

BYLAWS
OF THE
NEW JERSEY MOTION PICTURE AND
TELEVISION DEVELOPMENT COMMISSION

Adopted February 22, 1978
Amended, September 19, 2024

ARTICLE I

GENERAL PROVISIONS

Section 1. Name. The name of this Commission is the New Jersey Motion Picture and Television Development Commission (the “Commission”).

Section 2. Scope and Provisions of Bylaws. These Bylaws are adopted pursuant to the Motion Picture and Television Development Act, P.L. 1977, c. 44 (the “Act”), as amended and supplemented, for the purpose of preparing and implementing programs to promote a motion picture and television industry within the State of New Jersey as required by Section 7 of the Act and are intended to govern the affairs and conduct of business of the Commission with respect to the performance of its functions, powers and duties under the Act.

Section 3. Principal Office. The principal office of the Commission shall be 36 West State Street, Trenton, NJ 08608 or such other location as the Board may designate. All communications to the Commission should be addressed to its principal office except as may be otherwise specified by rule or regulation. The Commission may also have offices at such other places as the Executive Director may designate from time to time.

Section 4. Seal. The Seal of Commission shall be in the form of a circle and shall bear the name of the Commission and the year of its creation.

Section 5. Effect. These Bylaws shall be in effect as of the date approved by the Board.

Section 6. Capitalized Words and Phrases. Words and phrases used in these Bylaws that are capitalized but not defined shall have the meaning ascribed to them in the Act. The members of the Commission may be referred to collectively as the “Board.”

ARTICLE II

MEMBERS OF THE COMMISSION

Section 1. Members. As set forth in the Act, the Commission shall consist of fourteen (14) members. There shall be ten (10) public members, eight (8) of whom shall be appointed by the Governor with the advice and consent of the Senate and two (2) of whom shall be appointed directly by the Governor. In addition, the Chief Executive Officer of the New Jersey Economic Development Authority, the Secretary of State, the Chair of the New Jersey State Council on the Arts, and the Commissioner of Labor and Workforce Development, or their designees, shall serve as members in an ex-officio capacity.

The members shall be appointed for the term of four (4) years, except that any person appointed to fill a vacancy shall be appointed only for the unexpired term, and shall serve until their respective successors shall be duly appointed and qualified.

Section 2. Designees. Ex-officio members may designate an officer or employee of the member’s department to represent the member at meetings of the Commission, and each such designee may lawfully vote and otherwise act on behalf of the member. Any such designation shall be in writing and delivered to the Commission and shall continue in effect until revoked or amended by writing delivered to the Commission.

Section 3. Compensation. The members of the Commission shall serve without compensation, but the Commission may reimburse its members for necessary expenses incurred in the discharge of their duties.

ARTICLE III

MEETINGS

Section 1. Meetings. Regular meetings of the Board shall be held at such times and places as may be determined by resolution of the Board.

Section 2. Annual Meeting. The Commission's Annual Meeting shall be held in July and shall replace that month's regular meeting to the extent a regular meeting is scheduled. The purpose of the Annual Meeting is to elect officers, approve an annual calendar of meetings, and to conduct any other business which may arise.

Section 3. Special meetings. The Chair may, as the Chair deems necessary, or upon the requested of three (3) members of the Commission, call a special meeting of the Commission. The Chair shall give at least two (2) days prior notice of the special meeting to all members. At such meetings, any and all matters may be considered and acted by the Board.

Section 4. Quorum. At any meeting of the Board where the 14 member positions are filled, eight members of the Commission shall constitute a quorum for all purposes and, in the event of a Board with less than 14 member positions filled, a quorum consists of a majority of the filled member positions. If a quorum is not present at any meeting of the Board, a majority of the members present may adjourn the meeting to another time and/or place. Notice of any such adjourned meeting shall be given in accordance with the requirements of the Open Public Meetings Act, P.L. 1975, c. 231.

Section 5. Open Public Meetings Act. All meetings of the Commission shall be scheduled in conformity with the Open Public Meetings Act, P.L. 1975, c. 231. In the event a notice period required by any other section of these bylaws is greater than that required by the Open Public Meetings Act, then the period of the greater notice shall govern.

Section 6. Voting. At every meeting of the Commission, each member shall be entitled to one (1) vote. All elections shall be had, action may be taken, and motions and resolutions adopted by the affirmative vote of a majority of the authorized members (the entire memberships authorized by statute). Except when the vote is unanimous, the yeas and nays shall be entered into the minutes.

Section 7. Conference Calls. Any or all members may participate in a meeting of the Board, or a committee of the Board, by means of a telephone, video or web conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute attendance at the meeting for the purpose of quorum provided that members attending by telephone, video or web conference are able to participate, if so desired, during the discussion of the matter.

Section 8. Certification of Resolutions. Each Commission member is authorized to certify, when required, the records, proceedings, documents, or resolutions of the Commission, and to affix the seal of the Commission to all agreements, documents, and instruments to be executed by the Commission.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Commission shall be the Chair, the Vice Chair, the Secretary and the Treasurer.

Section 2. The Chair. The Governor of New Jersey shall designate the Chair of the Commission who shall serve at the pleasure of the Governor. The Chair shall preside at all meetings of the Commission and rule on all questions of order, subject to appeal to a majority of the authorized members. The Chair may submit recommendations, as the Chair considers at their

discretion, concerning the business, duties and affairs of the Commission. The Chair shall have such other powers and shall perform such other duties as prescribed by the Act, applicable laws and regulations, these bylaws, or Commission resolutions.

Section 3. The Vice Chair. The Vice Chair shall be elected from among members of the Commission at each Annual Meeting of the Commission and shall hold office until the next annual meeting and until a successor is elected and qualified. The Vice Chair shall preside over all meetings in the absence or disability of the Chair, and shall perform the duties of the Chair in the event the office of Chair is vacant, or in the event the Chair is unable to perform such duties by reason of illness, disability or absence. The Vice Chair shall serve and have the aforementioned duties and powers and shall perform such other duties as prescribed by the Act, applicable laws and regulations, these bylaws, or by Commission resolution.

Section 4. The Secretary. The Secretary shall be elected from among the members of the Commission at each annual meeting of the Commission, and shall hold office until the next annual meeting, and until a successor is elected and qualified.

The Secretary shall:

- a. Maintain minutes of the proceedings of the Commission in one or more books provided for that purpose;
- b. Transmit the minutes of the Board to the Governor on behalf of the Commission;
- c. Provide for the due communication of all notices provided for by these bylaws, by resolution of the Commission, or otherwise as provided by law;
- d. Maintain custody of the Commission records;

- e. Maintain a register of the post office address of each Commission member, which shall be furnished to the Executive Director by the member immediately upon becoming a Commission member, and upon each change of address.

Section 5. The Treasurer. The Treasurer shall be elected by members of the Commission at each annual meeting and shall hold office until the next annual meeting and until a successor is elected and qualified. The Treasurer shall have such power and perform such duties prescribed by the Act, applicable laws and regulations, these bylaws, or by Commission resolution.

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. Vacancies. In case any office of the Commission elected by the Commission, becomes vacant by death, resignation, removal or any other cause, or in the event additional officers are created by the Commission, 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 Commission and until the election of a successor.

Section 8. Removal of Officers of the Commission. Notwithstanding any other provision to the contrary, any officer of the Commission, now or hereafter elected by the Commission, may be removed by the Commission, either with or without cause, by an affirmative vote pursuant to Article III, Section 6. The removal of a member as an officer of the Commission shall in no way constitute such individual's removal as a member of the Commission.

ARTICLE V

STAFF

Section 1. Executive Director. The Commission may employ an Executive Director qualified by training and experience for the duties of the office. The Executive Director, subject to the rules and regulations of the Commission, and under its direction and the supervision and direction of the New Jersey Economic Development Authority, shall have general supervisory and management responsibility over the activities of the Commission. The Executive Director shall not be a member or officer of the Commission. The hiring of an Executive Director shall be subject to the approval of the Chief Executive Officer of the New Jersey Economic Development Authority. The Executive Director shall have the following powers and duties assigned by these bylaws or by resolution of the Commission.

- a. Direct the internal organization and operations of the office staff of the Commission;
- b. Assign functions and duties of any member of the staff and modify such assignments as needed;
- c. Prepare and submit a proposed annual budget to the Executive Committee for each ensuing year for review, approval and adoption by the members of the Commission;
- d. Supervise the provision of all supplies, material and equipment needed for the efficient and effective operation of the Commission staff office;
- e. Represent the Commission at business meetings, legislative sessions; committee meetings and other appropriate functions; interface with the executive and legislative branches of government; and maintain strong relations

with State and local government officials, and other State agencies, departments, authorities and other instrumentalities;

- f. Submit a report of activities to the Commission at each of its public meetings;
- g. Enter into and execute agreements, instruments, and other documents in the name of the Commission which are authorized, generally or specifically, by the Board.
- h. Maintain a high level of communication with the Chair, Vice Chair, and Commission members as well as with all sections of management and labor involved with the motion picture and television industry to the end that the needs and goals of both are understood and accommodated as much as possible.

Section 3. Personnel. The Commission may, from time to time, employ personnel as it deems necessary to exercise its powers, duties and functions, as provided by the Act or other applicable law. The hiring of any personnel shall be subject to the approval of the Chief Executive Officer of the New Jersey Economic Development Authority.

ARTICLE VI

COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee composed of the officers of the Commission as defined in Article IV, Section 1 above, and other members appointed by the Chair, provided that membership shall be less than a quorum of the Commission. The Chair of the Executive Committee shall be the Chair of the Commission. The duties of this committee are to handle personnel issues, make recommendations to the Governor for Commission

membership, make recommendations to the Chair for placement or removal of members from committees, make recommendations to the Executive Director between Commission meetings, and perform such other duties as may be prescribed by the Board.

Section 2. Marketing Committee. The Chair or Co-Chair of the Marketing Committee shall be appointed by the Chair of the Commission. The Marketing Committee shall be composed of the Committee Chair, Co-Chair, if appointed, Chair and at least two (2) public members Chair of the Commission, at least one (1) of whom must have experience in marketing film and television, for a minimum total of three (3) members and less than a majority of the filled member positions. The duty of this committee is to recommend strategies and resources to promote and market film and television opportunities among industry leaders, the business community, and other interested parties to continue to develop and support film and television growth in New Jersey.

Section 3. Production Committee. The Chair or Co-Chairs of the Production Committee shall be appointed by the Chair of the Commission. The Production Committee shall be composed of the Chair, and at least two public members, at least one of which must have film production experience, for a minimum total of three (3) members, but less than a majority of the filled member positions. The duties of this committee are to make recommendations to support the Commission's efforts to attract and retain permanent production-related companies, businesses, and jobs to New Jersey. These companies, businesses, and jobs include but are not limited to studios, networks, film and television equipment sales and rentals, prop and set construction, costume suppliers, post-production facilities and visual effects houses.

Section 4. Diversity & Workforce Committee. The Chair or Co-Chairs of the Diversity & Workforce Committee shall be appointed by the Chair of the Commission. The Diversity & Workforce Committee shall be composed of the Chair, and at least two (2) public

members, at least one of which must have experience in workforce development, for a minimum total of three (3) members, but less than a majority of the filled member positions. The duties of this committee are to identify and seek to implement strategies, experienced personnel, and resources to support workforce development and the hiring of state residents for the film and television industry in New Jersey and to also make recommendations to implement diversity, equity, and inclusion initiatives that impact and support the local industry.

Section 5. Other Committees. In addition to the duties assigned to the aforesaid committees, the Commission Chair may assign any other duties to each Committee that the Chair deems necessary. The Commission may establish, by resolution, any other committees, standing or special, as it shall from time to time deem necessary to carry on the work of the Commission. Chair

Section 6. Nature of Committee Meetings. Unless otherwise required by the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq., committee meetings are not open to the public. Members of the public may attend and provide input or information at committee meetings solely at the invitation of the committee Chair, or Co-Chair, or a majority of the committee, but may not be present during committee deliberations, and shall not be given access to non-public information or documents.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Commission 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

AMENDMENT AND SUSPENSION OF BYLAWS

These bylaws may be amended at any regular meeting of the Commission by a majority vote of authorized members where a quorum is present provided that the amendment has been submitted in writing at the previous regular meeting. These bylaws may be suspended for the course of a duly constituted meeting, regular or special, by unanimous vote of the members present at that meeting, provided that the number of affirmative votes is at least what is required for any Board action.

ARTICLE IX

WAIVER OF NOTICE

Whenever the Commission or any officer thereof is authorized to take any action or to hold any meeting or proceeding after notice 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 permitted by law and 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 is waived in writing by the member, person or body entitled to said notice or entitles to the benefit of the lapse of time.

ARTICLE X

RIGHTS AND LIABILITIES OF DIRECTORS AND OFFICERS

No Officer, member, employee, or agent of the Commission may be interested, either directly or indirectly, in any project or in any contract, sale, purchase, lease or transfer of real or personal property to which the Commission is a party. If any such interest exists, the officer, member, employee, or agent must be recused from the discussion and decision regarding the

transaction. The individual shall state the reason for the recusal which shall be documented in the Commission's meeting minutes.

ARTICLE XII

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 Commission's enabling statute and/or regulations, as the same may be amended from time to time. Anything in these Bylaws that is inconsistent with applicable law or the Commission's enabling statute and/or regulations shall be null and void.

CERTIFICATION

The foregoing is a true copy of the Bylaws duly adopted by the Commissions at a meeting of the Commission held on September 19, 2024.



Michael Uslan
Chair
New Jersey Motion Picture and
Television Development Commission

ATTEST:



Shelley Levitan Adler
Secretary
New Jersey Motion Picture and
Television Development Commission