Chapter 137, effective May 10, 1971), as amended and supplemented (hereinafter referred to as the “Act”). They are intended to govern the affairs and the conduct of business of the Authority with respect to the performance of its functions, powers, and duties under the Act.

Section 2. Name of the Authority. The name of the Authority shall be the “New Jersey Sports and Exposition Authority” (hereinafter referred to as the “Authority”).

Section 3. Principal Office. The principal office of the Authority shall be State Highway Route 120, East Rutherford, New Jersey 07073-2160. All communications to the Authority should be addressed to its principal office, except as may be otherwise specified by rule or regulation. The Authority may also have other offices at such other places as it may from time to time designate by resolution.

**ARTICLE II  
MEMBERS AND DESIGNEES**

Section 1. Members. The Authority shall consist of the State Treasurer, the President and Chief Executive Officer of the Authority and a member of the New Jersey Meadowlands Commission to be appointed by the Governor, who shall be members ex-officio, and eleven members appointed by the Governor, with the advice and consent of the Senate, **one member appointed by the President of the Senate and one member appointed by the Speaker of the General Assembly**, for the terms provided by law. Each member shall hold office of his or her appointment and until his or her successor has been appointed and qualified. A member shall be eligible for reappointment. Any vacancy in the membership occurring other than by expiration of term shall be filled in the same manner as the original appointment but for the unexpired term only.

Section 2. Removal of Members. Each appointed member 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 such hearing. Each member before entering upon his or her duties shall take and subscribe an oath to perform the duties of his or her office faithfully, impartially and justly to the best of his or her ability. A record of such oath shall be filed in the Office of the Secretary of State.

Section 3. Bonds. Each member and the treasurer of the Authority shall execute a bond to be conditioned upon the faithful performance of the duties of such member or

treasurer, as the case may be, in such form and amount as may be prescribed by the Director of the Division of Budget and Accounting in the Department of the Treasury. Such bonds shall be filed in the Office of the Secretary of State. At all times thereafter, the members and treasurer of the Authority shall maintain such bonds in full force and effect. All costs of such bonds shall be borne by the Authority.

Section 4. Designees. Each ex-officio member of the Authority may designate an officer or employee of his or her department or agency to represent him/her at meetings of the Authority and each designee may lawfully vote and otherwise act on behalf of the member for whom he/she constitutes the designee. Any such designation shall be in writing delivered to the Authority and shall continue in effect until revoked or amended by writing delivered to the Authority.

### **ARTICLE III MEETINGS**

Section 1. Regular Meetings. Regular meetings of the Authority shall be held at such times and places as may be determined by resolution of the Authority in accordance with the provisions of the Open Public Meetings Act. (Pol. 1975, Chapter 231, hereinafter the "Open Public Meetings Act")

Section 2. Special Meetings. Special meetings of the Authority may be held at the call of the Chairperson of the Authority or, in his/her absence, the Vice-Chairperson. Notice of such meeting shall be given at least 48 hours prior to the meeting and shall contain the business to come before the Authority at such special meeting. Such meetings shall be scheduled and noticed in conformity with the provisions of the Open Public Meetings Act. At such meetings, any and all matters may be considered and acted upon by the members of the Authority.

Section 3. Quorum. **Nine** members of the Authority shall constitute a quorum for the transaction of business at any regular or special meeting. No vacancy in the membership of the Authority shall impair the right of a quorum of the members to exercise all powers and perform all the duties of the Authority.

Section 4. Voting. At every meeting of the Authority, each 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 at least eight members.

Section 5. Effective Date of Actions. A true copy of the minutes of every meeting of the Authority shall be forthwith delivered to the Governor. No action taken at such meeting by the Authority shall have force or effect until 15 days after such copy of the minutes shall have so been delivered unless during such 15 day period the Governor shall approve the same in which case such action shall become effective upon such approval. If, in said 15 day period, the Governor returns such copy of the minutes with a

veto of any action taken by the Authority or any member thereof at such meeting, such action shall be null and void and of no effect.

Section 6. Certificate of Resolutions. The Secretary and Assistant Secretaries and 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.

Section 7. Conference Calls. The Authority, or any committee thereof, may participate in a meeting of the Authority or of the committee, as the case may be, by means of conference telephone, audiovisual equipment, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

## **ARTICLE IV OFFICERS**

Section 1. Officers. The officers of the Authority shall be the Chairperson, the Vice-Chairperson, Secretary and Treasurer.

Section 2. The Chairperson. The Chairperson shall be appointed by the Governor from the members of the Authority, other than the ex-officio members. Any such appointment shall be in writing and shall be delivered to the Authority and shall continue in effect until revoked or amended in writing by the Governor to the Authority. The Chairperson shall call and preside at all meetings of the Authority and rule on all questions of order, subject to appeal by the members.

Section 3. The Vice-Chairperson. The Vice-Chairperson shall be a member of the Authority and shall be elected by the members of the Authority. The Vice-Chairperson shall preside over all meetings in the absence or disability of the Chairperson and shall perform the duties of the Chairperson in the event the position of Chairperson is vacant or in the event the Chairperson is unable to perform such duties by reason of illness, disability, or absence. The Vice-Chairperson shall have such other powers and perform such other duties as the Authority may prescribe from time to time by resolution.

Section 4. The Secretary. The Authority shall elect a Secretary, who need not be a member of the Authority. The Secretary shall act as clerk of all meetings of the Authority, record or cause to be recorded all the proceedings of the meetings of the Authority, and cause such records to be kept in such a manner as to ensure their permanence. The Secretary shall attend to giving of notices of the Authority and shall have charge of such books, documents and papers as the Authority may determine and shall have custody of the Authority's seal and the power to affix and attest the same. The Secretary shall in general perform all of the duties incident to the office of Secretary, subject to the control of the Authority and shall have such other powers to do and perform such other duties as the Authority may prescribe from time to time by resolution. The Secretary shall deliver and certify forthwith a true copy of the minutes of every

meeting of the Authority to the Governor. The Secretary shall 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 members or dates of designation.

Section 5. Assistant Secretaries. The Authority may appoint one or more Assistant Secretaries. At the request of the Secretary or in the event of the Secretary's absence or disability, an Assistant Secretary may perform any and all duties and possess all the powers of the Secretary.

Section 6. The Treasurer. The Authority shall elect a Treasurer who need not be a member of the Authority. The Treasurer may be, but is not required to be, the same person who is the Secretary. The Treasurer shall have custody of all funds of the Authority. The Treasurer shall have such other powers and perform such duties as the Authority may prescribe from time to time.

Section 7. Assistant Treasurers. The Authority may appoint one or more Assistant Treasurers. At the request of the Treasurer, or in the event of the Treasurer's absence or disability, an Assistant Treasurer may perform any and all duties and possess all the powers of the Treasurer.

Section 8. Removal of Officers. The Authority may remove any officer of the Authority, with the exception of the Chairperson, whenever in its judgment the best interest of the Authority will be served thereby. The removal of a member of the Authority as an officer thereof shall in no way constitute such member's removal as a member of the Authority.

Section 9. President and Chief Executive Officer. The Authority shall appoint and employ a President who shall also be the Chief Executive Officer of the Authority. In addition to any other duties assigned to him/her by these by-laws or by resolution of the Authority, the President and Chief Executive Officer shall have power and duty to:

- a. supervise and direct the internal organization and reorganization of the staff of the Authority;
- b. assign functions and duties of any member of the staff and modify such assignments as needed;
- c. appoint, promote, remove, suspend, discipline, and supervise employees of the Authority, subject to the approval of the Chairperson of the Authority.
- d. prepare and submit a proposed annual budget for the Authority for each ensuing year for adoption by members of the Authority;
- e. supervise the procedures for procurement of all supplies, material and equipment needed for the efficient and effective operation of the Authority;

- f. execute on behalf of the Authority documents, indentures, bonds and other instruments by manual or facsimile signature in connection with the issuance of bonds by the Authority; and
- g. provide appropriate staff members with grants of operating authority in accordance with resolutions adopted by the members of the Authority.

## **ARTICLE V STAFF**

Section 1. Professional Services. Upon the recommendation of the President and Chief Executive Officer, the Authority may contract for professional services required for the efficient and effective operation of the Authority. Professional services as used in this section may include, but are not limited to, the services of counsel, bond counsel, engineering and appraisal services, financial and credit reporting services and architectural service.

Section 2. Personnel. The Authority from time to time may employ such additional personnel, as it may deem necessary to exercise its powers, duties and functions as prescribed by law.

## **ARTICLE VI WAIVER OF NOTICE**

Whenever the Authority or any officer thereof is authorized to take any action or to hold any meeting or proceeding after notice or after the lapse of prescribed period of time, such actions may be taken, or such meeting or proceeding held, without notice and without the lapse of any period or time before or after the action to be completed or the meeting or proceeding to be held, if the notice or lapse of time requirements are 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 YEAR**

Section 1. Fiscal Year. The fiscal year of the Authority shall commence on the first day of January of each calendar year and conclude on the last day of December of the same calendar year.

**ARTICLE VIII  
ANNUAL REPORT**

Section 1. Annual Report. On or before the last day of February each year, the Authority shall make an annual report of its activities for the preceding calendar year to the Governor and Legislature.

**ARTICLE IX  
EXECUTIVE COMMITTEE**

Section 1. Members. The Executive Committee shall consist of the Chairperson, the Vice-Chairperson, the President and Chief Executive Officer, the State Treasurer and up to **four** other members of the Authority appointed by the Chairperson.

Section 2. Meetings. Meetings shall be held at the discretion of the Chairperson.

Section 3. Duties. The Committee shall review the business, financial, policy, and operational activities of the Authority, and make recommendations to the Authority about the same.

The Committee shall perform such other duties as may be prescribed from time to time by resolution of the Authority.

**ARTICLE X  
FINANCE COMMITTEE**

Section 1. Members. The Finance Committee shall consist of the State Treasurer, the President and Chief Executive Officer, and up to **six** other members appointed by the Chairperson.

Section 2. Meetings. Meetings shall be held at the discretion of the Committee Chairperson.

Section 3. Duties. The Committee shall monitor the financial operations of the Authority. The duties of the Committee shall include, but not be limited to, review of:

- a. Draft quarterly and annual financial statements;
- b. The annual operating budget;
- c. Quarterly and annual comparison of actual expenses to budgets;
- d. Major changes in financial policies and procedures; and
- e. Major financial commitments being contemplated by the financial management of the Authority; and

- f. Annually review the management letter prepared by the Authority's independent auditor; and
- g. Review the performance of the Authority's independent auditor and make annual recommendations about the retention thereof.

The Committee shall perform such other duties as may be prescribed from time to time by resolution.

## **ARTICLE XI HUMAN RESOURCES AND COMPENSATION COMMITTEE**

Section 1. Members. The Committee shall be comprised of up to seven members appointed by the Chairperson.

Section 2. Meetings. Meetings shall be held at the discretion of the Committee Chairperson.

Section 3. Duties. The Committee shall review matters relating to the Authority's staffing needs, compensation schedules, health plans, and benefits, and make recommendations to the Authority about the same.

The Committee shall perform such other duties as may be prescribed from time to time by resolution.

## **ARTICLE XII FINANCE COMMITTEE**

## **ARTICLE XIII ADDITIONAL COMMITTEES**

Section 1. Committees. The Chairperson shall recommend to the Members of the Authority the establishment, whenever necessary, of any additional committees.

Section 2. Members. Membership of the additional committees shall be at the discretion of the Chairperson or as set forth in any resolution of the Authority relating thereto.

**ARTICLE XIV  
AMENDMENTS**

Section 1. Amendments to By-Laws. These by-laws may be altered, amended or repealed at any meeting of the Authority by the affirmative vote of at least eight members, provided that notice of the proposed action and a copy of the proposed alteration, amendment or repeal, together with a copy of the provisions to be repealed, are given to all members at least seven days in advance of the meeting at which the motion on adoption of such resolution is to be made.

**ARTICLE XVIII  
SUSPENSION OF BY-LAWS**

Section 1. Suspension of By-Laws. With the exception of any statutory provisions, 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 Authority.

**ADOPTED: January 17, 2008**