

**THIRD AMENDED BY-LAWS OF THE
NEW JERSEY SECURE CHOICE SAVINGS BOARD**

Adopted March 15, 2024

Preamble

The New Jersey Secure Choice Savings Program Fund (“Program Fund”) was established by the New Jersey Secure Choice Savings Program Act, P.L. 2019, c. 56 (the “Act”), as a special fund outside the General Fund, separate and apart from all public moneys or funds of the State of New Jersey. The New Jersey Secure Choice Savings Board (the “Board”) was established in, but not of, the Department of the Treasury, pursuant to the Act, to fulfill certain duties in furtherance of the Act. The New Jersey Secure Choice Savings Board has resolved to adopt these By-Laws.

**ARTICLE I
GENERAL PROVISIONS**

Section 1.1 Scope and Provision of By-laws. These By-laws are adopted pursuant to the Act. They are intended to govern the affairs and conduct of the business of the Board with respect to the performance of its functions, powers and duties under the Act.

Section 1.2 Name. The name of the Board is the New Jersey Secure Choice Savings Board.

Section 1.3 Principal Office. The principal office of the Board is located at 50 West State Street, PO Box 211, Trenton, New Jersey 08625. All communications to the Board shall be addressed to its principal office except as may otherwise be specified by resolution, regulation, or rule. The Board may also have offices at such other places as it may from time to time designate by resolution.

Section 1.4 Public Inspection. All Board procedures shall be available for public inspection at the principal office of the Board.

Section 1.5 RESERVED.

Section 1.6 Amendment. These By-laws may be amended by resolution duly adopted at any meeting of the Board, provided that notice of intention to present such resolution shall be given at least seven (7) days prior to the meeting of the Board at which the motion to adopt such resolution is made.

Section 1.7 Suspension. The provisions of these By-laws may be suspended, in whole or in

part, by resolution duly adopted at any meeting.

Section 1.8 Waiver of Notice. Whenever the Board 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 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.

Section 1.9 Fiscal Year. The fiscal year of the Board shall commence on the first day of July and conclude on June 30 of the next calendar year.

ARTICLE II BOARD MEMBERS AND DESIGNEES

Section 2.1 Board Members. The Board shall consist of seven Members (“Members”) as follows:

- (a) three ex-officio Members, who shall be: the State Treasurer, the State Comptroller, and the Director of the Office of Management and Budget; and
- (b) four Members of the general public: two with expertise in retirement savings plan administration or investment, or both, of which one representative shall be appointed by the Governor upon the recommendation of the Speaker of the General Assembly and one representative appointed by the Governor upon the recommendation of the Senate President; a representative of a business trade association, appointed by the Governor; and a representative of Program enrollees, appointed by the Governor.

The State Treasurer, or the State Treasurer’s designee shall serve as Chair.

Section 2.2 Designees. Each ex-officio Member may designate an employee of the Member’s department to represent that Member at meeting of the Board, and the designee may lawfully vote and otherwise act on behalf of that Member. The designation shall be in writing delivered to the Board and shall continue in effect until revoked or amended in writing and delivered to the Board.

Section 2.3 Term of Public Members. The four public Member appointees shall serve four year terms, except that the initial terms of the appointees shall be as follows: the public Member appointee recommended by the Speaker of the General Assembly, for two years; the public Member appointee recommended by the Senate President, for four years; the representative of a business trade organization, for three years; and the representative of Program enrollees, for one year.

Section 2.4 Vacancies. Any vacancy occurring among the Members of the Board by reason of

death, resignation, disqualification, incapacity to serve, removal from office in accordance with law, or otherwise, shall be filled in the manner provided in the Act. No vacancy in the Membership of the Board shall impair the right of a quorum to exercise all the rights and perform all the duties of the Board.

Section 2.5 Compensation and Expenses. Members of the Board shall serve without compensation but may be reimbursed for their actual expenses incurred in performing their duties under the Act.

ARTICLE III BOARD MEETINGS

Section 3.1 Meetings of the Board. Meetings of the Board shall consist of an Annual Meeting, Regular Meetings, and Special Meetings. All meetings of the Board shall be given in accordance with the requirements of the Open Public Meeting Act, P.L. 1975, c. 231, as amended.

Section 3.2 Order of Business. The order of business at the meetings of the Board shall be:

- (a) reading of the Open Public Meetings Act statement
- (b) roll call
- (c) approval of the minutes of the previous meeting
- (d) Program updates
- (e) unfinished business
- (f) new business

Section 3.3 Annual Meeting. An annual meeting shall be held in December of each year at such time and date, as the Chairperson may designate in accordance with the notice provisions of the Open Public Meetings Act. During the Annual Meeting, the Board shall elect a Vice Chairperson, appoint a Chief Executive Officer, and elect or appoint such other officers as the Board shall determine. During the Annual Meeting, the Board shall also establish a schedule of Regular Meetings for the then current calendar year, and no further notice of such regularly scheduled meetings need be given to any Member of the Board.

Section 3.4 Regular Meetings. Regular meetings of the Board shall be held at such time and places as may be determined by the Board in accordance with the notice provisions of the Open Public Meetings Act. Regular Meetings of the Board shall be held no less than quarterly.

Section 3.5 Special Meetings. Special Meetings of the Board may be called at any time by the Chairperson or in the absence of the Chairperson, the Vice Chairperson. Such meetings shall be scheduled in accordance with the notice provisions of the Open Public Meetings Act and in accordance with this Section 3.5. Notice of Special Meetings shall be in writing, shall be given personally or by regular mail or electronic mail to each Member of the Board at the Member's

address as it appears on the books or records of the Board unless the Member shall have filed a written request with the Secretary of the Board that notices intended for the Member shall be given no less than forty-eight (48) hours prior to the date of such Special Meeting. At such meetings, any and all matters may be considered and acted upon the Members of the Board.

Section 3.6 Executive Session. At any regular or special meeting of the Board, the Board may, by resolution, 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 when the circumstances under which the discussions conducted in Executive Session can be disclosed to the public. Minutes of Executive Sessions shall be taken and shall be disclosed to the public when deemed appropriate by the Board.

Section 3.7 Quorum. At any meeting of the Board, four (4) Members of the Board shall constitute a quorum for all purposes.

Section 3.8 Voting. At every meeting of the Board, each Member shall be entitled to one vote. The affirmative vote of four (4) Members shall be required for all elections, actions, motions, and resolutions. Except where the vote is unanimous, the voting on all questions, resolutions and motions shall be by roll call and the yeas and nays shall be entered into the minutes.

Section 3.9 Minutes. The minutes of each meeting shall be kept, showing the time and place, the Members present, the subjects considered, the actions taken, the votes taken and any other information required to be shown in the minutes as required by the provisions of the Open Public Meetings Act.

Section 3.10 Certification of Resolutions. Each Member is authorized to certify, when required, the records, proceedings, documents or resolutions of the Board.

ARTICLE IV OFFICERS OF THE BOARD

Section 4.1 Officers. The officers of the Board shall be the Chairperson, Vice Chairperson, Chief Executive Officer, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and such other officers as may from time to time be elected or appointed by the Board.

Section 4.2 Officers' Election, Appointment, and Terms of Office. The same persons may hold more than one office except that no persons may hold any office in addition to the office of Chairperson or Vice Chairperson. The State Treasurer or the State Treasurer's designee shall serve as Chairperson of the Board. The Vice Chairperson, the Treasurer, and the Assistant Treasurer of the Board shall be elected by the Board. The Chief Executive Officer/Secretary and the Assistant Secretary of the Board shall be appointed by the Board. The terms of such offices, except for that

of Chairperson, shall be one year and the elections and/or appointments shall occur at each Annual Meeting of the Board. Such Officers shall serve for said term and until their successors shall have been duly elected or appointed, except as provided otherwise in Section 4.3 concerning filling vacancies.

Section 4.3 Vacancies. In the event any office of the Board established under Section 4.1, except if such office is held by an ex-officio Member 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 any 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 Board and until the election of the Officer's successor.

Section 4.4 Removal of Officers. Any Officer or agent of the Board, other than the Chairperson, may be removed by the Board whenever in its judgement the best interest of the Board will be served thereby. The removal of a director of the Board from an office thereof shall in no way constitute such Member's removal as a Member of the Board.

Section 4.5 Chairperson. The State Treasurer or the State Treasurer's designee shall serve as Chairperson of the Board. The Chairperson shall preside at all meetings of the Board and rule on all questions of order, subject to appeal to the Board. The Chairperson shall submit such recommendations considered proper concerning the business, duties and affairs of the Board. In connection with entering into of contracts, the Chairperson may execute on behalf of the Board, contracts by manual or facsimile signature and shall have such other powers and shall perform such other duties as the Board may from time to time prescribe by resolution.

Section 4.6 Vice Chairperson. 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 office of the 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 Board may from time to time prescribe by resolution.

Section 4.7 Chief Executive Officer. The Board shall employ a Chief Executive Officer qualified by training and experience for the duties of the office who shall be appointed by the Board. Unless otherwise directed by the Board, and subject to the limitations, if any, of the budget adopted by the Board the Chief Executive Officer shall report to the Board and shall have general supervisory and management responsibility over the activities of the Board and for the day-to-day activities of the Board, including but not limited to the powers and duties specified in Article V below.

Section 4.8 Secretary. The Chief Executive Officer of the Board shall serve as Secretary of the Board. The Secretary shall act as clerk of all meetings of the Board, record or cause to be recorded all the proceedings of the meetings of the Board, and cause such records to be kept in such a manner as to ensure their permanence. The Secretary shall give proper notice of all meetings as

described herein and shall have custody of all the books and records of the Board, except those kept by the Treasurer. 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 Board or duly appointed designees of the Members, showing their places of business and dates or membership or dates of designation.

Section 4.9 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 disability, an Assistant Secretary may perform any and all duties and possess all the powers of the Secretary.

Section 4.10 Treasurer. The Treasurer of the Board or, in his/her absence, the Assistant Treasurer, shall keep the financial records of the Board, provide for the custody of the funds and other property of the Board, and perform all other duties as conferred upon him/her by these By-laws or by any resolution adopted by the Board.

ARTICLE V STAFF

Section 5.1 Employees. The Chief Executive Officer may:

- (a) supervise and direct the internal organization and reorganization of the staff of the Board;
- (b) create, determine and prescribe the duties of new and existing positions and qualifications for appointments to staff positions;
- (c) assign functions and duties to any member of the staff and modify such assignments as needed;
- (d) appoint, promote, remove, suspend, discipline and supervise employees of the Board;
- (e) grant or authorize the granting of vacations, sick leave, other leaves of absence and take all other necessary actions affecting employees;
- (f) approve salary range adjustments and merit increases for staff and personnel of the Board;
- (g) prepare, approve and enact additions, deletions and modifications to personnel; and
- (h) provide appropriate staff members with grants of operating authority in accordance with resolutions adopted by the Board.

Section 5.2 Annual Budget. The Chief Executive Officer shall prepare and submit a proposed annual budget for the Board for each ensuing year for adoption by the Board.

Section 5.3 Insurance. The Chief Executive Officer may authorize or arrange for the purchase, termination or renewal of any type of insurance provided that the premium for such insurance has either been authorized in the Annual Budget or does not exceed by 10% the amount specified in

the Annual Budget; or (ii) if not included in the Annual Budget the annual premium for such insurance is less than \$100,000.

Section 5.4 Contracts for Professional Services. The Chief Executive Officer may contract for professional services required for the efficient and effective operation of the Board as set forth in resolutions adopted by the Board.

Section 5.5 Hearings. The Chief Executive Officer or his/her designee may authorize and hold hearings which may be required under the Act or which he/she may otherwise deem appropriate.

Section 5.6 Scope of Administrative Powers. The powers vested herein in the Chief Executive Officer shall not be construed or deemed to affect the power of the Board to act in any case, but where the Board exercises a power in any such case, such action shall not be construed or deemed to affect the power of the Chief Executive Officer to act in similar cases in the future.

Section 5.7 Deputy Director(s). The Board may employ one or more Chief Operating Officers and/or Deputy Directors who shall assist the Chief Executive Officer in all aspects of the Chief Executive Officer's responsibilities. The Chief Operating Officer and/or Deputy Director(s), in addition to any other duties assigned by these By-laws, by resolution of the Board or by delegation from the Chief Executive Officer shall, in the absence or disability of the Chief Executive Officer, exercise all functions and undertake all responsibilities of the Chief Executive Officer.

Section 5.8 Personnel. The Board may from time to time employ such additional personnel as it may deem necessary to exercise its power, duties and functions as prescribed by law.

Section 5.9 Signing Authority. The Board shall designate by resolution those individual directors, officers, employees (or any combination thereof) who shall be authorized (either generally or in specific transactions) to approve contracts and to execute documents legally binding on the Board, or to sign checks and disbursements on behalf of the Board. The authority of any such person so designated shall terminate immediately upon resignation, death, removal from office or termination of employment with the Board, or upon the completion of the specific transaction as set forth in the authorizing resolution.

ARTICLE VI ANNUAL STATEMENT OF INVESTMENT POLICY

Section 6.1 Investment Policy to be considered at Public Hearing. The Board shall annually prepare and adopt a written statement of investment policy in accordance with the provisions of the Act ("Investment Policy"). The Investment Policy and any changes to the Investment Policy shall be considered at a public hearing.

**ARTICLE VII
ADMINISTRATIVE FEES**

Section 7.1 Administrative Fees. The Board shall set annual administrative fees for the Program. The Board shall keep annual administrative fees as low as possible but in no event shall annual administrative fees exceed 0.6% of the Program Fund's total balance, except that in the first three years after the implementation of the Program annual administrative fees shall not exceed 0.75% of the Program Fund's total balance.

**ARTICLE VIII
APPOINTMENT OF TRUSTEE**

Section 8.1 Program Trustee. The Board shall appoint a trustee (the "Trustee") to the Program Fund in compliance with section 408 of the Internal Revenue Code and as prescribed by the Act.

**ARTICLE IX
INVESTMENT VENDORS**

Section 9.1 Procurement of Investment Vendors. The Board may make and enter into contracts necessary for the administration of the Program and the Program Fund, including, but not limited to, retaining and contracting with investment managers, private financial institutions, other financial and service providers, consultants, actuaries, counsel, auditors, third-party administrators, and other professionals as necessary and in accordance with the provisions of the Act ("Investment Vendors").

Section 9.2 Bi-Annual Review of Investment Vendors. The Board shall conduct a review of the performance of any Investment Vendors not less than once every two years, including, but not limited to, a review of returns, fees, and customer service, and post a copy of reviews conducted under this Section 9.2 and in accordance with the provisions of the Act, to an internet website established and maintained by the Board.

**ARTICLE X
ANNUAL REPORTS**

Section 10.1 Audited Financial Reports. The Board shall annually submit to the Governor and the Department of the Treasury, and to the Legislature pursuant to section 2 of P.L.1991, c.164 (C.52:14-19.1), an audited financial report, prepared in accordance with generally accepted accounting principles, on the operations of the Program for each calendar year, to be submitted no later than July 1 of the following year.

Section 10.2 Program and Program Fund Reports. The Board shall annually submit to the Governor and the Department of the Treasury, and to the Legislature pursuant to section 2 of P.L.1991, c.164 (C.52:14-19.1), a report prepared by the Board, including, but not limited to, a summary of the benefits provided by the Program, the number of enrollees in the Program, the percentage and amounts of investment options and rates of return, fees paid to any vendors or contractors for purposes of implementing or operating the Program, and other information that is relevant to make a full, fair, and effective disclosure of the operations of the Program and the Program Fund.

ARTICLE XI COMMITTEES

Section 11.1 Appointment. The Board may appoint such Committees as may be necessary to facilitate its purposes from time to time.

Section 11.2 Audit Committee. The Board shall create an Audit Committee of no less than three (3) members to assist in the oversight of the Board's annual audit process. At least two (2) of the members shall be members of the Board. At no time shall any staff member of the Board be a member of the Audit Committee. At least one (1) member of the Audit Committee shall have accounting or related financial experience.

The Audit Committee shall be responsible for assisting the Board in retaining an independent auditor to conduct an audit of the Board's financial statements by making a recommendation to the Board after engaging in an auditor selection process, and assisting in the financial reporting and audit process of the Board, all in accordance with the provisions of Executive Order No. 122 (McGreevey 2004). The Audit Committee shall meet at least twice each year. Criteria for membership on the Audit Committee is governed by the provisions of Executive Order No. 122 (McGreevey 2004). Meetings of the Audit Committee shall be held at such times and places as may be determined by the Chairperson.

Section 11.3 Evaluation Committee. The Board shall appoint an Evaluation Committee of no less than three (3) Board members. The Evaluation Committee shall be responsible for conducting the solicitation and evaluation of eligible independent auditors. The Evaluation Committee is responsible for drafting requests for proposals ("RFPs"), soliciting responses to such RFPs, accepting and evaluating proposals and providing a final written report to the Audit Committee, all in accordance with the provisions of Executive Order No. 122 (McGreevey 2004).

Section 11.4 Investment Committee. The Board shall appoint an Investment Committee of no less than two (2) Board members. The Investment Committee shall be responsible for the creation of the Investment Policy to present to the Board. The Investment Committee shall also be responsible for the evaluation of investments and other securities to ensure that they meet the

Investment Policy. The Investment Committee shall work with the Investment Advisor to ensure compliance with the Investment Policy.

**ARTICLE XII
MISCELLANEOUS**

Section 12.1 Liability for Investment Loss. No Member or Officer of the Board is liable for any loss or deficiency resulting from particular investments selected under the Program, except for any liability that arises out of a breach of fiduciary duty under the Act.

**ARTICLE XIII
EFFECTIVE DATE**

Section 13.1 Adoption. These By-laws shall be effective as of the date of the resolution of the Board by which they are adopted becomes effective.