

**RESOLUTION TO ADOPT AMENDED AND
RESTATED BYLAWS FOR NEW JERSEY INNOVATION INSTITUTE**

WHEREAS, New Jersey Innovation Institute (“NJII”) was formed in 2014 by the NJIT Board of Trustees by Resolution 2014-30;

WHEREAS, bylaws were subsequently adopted in 2014 that were reviewed and approved by the respective Boards of NJII and NJIT;

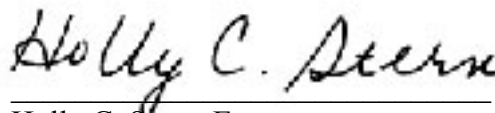
WHEREAS, a Task Force was formed composed of NJII Directors, and certain NJIT senior administrators, and representatives to review governance and operational issues going forward;

WHEREAS, following extensive review and legal consultation, the Task Force has developed an updated draft of Amended and Restated bylaws that more clearly establish governing principles and respective roles and responsibilities of the NJII Board of Directors, the NJIT Board of Trustees, as well as the respective roles and responsibilities of the Presidents of each organization;

WHEREAS, a copy of the amended and restated NJII bylaws are attached to this Resolution as “Amended and Restated Bylaws of New Jersey Innovation Institute, Inc.”;

WHEREAS, at its meeting of February 7, 2023, the Board of Directors of NJII voted to approve the Amended and Restated Bylaws of New Jersey Innovation Institute subject to the final vote of the Board of Trustees for NJIT;

NOW THEREFORE BE IT RESOLVED that the Board of Trustees do hereby approve and adopt the amendments to bylaws set forth in Amended and Restated Bylaws of New Jersey Innovation Institute, Inc.



Holly C. Stern, Esq.
General Counsel/Vice President of
Legal Affairs and
Secretary to the Board of Trustees
New Jersey Institute of Technology

February 9, 2023
Board Resolution No. 2023-22