

**AMENDED AND RESTATED
CONSTITUTION AND BYLAWS
OF THE
SOMERSET COUNTY DEMOCRATIC COMMITTEE**

Definitions

“County Committee” shall mean the total of those individuals from each unit of representation in each municipality in Somerset County, and representing the Democratic Party, duly chosen by the voters of the municipalities or chosen pursuant to Title 19 of the New Jersey Statutes, as the case may be, to represent their respective unit.

“Municipal Committee” shall consist of the elected, or otherwise duly chosen, members of the county committee resident in the respective municipalities.

“Executive Committee” shall consist of those members designated by Article VI of this Constitution and Bylaws.

“Written Notice” to a person entitled to receive written notice under this Constitution and Bylaws shall be deemed given (i) if by mail, when deposited in the United States mail, postage prepaid, directed to such person at such person’s address as it appears on the records of the County Committee; (ii) if by facsimile, when directed to a number at which such person has consented to receive notice; (iii) if by electronic mail, when directed to an electronic mail address at which such person has consented to receive such notice; (iv) if by posting on an electronic network together with a separate notice to such person of such specific posting, upon the later to occur of (A) such posting and (B) the giving of such separate notice of such posting.

ARTICLE I --- NAME AND PURPOSE

Section 1. The name of this organization shall be the Somerset County Democratic Committee (hereinafter referred to as County Committee).

Section 2. The purpose of the County Committee shall be to promote the welfare and progress of the official Democratic Party of Somerset County and to advance the welfare and progress of Somerset County and the State of New Jersey. We feel the election of qualified candidates and involvement by the many offers the best opportunity for a government that is responsive to all the people of Somerset County.

Its further purpose is to advance good government and Democratic ideals; to encourage grass roots participation in the Democratic Party; to select and develop only the most competent candidates to represent the Party and to work effectively for their election;

to encourage broad-based participation in Party and governmental affairs by every segment of our society; to support Democratic candidates for primary and general Elections; and to fulfill its duties under law.

ARTICLE II --- MEMBERSHIP

Section 1. The County Committee shall be composed of two members from each election district in Somerset County. Such members shall reside in the district from which they are elected or duly chosen, as the case may be.

Section 2. Any vacancy occurring within the County Committee may be filled, at a regular or special meeting, by the remaining members of the committee in the municipality in which the vacancy occurs. This shall include instances in which no person is elected as a Committee member in the primary election. A majority of committee members, present and voting shall be necessary to fill any vacancy.

Section 3. Members of the County Committee shall be elected every four years in the year after which there occurs an election for Governor, and in the manner provided by law. Members shall take office on the first Saturday following their election for a four-year term, on which day the terms of all members theretofore elected shall terminate, unless a member resigns or is removed from office prior to such date.

Section 4. Resignation.

(a) Written Resignation. Any member may resign at any time by Written Notice to the Chair of such Member's Municipal Committee. A resignation shall be effective upon receipt of such notice by the Chair or at any later date specified by the resigning member in the Written Notice of resignation.

(b) Resignation by Abandonment. If any member of a Municipal Committee fails, without good cause, to attend (either in person or by any means of communication authorized by Article V, Section 5 of these Bylaws) at least 50% of the meetings of the Municipal Committee during any consecutive twelve-month period, AND, during such period, fails to carry out any duties of a member of a Municipal Committee including but not limited to participating in Municipal Committee activities, growing local party membership, volunteering for local, county and state campaigns, acting as challenger on election day, and helping with party events, the Chair of such Municipal Committee may consider that such member has resigned by abandonment. Such resignation shall be effective upon delivery of Written Notice from the Municipal Chair to the resigning member. Such notice shall advise the member that if such member believes that the decision of the Municipal Chair is incorrect, such member shall have the right to have the issue reviewed by the Municipal Committee at a meeting of the Municipal Committee specified in such notice. At such meeting, the Municipal Committee shall consider arguments and evidence presented by such member and shall determine by majority vote whether to uphold or reverse the decision of the Chair. The decision of the Municipal Committee is final and unappealable.

Section 5. Any vacancy in the membership of the County Committee that remains unfilled by action of a Municipal Committee, as provided in Section 2 of this Article, after forty-five (45) days may be filled for the balance of such term by election by the members of the County Committee at a regular or special meeting thereof, except that the Executive Committee may make an interim appointment of a Committee member to serve until the County Committee fills the position for the balance of the term.

Section 6. It shall be the obligation of the members and the officers of this County Committee and Democratic elected and appointed officials to support the purposes for which the Party exists, and to work for the proper fulfillment of the same and to support those Democratic candidates for election to public office duly nominated in a Primary Election.

Failure to abide by the provisions of this section may be grounds for referral to the Executive Committee, who in turn, upon a finding of cause, may refer the matter to the Officers of the County Committee for final determination as to the right to use the slogan of the County Committee's corporate line (Somerset County Regular Democratic Organization); send a recommendation to the Officers of the County Committee for the withholding of county organization funds for any election; withdrawal of an endorsement and/or a determination that no solicitation may be made for the raising of funds to support a candidate seeking an elective or appointive office.

Section 6. County Committee members are obliged to support the purposes for which the Party exists and to support those Democratic candidates for election to public office duly nominated in a Primary Election. Specific duties of members of the County Committee include, but are not limited to, growing local party membership, volunteering for local, county and state campaigns, acting as challengers on election day, helping with party events, and assisting the Municipal Chair and Vice Chair in their duties.

If a County Committee member fails to support the purposes of the Democratic Party, the Municipal Chair may ask, in writing, for their resignation. If, after 10 days, no written resignation is forthcoming, the Municipal Chair may recommend the removal of said County Committee member. The recommendation for removal must also have the written support of the municipality's Vice Chair or Treasurer, if any, or a majority of the voting Executive Committee members. Upon having these conditions satisfied, a county committee member shall be removed upon affirmative vote of a majority of the voting County Executive Committee members.

ARTICLE III --- ELECTION OF OFFICERS

Section 1. Officers: The County Committee shall elect a County Chair and County Vice Chair, who shall be of opposite genders, at the reorganization meeting. A candidate for County Chair or Vice Chair shall notify the then-current County Chair of his or her intent to seek such position no later than twenty (20) days before the primary election prior to the reorganization meeting at which such election is sought. These officers shall be elected and shall perform such

duties as provided by law. The Chair shall appoint other offices which must include a Treasurer, Recording Secretary, and Corresponding Secretary, who shall be separate individuals. The Chair may appoint a Parliamentarian. Their terms shall run concurrently with the term of the Chair.

Section 2. The terms of Officers shall be for four years and shall end at the reorganization meeting next succeeding their election, or immediately upon the election of their successor, as the case may be, except in the case of resignation or disability as provided in this Constitution and Bylaws.

Section 3. All County Committee Officers shall have obtained more than fifty percent of the vote of County Committee Members present and voting at the reorganization meeting or any other meeting to fill a vacancy. In the event that more than two candidates run for the same office and no individual candidate gets more than fifty percent of the vote, there shall be a runoff of the top two. All votes shall be made by secret ballot in the case of more than one candidate for an Office.

Section 4. County Committee Officers may be removed, at a Special Meeting called for the consideration of that purpose and made by petition of twenty-five (25) members of the County Committee, upon the affirmative vote of two-thirds (2/3) of the members present and voting at such Special Meeting. Such petition shall state the purpose of the meeting and the time and place thereof and shall be presented to the County Chair, unless the purpose of the meeting is to consider the removal of the County Chair in which case the petition is to be presented to the County Vice Chair.

Section 5. Vacancies in any appointed office of the County Committee shall be filled in the same manner as originally chosen.

Section 6.: Notwithstanding any other provision of this Constitution and Bylaws to the contrary, whenever there shall be a vacancy in the office of the County Vice Chair by reason of resignation, removal or death, the office shall be filled in the same manner as originally chosen by members of the County Committee at the next regular or special meeting thereof, except that the Executive Committee, upon recommendation of the County Chair, may make an interim appointment to the office to serve until the County Committee fills the position for the balance of the term.

Section 7. Notwithstanding any other provision of this Constitution and Bylaws to the contrary, whenever there shall be a vacancy in the office of the County Chair by reason of resignation, removal, or death, the County Vice Chair, as provided by law, shall serve as the Acting County Chair until the next regular or special meeting of the County Committee, at which time a new County Chair shall be elected for the balance of the term. The Acting County Chair shall call a meeting of the County Committee within thirty (30) days of such vacancy.

Section 8. The County Chair shall be the Chief Executive Officer and shall be responsible for carrying out the goals and directives of the Executive Committee as set forth by this Constitution and Bylaws. The County Chair shall preside at all meetings, except during the election of a County Chair, at which time the meeting shall be conducted by a

member of the State Democratic Committee who is not a candidate for County Chair or, in their absence, by a person appointed by the County Chair. The Chair shall appoint, with the advice and consent of the Executive Committee, such other subordinate officers, including up to five Regional Vice Chairs, and such committees and their members, as the Chair shall deem necessary and proper. The Chair shall be a member ex officio of all such committees. These appointees shall serve at the discretion of the County Chair. The Chair shall act for the Executive Committee in executing the day to day business of the Executive Committee, serve as liaison to elected and appointed Democratic officials, be authorized to sign necessary documents except as otherwise herein provided, and shall perform the usual duties of such an office as provided by law.

Section 9. The Chair may appoint an Executive Director, with the advice and consent of the Executive Committee, who will serve at the discretion of the County Chair.

Section 10. The County Vice Chair shall assist the County Chair in the performance of the Chair's duties, and shall act as Chair in the absence or disability of the County Chair.

Section 11. The Recording Secretary shall be responsible for the recording, publishing by distribution, and maintenance of the minutes of all meetings of the County Committee and Executive Committee, of all Special Meetings, and of all such other meetings as the County Chair shall designate.

Section 12. The Corresponding Secretary shall be responsible for maintaining the list of all the members and officers, all official correspondence and documents of the Committee, and shall provide Written Notice of all meetings of the County Committee to all Members, Officers, and Democratic elected officials in Somerset County.

Section 13. The Treasurer shall be responsible for all finances and related records of the County Committee including the maintenance and filing of all account and election reports as required by law.

Section 14. The Parliamentarian shall be familiar with Robert's Rules of Order, and shall on request of the Chair advise the Chair on matters regarding parliamentary rules and procedures to ensure that meetings are conducted in accordance with Robert's Rules of Order as provided in Article V, Section 5 below.

Section 15. No County Committee monies or funds shall be obligated, encumbered, or expended without the written authorization of any two of the following Officers: County Chair, County Vice Chair, or Treasurer. This includes, but is not limited to, all checks, debits, and withdrawals from bank accounts of the County Committee.

Section 16. County Committee Officers and Executive Committee members shall preserve and secure all materials and documents entrusted to them and transmit these to their successors, and shall make these records available for inspection upon request of any duly elected County Committee member at reasonable times,

places, and manners.

ARTICLE IV --- MUNICIPAL CHAIR

Section 1. Each Municipality shall form a Municipal County Committee Organization and elect a Municipal Chair in accordance with law. If after forty-five (45) days of a vacancy the municipality has failed to elect a Municipal Chair and/or Vice Chair, the Executive Committee at a regular or special meeting thereof may make an interim appointment.

Section 2. The Municipal Chair's duties include, but are not limited to, recruiting candidates to run for local office, supporting candidates by organizing and promoting fundraisers, increasing party membership through events, recruiting and organizing party members to act as poll workers, challengers and campaign volunteers, and maintaining close contact with the County Committee Officers through Executive Committee meetings and other correspondence.

Section 3. The Municipal Vice Chair shall assist the Municipal Chair in the performance of the Chair's duties, and shall act as Chair in the absence or disability of the Municipal Chair.

ARTICLE V --- MEETINGS

Section 1. The reorganization meeting of the County Committee shall be held as provided by law. The first order of business shall be the adoption of Bylaws by a majority vote. Any person who wishes to run for a county committee office and have their name printed on the ballot at the reorganization meeting must notify the County Chair of their intention to run in writing no later than thirty (30) days prior to the reorganization meeting.

Section 2. The County Chair may call additional meetings at such times and places as the Chair shall determine.

Section 3. Special meetings shall be called upon petition of twenty-five (25) members of the County Committee presented to the Chair. Such petition shall state the purpose of the meeting and the time and place thereof. Such petition shall be presented to the Chair at least twenty (20) days prior to the date of the proposed meeting.

Section 4. Written Notice shall be given to County Committee Members of all meetings at least seven (7) days prior to said meeting, except in an emergency. Any Written Notice required by this Constitution and Bylaws may be waived in writing by any person entitled to such notice. The waiver or waivers may be executed either before, at or after the event with respect to which notice is waived. Each County Committee Member attending a meeting without protesting the lack of proper notice prior to the conclusion of the meeting, shall be deemed conclusively to have waived such Written Notice.

Section 5. Meetings shall be conducted according to Roberts Rules of Order, parliamentary procedure (Revised), in the absence of any rule herein to the contrary. The Chair may call on the Parliamentarian for advice at any time. The Chair with the advice of the Parliamentarian, has the sole authority to make decisions or rule on points of order. Upon the consent of the Chair, or at the request of a Committee Member, the Parliamentarian may be permitted to rise and explain a parliamentary point to the County Committee.

Ten percent (10%) of the duly qualified members of the County Committee must be in attendance in order to constitute a quorum at the reorganization meeting and at any other meeting of the County Committee in order to conduct business.

Where appropriate communication facilities are available, any or all members of the County Committee shall have the right to participate in all or any part of a meeting of the County Committee by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other.

The privilege of addressing the membership is reserved for officers, members of the Committee, Democratic elected officials, Democratic candidates, Democratic Party officials, and invited guests. The Chairperson may invite guests on either the Chair's initiative or upon the order of the Committee by majority vote of the membership present and voting.

ARTICLE VI --- EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee of the County Committee. The Executive Committee shall determine the overall policies and conduct day-to-day business of the Democratic County Committee between meetings of the full County Committee. The Executive Committee may delegate the execution of such authority to the County Officers as it shall determine necessary and proper, as this Constitution and Bylaws shall provide, and as provided by law. The Executive Committee shall consist of the following:

- a) the County Chair, County Vice Chair, Treasurer, Recording Secretary, Corresponding Secretary and the Executive Director;
- b) The Municipal Chairs of the several municipalities of Somerset County, except that municipal chairs may designate as their alternate a Member of the County Committee who is a resident of their respective municipality;
- c) The members of the State Democratic Committee from Somerset County;
- d) The Regional Vice Chairs, up to five, appointed by the Chair;
- e) The General Counsel of the County Committee;

f) Up to ten other registered Democrats residing in Somerset County appointed by the County Chair, one of whom may be a representative of the Somerset County Federation of Democratic Women and one of whom may be a representative of the Young Democrats of Somerset County.

These members shall be entitled to a vote on all matters presented to the Executive Committee for concurrence.

Section 2. The Executive Committee shall also include ex-officio members who shall be entitled to a voice at meetings but shall not be entitled to a vote or to receive Written Notice of meetings except as provided in this Article. These ex-officio members shall be:

- a) members of the County Committee;
- b) National, State, County, and local Democratic elected officials and candidates of the Democratic Party as selected at the Primary Election for National, State, or Countywide office;
- c) Democratic Municipal Vice Chairs;
- d) Subordinate officers appointed by the Chair;
- e) Chairs of committees or caucuses appointed by the Chair; and
- f) Representatives of others groups associated with the Somerset County Democratic Party, if designated by the County Chair or by the Executive Committee.

Section 3. Executive Committee Meeting shall be held no less than bimonthly.

Section 4. The first Executive Committee meeting of each year shall be held within thirty-five (35) days of the County Committee re-organization meeting or, not later than August 1st, whichever is sooner. The time and place for the first Executive Committee Meeting shall be announced at the County Committee organization meeting, and Written Notice shall be made to all full and ex-officio members at least seven (7) calendar days prior to the meeting.

Section 5. The County Chair shall, at the first Executive Committee meeting, designate the times and places for all subsequent regular meetings of the Executive Committee prior to the next County Organization meeting with the advice of the voting members present, except that the Chair may change the time, and place of any regular Executive Committee by providing Written Notice five (5) days prior to such meeting. The Chair shall provide Written Notice to all full and ex-officio members of the said subsequent regular monthly meetings at least five (5) five (5) days prior to the second Executive Committee meeting.

Section 6. Notwithstanding provision of this Article to the contrary, the County Chair may call special Executive Committee meetings at the Chair's discretion, and shall call special Executive Committee meetings upon written petition of ten (10) of its voting members to the County Chair. Written Notice of such meeting shall state its time, place, and purpose and shall be provided at least forty-eight (48) hours prior to such meeting. Any Written Notice required by this Constitution and Bylaws may be waived in writing by any person entitled to such notice. The waiver or waivers may be executed either before, at or after the event with respect to which notice is waived. Each Executive Committee Member attending a meeting without protesting the lack of proper notice prior to the conclusion of the meeting, shall be deemed conclusively to have waived such Written Notice.

Section 7. All Business conducted at special meetings and any emergency actions by the County Chair or other Officers shall be presented and reviewed at the next regularly scheduled Executive Committee meeting.

Section 8. Meetings shall be conducted according to Roberts Rules of Order, parliamentary procedure (Revised), in the absence of any rule herein to the contrary. The Chair may call on the Parliamentarian for advice at any time. The Chair with the advice of the Parliamentarian, has the sole authority to make decisions or rule on points of order. Upon the consent of the Chair, or at the request of a Committee Member, the Parliamentarian may be permitted to rise and explain a parliamentary point to the Executive Committee.

Section 9 Where appropriate communication facilities are available, any or all members of the Executive Committee shall have the right to participate in all or any part of a meeting of the Executive Committee by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other.

Section 10. The Executive Committee, by majority vote, shall promulgate written rules for any Somerset County Democratic Convention at which the endorsement of candidates is to occur. Such rules shall be distributed with the Written Notice for such a Convention meeting.

ARTICLE VII --- COUNCIL OF DEMOCRATIC ELECTED OFFICIALS AND OTHER COMMITTEES OR CAUCUSES

Section 1. There shall be a Council of Democratic Elected Officials consisting of all Democratic Members of the Municipal Governing Bodies and Elected Officials representing all or a portion of Somerset County.

Section 2. The County Chair shall call a meeting of the Council at least annually and at such other times as the Chair shall deem necessary.

Section 3. The Council may make recommendations to the Democratic County Committee or the Executive Committee as it shall deem appropriate.

Section 4. The Council, with the cooperation of the Executive Committee, may from

time to time conduct informational or educational programs for the benefit of members of the Council.

Section 5. The County Chair, with the consent of the Executive Committee may appoint from among the County Committee or from among the registered Democratic voters of Somerset County, committees as the Chair may determine, which shall have such powers and duties as shall from time to time be prescribed by the Chair with the consent of Executive Committee.

Section 6. To encourage participation, the County Chair, with the consent of the Executive Committee may create one or more ad hoc or standing caucuses to represent constituencies within the Democratic Party of Somerset County. The chair of such caucus shall be appointed by the County Chair. Each such committee or caucus shall have such authority and/or represent such constituency and shall perform such other duties as shall from time to time be prescribed by the County Chair with the consent of Executive Committee .

Section 7. Upon the recommendation of the County Chair, or upon motion of any member of the Executive Committee, any committee or caucus established under these Bylaws may be dissolved by resolution adopted by the Executive Committee.

ARTICLE VIII – AMENDMENTS

Section 1. Whenever an amendment to this Constitution and Bylaws is to be brought before the County Committee, a copy of the amendment and an explanatory statement must be included in the Written Notice of the meeting and provided to all County Committee Members at least ten (10) days prior to the meeting.

Section 2. In order to adopt an amendment to the Constitution and Bylaws, two-thirds (2/3rds) of the members in attendance must vote in its favor. Amendments so adopted shall take effect immediately.

ARTICLE VIII – EFFECTIVE DATE

Section 1. This Constitution and Bylaws shall take effect upon approval of two-thirds (2/3rds) of the members in attendance at a duly constituted meeting of the County Committee, and shall remain in effect without expiration unless amended as provided herein