

BY-LAWS
THE DEMOCRATIC PARTY OF THE STATE OF NEW JERSEY

ARTICLE I
Name

The name of this organization shall be the DEMOCRATIC PARTY OF THE STATE OF NEW JERSEY (“DEMOCRATIC PARTY” or “PARTY”)

ARTICLE II
Membership

Membership in this party shall be open to any resident of the State of New Jersey who is not a member of any other political organization, which may be adverse to the Democratic Party in any election. No test or qualification other than residence within the State of New Jersey shall be required for membership.

ARTICLE III
Office, Registered Agent

1. The headquarters of the Democratic Party shall be in Trenton, New Jersey. 196 West State Street, Trenton, New Jersey 08608. A designee of the Party Chairperson shall serve as Registered Agent.
2. Branch or subordinate offices of the Democratic Party may be established by the Party Chairperson at any place or places where the Party Chairperson deems it necessary to do so.

ARTICLE IV
Constitution and Laws

Nothing herein shall conflict with the Constitution of the United States of America, the laws of the United States of America, the Constitution of the State of New Jersey or the laws of the State of New Jersey. Each clause of these By-Laws shall be considered separately, and the illegality or unenforceability of any one clause shall not affect any other clause.

ARTICLE V
Governance and Organization

1. The Democratic Party of the State of New Jersey shall be governed by the Democratic State Committee (“State Committee”) in accordance with the Constitution and By-Laws of the Democratic Party of the State of New Jersey.

2. The Trustees of the Democratic Party of the State of New Jersey shall be the Party Chairperson, Vice-Chairperson and Executive Director of the New Jersey Democratic State Committee for the purposes of compliance with the New Jersey Nonprofit Corporation Act.
3. The Executive Committee of the Democratic Party of the State of New Jersey shall consist of the elected offices of Party Chairperson, Vice-Chairperson, Secretary, and Treasurer of Democratic Party and the Executive Director of the New Jersey Democratic State Committee.
4. The Executive Committee shall be responsible for the execution of the policy of the State Committee, with relation to the political organization and management of the Democratic Party with the State. Members of the Executive Committee shall serve for the duration of the terms they were elected to with the exception of the Executive Director of the New Jersey Democratic State Committee who shall serve at the pleasure of the Party Chairperson.
5. The elected officers of the Democratic Party of the State of New Jersey shall be the officers of the New Jersey Democratic State Committee, as follows: a Party Chairperson, a Vice-Chairperson of opposite gender than the Party Chairperson, a Secretary and a Treasurer.
6. The Party Chairperson shall be the Chief Executive of the Democratic Party and of the Democratic State Committee, presiding at its meetings, serving as its spokesperson and having general charge and supervision over and responsibility for the business and affairs of the Democratic Party. Except as otherwise directed by the State Committee, all other officers shall be subject to the authority and supervision of the Party Chairperson. The Party Chairperson may enter into and execute contracts or other instruments in the name of the Democratic Party in the regular course of business and such other contracts or instruments not in the regular course of business, which are authorized by the Executive Committee. The Party Chairperson shall be empowered to appoint members to all Standing and Working Committees as provided for in these By-Laws and shall be empowered to designate a Chair and Vice-Chair from the membership of each respective committee. The Party Chairperson shall serve as the Democratic Party of the State of New Jersey's principal member of the Democratic National Committee. The Party Chairperson shall have the authority to appoint a Deputy Secretary and a Deputy Treasurer who shall serve at the pleasure of the Party Chairperson and shall perform such duties and possess such powers as are incident to that office and as are assigned by the Party Chairperson, the Executive Committee, or the State Committee. The Party Chairperson shall not simultaneously serve as a County Chairperson.
7. The Vice-Chairperson shall perform such duties and have such authority as may, from time to time, be delegated by the Party Chairperson, by the Executive Committee, or by the State Committee. In the absence of the Party Chairperson, or in case of death, resignation, or removal of the Party Chairperson, the Vice-Chairperson shall perform the duties and be vested with the authority of the Party Chairperson until such time as a new Party Chairperson shall be properly elected.
8. The Secretary shall keep or cause to be kept the minutes of all meetings of the State Committee and of the Executive Committee. The Secretary shall formally certify actions and resolutions of the State Committee and of the Executive Committee and shall

perform such other duties and possess such other powers as are incident to that office and as are assigned by the Party Chairperson, the Executive Committee, or the State Committee.

9. The Treasurer shall have the custody of the funds of the Democratic Party and shall keep or cause to be kept regular books of account for the Democratic Party. The Treasurer shall perform such other duties and possess such other powers as are incident to that office and as are assigned by the Party Chairperson, the Executive Committee, or by the State Committee.
10. The term of office of the Party Chairperson, Vice-Chairperson, Secretary and Treasurer shall each be two (2) years, commencing in January and continuing until a successor is elected for each office, subject to the following exception. In years in which there is an election for Governor the term of each officer will end between the date of the primary election and the 30th of June, at such time each successor will be elected. In such a case, successors will be elected to an interim term of office which will expire the following January, when a successor to each office is elected for a two (2) year term as set forth herein.
11. Appointed Officers shall include Deputy Vice-Chair(s), Sergeant(s)-at-Arms, a Parliamentarian and such other offices as the Democratic Party may, from time to time determine. Appointed officers of the Democratic Party of the State of New Jersey shall be the appointed officers of the New Jersey Democratic State Committee. The Party Chairperson shall be empowered to appoint all appointed officers and they shall serve at the pleasure of the Party Chairperson.
12. The Party Chairperson shall appoint one or more Sergeant(s)-At-Arms who shall serve at the pleasure of the Party Chairperson. The Sergeant(s)-at-Arms shall be responsible for the decorum of the meetings of the State Committee and of the Executive Committee and shall be authorized, at the direction of the Party Chairperson, to bar from admission to those meetings any unauthorized persons, as well as to eject such persons whose actions may become disruptive to the meeting then in progress.
13. The Party Chairperson shall appoint a Parliamentarian who shall serve at the pleasure of the Party Chairperson. The Parliamentarian shall advise the Party Chairperson, and other officers, committees and members on matters of parliamentary procedure. The Parliamentarian shall serve as custodian to all non-financial records regarding party State Committee operations.
14. The Party Chairperson shall appoint one or more Deputy Vice-Chair(s) who shall serve at the pleasure of the Party Chairperson. The Deputy Vice-Chairs shall perform such duties and have such authority as may, from time to time, be delegated by the Party Chairperson, by the Executive Committee, or by the State Committee.
15. The Elected and Appointed Officers of the Democratic Party are not required to be members of the State Committee. All elected and appointed officers are required to be registered members of the Democratic Party.

ARTICLE VI

Party Standing Committees

1. The standing committees of the Democratic Party shall be the Executive Committee, the Finance Committee, the Coordinated Campaign Committee, the Affirmative Action Committee, and the Council of County Chairpersons.
 2. The Executive Committee shall consist of the following members: the elected offices of Party Chairperson, Vice-Chairperson, Secretary and Treasurer of the Democratic Party of the State of New Jersey and the Executive Director of the New Jersey Democratic State Committee.
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1. The Executive Committee shall be responsible for the execution of the policy of the State Committee, with relation to the political organization and management of the Democratic Party with the State. Members of the Executive Committee shall serve for the duration of the terms they were elected to with the exception of the Executive Director of the New Jersey Democratic State Committee who shall serve at the pleasure of the Party Chairperson.
 2. The Finance Committee shall be responsible for promoting the fundraising activities of the Democratic Party. The Party Chairperson shall be empowered to appoint members to the Finance Committee and to designate a Chair to preside over the committee. Members of the Finance Committee shall serve at the pleasure of the Party Chairperson. The Party Treasurer shall be a member of the Finance Committee.
 3. The Coordinated Campaign Committee shall consist of the Party Chairperson, Vice-Chairperson and Party Executive Director who shall be responsible for the formal establishment of coordinated campaign operations for the annual general election cycle.
 4. The Council of County Chairpersons shall consist of all Democratic County Chairpersons, as elected at the organizational meetings of the County Committees. The Party Chairperson shall meet with the Council of County Chairpersons no less than twice a year.
 5. The Affirmative Action Committee shall establish and implement a statewide program of affirmative action to encourage greater participation in all party affairs.
 6. The Party Chairperson may establish such other Special Working Committees and advisory councils as he or she may, from time to time, deem to be in the best interests of the Democratic Party. Except as otherwise set forth in these By-Laws, the Chairpersons and members of all Standing and Working Committees and advisory councils shall be designated by the Party Chairperson and shall serve at the pleasure of the Party Chairperson.

ARTICLE VII

Meetings

1. Regular meetings of the New Jersey Democratic State Committee or any Party Standing or Working Committee may be called at any time by the Party Chairperson, or the Executive Director of the New Jersey Democratic State Committee through the Party Chairman. The Party Chairperson or Executive Director of the Democratic State

Committee, through the Party Chairman, shall provide notice of the time, place and date of the meeting, directions to the meeting location, a draft agenda and a scope of notice if items on the agenda are to be voted upon. Notice of the meeting shall be given to committee members in good standing by U.S. Mail, electronic mail, facsimile, or telephone upon seven (7) days notice. In an emergency situation, notice may be given strictly by electronic mail and telephone with five (5) days notice. All committee meetings shall be considered convened upon the presence of at least a majority of the membership being present. Proxy voting is permitted.

2. Special meetings of the New Jersey Democratic State Committee or any Party Standing or Working Committee may be called at any time by the Party Chairperson or respective Committee Chairperson upon forty-eight (48) hours notice. Such notice may be by mail, facsimile, e-mail or telephone. All committee meetings shall be considered convened upon the presence of at least a majority of the membership being present. Proxy voting is permitted.
3. A quorum of the voting members of the New Jersey Democratic State Committee and for all Democratic Party Standing and Working Committees shall consist of a majority of the membership.
4. Any and all voting members of the New Jersey Democratic State Committee and Party Standing or Working Committees upon having received; either electronic or written notice of a scheduled meeting or voting session as well as an official proxy ballot for the upcoming session, are authorized to complete said proxy and return it on one of the following methods:
 - Completed with the signature of an NJDSC member, Member of the NJDSC Executive Board or Appointed NJDSC Officer who wishes to transfer their vote and with the signature of another member who will carry their vote. The proxy may be returned, completed via facsimile at (609) 396-4778 or by U.S. Mail at NJDSC, Attn: Proxy Ballot, 196 West State Street, Trenton, NJ 08608 The proxy will have to be notarized prior to its delivery.
 - In person, carried by another member to the voting session, signed by member who wishes to vote by proxy. At the meeting, it can be signed in the presence of a notary prior to the beginning of the meeting by another NJDSC Member, NJDSC Executive Board Member or NJDSC Appointed Party Officer.
 - Proxy Ballots filled out incompletely will be given every effort to be returned to the proxy voter for correction prior to the voting session. Ballots incorrectly marked that arrive via U.S. Mail on the day of the voting session, via facsimile following 5:00 p.m. on the day of the voting session or by carrier in person on the day of the voting session will not be accepted. The proxy voter will be marked as absent from the meeting and their vote will not be counted. A negligibly marked ballot will have no negative bearing on any member who transferred it to the meeting.
 - Any member of the New Jersey Democratic State Committee elected on the ballot (N.J.S.A. 19:5-4) by the residents of his or her home county and who is absent for three (3) consecutive voting sessions of the New Jersey Democratic State Committee shall have their position as a voting member terminated immediately.
 - Said terminated member shall receive notice via certified mail from the Party Chairperson regarding his or her termination under the By-Laws of the Democratic Party

of the State of New Jersey. The terminated member's County Chairman will receive notice within 48 hours as well.

- Said terminated member shall have the right to seek election to their former seat at the time of the next reorganization of the New Jersey Democratic State Committee. The filling of any and all vacancies created through termination shall remain as provided for in Title 19 of the Revised Statutes of the State of New Jersey, unless and until these By-Laws are amended to provide for a different method of selection.

ARTICLE VIII **Executive Director**

The Democratic Party shall have a full-time, paid Executive Director. The Executive Director shall have responsibility for the day-to-day administration of the Democratic Party and such other duties as the Party Chairperson and the Executive Committee may, from time to time designate.

ARTICLE IX **Consultants and Other Employees**

The Party Chairperson shall have the authority to designate consultants to assist the Party and such other employees as may be needed for the effective operation of the Party.

ARTICLE X **Legal Counsel**

The Party Chairperson shall designate a general counsel, a special counsel, and a corporate counsel to represent the legal interests of the New Jersey Democratic Party, Inc.

ARTICLE XI **County and Local Party Organizations and Relations**

1. The State Committee, Party Officers, and all Party Committees shall cooperate fully with all county and municipal Party organizations. All activities carried on by any of the Party officials which have a direct effect in a particular local area shall be done with the full knowledge and cooperation of county and local Party officials.
2. The Party Officers and Party Committees shall fully cooperate with all county and local Party Officials upon request to assist in such matters as the settlement of Party disputes, assist coordination of fundraising activities, public information, and other such matters as shall affect the relationship between the State, county and local organizations.

3. Each local Party will have the responsibility for encouraging the participation of the citizens of its municipality in the Democratic Party. The local residents should be encouraged to participate with the knowledge that with increased experience and training they can become eligible for higher Party Office.

ARTICLE XII

Election of Municipal Committee Members, County Committee Members, and State Committee Members

1. The election of Municipal Committee Members, County Committee Members, and State Committee Members shall remain as currently provided for in Title 19 of the Revised Statutes of the State of New Jersey unless and until these By-Laws are amended to provide for a different method of selection.
2. The selection of Municipal Chairpersons and County Chairpersons shall remain as currently provided for in Title 19 of the Revised Statutes of the State of New Jersey unless and until these By-Laws are amended to provide for a different method of selection.
3. Any and all elected voting members of the New Jersey Democratic State Committee must legally reside in the State of New Jersey for at least ten (10) months out of the year, barring extraordinary circumstances. Any and all elected voting members of the New Jersey Democratic State Committee must be able to provide proof of valid voter registration and party affiliation registration in the State of New Jersey

ARTICLE XIII

Equal Opportunity and Affirmative Action

1. In accordance with the principles of the Democratic Party, and in conformity with the principles of the Democratic Party of the United States, equal opportunity shall be given to all qualified persons without regard to race, religion, age, sex, economic status, or any other attribute irrelevant to the right to individual freedom and to participate in all activities carried on by the Democratic Party, including participation as candidates for elective office on all levels.
2. The Trustees of the Democratic Party of the State of New Jersey, under the direction of the Party Chairperson, shall administer such affirmative action plans as may be adopted in accordance with the law and the directives of the Democratic National Committee in order to insure the fullest participation by all Democrats and the greatest possible representation of all Democratic constituent groups, with particular concern for traditionally under-represented groups.

ARTICLE XIV **Amendments**

These By-Laws may be amended by a majority of the members of the New Jersey Democratic State Committee.

ARTICLE XV
Robert's Rules of Order

Any matters regarding the conduct of affairs of any meeting of the Democratic Party or of the State Committee not governed by the By-Laws or by rules especially adopted or by the laws of the State of New Jersey shall be governed by Robert's Rules of Order. A copy is available from the Parliamentarian for viewing before and after the meeting and copies of any rule cited during a meeting will be made available on request to any member.

ARTICLE XVI
Previous By-Laws

These By-Laws supersede any and all other previous By-Laws of the Democratic Party of the State of New Jersey and shall take effect immediately upon their adoption.

ADOPTED:
Friday, September 25, 2009
Voting Session of the New Jersey Democratic State Committee
Trump Plaza
Atlantic City, New Jersey

